

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to (S)240.14a-12

HOOKER FURNITURE CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
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 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
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- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

HOOKER[®]

— FURNITURE —

Hooker Furniture Corporation

440 East Commonwealth Boulevard
Martinsville, Virginia 24112

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held June 12, 2019

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Hooker Furniture Corporation (the "Company") will be held at the Company's Corporate Office at 440 East Commonwealth Boulevard, Martinsville, Virginia, on Wednesday, June 12, 2019, at 1:00 p.m., for the following purposes:

- To elect as directors the eight nominees named in the attached proxy statement to serve a one-year term on the Company's Board of Directors;
- To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending February 2, 2020;
- To cast an advisory vote to approve the compensation of the Company's named executive officers, as disclosed in the attached proxy statement; and
- To transact such other business as may properly be brought before the meeting or any adjournment of the meeting.

The shareholders of record of the Company's Common Stock at the close of business on April 12, 2019 are entitled to notice of and to vote at this Annual Meeting or any adjournment of the meeting.

Even if you plan to attend the meeting in person, we request that you mark, date, sign and return your proxy in the enclosed self-addressed envelope as soon as possible so that you may be certain that your shares are represented and voted at the meeting. Any proxy given by a shareholder may be revoked by that shareholder at any time before the voting of the proxy.

By Order of the Board of Directors,



Robert W. Sherwood
Secretary

May 10, 2019

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on June 12, 2019

The proxy statement and annual report to shareholders are available at:

<http://www.astproxyportal.com/ast/25490>

Hooker Furniture Corporation

440 East Commonwealth Boulevard
Martinsville, Virginia 24112

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

June 12, 2019

The enclosed proxy is solicited by and on behalf of the Board of Directors of Hooker Furniture Corporation (the "Company") for use at the Annual Meeting of Shareholders to be held on Wednesday, June 12, 2019, at 1:00 p.m., at the Company's Corporate Office at 440 East Commonwealth Boulevard, Martinsville, Virginia, 24112 and any adjournment of the meeting. The matters to be considered and acted upon at the meeting are described in the notice of the meeting and this proxy statement. This proxy statement and the related form of proxy are being mailed on or about May 10, 2019 to all holders of record on April 12, 2019 of the Company's common stock, no par value (the "Common Stock"). Shares of the Common Stock represented in person or by proxy will be voted as described in this proxy statement or as otherwise specified by the shareholder. Any proxy given by a shareholder may be revoked by that shareholder at any time before the voting of the proxy by:

- delivering a written notice to the Secretary of the Company;
- executing and delivering a later-dated proxy; or
- attending the meeting and voting in person.

The cost of preparing, assembling and mailing the proxy, this proxy statement, and any other material enclosed, and all clerical and other expenses of solicitations will be borne by the Company. In addition to the solicitation of proxies by use of the mails, directors, officers, and employees of the Company may solicit proxies by telephone or personal interview. The Company also will request brokerage houses and other custodians, nominees, and fiduciaries to forward soliciting material to the beneficial owners of Common Stock held of record by those parties and will reimburse those parties for their expenses in forwarding soliciting material.

Voting Rights

On April 12, 2019, the record date for the Annual Meeting, there were 11,785,147 shares of Common Stock outstanding and entitled to vote. Each share of Common Stock entitles the holder of that share to one vote on each matter presented.

Voting Procedures

Votes will be tabulated by one or more Inspectors of Elections. A majority of the total votes entitled to be cast on matters to be considered at the Annual Meeting constitutes a quorum. Once a share is represented for any purpose at the Annual Meeting, it is deemed to be present for quorum purposes for the remainder of the meeting. Abstentions and shares held of record by a broker or its nominee ("broker shares") that are voted on any matter are included in determining the number of votes present or represented at the Annual Meeting. However, broker shares that are not voted on any matter at the Annual Meeting will not be included in determining whether a quorum is present at the meeting.

In the election of directors, the eight nominees receiving the greatest number of votes cast in the election of directors will be elected. Votes that are withheld and broker shares that are not voted in the election of directors are not considered votes cast on the election of directors and, therefore, will have no effect on the election of directors.

Actions on all other matters to come before the meeting, including ratification of the selection of the Company's independent registered public accounting firm and the advisory vote on executive compensation will be approved if the votes cast in favor of the action exceed the votes cast against it. Abstentions and broker shares that are not voted on a matter are not considered cast either for or against that matter and, therefore, will have no effect on the outcome of that matter.

The shares represented by proxies will be voted as specified by the shareholder. If the shareholder does not specify his or her choice, the shares will be voted:

- "FOR" the election of the eight director nominees listed on the proxy card;
- "FOR" the ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending February 2, 2020;
- "FOR" the approval, on an advisory basis, of the compensation of certain of the Company's named executive officers as disclosed in this proxy statement; and
- In the discretion of the persons named in the proxies upon any other matter(s) that may properly come before the meeting or any adjournment of the meeting.

PROPOSAL ONE ELECTION OF DIRECTORS

The Company proposes the election of Paul B. Toms, Jr., W. Christopher Beeler, Jr., Paulette Garafalo, John L. Gregory, III, Tonya H. Jackson, E. Larry Ryder, Ellen C. Taaffe and Henry G. Williamson, Jr. to hold office until the next Annual Meeting of Shareholders is held and their successors are elected. Each director nominee has consented to being named as a nominee for election at the Annual Meeting. The Board of Directors of the Company presently consists of eight directors whose terms expire at the time of the 2019 Annual Meeting upon election of their successors.

The shares represented by proxies will be voted as specified by the shareholder. If the shareholder returns a properly executed proxy card but does not specify his or her choice, the shares will be voted in favor of the election of the nominees listed on the proxy card. If any nominee should not continue to be available for election, the shares represented by those proxies will be voted for the election of such other person as the Board of Directors may recommend. As of the date of this proxy statement, the Board of Directors has no reason to believe that any of the nominees named below will be unable or unwilling to serve. Information regarding each nominee follows.

Paul B. Toms, Jr., 64, has been a director since 1993. Mr. Toms has been Chairman and Chief Executive Officer of the Company since December 2000 and also served as President from November 2006 until August 2011. Mr. Toms was President and Chief Operating Officer from December 1999 to December 2000, Executive Vice President-Marketing from 1994 to December 1999, Senior Vice President-Sales & Marketing from 1993 to 1994, and Vice President-Sales from 1987 to 1993. Mr. Toms joined the Company in 1983. His long tenure with the Company in senior and executive management roles and his position as the Company's Chief Executive Officer uniquely qualify him to serve as a director of the Company.

W. Christopher Beeler, Jr., 67, has been a director since 1993 and served as lead director until June 2016. He has been a director of both Virginia Mirror Company, Inc. and Virginia Glass Products Corporation, both of which manufacture and fabricate architectural glass products, since 1986 and Chairman of both since 2000. He also served as President of those companies from 1988 until August 2011 and as CEO of those companies from 1997 until August 2011. In addition, he served on the board of directors and as a member of the audit committee of BB&T of Virginia (a wholly owned subsidiary of BB&T Corporation) from 1999-2006 and is a certified public accountant licensed in the Commonwealth of Virginia. Mr. Beeler serves as chair of the Audit Committee and is a member of the Compensation Committee and the Nominating and Corporate Governance Committee. Mr. Beeler's executive experience, which encompasses traditional corporate management functions such as accounting,

treasury and cash management, sales, information technology, manufacturing, distribution and human resources, as well as short-range and long-range planning well qualifies him to serve as a director.

Paulette Garafalo, 62, has been director since 2017. She has been Chief Executive Officer and President of Paul Stuart, a men's and women's classic apparel retailer and wholly owned subsidiary of Mitsui, Inc., since 2016. She served as President of Brooks Brothers, a men's and women's apparel retailer, from 2000 to 2016. Ms. Garafalo serves as chair of the Compensation Committee, and a member of the Nominating and Corporate Governance Committee and the Audit Committee. Mrs. Garafalo's executive experience, which encompasses traditional corporate management functions, and her extensive experience in retail and luxury consumer brands well qualifies her to serve as a director. The knowledge and experience Ms. Garafalo has gained as CEO of Paul Stuart further broadens her experience qualifications to serve as a director.

John L. Gregory, III, 71, has been a director since 1988. He has been a shareholder, officer and director of the law firm of Young, Haskins, Mann, Gregory, McGarry & Wall, P.C. since 1973. His practice is focused on business law, contracts, real estate and commercial law. Mr. Gregory serves as a member of the Compensation Committee, the Nominating and Corporate Governance Committee and the Audit Committee. The Company and industry knowledge and experience Mr. Gregory has gained from his 31 years of experience as a director with the Company, as well as his sensitivity to governance issues and regulatory matters, and his 45 years of experience as an attorney, particularly in business and commercial law, well qualifies him to serve as a director of the Company.

Tonya H. Jackson, 55, has been a director since 2017. She has served as Senior Vice-President and Chief Supply Chain Officer for Lexmark, a global provider of printing and imaging products and services, since 2016. In her role, she is responsible for worldwide supply chain operations, including demand/supply planning, global sourcing, hardware and supplies manufacturing, and distribution and logistics. She served as Vice-President of Supply Chain Operations at Lexmark from 2015 until 2016 and Vice-President of Worldwide Supplies Operations from 2013 until 2015. Ms. Jackson serves as a member of the Compensation Committee, the Nominating and Corporate Governance Committee and the Audit Committee. Ms. Jackson's senior executive experience at a large, global corporation and her extensive experience in operations and supply chain management well qualify her to serve as a director.

E. Larry Ryder, 71, has been a director since February 1, 2011. Mr. Ryder retired as Executive Vice President – Finance and Administration and Chief Financial Officer of the Company in January 2011, with 34 years of experience in that and other senior management roles with the Company. Mr. Ryder serves on the Audit Committee and the Nominating and Corporate Governance Committee. His familiarity with the Company's strategy, operations, personnel and prior Board deliberations, along with his extensive knowledge of the home furnishings industry and the investment community, well qualify him to serve as a director of the Company.

Ellen C. Taaffe, 57, has been a director since July 2015. Ms. Taaffe serves as chair of the Nominating and Corporate Governance Committee and a member of the Audit Committee and the Compensation Committee. She currently serves as Director of Women's Leadership Programming and a member of the Clinical Faculty of Leadership at Northwestern University's Kellogg School of Management. She has been a Marketing Strategy Consultant and Executive Leadership Coach since 2015 and was President of Smith-Dahmer Associates LLC, a research and brand strategy consulting firm from 2010-2015. Prior to that, Ms. Taaffe served in various senior management positions at Whirlpool Corporation, Royal Caribbean Cruises Ltd. and PepsiCo. She has served on the board of directors of John B. Sanfilippo & Son Inc., a Chicago-based baking and snack nut processor, distributor and marketer, since 2011 where she is a member of the Compensation Committee, Governance Committee, and Audit Committee. Her executive experience at various public companies, her current service on a public-company board of directors and expertise in and knowledge of traditional and digital marketing best practices in high-ticket consumer durables, well qualify her to serve as a director of the Company.

Henry G. Williamson, Jr., 71, has been a director since 2004 and lead director since June 2016. He is the retired Chief Operating Officer of BB&T Corporation and Branch Banking and Trust Company of North Carolina, South Carolina and Virginia. He held that position from 1989 until his retirement in June 2004. Mr. Williamson is a member of the Audit Committee, the Compensation Committee and the

Nominating and Corporate Governance Committee. Mr. Williamson's executive management experience at a large publicly traded company, including his financial oversight responsibilities complement Mr. Toms' experience and coupled with Mr. Williamson's extensive knowledge of finance and banking, well qualify him to serve as a director and lead director of the Company.

CORPORATE GOVERNANCE

The Board of Directors is currently comprised of:

- the Chairman of the Board of Directors, who also serves as the Company's Chief Executive Officer, and
- seven independent directors, as determined by the Board of Directors upon the recommendation of the Nominating and Corporate Governance Committee, one of which serves as lead director.

The Board has established a Nominating and Corporate Governance Committee, a Compensation Committee and an Audit Committee.

The Nominating and Corporate Governance Committee regularly reviews the appropriateness of the combined position of Chairman of the Board and the Company's Chief Executive Officer. The Committee believes that it is in the best interests of the Company and its shareholders for the Board to continue to combine the roles of Chairman and Chief Executive Officer due to the depth of knowledge, experience and expertise of the Company's current Chairman and Chief Executive Officer. The Committee believes combining these two roles creates a single focal point for Company leadership and projects a clear sense of direction to shareholders and employees within a dynamic industry that competes in global markets. The Committee will continue to regularly review the appropriateness of this combined role.

Beginning in 2011 the Board, upon the recommendation of the Nominating and Corporate Governance Committee, has determined that it is in the best interests of the Company and its shareholders to designate a lead director. Mr. Beeler served as lead director from 2011-2016. Mr. Williamson was designated lead director in 2016 and has been re-elected by the Board's independent directors to that role every year since then. The Board believes having an independent lead director, among other things, allows Mr. Toms to focus on the Company's strategy, business and operations, while preserving the benefits of having a single focal point for Company leadership in his current combined role of Chairman and Chief Executive Officer. The lead director's duties include presiding over executive sessions of the Company's independent directors, facilitating information flow and communication among the directors, serving as a point of contact between the independent directors and the Chairman and Chief Executive Officer and performing other duties as requested by the Board.

