

# **CODE OF CONDUCT**

of HAVERTY FURNITURE COMPANIES, INC.



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## A QUICK NOTE ABOUT THIS DOCUMENT ....

In this document, you will find boxes entitled "Questions and Answers". The information contained in these boxes is included alongside the Code of Conduct to assist you in understanding how the Code applies in real life situations and where to go for additional assistance.

For purposes of this Code, family member includes spouse, child (including by adoption), parent, grandparent, grandchild, cousin, aunt, uncle, sibling, parent-in-law, brother-in-law or sister-in-law of the employee or the employee's spouse, as well as step relationships of the forgoing and anyone (other than a tenant or employee) that shares your home.

NOTE: The Company does not create any contractual rights through this Code. This Code and the principles, policies and standards described in it are not an employment contract.



REMEMBER . . . Our reputation is in your hands. At the point of contact with the customer YOU are HAVERTYS.

CLARENCE HAVERTY  
President  
1938-1955

## INTRODUCTION

One unwavering rule at the core of Havertys' mission statement is that we will conduct our affairs in a legal, ethical and moral manner. Our conduct as directors, officers and team members of Havertys must always be based on honesty, respect, integrity and responsibility. Ultimately, our most valuable asset is our reputation. Complying with the principle standards contained in this Code is the starting point for protecting and enhancing that reputation. Each employee therefore plays an important role in setting the high standards in our business dealings and each of us shares responsibility for maintaining them. The policies in this Code are not merely words on paper; they are principles that are upheld daily within all operations of Havertys.

The Code does not try to address every situation that may arise. Some conduct may be contrary to the Code's spirit, even where the specific language of the Code does not specifically prohibit it. The spirit of the Code, as well as its specific provisions, must be followed.

Those who violate the Code may be subject to disciplinary action, up to and including termination. If you are in doubt about what is required, seek assistance:

- Ask your manager
- Ask Human Resources
- Contact our General Counsel
- Call our Fraud and Ethics Hotline  
(details are at the end of this Code)

The Code coexists with other policies of the Company. You are responsible for learning the details of all of the policies that apply to you and the work you do. Some of these other policies may impose greater restrictions or require more of you than is required by this Code. In those cases, you must follow the higher standard.

## Q&A

**Question:** What if I'm not sure whether something is a problem under the Code?

**Answer:** If you're not sure, ask yourself:

- Does this seem like the right thing to do?
- Am I really sure the Code and other Company policies permit this?
- Am I authorized to do this?
- Is this legal?
- Would I want to see a story about this in the media?

If the answer to any of these questions is "no," it likely is a problem under the Code. If you still aren't sure, seek assistance.

- Ask your manager;
- Ask Human Resources;
- Contact our General Counsel; or
- Call our Fraud and Ethics Hotline  
(details are at the end of this Code).

## AVOIDING CONFLICTS OF INTEREST

Conflicts of interest may occur when:

- Personal interests or activities compete or interfere – or even appear to compete or interfere – with your obligations to Havertys, its shareholders or customers.
- You or your family members receive improper personal benefits, products, services or preferential treatment as a result of your position, or the position of a family member in the Company.

Such situations might interfere with your judgment or ability to properly fulfill your duties. You must manage conflict – including the appearance of conflicts – between personal interests and the interests of Havertys, its shareholders or customers appropriately.

Some general consideration for identifying potential conflicts of interest:

- **Perception:** Could the activity or transaction be perceived as a potential conflict by others?
- **Intent:** Is the activity being offered or requested in an attempt to influence the recipient's or your judgment?
- **Impact:** Will the Company, its shareholders or its customers be advantaged or disadvantaged without legitimate reason if you participate in the activity or transaction?
- **Objectivity:** Will participation in the activity or transaction affect a customer's or your judgment or your ability to be objective with regard to any business decision?
- **Time considerations:** If the activity involves an outside activity, will the time required interfere with your ability to effectively carry out your job responsibilities to the Company, its shareholders or its customers?

The following are examples of activities that have a particularly high potential for a conflict of interest:

- Giving or receiving gifts, entertainment, discounts, tips, favors or other things of value in a manner contrary to Havertys' policy, especially if a vendor, supplier, landlord, competitor or contractor of the Company is involved.
- Using Company resources or assets, or using your position with Havertys, for your own personal business, financial or other interests.

## Q&A

**Question:** My brother runs a great office cleaning business. Can I retain him to do some contract work for the Company if his rates are the best rates available?

