

American Woodmark Corporation

Compensation Committee Charter

Organization

The Board of Directors will appoint a Compensation Committee consisting of at least three independent Directors of the Board in good standing, designating one member as Chairperson. All members of the Committee, regardless of the total number of members on the Committee, will be independent Directors. Members will be considered independent if they satisfy the independence requirements as set forth in the NASDAQ Marketplace Rules and Rule 10A-3 of the Exchange Act. In addition, each member of the Committee must qualify as an “outside director” as such term is defined in the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended, and must qualify as a “non-employee director”, as such term is defined under Rule 166-3 promulgated under the Securities Exchange Act of 1934, as amended.

In addition to satisfying independence standards, members of the Committee will have the experience, in the business judgment of the Board, to effectively address the matters delegated to the Committee.

The Committee will meet as required in order to fulfill the primary purpose as outlined below, to conduct all activities as outlined below, to complete the duties and responsibilities as outlined below, to remain current on compensation matters that effect or may effect the Company, and to maintain a dialogue with Management regarding the administration and effectiveness of the Company’s compensation plan. The Committee will report regularly to the Board of Directors with respect to the fulfillment of responsibilities and duties as outlined in this Charter.

Purpose

The primary purpose of the Committee is to design and manage competitive compensation programs to facilitate the attraction and retention of talented Directors and senior executives.

Activities of the Committee are focused on:

- Reviewing, evaluating and approving executive compensation plans for elected officers.
- Reviewing, evaluating and recommending Director compensation plans to the full Board.

- Providing oversight for the Company's employee benefit plans.
- Preparing the Compensation Committee report required to be included in the Company's annual proxy statement.

The Committee will have the authority to retain and compensate outside legal counsel, compensation experts or other advisors it considers necessary to fulfill the duties and responsibilities as outlined in this Charter.

In fulfilling its purpose, the Committee may delegate certain aspects of implementation and day-to-day management of compensation administration to Officers of the Company.

Duties and Responsibilities

The principal duties and responsibilities of the Committee are as follows:

- The Committee will establish procedures to review the performance of the Chief Executive Officer and will complete a formal evaluation of his or her performance at least once per fiscal year.
- The Committee will establish procedures to review the performance evaluation of the senior executive officers (elected officers) conducted by the Chief Executive Officer and will complete a formal review of these evaluations at least once per fiscal year.
- The Committee will provide oversight regarding the design and effectiveness of executive compensation programs including the policies for the administration of compensation programs and actual compensation paid under the Company's programs. To assist in the design and evaluation of the compensation programs, the Committee may retain an independent compensation consultant to advise the Committee as needed. The Committee will request and consider the recommendations of management in carrying out their responsibilities.
- The Committee will establish the base salary, bonus opportunity and all other compensation including perquisites, other special compensation and benefit arrangements for the Chief Executive Officer and the senior executive officers (elected officers). The Committee will request and consider the recommendation of the Chief Executive Officer in determining the compensation of the senior executive officers.
- The Committee will establish performance targets to be used in the determination of annual bonus payments for the fiscal year at the beginning of each fiscal year, and determine the extent to which such performance targets are achieved. The performance targets will be set based on the Committee's understanding and assessment of relevant

factors including the long-term strategic goals for the Company, current performance levels, the anticipated economic environment and the competitive marketplace for senior management talent.

- The Committee will oversee the Company's stock option and other equity incentive plans as approved by the Shareholders. The Committee will review and approve the amount and terms of all stock option grants. The Committee may delegate certain day-to-day administrative duties regarding stock option plans to the Chief Executive Officer, or Chief Financial Officer.
- The Committee will review and approve any new employee benefit plan or change to an existing benefit plan that creates a material long-term financial commitment by the Company. The Committee may review periodically the Company's benefit plans, the appropriateness of the benefits provided under the plans, the allocation of benefits under the plans and the extent to which such plans are meeting the intended objectives as an element of overall compensation.
- The Committee will approve the adoption, amendment or termination of employment agreements, change-in-control agreements, and any similar or related agreements between the Company and the senior executive officers of the Company.
- The Committee will prepare, approve and issue an annual report to Shareholders regarding executive compensation as required by the rules and regulations of the Securities and Exchange Commission. The Committee may delegate preparation of the report to management.
- The Committee will review and recommend to the Board for approval any changes to Director compensation. As part of such review, the Committee will consider total Director compensation in relation to total compensation paid by other companies of similar size and complexity and balance the need to be competitive with the concern of compromising Director independence due to excessive compensation.
- The Committee will perform an evaluation of its performance at least annually to determine whether or not it is functioning effectively. The evaluation will include input from the full Board of Directors and management.
- The Committee will review and reassess the Charter at least annually and will obtain the approval of the Charter from the Board.