The Board of Directors typically holds five to six meetings per year. In fiscal 2019, it held seven meetings. During fiscal 2019, the Nominating and Corporate Governance Committee met five times, the Compensation Committee met five times and the Audit Committee met four times. Each incumbent director attended at least 75% of the total fiscal 2019 Board meetings and committee meetings held during the period that he or she was a member of the Board and/or those committees. The Nominating and Corporate Governance Committee and the Board of Directors have each determined that each of the following directors is independent as defined by applicable NASDAQ listing standards: W. Christopher Beeler, Jr., Paulette Garafalo, John L. Gregory, III, Tonya H. Jackson, E. Larry Ryder, Ellen C. Taaffe and Henry G. Williamson, Jr. At each Board meeting the independent directors conduct a part of the meeting in executive session, at which only independent directors are present. It is the Company's policy that each of the directors is expected to attend the Company's Annual Meetings. All of the Company's directors attended the 2018 Annual Meeting.

Also in 2011, upon the recommendation of the Nominating and Corporate Governance Committee, the Board determined that it was in the best interests of the Company and its shareholders that all independent directors serve on all committees of the Board. The Board believed, based on the relatively small size of the Board in 2011 this "Committees of the Whole" approach was more efficient, since all independent directors have input into committee actions and that the need for committees reporting at Board meetings would be greatly reduced. The Board has expanded since 2011; however, it

believes the Committees of the Whole approach is still the most efficient structure, given its modest size and the speed at which new directors can be oriented and mature in their roles. However, Mr. Ryder, a former executive officer of the Company who retired in 2011, does not serve on the Compensation Committee.

Corporate Governance Guidelines

The Board of Directors has adopted Corporate Governance Guidelines, which set forth its policies with respect to certain governance issues and, together with the Company's articles and bylaws, provide a framework for the effective governance of the Company and are intended to support the Board in overseeing the business and affairs of the Company on behalf of the Company's shareholders. A copy of the Corporate Governance Guidelines is available on the Company's website at investors.hookerfurniture.com.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee consists of all of the Board's independent directors. Ms. Taaffe currently serves as its Chair. The Committee:

- identifies, evaluates, investigates and recommends prospective director candidates;
- assists the Board with respect to corporate governance matters applicable to the Company;
- evaluates and makes recommendations to the Board regarding the size and composition of the Board and makes recommendations about the chairs of all standing Board committees;
- develops and recommends criteria for the selection of individuals to be considered as candidates for election to the Board; and
- assists the Board in senior management succession planning.

The Board of Directors has adopted a written charter for the Nominating and Corporate Governance Committee, a current copy of which is available on the Company's website at investors.hookerfurniture.com. The Board of Directors has determined that each member of the Committee is independent as defined by applicable NASDAQ listing standards.

Candidates for director nominees will be assessed in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of shareholders. The Committee has not established a set of specific, minimum qualifications for director candidates, but in conducting its assessment, the Committee will consider such factors as it deems appropriate given the current needs of the Board and the Company. In general, the Committee seeks candidates who:

- possess a reputation for adhering to the highest ethical standards and have demonstrated competence, integrity, and respect for others;
- have demonstrated excellence in leadership, judgment and character;
- have diverse business backgrounds, with a wide range of relevant education, skills and professional experience that will complement and enhance the Company's business and strategy; and
- have the time to devote to Board and Committee service and are free of potential conflicts of interest.

While the Board has no formal policy regarding diversity, the Committee considers the diversity of the Board when identifying nominees for director. Such diversity may include a variety of different personal, business and professional experiences, as well as a variety of opinions, perspectives, backgrounds and other characteristics.

In the case of incumbent directors, the Committee reviews each director's overall service to the Company during his or her term as director and whether his or her skills are still relevant to the needs of the Board in deciding whether to re-nominate the director. The Committee also considers future Board needs in light of the mandatory retirement age for outside directors of 75.

The Board does not believe that it is appropriate or necessary to limit the number of terms a director may serve. However, any outside director must retire upon reaching the age of 75, with such retirement being effective and occurring upon the completion of the term in which the director turns 75.

The Committee also facilitates the Board's annual self-assessment and is responsible for recommending director compensation to the Board of Directors. The Committee annually reviews Board compensation of the Company's peer group and periodically engages outside consultants to independently assess Board compensation.

Procedures for Shareholder Recommendations of Director Nominees

The Committee will consider a director candidate recommended by a shareholder of record for election at the 2020 Annual Meeting if, in addition to meeting other applicable requirements, the shareholder submits the recommendation in writing to the Secretary of the Company in accordance with the procedures for the nomination of directors in the Company's bylaws (including Article III, Section 3 of the bylaws) and it is received at the Company's principal executive offices on or before January 11, 2020. The recommendation must include the candidate's name and address, a description of the candidate's qualifications for serving as a director and the following information:

- the name and address of the shareholder making the recommendation;
- a representation that the shareholder is a record holder of the Company's Common Stock entitled to vote at the meeting and, if necessary, would appear in person or by proxy at the meeting to nominate the person or persons recommended;
- a description of all arrangements or understandings between the shareholder and the nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder;
- information regarding the director candidate that would be required to be included in a proxy statement filed under the proxy rules of the United States Securities and Exchange Commission ("SEC"), if the candidate were to be nominated by the Board;
- information concerning the director candidate's independence as defined by applicable NASDAQ listing standards; and
- the consent of the director candidate to serve as a director of the Company if nominated and elected.

The Nominating and Corporate Governance Committee may refuse to consider the recommendation of any person not made in compliance with this procedure.

Compensation Committee

The Compensation Committee consists of all of the Board's independent directors, except Mr. Ryder who is not a member of the Committee. Ms. Garafalo currently serves as its Chair. The Committee reviews and makes determinations with regard to the compensation for the Company's executives, including the Chief Executive Officer and the Company's other executive officers.

The Board of Directors has determined that each member of the Compensation Committee is independent as defined by applicable NASDAQ listing standards.

The Board of Directors has adopted a written charter for the Compensation Committee, a current copy of which is available on the Company's website at investors.hookerfurniture.com. The charter delegates to the Committee a number of specific responsibilities for establishing, reviewing, approving, monitoring and administering executive compensation. In addition, the charter requires that each member of the Compensation Committee be a "non-employee director" under Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that each Committee member meet applicable NASDAQ director independence requirements. The Report of the Compensation Committee can be found on page 14. Under the terms of its charter, the Compensation Committee may delegate any of its duties or responsibilities to subcommittees of the Compensation Committee. In

addition, the Compensation Committee may delegate to Company officers certain administrative responsibilities relating to the Company's 2015 Stock Incentive Plan.

The Compensation Committee has the authority, without any further approval from the Board, to retain advisers, as it deems appropriate, including compensation consultants. In retaining an adviser, the Compensation Committee has sole authority to approve the adviser's fees and other retention terms and has the sole authority to terminate the adviser.

The Compensation Committee has directly engaged Mercer (U.S.) Inc. as its external compensation consultant. Mercer reports to and receives direction directly from the Committee, and a representative of Mercer is available to attend meetings of the Compensation Committee as its advisor when requested by the Compensation Committee. Most recently in December 2018, Mercer has provided the Compensation Committee with third-party survey information for use in setting short- and long-term compensation levels, perspective on emerging compensation issues and trends, and expertise in incentive compensation structure, terms and design. In addition, Mercer provides record keeping and actuarial services in connection with the Company's Supplemental Retirement Income Plan but does not advise the Company on the design or operation of that plan. In considering whether to continue to engage Mercer as the Compensation Committee's compensation advisor, the Compensation Committee annually evaluates Mercer's independence from Company management and whether it has any conflicts of interest, including the fact that Mercer provides certain record keeping and consulting services to the Company. In fiscal 2019, the Compensation Committee evaluated the fees paid by the Company to Mercer as a percentage of Mercer's total revenue and Mercer's policies and procedures to prevent conflicts of interest, and Mercer's confirmation that it has no business or personal relationship with a member of the Compensation Committee, does not own any stock of the Company, and has no business or personal relationship with any executive officer of the Company. The Compensation Committee concluded that Mercer was independent of the Compensation Committee and of Company management and had no conflicts of interest in its performance of services to the Committee.

The Compensation Committee typically meets four times each year. During the 2019 fiscal year, it met five times. The Compensation Committee invites the Chief Executive Officer and the Chief Financial Officer to attend meetings when the Compensation Committee considers their input relevant or necessary for evaluating compensation proposals. A portion of each meeting is generally held in executive session, as the Compensation Committee deems appropriate. All Compensation Committee votes are conducted in executive session. The Chief Executive Officer and the Chief Financial Officer do not attend these executive sessions. The Compensation Committee annually reviews the Chief Executive Officer's compensation.

The Chief Executive Officer makes recommendations to the Compensation Committee concerning compensation for the other executive officers of the Company. Decisions regarding compensation for employees other than the executive officers are made by the Chief Executive Officer in consultation with other members of senior management. Management assists the Compensation Committee in administering various elements of the Company's executive compensation program. The Compensation Committee has unrestricted access to management and may request the participation of management in any discussion of a particular subject at any meeting. During fiscal 2019, management provided the Compensation Committee with recommendations regarding executive officer compensation, as discussed further in the executive compensation discussion that begins on page 14.

Audit Committee

The Audit Committee consists of all of the Board's independent directors. Mr. Beeler serves as its Chair. The Audit Committee:

- approves the appointment of an independent registered public accounting firm to audit the Company's financial statements and internal control over financial reporting;
- negotiates fees for audit, audit-related and tax services with the Company's independent public accounting firm;
- reviews and approves the scope, purpose and type of audit and non-audit services to be performed by the independent registered public accounting firm;

- reviews and discusses with management and the independent public accounting firm significant accounting, reporting, legal, regulatory or industry developments affecting the Company (and/or the Company's financial statements), and monitors compliance with the Company's Code of Business Conduct and Ethics;
- approves the appointment of the Company's internal audit service provider and approves the scope of work and fees; and
- oversees the accounting and financial reporting processes of the Company and the integrated audit of the Company's annual financial statements and internal control over financial reporting.

The Audit Committee receives updates from the auditor and management at its quarterly Audit Committee meetings. During fiscal 2019, the auditor and management made presentations to the Committee on specific topics of interest, including:

- the auditor's assessment of its independence;
- the implementation of the new auditor reporting model;
- significant audit matters;
- managements' implementation of new accounting standards;
- management's critical accounting policies and practices;
- the auditor's fiscal 2019 integrated audit plan and updates on the completion of the plan;
- compliance with the internal controls required under Section 404 of the Sarbanes-Oxley Act; and
- the Company's cybersecurity practices.

The Board of Directors has adopted a written charter for the Audit Committee, a current copy of which is available on the Company's website at investors.hookerfurniture.com. The Board of Directors has determined that each member of the Audit Committee is independent as defined by applicable SEC rules and NASDAQ listing standards. The Company's Board of Directors has determined that each of Messrs. Williamson, Ryder and Beeler is an "audit committee financial expert" for purposes of the SEC's rules. The Report of the Audit Committee can be found on page 13.

Appointment and Evaluation of the Independent Auditor

On an annual basis, the Audit Committee reviews the audit firm's performance as part of its consideration of whether to reappoint the firm as the Company's independent auditor. As part of this review, the Audit Committee considers, among other things:

- the continued independence of the audit firm;
- the audit firm's experience and fresh perspective occasioned by mandatory audit partner rotation and the rotation of other audit management;
- the length of time the audit firm has served as the Company's independent auditors, including the benefits of having a long-tenured auditor and controls and processes that help safeguard the audit firm's independence;
- whether the audit firm should be rotated and considers the advisability and potential of selecting a different audit firm;
- the appropriateness of the audit firm's fees;
- evaluations of the audit firm by management;
- the audit firm's effectiveness of communications and working relationships with the audit committee and management; and

- the quality and depth of the audit firm and the audit team’s expertise and experience in the Company’s industry and related industries considering the breadth, complexity and global reach of the Company’s business.

Related Party Transactions

The Company’s Audit Committee is responsible under its charter for reviewing and approving any related party transactions. For this purpose, a “related party transaction” includes any transaction, arrangement or relationship involving the Company in which an executive officer, director, director nominee or 5% shareholder of the Company, or their immediate family members, has a direct or indirect material interest that would be required to be disclosed in the Company’s proxy statement under applicable rules of the SEC. There were no related party transactions in fiscal 2019.

For relationships or transactions involving a related-party which involve an officer or director, the proposed relationship or transaction must be (i) reported to the Chair of the Audit Committee, if a director or senior Company officer (including the named executive officers) is involved, (ii) reported to the Chief Financial Officer or the Chief Executive Officer, for transactions involving other officers of the Company, and (iii) reviewed and approved by the Audit Committee. While we do not have a standalone written policy or procedure for the review, approval or ratification of other transactions with related persons, it is our practice that potential related person transactions are first screened by our Chief Financial Officer for materiality and then sent to the Audit Committee for review. In determining whether to approve or reject a related person transaction, the Audit Committee considers, among other factors it deems appropriate, whether the proposed transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances, as well as the extent of the related person’s economic interest in the transaction.