**Answer:** Regardless of your brother's rates, you cannot play a role in the Company's decision whether to engage him. If you think engaging your brother for cleaning services is in the best interest of the Company, you could tell your manager-- about your brother and then remove yourself from the decision-making process. If the Company decided to engage your brother, you'd also need to make sure you play no role at all in the managing or approving of his services.

**Question:** I would like to ask a vendor I work with to help a local charity I support in our community. Is that okay?

**Answer:** No. If you did this, you would be using a business relationship to further a personal interest, which is a conflict of interest. Check with Human Resources for rules regarding charitable solicitations.

**Question:** My spouse has significant ownership interest in one of our suppliers. Is this a conflict of interest?

**Answer:** You should contact your manager or Havertys' General Counsel to discuss the situation. A conflict of interest could exist depending on certain circumstances. Disclosing the potential conflict is always the best first step.

- You or your immediate family holding ownership interests in a vendor, supplier, landlord, competitor or contractor of Havertys.

Exception: An ownership interest of 1% or less in a company listed on a major stock exchange would not, by itself, be considered a conflict of interest.

## GIFTS AND ENTERTAINMENT

The purpose of entertainment and gifts in a business context is to create goodwill and good working relationships. The purpose is not for one party to gain an unfair advantage over the other.

You should not offer, give or accept any gift or entertainment to or from anyone who works for a current or potential customer, supplier, vendor, landlord or contractor of the Company **unless:**

- The entertainment or gift supports a legitimate business interest of the Company;
- The value, frequency and type of gift or entertainment is reasonable, given the business context;
- The intent and effect is not to unduly prejudice the recipient in favor of the giver;
- The entertainment or gift does not violate any laws or any applicable policies of the recipients organization; and
- The policies of Havertys do not prohibit it.

Subject to these conditions, the following are not prohibited by the Code:

- **Gifts of Nominal Value:** Gifts not exceeding \$200 (normal retail value) generally are okay under the Code.
- **Business Entertainment:** It is generally okay to accept business entertainment, such as attending a local sporting event or concert, if it advances Havertys' interests, is for a legitimate business purpose, and your manager approves. Note that accepting tickets to an event that the business partner is not attending with you should generally be considered a gift (not business entertainment).
- **Business Meals:** Generally speaking, business meals are not considered gifts or entertainment, and may be accepted as long as they are infrequent.
- **Customary non-cash holiday gifts:** If you share them with your department or others at your location or if your manager specifically approves, customary holiday items such as gift baskets, cookies, flowers or similar non-cash gifts of nominal value may be accepted.
- **Training courses offered by business partners:** Our suppliers, vendors or other business partners may offer business-related conferences or training courses. Participation is not prohibited by the Code if you have prior approval from your manager, and your attendance benefits Havertys.

If complimentary travel, hotel accommodations or other things of significant value are included, you must first obtain the written approval of the Management Committee member that is responsible for your department.

## Q&A

**Question:** A vendor has invited me to play a round of golf with him at a local course. This isn't a frequent occurrence. May I accept?

**Answer:** If your manager approves it, this kind of business entertainment is generally acceptable because it helps build good business relationships and it's not lavish. However, you should make sure the event wouldn't influence – or appear to influence – a business decision you make about the vendor. Again, get your manager's approval in advance.

**Question:** A vendor has offered me tickets to a sporting event. No one from the vendor will be attending. May I accept?

**Answer:** Because no one from the vendor is attending, generally these tickets would be considered a gift (not business entertainment). Therefore, you cannot accept the tickets unless you meet all of the requirements for accepting gifts under the Code or your manager approves. Ask your manager or our General Counsel if you have questions.

## HANDLING THE OFFER OF GIFTS, MEALS OR ENTERTAINMENT THAT AREN'T ALLOWED

If you are offered a gift, meal or entertainment that doesn't fit within what's allowed under the Code, you should politely decline it and explain that Havertys' rules don't allow you to accept it. If the giver would be offended by you declining a gift, or if the situation otherwise makes returning it impractical, you may accept the gift, but you should promptly notify your manager or Havertys' General Counsel who will work with you to resolve the situation appropriately within the spirit of the Code (which may include donating the item to charity or making the item available to a larger group of team members.)

Questions regarding gifts and entertainment or the handling of an offer of gifts, meals or entertainment may be directed to the General Counsel.

