

**HOOKER FURNITURE CORPORATION**

**Nominating and Corporate Governance Committee Charter**

**Adopted by the Board of Directors December 19, 2003**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board” or the “Board of Directors”) of Hooker Furniture Corporation (the “Company”) shall be a standing committee and the purpose of the Committee is to (a) identify individuals qualified to become Board members; (b) select, or recommend that the Board select, nominees to the Board and to each committee of the Board; (c) assist the Board with respect to corporate governance matters applicable to the Company; and (d) assist the Board in senior management succession planning.

The Committee shall have the authority to obtain such advice or assistance as it deems necessary, including from consultants, legal counsel or other advisors as needed to perform its duties, and to determine the terms, costs and fees for such engagements. Without limitation, the Committee shall have sole authority to retain or terminate any search firm to be used to identify director candidates and to determine and approve the terms, costs and fees for such engagements. The fees and costs of any consultant or advisor engaged by the Committee to perform its duties shall be borne by the Company.

**Membership**

The Committee shall be comprised of at least three directors determined by the Board of Directors to meet the independence requirements of The Nasdaq Stock Market, Inc. (“Nasdaq”) and applicable federal law. Appointment to the Committee and the designation of the Chair of the Committee shall be made on an annual basis by the full Board.

When appropriate, the Committee may designate one or more of its members to perform certain of its duties or responsibilities on its behalf, subject to such reporting to or ratification by the Committee as the Committee may direct.

**Meetings**

The Committee shall meet as often as its members deem necessary to fulfill its responsibilities.

**Responsibilities**

To fulfill its responsibilities and duties, the Committee shall:

- Identify individuals qualified to become members of the Board.

- Approve director nominations to be presented for shareholder approval at the annual meeting of shareholders and to be presented for Board approval to fill vacancies on the Board as necessary.
- Evaluate and recommend for appointment by the Board the members and the chairs of all standing Board committees.
- Evaluate and make recommendations to the Board regarding size and composition of the Board and develop and recommend criteria for the selection of individuals to be considered as candidates for election to the Board.
- Review and make recommendations to the Board with respect to the Board's determination whether Board and committee members meet the independence requirements of Nasdaq and applicable federal law.
- Review and make recommendations to the Board concerning director compensation and director tenure and retirement policies.
- Periodically review the Company's Code of Business Conduct and Ethics.
- Review and monitor compliance with the Company's insider trading policy.
- Review, at least annually, the Company's compliance with Nasdaq's corporate governance listing requirements, and report to the Board regarding the same.
- Assist the Board in senior management succession planning.
- Perform any other activities consistent with this charter, the Company's Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

#### **Committee Self-Assessment and Charter Review**

The Committee shall engage in an annual self-assessment. The Committee shall annually review and reassess the adequacy of its charter and recommend any changes to the full Board. The Committee's charter shall be posted on the Company's website or included with the Company's proxy statement for the annual meeting of shareholders at least once every three years.