Code of Business Conduct and Ethics

The Board of Directors has adopted a Code of Business Conduct and Ethics, which applies to all of the Company’s employees and directors, including the principal executive officer, principal financial officer and principal accounting officer. A copy of the Code of Business Conduct and Ethics is available on the Company’s website at investors.hookerfurniture.com. Amendments of and waivers from the Company’s Code of Business Conduct and Ethics will be posted to the website when permitted by applicable SEC and NASDAQ rules and regulations.

The Role of the Board of Directors in Risk Oversight

The Board of Directors, or an appropriate committee of the Board of Directors, provides oversight for Company-wide risk management and performs the Board’s oversight role in many different ways, including by:

- reviewing and approving the Company’s annual operating and capital budgets;
- reviewing the Company’s quarterly and year-to-date operating results and discussing those results with senior management;
- reviewing management’s quarterly risk assessment reports;
- reviewing management’s quarterly Enterprise Risk Management reports;
- reviewing management and internal audit reports regarding the Company’s internal control over financial reporting; and
- reviewing reports regarding the Company’s internal control over financial reporting from its independent registered public accounting firm.

The Audit Committee meets in executive session with the Company’s independent auditors to discuss topics related to the Company’s financial reporting and internal control. Additionally, the Nominating and Corporate Governance Committee and the Compensation Committee meet periodically to address governance and compensation issues, including compensation-related risks. The committees have the authority to utilize outside advisors and experts when needed. In his combined role as Chairman and Chief Executive Officer, Mr. Toms’ membership on the Board gives the Board valuable insight into

the Company's operations and risks. His unique depth of knowledge, experience and expertise give the Board a more complete and holistic view of the risks the Company faces. The Board committees (which consist of only independent members) also engage in discussions regarding risk management in executive session, without the participation of the Chairman and Chief Executive Officer.

Director Share Ownership Guidelines

In a prior year, the Board adopted a policy under which non-employee directors are required to hold shares with a value equal to three times their annual cash compensation. Each director is allowed six years to accumulate the required holding level. Each director that has been a director at least six years as of the end of the Company's most recently completed fiscal year has met these guidelines.

Director Compensation

The Nominating and Corporate Governance Committee is responsible for recommending director compensation to the Board of Directors. Non-employee directors are compensated based on their term of service, which typically begins with the election of directors at the Company's Annual Meeting, and which is referred to as a "service year."

Non-Employee Director Compensation for the 2018-2019 Service Year

For the 2018-2019 service year non-employee directors received an annual board retainer of \$48,000, The Lead Director received an additional stipend of \$15,000, the Audit Committee Chair received an additional stipend of \$8,000 and the Chairs of the Compensation and Nominating and Corporate Governance committees received additional stipends of \$5,000 each. These fees were paid to directors in June 2018.

For the 2018-2019 year, all non-employee directors also received annual grants of restricted stock under the Company's 2015 Stock Incentive Plan. The Nominating and Corporate Governance Committee recommended the equity component of non-employee director compensation be increased from fifty percent to eighty-seven and one-half percent of total cash fees payable to each director to bring the Board's total compensation more into line with (1) board compensation practices of the Company's peers, (2) similarly sized companies per the 2016-2017 National Association of Corporate Directors Compensation Study and (3) to provide greater alignment between our Directors and shareholders so that Directors receive a more significant portion of their annual compensation in shares of the Company's common stock. The Board approved the Committee's recommendation and fees for the 2018-2019 service year were increased to the recommended percentage. Under the terms of the 2015 Stock Incentive Plan, as amended, directors may defer receipt of their annual restricted stock award beyond the vesting date (first anniversary of the grant date) to a specified date in the future, attainment of a specified age, or to the director's termination of service as a director with the Company. Any such restricted stock award that is deferred will ultimately be delivered in shares of the Company's Common Stock shortly after the deferral date. During the deferral period, the Company's commitment to the director to deliver the shares remains an unsecured liability of the Company.

The restricted stock awards were determined by dividing eighty-seven and one-half percent of the total cash fees payable to each non-employee director by the fair market value (as defined in the 2015 Stock Incentive Plan) of the Company's Common Stock on the award date and rounding to the nearest whole share. The restricted stock will become fully vested, and the restrictions applicable to the restricted stock will lapse, on:

- the first anniversary of the grant date if the non-employee director remains on the Board to that date; or
- if earlier, when the director dies or is disabled, the Annual Meeting following the director's attainment of age 75, or a change in control of the Company.

In September of 2017, the Board of Directors amended the 2015 Stock Incentive Plan to permit directors to defer the receipt of their annual grant of restricted stock to a future date. This amendment, while adopted in 2017, first applied to annual grants of restricted stock award to directors for service related to the 2018-2019 year.

Directors are prohibited from engaging in certain types of transactions related to the Company's Common Stock, including transactions in derivative securities, hedging transactions, using margin accounts and pledging shares as collateral.

Directors are reimbursed for reasonable expenses incurred in connection with attending Board and committee meetings or performing their duties as directors, as well as Board-related professional education. Mr. Toms receives no compensation or other payments for serving on the Board of Directors or for attending Board or committee meetings other than reimbursement for expenses. Mr. Toms' compensation for services rendered to the Company in his capacity of Chairman and Chief Executive Officer is reported in the Summary Compensation Table following the Compensation Discussion and Analysis on page 31.

The following table sets forth non-employee director compensation paid for fiscal year 2019.

Non-Employee Director Compensation

Name	Cash Fees (1)	Stock Awards(2)(3)(4)	Total
W. Christopher Beeler, Jr.	\$ 56,000	\$ 49,000	\$ 105,000
Paulette Garafalo	53,000	46,375	99,375
John L. Gregory, III	48,000	42,000	90,000
Tonya H. Jackson	48,000	42,000	90,000
E. Larry Ryder	48,000	42,000	90,000
Ellen C. Taaffe	53,000	46,375	99,375
Henry G. Williamson, Jr.	63,000	55,125	118,125

- (1) Includes annual retainer fee, committee chair fees and lead director fee paid to each director in June 2018, as described in greater detail above.
- (2) These amounts are the aggregate grant date fair value of shares of restricted stock awarded to each non-employee director on June 8, 2018 under the Company's 2015 Stock Incentive Plan. Fair value is determined in accordance with Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 718. The amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions. For a discussion of assumptions used in calculating award values, refer to note 14 of the Company's consolidated financial statements included in the Company's 2019 Annual Report on Form 10-K.
- (3) As of February 3, 2019, each non-employee director had the following unvested stock awards outstanding:

Name	Restricted Stock(#)
W. Christopher Beeler, Jr.	1,045
Paulette Garafalo	989
John L. Gregory, III	896
Tonya H. Jackson	896
E. Larry Ryder	896
Ellen C. Taaffe	989
Henry G. Williamson	1,176

- (4) Mses. Jackson and Taaffe each deferred receipt of their fiscal 2019 annual restricted stock award until such time as they leave the Board.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the Company's financial statements and the reporting process, including internal control over financial reporting. In fulfilling its oversight responsibilities, the Committee reviewed and discussed the audited financial statements for the fiscal year ended February 3, 2019 with management, including a discussion of the quality and acceptability of accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Committee discussed with the Company's independent registered public accounting firm, who is responsible for expressing an opinion on conformity of those audited financial statements with U.S. generally accepted accounting principles, the firm's judgment as to the quality and acceptability of the Company's accounting principles and such other matters as are required to be discussed with the independent registered public accounting firm under the standards of the Public Company Accounting Oversight Board. In addition, the Committee has received the written disclosures and letter from the independent registered public accounting firm to the Committee required by Public Company Accounting Oversight Board Auditing Standard 16 regarding the independent registered accounting firms' communications with the Audit Committee concerning independence and has discussed with the independent registered accounting firms its independence from the Company. The Committee has also considered whether the non-audit related services provided by the independent registered public accounting firm are compatible with maintaining the firm's independence and found them to be acceptable.

The Committee met with the Company's independent registered public accounting firm, with and without management present, and discussed the overall scope and results of their audits, their evaluation of the Company's internal control over financial reporting and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2019 for filing with the SEC.

W. Christopher Beeler, Jr., Chair
Paulette Garafalo
John L. Gregory III
Tonya H. Jackson
E. Larry Ryder
Ellen C. Taaffe
Henry G. Williamson, Jr.

REPORT OF THE COMPENSATION COMMITTEE

The Committee has reviewed, and discussed with management, the Compensation Discussion and Analysis that appears below. Based on that review, and the Committee's discussions with management, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement.

Paulette Garafalo, Chair
W. Christopher Beeler, Jr.
John L. Gregory III
Tonya H. Jackson
Ellen C. Taaffe
Henry G. Williamson, Jr.

Compensation Committee Interlocks and Insider Participation

The Compensation Committee is comprised entirely of the independent directors and none of our executive officers served on the compensation committee or board of any company that employed any member of the Compensation Committee or the Board of Directors as an executive officer.

Compensation Risk Assessment

As part of its oversight responsibilities, the Compensation Committee, with assistance from management, annually reviews the Company's compensation policies and practices for all employees to determine whether they are reasonably likely to present a material adverse risk to the Company. Their review includes, among other things, a consideration of the incentives that the Company's compensation policies and practices create and factors that may affect the likelihood of excessive risk taking. Based on its most recent review, the Committee concluded that the Company's employee compensation policies and practices are not reasonably likely to have a material adverse effect on the Company. For additional information concerning this review, see Management of Executive Compensation-Related Risk on page 29.

EXECUTIVE COMPENSATION

Executive Summary

The Compensation Committee of the Board oversees the Company's executive compensation program. More information concerning the composition of the Committee and its authority and responsibilities can be found under Compensation Committee on page 7. The Company's compensation program is designed to attract and retain highly qualified executives, to maintain a stable executive management team, and to reward those senior leaders who contribute significantly to the Company's continued financial growth and profitability in the face of rapidly changing market and global economic forces affecting the Company's business.

The Compensation Discussion and Analysis discusses the compensation program and the compensation decisions made for fiscal 2019 (which ended February 3, 2019) with respect to the following named executive officers:

Name	Title
Paul B. Toms, Jr.	Chairman and Chief Executive Officer
Paul A. Huckfeldt	Chief Financial Officer
Anne M. Jacobsen	Chief Administrative Officer
D. Lee Boone	Co-President Home Meridian Segment
Michael W. Delgatti, Jr.	President- Hooker Domestic Upholstery & Emerging Channels
Jeremy R. Hoff	President- Hooker Branded Segment
Douglas Townsend	Co-President Home Meridian Segment

COMPENSATION HIGHLIGHTS FOR FISCAL 2019

Increases in Base Salary	The Compensation Committee reviewed the base salaries of our named executive officers and authorized increases from calendar 2018 rates for four named executive officers to reflect promotions and increased responsibilities and to align with competitive data.
Re-alignment of Annual Incentive Compensation Target	The Compensation Committee approved a re-alignment of one named executive officer's target annual incentive opportunity to better align with competitive data.
Authorized Payment of Annual Incentive	The Compensation Committee approved the payout of annual incentive awards contingent upon the company's satisfactory achievement of pre-determined performance goals relating to Consolidated Net Income and Segment Operating Income, where the Company achieved 93% of its consolidated target and achieved at least threshold operating income performance in the Company' operating segments or components thereof.
Authorized 2019 long-term compensation awards	The Compensation Committee awarded long-term compensation in the form of performance stock units tied to pre-established goals relating to earnings per share and also awarded service-based restricted stock units to be delivered exclusively in the form of shares of the Company's common stock.
Authorized payout of fiscal 2017-2019 Performance Grants	The Compensation Committee authorized the payment of stock and cash to four of our named executive officers as performance against pre-established Company EPS growth goals was met.
Executive Stock Ownership Guidelines	The compensation Committee adopted stock ownership guidelines that require the CEO to hold shares equal to at least three times annual salary and each other named executive to own at least two times annual salary. Executive officers will have six years to accumulate these positions.

Executive Compensation Policies and Practices

Our commitment to strong corporate governance practices extends to the compensation philosophy, programs, and policies established by the Compensation Committee, which include the following governance practices and policies:

What we do			What we don't do	
✓	Rigorous goal setting for annual and long-term performance-based compensation		X	No excessive perquisites
✓	Pay for performance		X	No income tax gross ups
✓	Anti-hedging/pledging policy		X	No discretionary bonuses
✓	Claw-back policy			
✓	Assessment of compensation risk			
✓	Engagement with shareholders			
✓	Dual trigger CIC for performance grants and Restricted Stock Unit Awards			
✓	Executive Stock Ownership Guidelines ⁽¹⁾			

(1) Approved April 2019.

Compensation Philosophy of the Company

The Company's compensation philosophy is guided by the following objectives:

- Attract and retain highly qualified executives who will contribute significantly to the success and financial growth of the Company and enhance value for shareholders;
- Motivate and appropriately reward executives when they achieve the Company's financial and business goals and meet their individual performance objectives; and
- Maintain a stable executive management team to ensure the Company's profitability objectives adapt to:
 - changing consumer preferences,
 - evolving sourcing and distribution options; and
 - broader market factors such as the overall performance of the U.S. economy and the relative strength of housing and home furnishings related activity.

Compensation Program

The Company's executive compensation program employs several elements of compensation to achieve the objectives of its compensation philosophy. The primary elements of the program are base salary, an annual cash incentive, long-term incentives and supplemental retirement and life insurance benefits. The Company may enter into an employment agreement with an executive officer under specific circumstances, as discussed further below. These elements are structured to compensate executives over three separate timeframes:

- **Base Salary and short-term incentives.** Base salaries are typically set for each calendar year and the annual cash incentive is set for each fiscal year. The annual cash incentive is determined based on the Company's financial performance during the current fiscal year. The Compensation Committee sets base salaries and potential annual cash incentive amounts for each executive position based on a number of factors, including competitive market data, executive responsibilities, individual performance and the Committee members' business judgment.