### Q&A

**Question:** Every year during the holidays one of our vendors sends me a gift basket full of cookies, crackers, and other goodies. Can I keep it?

**Answer:** If your manager specifically approves, you can accept this sort of customary gift basket as long as you aren't improperly biased in favor of the vendor. You can also accept this sort of customary gift if you share it with your department or others at your location.

**Question:** A business contact gave me an expensive crystal vase in recognition of a new contract. May I accept it?

**Answer:** Gifts should be nominal in value and not used to influence our decisions. This gift sounds like it might be of more than nominal value. If the gift doesn't fit within what's allowed by the Code, return it and explain that accepting it is against our gift policy. If returning the gift would cause embarrassment or be impractical, discuss the gift with your manager or Havertys' General Counsel.

## INTEGRITY IN DEALING WITH OTHERS

You must deal fairly with our customers, suppliers, vendors, landlords and competitors. You should not take unfair advantage of anyone through deception, abuse of confidential information, misrepresentation of material facts or any other unfair dealing or practice. As part of this, you must comply with all applicable laws, including laws relating to anti-trust, competition, lending and advertising.

### Some Do's and Don'ts:

- Do talk to the General Counsel before entering into any exclusive arrangements with customers, suppliers, vendors or other business partners regarding the purchase or sale of products or services.
- Do not use any illegal or unethical means to collect information about our markets, customers and competitors.
- Do make sure we do the right thing for our customers by treating them with proper respect, being honest and forthright in all of our advertising, and making sure our products and services comply with all applicable safety standards.
- Do require our suppliers and vendors to live up to our standards for conducting business ethically and legally.
- Call our Fraud and Ethics Hotline if you think a fellow employee, supplier, vendor or competitor may be engaging in improper behavior.

## Q&A

**Question:** We hired a person who formerly worked for a competitor. She knows confidential information about her former employer. Is it okay for her to share this information with us? It might be pretty helpful to us.

**Answer:** No. We treat confidential information about other companies the same way that we expect former Havertys team members to treat our confidential information after leaving. Accordingly, the Code prohibits her from disclosing confidential business information about her former company. Even if she discloses the information, you cannot use it.

**“Better to fail with honor than win by cheating.”**

SOPHOCLES

## SAFEGUARD INFORMATION

### HAVERTYS INFORMATION

You must protect the Company's confidential business information from improper disclosure or misuse. From time to time, you may see or learn information about our business that people outside our Company do not know. This may include things like unannounced financial results, sales data (including things like total sales, comp-store sales, and forecasted sales), financial projections, business or strategic plans, marketing and advertising plans, plans concerning our store locations, customer lists, organization charts, and other data or materials that we have not disclosed to the public. All of this is considered confidential business information of Havertys.

#### Some Do's and Don'ts:

- Don't disclose confidential information to others within Havertys unless required as a part of your job.
- Don't disclose confidential information outside of the Company unless a confidentiality agreement has been signed by the other party (contact our General Counsel for assistance).
- Do be mindful of all the places confidential information may reside around you – such as on your desk, in your office or backroom, in written documents, in paper files, and on computers and other electronic devices – and follow all Company policies and procedures regarding securing and protecting those documents, files and devices.
- Don't talk about confidential information where you can be overheard, such as elevators, airplanes, restaurants, or non-soundproof offices.
- Don't leave confidential information unattended on printers, in public areas, etc., and don't discard confidential documents where others can retrieve them.

### CUSTOMER AND EMPLOYEE INFORMATION

In the course of your duties, you may see or learn personal information about co-workers, consumers, or other individuals. This personal information may include an individual's name, address, email address, credit card information, telephone number, bank account information, government identification numbers (such as Social Security numbers), or health or medical information. You must handle personal information responsibly and in compliance with all applicable privacy and data protection laws and Company policies. You must not access or attempt to obtain information that you are not authorized to see.

### Q&A

**Question:** A local charity called my store and asked if I could provide employee names and addresses so they can send everyone an invitation to an upcoming charity benefit. Can I provide the info?

**Answer:** No, sharing employee data is not permitted (even if it's for a good cause).

## SAFEGUARD INFORMATION

Some things to remember:

- The collection, use and protection of personal information of consumers (such as names, email addresses, etc.) is governed by law as well as specific Company policies and procedures (for example, restrictions on use of consumer information per our website privacy policies, “opt out” procedures for marketing emails, procedures regarding collection of consumer information at retail point of sale, etc.). If you are involved in the collection, handling or use of any personal information of consumers, you must know these requirements and comply with them.
- Special additional policies and procedures will apply to certain types of information such as health and medical information.

