

HOOKER FURNITURE CORPORATION
COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee will be to:

- Discharge the oversight responsibilities of the Board of Directors with respect to compensation of the corporation's executives;
- Produce a report on executive compensation to be included in the corporation's annual proxy statement in accordance with applicable rules and regulations; and

Administer designated executive compensation plans of the corporation.

-

Membership and Organization

1. The Compensation Committee is a committee of the Board of Directors. The committee shall consist of at least three members of the Board, as the Board shall from time to time determine. The members and chair of the committee will be elected by the full Board and will serve at the pleasure of the Board.
2. The committee shall meet as often as its members deem necessary to fulfill its responsibilities, but not less than twice each year. A majority of the members of the committee will constitute a quorum for the transaction of business. The committee may act by unanimous written consent in accordance with applicable law.
3. Each member of the committee must qualify as an "independent director" for purposes of the Nasdaq Stock Market, Inc. listing requirements.
4. If any members of the committee are not "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code and the regulations thereunder or "non-employee directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, the committee may (but is not required to) delegate to a subcommittee responsibility for any determinations required to be made by "outside directors" under Section 162(m) or by "non-employee directors" under Rule 16b-3. The committee may not otherwise delegate any of its duties and responsibilities to a subcommittee without the authorization of the Board.
5. The committee will regularly report to the full Board on the actions taken at its meetings.

6. The committee is authorized to obtain advice and assistance as it believes necessary from corporate personnel and from external legal, accounting and other advisers, including independent compensation consultants.

Duties and Responsibilities

The committee's duties and responsibilities will be to:

1. Review and approve any statement of general principles governing payment of compensation to, or ownership of the corporation's stock by, the corporation's executives.
2. Review and approve (a) general performance goals established under the corporation's annual bonus and other incentive compensation plans, and (b) the specific goals under which compensation is to be paid to designated executives under the plans. With respect to the chief executive officer, review and approve corporate goals and objectives relevant to his or her compensation, evaluate his or her performance in light of these goals and objectives and set his or her compensation level based on this evaluation.
3. Review and approve salaries to be paid to executive officers of the corporation, including the chief executive officer.
4. Review and recommend to the Board the executive compensation and benefit plans to be adopted by the corporation and any amendment, termination or discontinuance of such plans, including any equity-based plans.
5. Administer and perform specified functions under the corporation's equity-based, incentive compensation, deferral and other executive compensation plans as designated from time to time by the Board or by the terms of such plans. In discharging this responsibility, the committee will (a) grant, or delegate authority to grant, equity-based awards, (b) review management's recommendations regarding incentive compensation awards (other than for the chief executive officer) and grant, or delegate authority to grant, such awards as the committee believes appropriate, (c) determine the incentive compensation award to be granted to the chief executive officer, and (d) perform such other functions as are specified by the terms of such plans or by the Board.
6. Review on a periodic basis (soliciting necessary information from corporate personnel, independent consultants and others, as the committee believes appropriate) (a) competitive market analyses of the corporation's executive compensation program (including benefits and perquisites paid or available to executives) and (b) executive compensation alternatives and significant new trends and issues.
7. Review, with the assistance of appropriate corporate personnel or external advisers, the impact of tax, accounting and regulatory requirements on executive compensation.

8. Review and approve the terms of any severance, change in control, or employment agreements with officers or other key executives of the corporation, including the designation of individuals to enter into such agreements.
9. Review and approve any contract providing for consulting fees or other special compensation payable to an officer of the corporation after termination of his or her regular employment.
10. Review and approve the committee's report on executive compensation to be included in the proxy statement and the corporation's response to any comments of the Securities and Exchange Commission on the report.
11. Evaluate the committee's own performance annually and report the results of the evaluation to the Board.
12. Review this charter annually and update as necessary (with any amendments subject to approval by the Board).

(#130630)v. 2