- **Longer-term compensation.** Long-term incentives are designed to reward executives if the Company achieves specific performance goals or growth in shareholder value over multi-year periods. The amounts payable to executives under performance incentives vary based on the extent to which the specified goals are achieved or surpassed. The Company has historically granted long-term incentives in the form of performance awards (delivered in cash or stock) and restricted stock units.
- **Full career and time-specific compensation.** Supplemental retirement and life insurance benefits are linked to certain executive's continued employment with the Company to a specified age. Employment agreements and time-based restricted stock units are designed primarily to retain the covered executives for a minimum defined period of time.

The Committee believes the objectives of the Company's executive compensation program can best be attained by structuring the program to provide compensation over these separate timeframes. For example, the Committee views annual and longer-term performance-based compensation as essential to encouraging executives to appropriately balance both the short-term and long-term interests of the Company and its shareholders. In addition, the Committee believes compensation tied to service over a full career or a specific period helps to promote executive retention and thereby allow the Company to maintain a stable management team.

Fiscal Year 2019 Financial Highlights

The Company delivered a year of solid performance in fiscal 2019. The following are selected highlights of the Company's results for fiscal year 2019 compared to fiscal 2018:

- Consolidated net income increased by 41.1% or \$11.6 million to \$39.9 million, which was net of \$2.4 million of intangible asset amortization expense on acquisition-related intangibles;
- Diluted earnings per share increased by \$0.96 or 40% to \$3.38 per share;
- Achieved 93% of its Net Income Growth target; and
- Achieved 10% average annual Company EPS growth for the Performance Grants that paid out in 2019 relating to a prior performance period.

These improvements were due to the increased sales and operating income in the Company's Hooker Branded and Home Meridian segments and in All Other. Home Meridian segment sales increased primarily due to growth in emerging channels such as e-commerce and hospitality. Hooker Branded segment net sales increased due to sales growth at both Hooker Caseloads and Hooker Upholstery. All Other sales increased primarily due to the inclusion of Shenandoah's net sales for an additional eight months of the Company's fiscal year (as compared to only four months in the prior year due to the timing of the Shenandoah acquisition) and, to a lesser extent, increased sales at Bradington-Young.

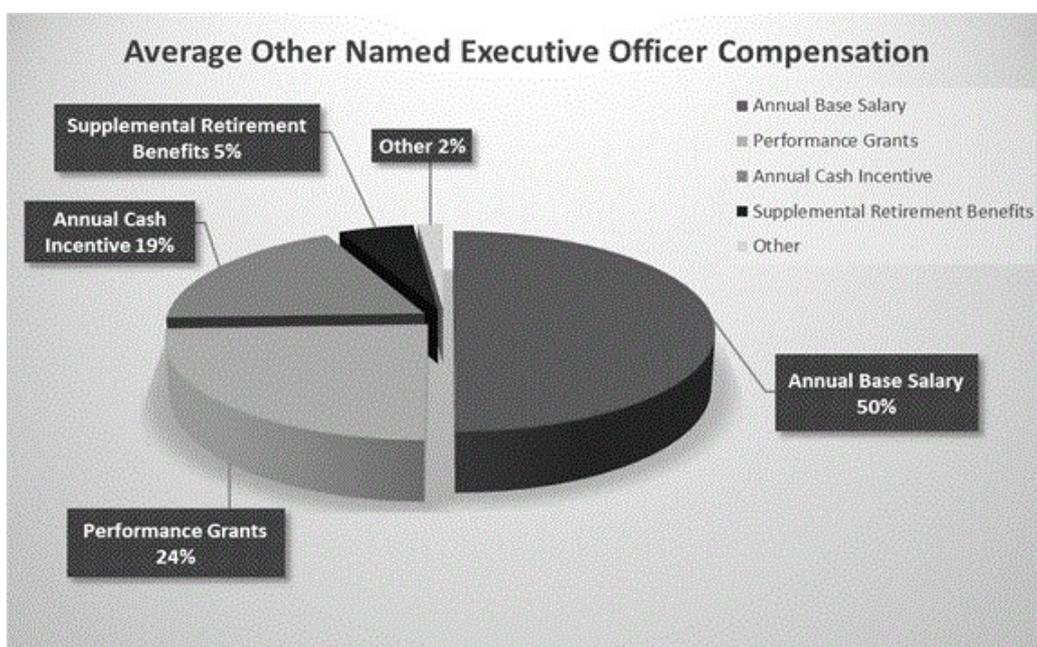
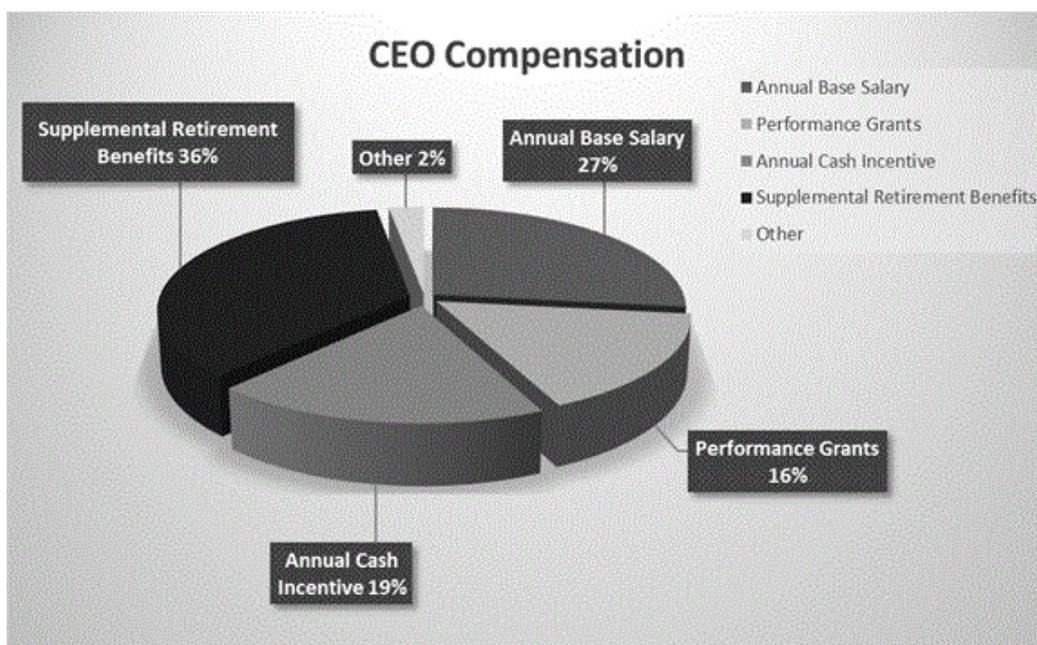
Fiscal Year 2019 Compensation Decisions

The table below reflects fiscal 2019 base salaries, annual incentive targets and long-term incentive award targets for our named executive officers approved by the Compensation Committee:

Executive	Base Salary	Annual Incentive at Target	Long-term Incentive at Target
Paul B. Toms, Jr.	\$ 415,000	\$ 311,250	\$ 249,000
Paul A. Huckfeldt	250,000	112,500	150,000
Anne Jacobsen	250,000	100,000	100,000
D. Lee Boone	300,000	120,000	120,000
Michael W. Delgatti, Jr.	300,000	135,000	180,000
Jeremy R. Hoff	300,000	120,000	120,000
Douglas Townsend	300,000	120,000	120,000

- **Base salary**– Base salaries were not increased during calendar 2018 for Messrs. Toms and Huckfeldt based on the competitive data reviewed against the Company’s peer group the Committee adopted in 2016 and because most of their responsibilities had not changed in any material way during the preceding calendar year. Ms. Jacobsen’s base salary was increased from \$200,000 to \$250,000 due to her promotion to Chief Administrative Officer, which recognized her responsibilities for the Company’s Information Systems and Human Resources functions across a larger and more complex organization, given the Company’s recent acquisitions. Messrs. Boone’s and Townsend’s base salaries were increased to \$300,000 each due to their promotions to the positions of Co-President of the Home Meridian segment in June 2018 and the expanded responsibilities with their new roles. Mr. Hoff’s base salary was increased to \$300,000 due to his promotion to President of the Hooker Branded segment in June 2018 and the expanded responsibilities of that new role.
- **Annual cash incentive** –Annual cash incentive targets were set at 40% of base salary for Messrs. Boone, Hoff and Townsend, the Company’s newest named executive officers, based on the Committee’s review of the Company’s peer group competitive data. In light of Ms. Jacobsen’s base salary increase and the mix of her other compensation as compared to the other named executive officers other than Messrs. Toms and Huckfeldt, the Committee decreased Ms. Jacobsen’s annual cash incentive target from 45% to 40%. Annual incentive targets for Messrs. Toms and Huckfeldt, whose responsibilities had not materially changed, were unchanged by the Committee. Additionally, the Company achieved 93% of the fiscal year 2019 consolidated net income target and at least the threshold operating income targets for those named executive officers whose annual cash incentives are based on segment operating income set by the Compensation Committee for the annual cash incentive plan. Consequently, each named executive officer received an annual cash incentive payment under the cash incentive plan established at the beginning of the year.
- **Long-Term Incentive Awards** – The Company awarded time-based restricted stock units and performance stock units to the named executive officers for the 2019 fiscal year in May 2018. These awards will be earned based on satisfaction of performance conditions measured for a performance period that includes the 2019-2021 fiscal years. Additionally, performance measurements were met for performance awards granted for the three-year performance period beginning in fiscal 2017 and each named executive officer who was an officer in fiscal 2017 received a payout in the form of shares of company stock and cash in April 2019.

Mix of Total Compensation. The following charts illustrate the percentage of total compensation for our CEO and our other named executive officers on average, respectively, represented by each element of compensation for the 2019 fiscal year.



Process for Determining Executive Compensation

The Committee sets base salaries, determines the amount and terms of annual cash incentive opportunities and determines long-term incentive compensation and other benefits for the Company's executive officers. The Committee follows the processes and considers the information discussed below in setting executive compensation.

Competitive Pay Data

The Compensation Committee engaged Mercer in 2016 year to update the Company's peer group based on the Company's changed profile following its purchase of the business of Home Meridian International. Mercer was also asked by the Committee to summarize peer compensation data and conduct a review of the Company's executive compensation programs. Mercer recommended a peer group consisting of companies similar to the Company in terms of industry (companies in the furniture/household durables/consumer discretionary markets) and size (companies with annual revenue of approximately 60% to 265% of the Company's annual revenue). Mercer recommended this group because its members shared various financial and operational attributes with the Company, while not being limited to furniture companies. The peer group represents companies of a similar size and similar operational complexity as the Company, and also represents the type of companies against which the Company competes for management talent. The peer group consists of the following companies:

- American Woodmark Corporation
- Bassett Furniture Industries, Inc.
- Cavco Industries, Inc.
- Culp, Inc.
- Dixie Group, Inc.
- Ethan Allen Interiors, Inc.
- Flexsteel Industries, Inc.
- Haverty Furniture Companies, Inc.
- La-Z-Boy, Inc.
- Lifetime Brands, Inc.
- Nautilus, Inc.
- PGT Innovations, Inc.
- Trex Company, Inc.

The Compensation Committee has used this peer group as one of several factors in making compensation decisions and to establish a baseline from which to set executive compensation (including during fiscal 2019). The Committee compared total compensation as well as the individual compensation elements for each executive officer to the peer group in fiscal 2019. The Committee will refresh the peer group and compensation study in the future, as needed. The Committee does not tie compensation for its executive officers to any particular level or target based on this comparable compensation data. Instead, the Committee considers this pay comparability data as one of many factors when determining the appropriateness of individual elements of compensation, as well as the total compensation, payable to the Company's executive officers.

Other factors considered in setting fiscal 2019 executive compensation were inflation, regional cost-of-living factors and whether there were material changes in executives' duties.

Company Performance

Each year the Committee considers which financial performance measures to use in setting annual and longer-term incentive compensation for the executive officers. The Committee has, at various times, linked annual cash incentives to the Company's attainment of specific levels of operating income,

pretax income and net income. Longer-term incentives typically have been linked to achievement of a different set of performance measures, such as earnings per share for performance grants. Historically, the Committee has awarded long-term performance grants tied to growth in the Company's earnings per share (EPS), both in absolute terms and relative to EPS growth for the peer group companies. The Committee believes that EPS and EPS growth are currently the most appropriate performance measures for long-term compensation incentives because these metrics lend themselves, in a simple and objective manner, to year-over-year comparisons and to comparison with the financial performance of peer companies. In most cases, other performance measures have been found to behave in a manner consistent with EPS-related measures. Therefore, the Committee does not believe additional criteria would provide a different or an enhanced perspective on the Company's performance.

The Committee generally selects performance measures for annual incentive compensation that correspond to financial measures used by management in making day-to-day operating decisions and in setting strategic goals. In addition, these types of measures are used by the Board in evaluating Company performance. The Committee generally consults with the Chief Executive Officer and other senior executives before setting performance levels for annual and longer-term incentive compensation. The input provided by management is one of many factors that Committee considers in establishing the applicable measures and performance levels for incentive compensation. The other factors the Committee considers include the annual operating budget which is approved by the Board. The Board's approval of the annual budget includes its review of industry and macroeconomic trends, industry sales growth, cost containment and expected capital expenditures.