You are responsible for learning the details of all policies that relate to the work you do for Havertys, including policies relating to confidential information, personal information and privacy. You may access these policies through the Intranet (where available) or by obtaining additional information by calling Human Resources.

## Supplier information

We must keep confidential and secure any information you have about the Company's purchase of products or services. Sharing this information with the wrong source could provide an improper advantage to the supplier or its competitors and violate agreements Havertys has with suppliers. In some instances, it also might violate the “need to know” policy for material, nonpublic information.

**“The time is always right to do what is right”**

MARTIN LUTHER KING, JR.

## INSIDER TRADING AND ADDITIONAL PROHIBITED TRANSACTIONS

If you have access to confidential information about Havertys, you cannot use or share that information to make investment decisions relating to stock or other securities of Havertys (New York Stock Exchange symbol “HVT” and “HVTA”).

Similarly, if you have non-public information about any other company (including any of our competitors, suppliers or other business partners), you cannot use that information to make investment decisions relating to stock or other securities of that company.

You also cannot “tip” or disclose confidential information to others who may buy or sell stock or other securities because of the information. For further requirements and information, please consult the Company’s Insider Trading Policy or contact the Corporate Secretary.

We also believe that it is inappropriate for you to engage in speculative transactions in our stock, which are in effect bets on short-term movement in the price of the stock or on a decline in value of the stock. Therefore you may not engage in short sales of our stock or in transactions involving puts, calls or other similar options to buy or sell our stock.

## INSIDER TRADING AND ADDITIONAL PROHIBITED TRANSACTIONS

### Q&A

**Question:** How do I know if something is a Company trade secret or confidential?

**Answer:** You should treat everything you learn about the Company and its business as a trade secret or confidential, unless it is obviously a matter of general public knowledge.

**Question:** Because I was curious, one of my co-workers showed me the purchase history of a celebrity who frequents one of our retail stores. Since I could have found this information on my own computer anyway, is this okay?

**Answer:** No, not okay. Customer information is confidential and should be accessed only for business reasons.

**Question:** I just received a call from a government agency requesting information on one of our customers. Should I provide the requested information?

**Answer:** You should contact our General Counsel before providing any information about a customer to a third party. While we seek to cooperate fully with governmental investigations, we also consider things like the applicability of our customer privacy policies and even the authenticity of the request (i.e., whether the request might be part of a scam from someone pretending to be a government official).

**Question:** My uncle often asks me about the Company and whether he should buy the stock. Should I give him advice?

**Answer:** No. The same rules about inside information apply whether you buy or sell stock yourself or if you give the information to someone else. If a relative or friend buys or sells stock based on non-public information that you provide, both of you could be violating the law.

## COMMUNICATIONS

### Responding to media inquiries

We work to both advance and protect the Havertys brand through engagement with the news media as part of our larger marketing, communications and investor relations activities. If you are contacted or approached by a reporter or member of the media, you should direct them to the Corporate Secretary. Team members who anticipate speaking or otherwise communicating with the media must obtain prior approval from the Corporate Secretary.

### Duty to cooperate

You must fully cooperate with any internal or external investigation or audit, or any regulatory examination or request for information. You need to be aware of and comply with any specific policies and procedures regarding contact with regulators, which among other things, may require you to report such contact to either your manager and Havertys' General Counsel. Additionally, you must immediately inform your manager and Havertys' General Counsel if you are the subject of an external investigation or contribute/participate in an external investigation unless laws, regulations or the investigating authority prohibit you from doing so.

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## BOOKS AND RECORDS

Each of us must do our part in recording and reporting our financial and non-financial information in a complete, accurate and timely manner. This is critically important: Our ability to make responsible business decisions and to comply with legal requirements for public disclosure depends on it.

We must comply with the Company's accounting and financial reporting procedures, as well as applicable generally accepted accounting principles and standards for accounting and financial reporting. The Company's books, records and financial statements must accurately reflect the Company's transactions and conform to the Company's system of internal controls.

As part of this, each of us must:

- Never distort the true nature of any transaction.
- Always record transactions in the proper accounting period (for example, never delay or accelerate the recording of revenue or expense to meet budgets or sales plans).
- Assure all payments and transactions are supported by appropriate documentation.
- Never falsify any document.
- Never engage in or permit accounting practices that misstate operating results or obscure improper transactions.
- Never knowingly or carelessly make a misleading or incomplete statement to the Company's external auditors or internal auditors in connection with any examination of the Company's books and records.