Individual Performance

The Committee annually assesses the individual performance of each executive officer and considers it when setting an executive officer's base salary. However, given the modest increases in cost of living in recent years and the Company's emphasis on linking a larger percentage of executives' total compensation to performance-based incentives, the Committee may elect not to increase certain executives' base salaries on an annual basis, instead using potential annual and longer-term incentive-based payments to compensate individual executives. The Committee reserves the right to adjust base salaries as it determines to be appropriate; however, the Committee does not have a practice of automatically providing for annual increases in base salaries and therefore a decision not to increase an executive's base salary is not based on an assessment of an executive's performance. Each executive's performance is measured against specific personal objectives that were established early in the prior year. The Chief Executive Officer's annual personal objectives are established in consultation with the Committee. Other executive officers establish their individual objectives in consultation with the Chief Executive Officer. These objectives may include both subjective and quantifiable individual and departmental performance and developmental initiatives that are within each officer's area of operation and are consistent with the Company's strategic plans.

The Committee's assessment of each executive officer's performance with respect to these objectives is conducted primarily through conversations with the Chief Executive Officer and a review of Company performance. The Committee believes that consideration of individual performance objectives is important because it creates incentives for executive officers to make specific contributions to the Company's financial growth based on their individual areas of responsibility, and because it allows the Company to reward those specific contributions.

Allocating Between Compensation Elements

The Committee does not have a fixed standard for determining how an executive officer's total compensation is allocated among the various elements of the Company's compensation program. Instead, the Committee uses a flexible approach so that it can structure the compensation elements in a manner that will, in its judgment, best achieve the specific objectives of the Company's compensation program. However, the Committee believes that a meaningful portion of a named executive officer's compensation should be performance-based.

Shareholder Say-on-Pay Vote

At the 2018 Annual Meeting, shareholders had the opportunity to approve, in a non-binding advisory vote, the compensation of the Company's named executive officers. This is referred to as a

“say-on-pay” proposal. Over 99% of the votes cast on the say-on-pay proposal were voted in favor of the proposal. The Committee believes this vote result reflects general approval of the Company’s overall approach to structuring the Company’s executive compensation program. Therefore, the Committee did not make any significant changes in the structure of the Company’s executive compensation program during fiscal 2019 in response to the 2018 say-on-pay vote. The Compensation Committee will continue to consider the vote results for say-on-pay proposals in future years when making compensation decisions for the Company’s named executive officers.

The Board of Directors has determined that the Company’s shareholders should vote on a say-on-pay proposal each year, consistent with the preference expressed by the Company’s shareholders at the 2017 Annual Meeting. Accordingly, at the 2019 Annual Meeting, shareholders will again have the opportunity to indicate their views on the compensation of the Company’s named executive officers by an advisory say-on-pay vote. The Board recommends that you vote FOR the say-on-pay proposal (Proposal Three) at the 2019 Annual Meeting. For more information, see “PROPOSAL THREE — ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION” on page 45 in this proxy statement.

Executive Compensation Decisions for Fiscal Year 2019

For the 2019 fiscal year, the primary elements of compensation for the named executive officers were:

- base salary (set on a calendar year basis),
- an annual cash incentive opportunity (based on the Company’s fiscal year financial performance),
- long-term equity-based incentives for each named executive officer,
- supplemental retirement benefits for three of the named executive officers, and
- life insurance benefits for one of the named executive officers.

Base Salary

Based on Mercer’s executive compensation study prepared in a prior year, the Committee established base salaries for each named executive officer during the fourth quarter of fiscal 2018 (other than Messrs. Boone, Hoff and Townsend since they were not included in adjustments at that time) to be effective for the 2018 calendar year. Although the study data was from a prior year, it was deemed satisfactory by the Committee, since the information was used only as a guideline, not a benchmark. For more information on fiscal 2019 base salary decisions, see “Base salary” under “Fiscal 2019 Compensation Decisions” on page 18.

The Committee’s process for setting base salary and other compensation included an annual review of individual performance and such other relevant factors as accomplishments in the executive’s current role, changes in responsibilities, job performance and the Committee’s assessment of the market rate for these positions. The Committee does not automatically increase base pay annually, but instead bases salary increases on the preceding factors.

Annual Cash Incentive

The Committee believes it is in the best interests of the Company and its shareholders to base the annual cash incentive directly on achievement of an objective performance metric. The Committee generally considers consolidated net income to be the appropriate performance metric for the annual cash incentive for senior management because it believes that items included in net income, such as consolidated income tax expense, discontinued operations, interest expense and other income and expense, reflect upon the appropriateness of management decision-making and therefore provide an effective tool for measuring senior management performance over the course of a fiscal year. However, since the responsibilities of Messrs. Boone, Delgatti, Hoff and Townsend were primarily related to one or multiple components of the Company’s operating segments, the Committee believed it was in the best interests of the Company and its shareholders to set performance metrics for each of those named executive officers based on the operating income most closely related to his individual area or areas of

responsibility. Therefore, annual cash incentives for Messrs. Boone and Townsend were based on Home Meridian segment operating income, Mr. Delgatti's annual cash incentive was based on Hooker Legacy Brands' operating income and Mr. Hoff's annual cash incentive is based on Hooker Branded segment's operating income. For more information on fiscal 2019 annual cash incentive decisions, see "Annual Cash Incentive" discussion under "Fiscal 2019 Compensation Decisions" on page 18.

The Committee approved an annual cash incentive for the 2019 fiscal year. Messrs. Toms and Huckfeldt and Ms. Jacobsen had the opportunity to receive a payment, expressed as a percentage of his or her calendar year 2018 base salary, if the Company obtained 80% or more of its fiscal 2019 consolidated net income target. Messrs. Boone, Delgatti, Hoff and Townsend had the opportunity to receive a payment, expressed as a percentage of their calendar year 2018 base salary, if their respective segment or segment components (defined above) obtained 80% or more of its fiscal 2019 operating income target. No cash bonus would be payable unless at least 80% of the consolidated net income target (in the case of Messrs. Toms and Huckfeldt and Ms. Jacobsen) or segment's/segment component's operating income targets (in the case of Messrs. Boone, Delgatti, Hoff and Townsend) were met. The bonus opportunity was capped at a maximum amount if the Company reached 125% or more of its consolidated net income target (or segment or segment component operating income) for fiscal year 2019. For net income or operating incomes achieved at levels between the target percentages shown in the table below, a bonus percentage is interpolated such that each 1% increase in net income or operating income between the target levels results in additional bonus earned.

Annual cash incentive targets are established based on budgeted net income and segment/ segment component operating income. Budgeted net income and operating income are established by management in its annual operating budget, which is approved by the Board.

Target payouts for each named executive were established based on a number of factors including:

- Historical target payouts for each executive;
- data contained in a Mercer compensation study from a prior fiscal year;
- general business knowledge and experience of the Committee's members;
- other general compensation information available to the Committee, such as perceived contribution to the Company's success, including areas outside the executive's core functions; and
- the short-to-medium term total realizable compensation for each executive.

As discussed above, the Mercer study reflected total compensation for similar positions at similarly situated companies with which the Company would expect to compete for executive talent. The Committee evaluated each executive's total compensation, with an emphasis on shifting a greater share of the executive's total compensation to incentive-based pay and also considered the executives' specific roles, responsibilities and experience, as well as other elements of each executive's compensation arrangement and considered the mix of short- and long-term elements in each executive's overall compensation plan. Generally, the greater an executive's responsibilities, the larger the potential award. For example, Mr. Toms, the most senior executive was awarded a larger potential incentive award than were other senior executives due to his senior standing within the Company and his larger share of responsibilities. The incentive opportunities were structured such that if consolidated net income did not meet the target, the named executive officers would receive a reduced payment or no payment, but if consolidated net income exceeded the target, incentive payments would increase at a rate greater than the increase in net income. This was designed to recognize exemplary consolidated net income achievement. In no event would an incentive payment be earned if less than 80% of the target level was attained.

The award opportunities for each executive were as follows (expressed as a percentage of 2018 calendar year base salary):

If the Company Attains the following Percentages of Targeted Net Income*:

	<80%	80%	90%	100%	110%	125%
Paul B. Toms, Jr.	0%	37.5%	67.5%	75%	93.8%	123.8%
Paul A. Huckfeldt	0%	22.5%	40.5%	45%	56.3%	74.3%
Anne M. Jacobsen	0%	20.0%	36.0%	40%	50.0%	66.0%
D. Lee Boone	0%	20.0%	36.0%	40%	50.0%	66.0%
Michael W. Delgatti, Jr.	0%	22.5%	40.5%	45%	56.3%	74.3%
Jeremy R. Hoff	0%	20.0%	36.0%	40%	50.0%	66.0%
Douglas Townsend	0%	20.0%	36.0%	40%	50.0%	66.0%

* Home Meridian segment operating income in the case of Messrs. Boone and Townsend; Hooker Legacy Brands operating income in the case of Mr. Delgatti; Hooker Branded segment operating income in the case of Mr. Hoff.

Each additional percentage of net income realized between the percentages shown above is interpolated, such that each additional percentage of net income realized between the threshold amounts shown above results in a larger bonus payout, as shown in the table below:

	Interpolation per 1% of increased earnings:			
	Between 80-89% of Target Net Income	Between 90-99% of Target Net Income	Between 100-109% of Target Net Income	Between 110-125% of Target Net Income
All executive officers	4%	1%	2.5%	2.67%

The net income target for the 2019 fiscal year was set at \$43.1 million on a consolidated basis. The net income target had previously been approved by the Board in consultation with management, and after considering the Company's profit potential, the impact of national and international economic conditions on the Company and the home furnishings industry as a whole. Based on these factors, the Committee concluded that the target and threshold levels were appropriate to motivate and appropriately reward executive officers to attain the desired level of performance for fiscal 2019.

The 80% threshold performance level for our annual cash incentive was believed to be an achievable goal. The 100-124% target performance level was believed to be aggressive, but attainable. Performance at or above the 125% level was believed to be realizable, but only with exceptional performance.

The Company achieved approximately 93% of its consolidated net income target set by the Committee for fiscal 2019. The Hooker Branded segment achieved 110% of its target and Hooker Legacy Brands achieved 100% of its target and the Home Meridian segment achieved 80% of its target. This results in payments at each of the percentages indicated. As a result, the named executive officers received annual cash incentive payments as follows:

Name	Fiscal 2019 Annual Cash Incentive Earned
Paul B. Toms, Jr.	\$ 289,463
Paul A. Huckfeldt	104,625
Anne M. Jacobsen	93,000
D. Lee Boone	60,000
Michael W. Delgatti, Jr.	135,000
Jeremy R. Hoff	150,000
Douglas Townsend	60,000

Long-Term Incentives

During fiscal 2019, consistent with the Committee’s objective of giving greater weight to the performance-based element of total compensation, the Committee granted two types of long-term incentive awards for the performance period beginning in fiscal year 2019. The awards were designed to directly link a significant portion of a named executive’s compensation to growth in value of the Company and to further enhance existing retention incentives under the Company’s executive compensation program.

The first of the two types of awards was a Performance-based Restricted Stock Unit (“PSU”) grant and the second type of award was a service-based restricted stock unit. The second type is discussed on page 27 and below.

Prior to fiscal 2019, the Committee made performance grants instead of PSUs. Performance grants worked nearly identically to the way PSUs currently work, except that:

- performance grants could be paid in a combination of cash or shares of the Company’s common stock at the discretion of the committee when vested; PSUs are paid in shares of the Company’s common stock only, with shares withheld at vesting to pay taxes at the statutory rate; and
- the number of shares awarded under the performance grants was determined by dividing the dollar amount of the award by the settlement-date fair market value of the Company’s stock; the number of PSUs awarded is determined by dividing the dollar amount of the award by the grant date fair market value of the company’s stock.

The Committee believed it was in the best interest of the Company and its shareholders to award PSUs because they believed an award whose shares were determined based on payout or settlement-date fair market value of the Company’s stock instead of the grant-date fair market value of the Company stock, would further promote longer-term thinking among its named executive officers and better align its interests with those of the Company’s shareholders.

Performance-based Restricted Stock Unit

Each performance-based RSU entitles the executive officer to receive one share of the Company’s common stock based on the achievement of two specified performance conditions if the executive officer remains continuously employed by the Company through the end of the three-year performance period (subject to limited exceptions). One target is based on annual average growth in the Company’s EPS over the performance period and the other target is based on EPS growth over the performance period compared to that of the peer companies described at page 20. The PSUs vest subject to the Company’s attainment of pre-established financial goals related to the sum of two amounts, (1) the Company’s absolute EPS Growth and (2) relative EPS growth, over a three-year performance period that began January 29, 2018 and ends January 31, 2021, as approved by the Committee. The payout or settlement of the PSUs shall be made in shares of the Company’s common stock (based on the fair market value of the shares of the Company’s common stock on the date of settlement or payment). The PSUs do not convey any dividend or dividend equivalent rights to the executive officer.

The amount set forth in the table below is based on the average annual growth of the Company's fully diluted EPS from continuing operations over the performance period. The Company's EPS growth must average at least 5% annually over the performance period for a payment to be made.