You should also be mindful that business communications and records sometimes become public. In your communications and in your recordkeeping (including emails, internal memos, formal reports, and your personal notes), you should avoid derogatory remarks, exaggeration, and inappropriate comments regarding others that may be misunderstood if they are later read by someone else.

## BOOKS AND RECORDS

You must also comply with the Company's document management policies and process. You must preserve all documents and records relevant to pending or reasonably foreseeable litigation, audits or investigations, and as directed by the Company's General Counsel.

### Q&A

**Question:** If my department has made its earnings goal for the quarter, is it okay for us to defer recognition of additional expense to the next quarter?

**Answer:** No. All revenue and expenses must be recognized in the period in which they are earned or have occurred.

**Question:** A Company auditor has asked me for a particular document created on a particular date. I can't find the actual document, but I can easily re-create the document and backdate it so it looks just like the document I can't find. Is that okay?

**Answer:** No. If you don't fully disclose to the auditor that you can't find the original record and that the document you are providing was not created on the date indicated, they you would be falsifying Company records and misleading the auditor.

## PROTECTION OF COMPANY ASSETS

All Company assets (including physical, financial and informational assets) must be protected from theft, carelessness, waste and misuse. Company assets should not be used for non-Company business.

Company assets include:

- Company funds.
- Company products and property.
- Computers, IT systems, software, internet access, telephones and handheld communication devices.
- Company trademarks, designs and other intellectual property, as well as the Company's name and goodwill.
- Information that is proprietary or confidential.
- Business opportunities.

Generally speaking, the occasional personal e-mail or phone call from your workplace is okay. Company policy may allow additional personal use of certain other Company property such as a mobile phone or wireless communication device. Make sure you comply with approved policies and only use these items as permitted. Always use common sense.

**Note:** Please keep in mind that you should have no expectation of privacy in using the Company's electronic systems. Information sent to or received by e-mail or over the Internet can be accessed by authorized personnel at the Company at any time without the consent of users.

### Q&A

**Question:** May I use my work email to send messages to my family or friends?

**Answer:** Limited personal use of the Company's electronic communication assets is okay as long as it complies with our electronic use policies and does not interfere with getting your job done.

## INTELLECTUAL PROPERTY

“Intellectual property” means things like trademarks, brand names, trade names, copyrights, designs, patents, trade secrets and proprietary information.

Our brands and other intellectual property are among our most valuable assets. We all must work to protect these assets.

We must also respect the intellectual property rights of others. Unauthorized use of the intellectual property of others can expose the Company to lawsuits, damages and embarrassment.

### Some “Do’s and Don’ts” regarding intellectual property at work:

- Do comply with our policies and guidelines for use of our trademarks and trade names.
- Do respect copyrights, trademarks, patents and other intellectual property of others.
- Don’t download unlicensed software or copies of software that is not purchased by the Company.
- Do consult with our General Counsel concerning necessary licenses or approvals to use protected intellectual property of others such as copyrights, patents, trademarks or proprietary information.
- Don’t introduce a trademark or brand name without checking with our General Counsel to make sure the trademark and other intellectual property doesn’t infringe the rights of someone else.
- Do talk to our General Counsel before using another company to develop new designs, products, ideas, software, etc. so that a written agreement can be put in place covering ownership and other rights in the intellectual property that is developed.
- Don’t knowingly use counterfeit products.

## Q&A

**Question:** I found a great picture on the Internet that I’d like to use in a design I’m working on. Is this okay?

**Answer:** No. Pictures and other material on the Internet are usually legally protected and can’t be copied into things we design, create or write.

**Question:** I have been asked to provide a quote about the Company’s experience with a vendor I have been working with. They want to use the quote in their marketing materials. Pretty cool, huh? May I provide the quote?

**Answer:** It’s nice they’ve asked, but before agreeing to be quoted you must consult with the Corporate Secretary. The Company is selective about agreeing to provide quotes and endorsements like this. Our name is one of our most valuable assets. We protect our good name by making sure that quotes and endorsements of this type are not only accurate but also promote the Company’s business interests.

## WORKPLACE MATTERS

### Diversity and inclusion

At Havertys we value our differences – in age, religion, ethnicity, gender, sexual orientation, experience and thought – and believe these differences are good for business and make our Company stronger. We work to provide all team members the tools needed to excel on the job and reach their full potential, and reward and recognize team members based on performance and results.

A diverse and inclusive workplace gives us the business advantage of understanding and meeting the needs of our customers and communities. Our differences also provide fresh ideas and perspectives which stimulates creativity and resourcefulness.

### Discrimination and harassment

We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race, color, religion, gender, age, sexual orientation, national origin or any other legally protected class. For further requirements and information, please contact Human Resources.

### Employment standards

If you are an hourly employee, you must make sure that all of the time you work is recorded accurately per applicable law and Company policy.

#### Some timekeeping “Do’s and Don’ts” for hourly team members:

- Do not work without pay.
- Do make sure you accurately record all time worked (this includes, for example, hours for work done at home or at any other off-site location).
- On your time record, do not move hours actually worked one day to another day in order to avoid overtime.
- Do not change or remove accurately recorded hours on a time record.

If you have any questions or problems with recording your time, you must let your manager know as soon as possible. If you are not satisfied with the response of your manager, contact Human Resources immediately.

Team members are required to follow all applicable laws and regulations relating to employment, including laws and regulations concerning meal periods, rest breaks, overtime pay and minimum wage requirements. If you see or suspect any violation of these standards, talk with your manager or Human Resources, or call our Fraud and Ethics Hotline.

### Discount policy

The employee discount is a privilege offered to team members for their personal use. The discount is only applicable to merchandise bought from Havertys by eligible individuals for personal household use. Relatives and friends are not eligible to buy under this plan. To learn more about the requirements of the employee discount please see Havertys’ Associate Handbook.

## WORKPLACE MATTERS

### Political activity

The Company encourages all Havertys personnel to exercise their individual rights of citizenship by voting, making personal political contributions if they wish to do so with their own funds and being otherwise politically active in support of candidates or parties of their own personal

selection. It should be clearly understood however that it is against Company policy for you to lobby other team members on behalf of a political candidate during the workday. It is also against our policy to reimburse an employee for any political contribution or expense.

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## SERVING AT OTHER ENTITIES

### For-profit organizations

Team members must obtain approval from the CEO of Havertys before serving as a director or officer of another for-profit company. You may not serve as a director or officer of a competitor.

### Non-profit organizations

Service as a director, trustee or officer of a non-profit organization on your own time is not prohibited by the Code. However, if in serving you would be acting as a representative of the Company, you must obtain approval from the CEO or General Counsel of Havertys in advance.

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## COMPLIANCE WITH THE LAW

You must obey all applicable laws at all times.

Obviously, to do this, you must be familiar with the laws that apply to you and to the work you do for the Company. Laws are often complex and difficult to understand. When in doubt, seek help! Talk to your manager or contact Human Resources.

## IMPROPER PAYMENTS

You must never offer bribes, kickbacks or other improper payments (whether in cash or anything else of value) to government officials, civil servants, political party officials, team members of a customer, or anyone else.

Additionally, you should never permit or authorize anyone else to engage in this type of activity. This includes other Company team members as well as third parties acting on our behalf, such as contractors, consultants or buying agents.

Even if bribery appears to be an accepted local practice in a country, you are not allowed to engage in it. The Company recognizes that demands for improper payments may be made occasionally upon the Company and that rejecting such demands may negatively impact our business. Regardless of the effect, all such demands must be rejected immediately and reported to our General Counsel. Doing the right thing is always the right thing to do.

**“Relativity applies to physics, not ethics.”**

ALBERT EINSTEIN

### Q&A

**Question:** A product rep told me she'd use her influence to make sure we got a big order processed by a large vendor at a discounted price if we paid her a one time "consulting fee". That's not okay, is it?

**Answer:** The consulting fee would likely constitute a "kickback", which is definitely not okay.

**Question:** What is a "kickback"?

**Answer:** A "kickback" is something of value (such as a cash payment) that is promised or given to someone for the purpose of improperly obtaining favorable treatment from him/her in connection with the awarding of a contract or fulfillment of an order (see the immediately preceding question for an example).

**Question:** I was told I have to pay a small gratuity to a minor official to clear our products through customs. What should I do?

**Answer:** You may not pay a U.S. customs official under any circumstance. In some countries outside the U.S., small payments to expedite a routine action may be permissible, but only under very limited circumstances. Before making any payment, you **must** get approval from our General Counsel in each case.