**Payout in Shares of Company Stock Based on
EPS Growth (%) for Performance Period**

Executive Officer	Threshold				
	5%	10%	15%	20%	25%
Paul B. Toms, Jr.	830	2,490	3,320	4,150	4,980
Paul A. Huckfeldt	400	1,200	1,600	2,000	2,400
Anne M. Jacobsen	267	800	1,067	1,334	1,600
D. Lee Boone	268	804	1,072	1,340	1,608
Michael W. Delgatti, Jr.	402	1,206	1,608	2,010	2,412
Jeremy R. Hoff	268	804	1,072	1,340	1,608
Douglas Townsend	268	804	1,072	1,340	1,608

The amount set forth in the table below is based on the average annual growth of the Company's EPS over the performance period relative to a group of specified peer companies. However, if the Company's EPS growth is not positive for the performance period, this payment will be capped at the amount for the 50th percentile.

**Payout in Shares of Company Stock Based on
Relative EPS Growth for Performance Period**

Executive Officer	Threshold Less than 50th percentile	50th percentile, but less than 75th percentile	Equal to or greater than 75th percentile
	Paul B. Toms, Jr.	0	3,320
Paul A. Huckfeldt	0	1,600	2,400
Anne M. Jacobsen	0	1,067	1,600
D. Lee Boone	0	1,072	1,608
Michael W. Delgatti, Jr.	0	1,608	2,412
Jeremy R. Hoff	0	1,072	1,608
Douglas Townsend	0	1,072	1,608

The Committee selected EPS as the measure for the performance targets because EPS, and especially changes in EPS, directly reflect changes in the value of the Company over time, which the Committee believes best reflects the long-term interests of the shareholders. Using a simple, well-defined performance measure for these awards reduces the risk of manipulating that measure for short-term gain and reduces the risk of unintended consequences that could result from paying bonuses based on factors

other than earnings, such as sales growth or non-financial measures which could misalign shareholder and management objectives. For example, a focus on sales growth or a non-financial metric such as customer satisfaction could provide an incentive to increase sales through greater discounting or create excessively generous return and allowance policies at the expense of overall profitability.

Restricted Stock Units

As mentioned above, the Committee also awarded to each named executive officer (other than Mr. Toms) restricted stock units that will vest if the executive remains continuously employed with the Company (subject to limited exceptions) until the three-year anniversary date of each grant which is May 7, 2021. The awards may be paid in shares of company stock, cash or a combination of both, as determined by the Committee in its discretion. They are designed to encourage retention and to provide an incentive for increasing shareholder value. The number of RSUs awarded to each executive officer is set forth in the table below:

Executive Officer	Number of RSUs
Paul B. Toms, Jr.	0
Paul A. Huckfeldt	800
Anne M. Jacobsen	533
D. Lee Boone	1,056
Michael W. Delgatti, Jr	1,584
Jeremy R. Hoff	1,056
Douglas Townsend	1,056

The Committee did not award restricted stock to Mr. Toms because it determined that the Supplemental Retirement Income Plan and executive life insurance program provide sufficient retention incentives for him.

Supplemental Retirement and Life Insurance Benefits

Messrs. Toms and Huckfeldt, Ms. Jacobsen and certain other officers and managers, participate in the Company's Supplemental Retirement Income Plan ("SRIP"). The SRIP is a non-qualified, unfunded supplemental retirement plan that provides a monthly benefit equal to a specified percentage of the participant's base salary plus annual bonus for the 60-consecutive month period preceding his termination of employment (referred to as his "Final Average Earnings"). Messrs. Toms and Huckfeldt and Ms. Jacobsen are each eligible to receive a monthly benefit equal to 50%, 25% and 25%, respectively, of their Final Average Earnings. The benefit is paid for 15 years following the participant's retirement. As a general matter, a participant is not entitled to receive any benefit under the SRIP unless they remain continuously employed with the Company to age 60. At age 60, the participant becomes vested in 75% of their SRIP benefit and in 5% increments each following year until becoming 100% vested at age 65, assuming the participant remains continuously employed to those dates.

The objective of the SRIP is to create incentives for covered employees to remain employed with the Company over the balance of their careers, reward extended service with the Company and to balance short-term and long-term decision making, thereby enhancing the stability of the management team and allowing for predictability in succession planning. In addition, the Committee has determined that the SRIP helps mitigate compensation-related risk for the reasons discussed at page 29.

Each participant's benefit in the SRIP will become fully vested, regardless of age, and the present value of those benefits will be paid in a lump sum upon a change in control of the Company. The Committee believes that this provision further enhances retention by providing assurance to employees

that the benefits promised under the SRIP will be paid if the Company comes under new ownership or control. The amounts to which participating named executive officers would be entitled to receive under the SRIP and additional information concerning the SRIP can be found in the Pension Benefits table on page 36 and Potential Payments upon Termination or Change in Control on page 37.

Messrs. Boone, Delgatti, Hoff and Townsend do not participate in the SRIP. They have been provided other retention incentives under their employment agreements that are tailored to their specific employment circumstances.

The Company also maintains an executive life insurance program for certain officers, including Mr. Toms. Like the SRIP, the life insurance program is designed to retain executives through their careers and reward extended service with the Company by providing life insurance coverage until they reach age 65, allowing for stability in management and predictability in succession planning. The death benefit is \$2 million if Mr. Toms dies after his 60th birthday but on or before his 65th birthday. Participating executives may designate the beneficiary to whom the death benefit would be paid. This coverage terminates immediately once the executive reaches age 65 or if the executive leaves the Company for any reason, other than death, before reaching age 65. Other than upon the death of the executive before age 65, the Company is the beneficiary of the policy. None of the other named executive officers participates in the executive life insurance program. Instead, the Committee believes that successive annual long-term incentives, such as time-based restricted stock units and performance grants, will provide incentives for these executives to remain employed with the Company.

Employment Agreements

The Committee recognizes that in certain circumstances employment agreements may help the Company achieve the objectives of its compensation program and its other business goals. Therefore, the Committee assesses on a case-by-case basis whether it may be appropriate to enter into employment or separation agreements with executive officers.

The Committee has previously determined that an employment agreement was not needed with Mr. Toms because the SRIP, long-term incentive plan and ELIP benefits served as sufficient retention incentives for him. The Committee has previously determined that an employment agreement with Mr. Huckfeldt was not needed because his SRIP benefit and the long-term incentive plan served as a sufficient retention incentive.

The Company previously entered into an employment agreement with Mr. Delgatti. At the time the agreement was entered, Mr. Delgatti was a seasoned and well-respected furniture executive and had been identified as a key executive in the Company's near- and medium-term sales and operations plans. With this in mind, the Committee determined that an employment agreement, which includes a non-compete agreement, offered to secure an employment commitment from Mr. Delgatti, was appropriate.

The Company entered into employment agreements with Ms. Jacobsen and Messrs. Boone, Hoff and Townsend during fiscal 2019.

Ms. Jacobsen currently serves as the Company's Chief Administrative Officer. She is viewed as key to the Company's success in the near-to-medium term. While Ms. Jacobsen participates in the SRIP, she is not yet vested. Given these facts, the Committee determined that an employment agreement, which includes a non-compete agreement, offered to secure an employment commitment from Ms. Jacobsen, was appropriate.

Messrs. Boone and Townsend currently each serve as Co-Presidents of the Company's Home Meridian segment. Mr. Hoff currently serves as the President of the Company's Hooker Branded segment. Messrs. Boone, Hoff and Townsend are viewed as executives key to the near-to-medium term success of their respective segments' sales and operations. Additionally, since Messrs. Boone, Hoff and Townsend do not participate in the SRIP, the Committee determined that an additional incentive was needed. With this in mind, the Committee determined that employment agreements, which include non-compete agreements, offered to secure employment commitments from Messrs. Boone, Hoff and Townsend, was appropriate.

For information regarding the terms of these employment agreements, see "Employment Agreements and Other Employment Terms" on page 33.

Other Benefits

The Company maintains a tax-qualified 401(k) savings plan for all of its eligible employees, including the named executive officers. The plan provides for Company matching contributions, which are fully vested upon contribution. The Company's other benefit plans include health care, dental and vision insurance, group life insurance, disability insurance and tuition assistance. The named executive officers participate in these plans on the same basis as other eligible employees.

Tax and Accounting Implications of Executive Compensation

Our Compensation Committee believes that shareholder interests are best served if their discretion and flexibility in awarding compensation is not restricted, even though some compensation awards may result in non-deductible compensation expenses. However, our Compensation Committee does not anticipate a shift away from variable or performance-based compensation payable to our executive officers in the future, nor do we anticipate applying less rigor in the process by which we establish performance goals or evaluate performance against such pre-established goals, with respect to compensation paid to our NEOs. In addition, accounting considerations are one of many factors that our Compensation Committee considers in determining compensation mix and amount.

Incentive Compensation Recoupment Policy

The Board of Directors has previously adopted a "clawback" policy called the Incentive Compensation Recoupment Policy, in which the Board has the authority to pursue recovery of incentive compensation for an accounting restatement, a material error in a compensation measure or fraudulent or intentional misconduct. This policy does not limit the legal remedies the Company may seek against any employee for fraudulent or illegal activity. Further, this policy was not adopted in response to any particular concerns, but rather to align the Company's compensation practices with observed best practices.

Management of Executive Compensation-Related Risk

The Company's executive compensation program is designed to create incentives for its executives to achieve its annual and longer-term business objectives. The Committee considers how the individual elements of executive compensation, and the executive compensation program as a whole, could potentially encourage executives, either individually or as a group, to make excessively risky business decisions at the expense of long-term shareholder value. In order to address this potential risk, the Committee annually reviews the risk characteristics of the Company's executive compensation programs generally and considers methods for mitigating such risk. The Committee considers the following characteristics of the Company's executive compensation program as factors that help mitigate such risk:

- the Committee has authority under the Company's Incentive Compensation Recoupment, or "clawback", policy to pursue recovery of excess incentive compensation paid to executives as a result of:
 - an accounting restatement;
 - a material error in a compensation measure; and/or
 - fraudulent or intentional misconduct.
- the Committee has the unlimited authority to reduce long-term performance grant awards or pay no award at all;
- long-term performance grants have been performance-based, which aligns compensation with the interests of our shareholders;
- overall compensation is balanced between fixed and variable pay, and variable pay is linked to annual performance and performance over multi-year periods;
- the fixed compensation provided under our SRIP to certain executive officers helps avoid the potential for excess leverage and allows for longer service conditions than typical variable pay arrangements, thereby enhancing retention and management continuity;

- the multi-year cliff-vesting feature of restricted stock units promotes long-term retention, helps to mitigate inappropriate short-term risk taking and helps to align management and shareholder interests;
- profitability goals, which serve as inputs for variable annual cash incentive compensation and long-term performance grants, are approved by the board;
- the long-term performance grants have been based on cumulative absolute and relative EPS growth over multi-year periods, which helps reduce the potential for short-term focus at the expense of longer-term growth;
- a consistent compensation philosophy has been applied year-over-year and does not change significantly with short-term changes in business conditions;
- open dialogue among management, the Committee and the Board regarding executive compensation policies and practices and the appropriate incentives to use in achieving short-term and long-term performance targets; and
- other general risk mitigating factors, including:
 - quarterly reviews of the Company's results of operations and financial condition;
 - quarterly review of management's periodic risk assessment report;
 - quarterly review of management's Enterprise Risk Management report;
 - review of management's compensation risk report;
 - executive sessions at all committee meetings, including executive session with the Company's independent auditor; and
 - a fairly flat organizational structure, which promotes knowledge sharing and risk awareness by members of senior management.

Other Policies and Practices

The Committee has adopted certain guidelines for administering annual cash incentive compensation. Generally, an executive must remain employed to the last day of a fiscal year to be eligible to receive an annual cash incentive payment for that fiscal year. However, executives who terminate employment during the last quarter of a fiscal year due to death or disability, or who retire after they have attained age 55 and completed 10 years of service, are entitled to receive the same payment that they would have received had they remained employed to the end of the fiscal year. Executives who meet either of these requirements and who terminate employment in the second or third quarter of a fiscal year are entitled to receive 50% or 75%, respectively, of the payment they would have received had they remained employed to the end of the fiscal year. The guidelines establish procedures for the Committee to review and approve annual cash incentive determinations after the Chief Executive Officer and Chief Financial Officer confirm whether the performance conditions for the fiscal year have been achieved and whether any other applicable conditions have been met for that fiscal year.

Historically, the Committee has not adopted stock ownership requirements or guidelines because executives traditionally had a substantial portion of their retirement benefits invested in Company stock through the Company's former Employee Stock Ownership Plan ("ESOP"). However, in April of 2019, the Company adopted stock ownership guidelines such that the Chairman & CEO is required to hold at least three-times his base salary in Company stock and each other executive officer is required to hold two-times his or her base salary, as measured by the Company's closing stock price as of the end of the most recently completed fiscal year. Each executive officer is allowed six years to accumulate the required number of shares. Since the 2013 fiscal year, the Committee has approved restricted share units and performance grants for executive officers, which may be paid in shares of Common Stock, cash or both if the applicable service and performance requirements are met.

Executive officers are prohibited from engaging in certain types of transactions related to our Common Stock, including transactions in derivative securities, hedging transactions, using margin accounts and pledging shares as collateral.

Summary Compensation Table

The following table sets forth the compensation for services in all capacities to the Company for the three fiscal years ended February 3, 2019 of the persons who were the Company's named executive officers that year.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Salary (\$)(3)</u>	<u>Bonus (\$)</u>	<u>Stock Awards (\$)(4)</u>	<u>Non-Equity Incentive Plan Compensation (\$)(5)</u>	<u>Change in Pension Value and Non- Qualified Deferred Compensation Earnings (\$)(6)</u>	<u>All Other Compensation (\$)(7)</u>	<u>Total (\$)</u>
Paul B. Toms, Jr., Chairman and CEO	2019	\$ 415,000		\$ 249,000	\$ 289,463	\$ 547,337	\$ 39,086	\$ 1,539,886
	2018	415,000		249,000	305,025	555,184	39,435	1,563,644
	2017	407,500		249,000	186,750	475,265	41,244	1,359,759
Paul A. Huckfeldt, CFO and Sr. VP Fin. and Acctg.	2019	250,000		150,000	104,625	103,290	10,164	618,079
	2018	250,000		149,069	110,250	116,799	9,920	636,038
	2017	244,023		148,603	84,375	100,405	9,530	586,936
Anne M. Jacobsen, CAO	2019	237,500		100,000	93,000	70,875	9,775	511,150
	2018	200,000		119,243	88,200	58,138	9,775	475,356
	2017	200,000		118,877	67,500	55,065	10,127	451,569
D. Lee Boone, Co-President – Home Meridian segment (1)	2019	287,500		120,000	60,000	-	10,099	477,599
Michael W. Delgatti, Jr., President-Hooker Domestic Upholstery & Emerging Channel	2019	300,000		180,000	135,000	-	10,140	625,140
	2018	300,000		188,115	130,950	-	9,248	628,313
Jeremy R. Hoff, President-Hooker Branded Segment (2)	2017	300,000		177,187	101,250	-	9,284	587,721
Douglas Townsend, Co-President – Home Meridian segment (1)	2019	293,333		120,000	60,000	-	10,178	483,511

- (1) Messrs. Boone and Townsend were promoted to Co-President of the Company's Home Meridian segment on June 1, 2018 and were first designated executive officers at that time.
- (2) Mr. Hoff was first designated an executive officer in fiscal 2019.
- (3) Amounts shown represent base salary paid during the fiscal year before any deductions into the Company's 401(k) plan. Annual base salary adjustments generally become effective at the beginning of each calendar year and do not coincide with the beginning of a fiscal year.
- (4) For Mr. Toms, this amount is the grant date fair value of the three-year performance grant that was awarded to him in fiscal 2019. For the other named executives, this amount is the sum of the grant date fair value of (a) the restricted stock units and (b) three-year performance grants that were awarded to the named executive officers in fiscal 2019. The value of these awards was determined in accordance with FASB ASC Topic 718. The three-year performance grants shown were computed assuming that the probable level of performance would be achieved (15% EPS growth and relative EPS growth at the 50th percentile for the performance period) and excluded the impact of estimated forfeitures related to service-based vesting conditions. For more information regarding the restricted stock units and the three-year performance grants, refer to the Grants of Plan-Based Awards table on page 33 and to the Outstanding Equity Awards at Fiscal Year-End table on page 35. The value of the PSU awards to our named executive officers assuming the maximum level of performance is achieved are as follows: \$373,500 (Toms), \$180,000 (Huckfeldt), \$120,019 (Jacobsen), \$120,600 (Boone), \$180,900 (Delgatti), \$120,600 (Hoff) and \$120,600 (Townsend). For more information regarding the calculation of restricted stock unit and performance grant values, refer to note 14 of the Company's consolidated financial statements included in the Company's Annual Report on Form 10-K for the fiscal year ended February 3, 2019 (the "2019 Form 10-K"), as filed with the SEC.
- (5) This column shows amounts earned under the annual cash incentive program. For more information regarding the terms of the annual cash incentives for fiscal year 2019, see the Executive Compensation discussion at page 14.
- (6) This column shows the change in the present value of the named executive officer's accumulated benefit under the Supplemental Retirement Income Plan ("SRIP") at the earliest full benefit retirement age. These changes in present value are not directly in relation to final payout potential and can vary significantly year-over-year based on (i) promotions and corresponding changes in salary; (ii) other one-time adjustments to salary or other reasons; (iii) actual age versus predicted age at retirement; (iv) the discount rate used to determine present value of benefit; and (v) other relevant factors. A decrease in the discount rate results in an increase in the present value of the accumulated benefit without any increase in the benefits payable to the NEO at retirement and an increase in the discount rate has the opposite effect. The numbers reported are pension accounting values and were not realized by the named executive officers during the relevant fiscal year. None of the named executive officers received above-market or preferential earnings on compensation that was deferred on a non-tax-qualified basis. Messrs. Boone, Delgatti, Hoff and Townsend do not participate in the SRIP.
- (7) All Other Compensation for fiscal year 2019 includes premiums paid by the Company for life insurance policies that support Mr. Toms' benefit under the executive life insurance program ("ELIP"), amounts reimbursed for disability income insurance premiums and matching contributions to the Company's 401(k) plan.

Name	ELIP	Disability Income Insurance Premium Reimbursement	401(k) Match	Total
Paul B. Toms, Jr.	\$ 28,899	\$ 562	\$ 9,625	\$ 39,086
Paul A. Huckfeldt	-	539	9,625	10,164
Anne M. Jacobsen	-	413	9,362	9,775
D. Lee Boone	-	544	9,554	10,099
Michael W. Delgatti, Jr.	-	515	9,625	10,140
Jeremy R. Hoff	-	543	7,278	7,821
Douglas Townsend	-	553	9,625	10,178

Only Mr. Toms participates in the ELIP.

Employment Agreements and Other Employment Terms

The Company entered into employment agreements with Ms. Jacobsen and Messrs. Boone, Hoff and Townsend on June 4, 2018, each of which provides for an indefinite term and sets forth the executive's annual base salary rate (\$250,000 for Ms. Jacobsen and \$300,000 for each of Messrs. Boone, Hoff and Townsend) subject to future adjustment to ensure consistency with the range of salaries for officers at other companies with similar responsibilities. The agreements also set forth each executive's short-term incentive target opportunity, expressed as a percentage annual base salary (40% for each executive), as well as each executive's long-term incentive target opportunity, also expressed as a percentage of annual base salary (40% for each executive). The short-term and long-term incentive programs in which these executives currently participate are further described beginning on page 22 and 25. The agreements further provide that each executive is eligible to participate in any other benefit program offered or generally made available by the Company for its management employees. In addition to these provisions, as well as provisions addressing payments to each executive in the event of death, disability and termination of employment absent "cause," the agreements include customary provisions addressing confidentiality, non-disclosure, non-competition and non-solicitation. For additional discussion regarding the terms of these employment agreements, see Potential Payments upon Termination (specifically Involuntary Termination of Employment Absent Cause) which begins on page 40.

The Company entered into an employment agreement with Mr. Delgatti during fiscal 2012 when he became President-Hooker Upholstery. The agreement provides for an annual bonus opportunity and long-term incentive awards similar to those awarded to other management employees having similar salaries and levels of responsibility as determined by the Compensation Committee in its sole discretion, as well as certain other benefits as provided or made available under the Company's benefit plans or management compensation policies. In addition to these provisions, as well as provisions addressing payments to be made to Mr. Delgatti upon his death, disability or termination of employment, the agreement also includes customary provisions addressing the treatment of confidential information, non-disparagement of the Company, non-competition with the Company and non-solicitation of customers, vendors, suppliers and employees of the Company. For additional discussion regarding the terms of Mr. Delgatti's agreement, see Potential Payments upon Termination or Change in Control, which begins on page 37.

Grants of Plan-Based Awards

The following table sets forth information concerning individual grants of awards made under the Stock Incentive Plans during fiscal 2019:

Name	Award Type	Grant Date for Equity Incentive Plan and Stock Awards	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Units (3)	Grant Date Fair Value Stock Awards (\$)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (\$)	Target (\$)	Maximum (\$)		
Paul B. Toms, Jr.	Annual Cash Incentive Performance Grant	5/7/18	\$ 155,625	\$ 311,250	\$ 513,563	\$ 31,125	\$ 249,000	\$ 373,500		\$ 249,000(4)
Paul A. Huckfeldt	Annual Cash Incentive Performance Grant	5/7/18	56,250	112,500	185,625	15,000	120,000	180,000		120,000(4)
	RSU Grant	5/7/18							800	30,000(5)
Anne M. Jacobsen	Annual Cash Incentive Performance Grant	5/7/18	50,000	100,000	165,000	10,002	80,013	120,019		80,013(4)
	RSU Grant	5/7/18							533	19,988(5)

D. Lee Boone	Annual Cash Incentive		60,000	120,000	198,000					
	Performance Grant	5/7/18				10,050	80,400	120,600		80,400(4)
	RSU Grant	5/7/18							1,056	39,600(5)
Michael W. Delgatti, Jr.	Annual Cash Incentive		67,500	135,000	222,750					
	Performance Grant	5/7/18				15,075	120,600	180,900		120,600(4)
	RSU Grant	5/7/18							1,584	59,400(5)
Jeremy R. Hoff	Annual Cash Incentive		60,000	120,000	198,000					
	Performance Grant	5/7/18				10,050	80,400	120,600		80,400(4)
	RSU Grant	5/7/18							1,056	39,600(5)
Douglas Townsend	Annual Cash Incentive		60,000	120,000	198,000					
	Performance Grant	5/7/18				10,050	80,400	120,600		80,400(4)
	RSU Grant	5/7/18							1,056	39,600(5)

- (1) Represents the estimated payouts under annual cash incentive program for the 2019 fiscal year, as of the time those incentives were granted to the named executive officers. For additional discussion regarding annual cash incentives and the actual amounts paid to the named officers for fiscal 2019, refer to the Compensation Discussion and Analysis which begins on page 14, including Annual Cash Incentive on page 22 and the Summary Compensation table on page 31.
- (2) Represents the estimated future payouts under the performance grants awarded to the named executive officers in fiscal 2019. For additional discussion regarding these performance grants, refer to Compensation Discussion and Analysis, which begins on page 14, including Long-Term Performance Incentive on page 25 and the Summary Compensation Table on page 31.
- (3) This is the number of service-based RSUs granted to the named executive officer. Each RSU entitles the named executive to receive one share of the Company's common stock (or, at the discretion of the Committee cash based on the fair market value of a share of the Company's common stock on the date payment is made or both) if he remains continuously employed with the Company through the end of three-year service periods that end May 7, 2020. In addition to the service-based vesting requirement, 100% of an executive officer's RSUs will vest upon a change of control of the Company and a prorated number of the RSUs will vest upon the death, disability or retirement of the executive officer.
- (4) Represents the three-year performance grants that were awarded to the named executive officers in fiscal 2019. The three-year performance grants shown were computed assuming that the probable level of performance would be achieved (15% EPS growth and relative EPS growth at the 50th percentile for the performance period) and excluded the impact of estimated forfeitures related to service-based vesting

conditions. The maximum amount payable under these awards would occur if the Company achieved 25% or more EPS growth and relative EPS growth at the 75th percentile or greater for the performance period. Payouts under the maximum this payout scenario would be: Toms \$373,500; Huckfeldt \$180,000; Jacobsen \$120,019; Boone \$120,600; Delgatti \$180,900; Hoff \$120,600; and Townsend \$120,600.

- (5) The grant date fair value of each RSU is based on the market price of the Company's common stock on the grant date, reduced by the present value of the dividends expected to be paid on the shares during the service period, discounted at the appropriate risk-free rate of return. For more information concerning the calculation of performance grant fair values, refer to note 14 of the Company's consolidated financial statements included in the Company's 2019 Form 10-K.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning outstanding equity awards, which consist of performance grants and restricted stock units, held by the named executive officers at the end of fiscal 2019. There were no stock options outstanding as of the end of fiscal 2019.