## OTHER RESPONSIBILITIES

### Of all Team Members

Each employee has the following responsibilities under the Code:

- Make sure you understand what is required by this Code.
- Learn the details of all other policies that relate to the work you do for the Company.
- Promptly ask for assistance if you have any questions or concerns about the Code or other policies.
- Report Code violations and concerns promptly.
- If you are not satisfied with the response you receive when you report a potential violation, pursue the issue through another channel.
- Cooperate fully in any investigations undertaken by the Company.

### Of leaders and managers

Leaders and managers must also do the following:

- Set the tone and be a model for ethical conduct.
- Create an environment where team members feel comfortable talking about something that concerns them.
- Make sure all people who report to you understand the Code and comply with it.
- Never direct or approve actions in violation of the Code.

### No retaliation

The Company simply will not tolerate any retaliation against someone who makes a good-faith report of a violation of this Code or any other Company policy. Anyone who engages in such retaliation will be subject to discipline up to and including dismissal.

## OTHER RESPONSIBILITIES

### Waivers

Waivers of this Code shall not generally be granted. Any waiver of the Code for an employee may be made only by Havertys' CEO or the CEO's designee. Any waiver of this Code for a director or executive officer of Havertys may be made only by the disinterested members of the Board of Directors or of the Nominating, Compensation and Governance Committee of the Board and shall be disclosed to the public to the extent required by law.

### Certification

All new team members must sign a certificate confirming that they have read and understand this Code. We also require an annual certification of the Code and an additional report from Havertys' managers and officers. However, failure to read the Code or sign the confirmation does not excuse you from complying with the Code.

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## REPORTING, EFFECT OF VIOLATIONS AND HAVERTYS' FRAUD AND ETHICS "HOTLINE"

Among the most important responsibilities of each and every director, officer and employee of the Company is the obligation to comply with this Code along with the obligation to raise any concern about a possible violation of the Code or applicable laws. Any violation of the Code of Business Conduct and Ethics is a very serious matter.

If you have a question about ethical business conduct please do not hesitate to ask. Team members should contact the Company's Chief People Officer. We prefer that you give your identity when reporting violations or suspected violations, to allow Havertys to contact you in the event further information is needed to pursue an investigation. If you make your identity known, the Company's investigators will take reasonable precautions to keep your identity confidential, consistent with conducting a thorough and fair investigation. For the sake of confidentiality, we may not be able to tell you about the results of an investigation.

However, if you feel more comfortable you may anonymously contact Havertys' Fraud and Ethics Hotline.

Officers and Directors should report, in person or in writing, any known or suspected violations of laws, governmental regulations or this Code to the Company's Corporate Secretary.

The Company's Corporate Secretary or Chief People Officer, as appropriate, will investigate any reported violations and will oversee an appropriate response, including corrective action and preventative measures. Directors, officers and team members that violate any laws, governmental regulations or this Code will face appropriate, case specific disciplinary action, which may include removal, demotion or discharge.

## REPORTING, EFFECT OF VIOLATIONS AND HAVERTYS' FRAUD AND ETHICS "HOTLINE"

If you have any concerns regarding, accounting, internal accounting controls or auditing matters relating to Havertys or any other issue you believe should be brought to the attention of Havertys' Audit Committee, you can contact the Committee anonymously via the Fraud and Ethics Hotline.

Anyone may report conduct that is, or might be, unethical, dishonest, illegal or otherwise in violation of this Code or other Company policies using Havertys Fraud and Ethics Hotline at **1-844-565-0615**.

### Q&A

**Question** I believe I received a poor performance review after I made a complaint about a co-worker harassing me. Previously, I had always received excellent reviews. What can I do?

**Answer:** The Company prohibits any retaliation against team members who raise legitimate concerns. Contact the General Counsel or Human Resources with your concerns. You can also call the Company's Fraud and Ethics Hotline.

**Question:** I'm concerned about reporting a suspected fraud. What if I am wrong and it gets me in trouble, or I hurt someone's reputation?

**Answer:** We do not hold team members accountable for reports made in good faith, even if they turn out to be unfounded. Investigations are conducted in an objective, fair and confidential way.

This Code of Conduct is a common set of principles and policies that apply to everyone -- at every Havertys location -- all team members, officers, and directors.

Its reach is broad, but can generally be summed up in four words:

**"Always play it straight."**

RAWSON HAVERTY, SR.



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