Name	Grant Date	Number of Shares or Units of Stock That Have Not Vested(#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units
				or Other Rights That Have Not Vested \$(3)
Paul B. Toms, Jr.	4/13/16(1)	-	-	217,875
	4/5/17(1)	-	-	166,000
	5/7/18 (1)	-	-	83,000
Paul A. Huckfeldt	4/13/16(1)	-	-	105,000
	4/13/16(2)	1,179	34,427	-
	4/5/17(1)	-	-	80,000
	4/5/17(2)	968	28,266	-
	5/7/18(1)	-	-	40,000
	5/7/18(2)	800	23,360	-
Anne M. Jacobsen	4/13/16(1)	-	-	84,000
	4/13/16(2)	943	27,536	-
	4/5/17(1)	-	-	64,000
	4/5/17(2)	774	22,601	-
	5/7/18 (1)	-	-	26,671
	5/7/18 (2)	533	15,564	-
D. Lee Boone	5/7/18 (1)	-	-	26,800
	5/7/18 (2)	1,056	30,835	-
Michael W. Delgatti, Jr.	4/13/16(1)	-	-	105,005
	4/13/16(2)	2,357	68,824	-
	4/5/17(1)	-	-	86,671
	4/5/17(2)	1,935	56,502	-
	5/7/18 (1)	-	-	40,200
	5/7/18 (2)	1,584	46,253	-
Jeremy R. Hoff	5/7/18 (1)	-	-	25,463
	5/7/18 (2)	1,003	29,288	-
Douglas Townsend	5/7/18 (1)	-	-	26,800
	5/7/18 (2)	1,056	30,835	-

- (1) Performance grant awards outstanding as of January 28, 2018. Performance grants are denominated as a percentage of the named executive officer's base salary as of January 1, 2016 for the grants awarded on April 13, 2016, base salary as of January 1, 2017 for grants awarded on April 5, 2017 and base salary as of January 1, 2019 for Messrs. Toms, Huckfeldt and Delgatti, as of May 1, 2018 for Ms. Jacobsen and as of June 1, 2018 for Messrs. Boone, Hoff and Townsend for the performance grants awarded on May 7, 2018. Performance grants are not expressed as a number of shares, units or other rights. Each performance grant entitles the executive officer to receive a payment based on the achievement of two specified performance

conditions. The payout will be the sum of two amounts, based on the Company’s absolute and relative EPS growth over a three-year performance period that began February 1, 2016 and ends January 28, 2019, over a three-year performance period that began January 30, 2017 and ends on January 29, 2020 and over a three- year performance period that began on January 29, 2018 and ends on January 31, 2021. At the discretion of the Committee, the payout for the performance grants made in 2016 and 2017 can be made in cash, shares of the Company’s common stock (based on the fair market value of a share of common stock on the date payment is made), or both. For the grants awarded in 2018 which are performance-based restricted stock units (“PSUs”), the payout or settlement shall be made in shares of the Company’s common stock (based on the fair market value of the shares of the Company’s common stock on the date of settlement or payment). In all cases, the executive officer also must remain continuously employed with the Company through the end of the performance period to be eligible for a payment, with prorated payments made due to retirement, death or disability. The performance grants provide for a lump sum cash payment to the executive officer if the Company undergoes a change of control. For additional discussion regarding the performance grants, refer to the Executive Compensation Discussion at page 14.

- (2) Restricted stock units (“RSU”) awards outstanding at the end of the last completed fiscal year. Market value is based on the closing market price of the Company’s common stock on February 1, 2019, the last trading day of the Company’s 2019 fiscal year. Each RSU entitles the executive officer to receive one share of common stock if he remains continuously employed with the Company through the end of a three-year service period (i.e., April 13, 2019 for the April 13, 2016 award, April 5, 2020 for the April 5, 2017 award and May 7, 2020 for the May 7, 2018 award). At the discretion of the Committee, the RSUs may be paid in shares of the Company’s common stock, cash (based on the fair market value of a share of common stock on the date payment is made), or both. In addition to the service-based vesting requirement, 100% of the RSUs will vest upon a change of control of the Company and a prorated number of the RSUs will vest upon the death, disability or retirement of the executive officer.
- (3) The amount reported for the 2017 performance grant award is based on the actual level of absolute and relative EPS growth achieved as of the end of the 2019 fiscal year, which was the end of the award’s three-year performance period. The amount reported for the 2020 and 2021 performance grant awards is based on the level of performance achieved as of the end of the 2019 fiscal year, even though actual performance will not be measured under each of those awards until the end of their respective three-year performance periods. If the interim performance exceeded the threshold for the award, the reported value of the award was based on assumed achievement of the next higher performance measure that exceeds the actual interim measure of performance (which was the maximum performance level for both absolute and relative EPS growth). Any payments under the 2017 and 2018 performance grant awards will be determined based on actual performance through 2020 and 2021, respectively, and not on any interim measure of performance.

Supplemental Retirement Benefits

The following table sets forth information concerning benefits provided for Messrs. Toms and Huckfeldt and Ms. Jacobsen under the Company’s Supplemental Retirement Income Plan (“SRIP”). Messrs. Boone, Delgatti, Hoff and Townsend do not participate in the SRIP:

Name	Plan Name	Plan Years of Service	Present Value of Accumulated Benefit (\$)(1)
Paul B. Toms, Jr.	SRIP	15	\$ 3,317,156
Paul A. Huckfeldt	SRIP	13	621,870
Anne M. Jacobsen	SRIP	11	324,122

(1) Assumes a discount rate of 3.75%, based on the Moody’s Composite Bond Rate as of January 31, 2019 (rounded to the nearest 25 basis points).

The SRIP provides a monthly supplemental retirement benefit equal to a specified percentage of the executive’s final average monthly compensation (50% for Mr. Toms and 25% for both Mr. Huckfeldt and Ms. Jacobsen), payable for a 15-year period following the executive’s termination of employment. Final average monthly compensation means the average monthly base salary and any annual incentive awards paid to the executive during the five-year period before his termination of employment with the Company.

An executive becomes vested in 75% of the monthly supplemental benefit if the executive remains continuously employed with the Company until reaching age 60 and is vested in additional 5% increments for each subsequent year that the executive remains continuously employed with the Company. Executives who remain continuously employed to age 65 become fully vested in their monthly supplemental benefit. The monthly retirement benefit for each participant in the plan, regardless of age, will become fully vested and the present value of all plan benefits will be paid to participants in a lump sum upon a change in control of the Company (as discussed under Potential Payments upon Termination or Change in Control, below). Additional information regarding the SRIP can be found under Executive Compensation beginning on page 14.

Potential Payments upon Termination or Change in Control

Supplemental Retirement Income Plan

Upon a change in control of the Company each SRIP participant, regardless of age, will become fully vested and receive the present value of his entire plan benefit in a lump sum payment. A “change in control” includes, subject to certain exceptions:

- acquisition, other than from the Company, of more than 50% of the outstanding shares or the combined voting power, of the Company’s Common Stock; or
- a majority of members of the Board is replaced during a twelve-consecutive-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election.

The benefits payable under the SRIP are described further under Pension Benefits above.

The following table provides the estimated lump sum payment each participating named executive officer would have received under the SRIP if a change in control had occurred on the last day of fiscal 2019.

Name	Change in Control SRIP (1)
Paul B. Toms, Jr.	\$ 3,419,371
Paul A. Huckfeldt	805,880
Anne M. Jacobsen	563,534

(1) Calculated based on historical average salary and bonus amounts for the five-year period ended January 31, 2019 and assuming a discount rate equal to 120% of the short-term (3.24%), mid-term (3.44%) or long-term (3.76%) applicable federal rate for the month of January 2019 depending on the number of years remaining to the participant’s retirement at age 65.

If a SRIP participant were to die while employed by the Company and before payment of his vested benefit begins, his beneficiary will receive a death benefit equal to the participant’s vested benefit, which would be paid in 180 equal monthly payments.

Performance Grants

Outstanding performance grants awarded to the named executive officers provide for a lump sum cash payment to the executive officer if the Company undergoes a “change of control.” The payment would be made on the date of the change of control and would assume that the named executive officer remained continuously employed through the end of the applicable performance period and that the specified target levels defined in the grant agreement had been attained for the applicable performance period. A change of control includes, subject to certain exceptions:

- acquisition, other than from the Company, of more than 50% of the combined voting power of the Company’s Common Stock; or

- a majority of the members of the Board is replaced during a twelve-consecutive-month period by directors whose appointment or election is not endorsed by a majority of the members of the Board before the date of the appointment or election; and
- on or after the occurrence of the change of control, the participant's employment is terminated involuntarily or constructively terminated without cause.

The 2015 Stock Incentive Plan generally provides that where the successor or acquirer agrees in writing prior to the occurrence of a change of control to assume or continue the Company's outstanding awards, no accelerated vesting, exercisability and/or payment of an outstanding award (or substitute award) shall occur, unless on or after the occurrence of the change of control, the participant's employment is terminated involuntarily or constructively terminated without cause.

The performance grants also provide for a pro-rated lump sum payment to be made in connection with the death, disability or retirement (as defined in the 2015 Stock Incentive Plan) of the named executive officer. The payment would be made upon the completion of the applicable performance period based on the performance levels actually achieved for the applicable performance period.

The following table provides the estimated aggregate payments to which each named executive officer would have been entitled under his respective performance grants if a change of control, or the executive's death, disability or retirement, had occurred on the last day of fiscal 2019 (subject to certain assumptions, as specified below).

Name	Payout under Performance Grants \$(1)	
	Change of Control	Death, Disability or Retirement
Paul B. Toms, Jr.	\$ 747,000	\$ 497,751
Paul A. Huckfeldt	360,000	239,880
Anne M. Jacobsen	400,029	293,218
D. Lee Boone	80,400	26,773
Michael W. Delgatti, Jr.	336,606	224,102
Jeremy R. Hoff	80,400	26,773
Douglas Townsend	80,400	26,773

(1) These amounts include the amounts payable under three-year performance grants awarded April 13, 2016, April 5, 2017 and May 7, 2018 which are described in the Outstanding Equity Awards at Fiscal Year-End table on page 35. The payout amounts in connection with an executive's death, disability or retirement assume that the probable level of performance is achieved for the applicable performance periods.

Restricted Stock Units

Outstanding restricted stock units (RSUs) awarded to the named executive officers will vest 100% upon a change of control of the Company and a pro-rated amount will vest upon the executive's death, disability or retirement (as defined in the 2015 Stock Incentive Plan). A "change of control" of the Company for purposes of the RSUs has the same meaning as for the performance grants described above. The RSU payment would be a lump sum paid on the date of the change of control or as soon as administratively practicable after the vesting date upon the executive's death, disability or retirement. The following table provides an estimate of the aggregate payments that each named executive officer would have received under the executive's RSUs if a change of control, or the executive's death, disability or retirement, had occurred on the last day of fiscal 2019.

Name	Payout under Restricted Stock Units Upon \$(1)	
	Change of Control	Death, Disability or Retirement
Paul B. Toms, Jr.	\$ -	\$ -
Paul A. Huckfeldt	86,052	62,549
Anne M. Jacobsen	65,700	48,760
D. Lee Boone	30,835	12,496
Michael W. Delgatti, Jr.	171,579	121,379
Jeremy R. Hoff	29,288	11,869
Douglas Townsend	30,835	12,496

(1) These amounts include the amounts payable under three-year RSUs awarded April 13, 2016, April 5, 2017 and May 7, 2018 which are described in the Outstanding Equity Awards at Fiscal Year-End table on page 35, and are calculated based on the closing price of the Company's Common Stock as of the last trading day of fiscal 2019.

Executive Life Insurance Program

Under the Company's executive life insurance program, a death benefit of \$2.0 million is payable to Mr. Toms' designated beneficiary if he dies after his 60th birthday but on or before his 65th birthday and Mr. Toms remains employed with the Company through the date of his death. Mr. Toms' beneficiary would have received a lump sum payment of \$2.0 million had Mr. Toms died on the last day of fiscal 2019. No other named executive officer participates in the executive life insurance program.

Jacobsen, Boone, Hoff and Townsend Employment Agreements

Under each of these employment agreements, the named executive officer is entitled to receive certain payments in connection with his or her termination of employment absent "cause," and in the event of his or her death. If the executive's employment is terminated by the Company absent "cause," (defined below) during the term of her agreement, he or she would receive:

- A cash severance payment equal to nine (9) months of base salary for Ms. Jacobsen payable in a single lump sum; in the case of Messrs. Boone, Hoff and Townsend, the cash severance payment is equal to eighteen (18) months of base salary for any termination of employment that occurs before the last day of the fiscal year ending in 2020, and nine (9) months of base salary for any termination of employment thereafter, in either case payable in a single lump sum;
- An annual incentive prorated for the period ending on his or her termination date; and
- Accelerated vesting with respect to any long-term incentive award unvested and outstanding as of his or her termination date, based on actual performance for the grant period. Proration shall be calculated based on the number of the executive's completed years of service from grant date to his or her termination date, as compared to number of full years in the performance period and the award will not be settled and delivered until after the close of the applicable performance period.

If the named executive officer's employment is terminated on account of death, he or she would receive payment of his or her base salary through his or her termination date, and a prorated annual incentive for the period ending with his or her death.

If the executive voluntarily terminates his or her employment, or he or she is terminated for "cause," by the Company, he or she will not receive any post-termination payments, other than any salary or benefit due through and including the respective executive's date of termination.

Under the terms of each of the employment agreements covering these executives the following definitions of “cause” means the executive’s:

- gross negligence in the performance of his or her material duties;
- intentional nonperformance or mis-performance of his or her duties, or refusal to abide by or comply with reasonable directives of the CEO or the Company’s policies and procedures;
- willful dishonesty, fraud or misconduct with respect to the business or affairs of the Company, which in the judgement of the CEO adversely affects the Company;
- Executive’s arrest for, conviction of, or a plea of nolo contendere to, a felony or other crime involving moral turpitude or that otherwise threatens to interfere with the Company’s interests, as determined by the CEO in his sole discretion; or
- Executive’s failure to report to work or unexcused absenteeism in violation of the Company’s attendance policies.

The terms of each of the employment agreements covering these executive officers also include covenants relating to confidentiality, non-disclosure of work-related intellectual property, non-competition and non-solicitation of customers. Under the non-compete provision, each executive covenants that he or she will not compete with the Company for a period of eighteen (18) months post-termination of employment in a position with duties substantially similar to his or her duties with the Company within the last twelve months within the United States. Similarly, each executive agrees that for a period of eighteen (18) months post-termination of employment, he or she will not solicit for the benefit of a business in competition with the Company, any customer, employee or independent contractor, who was a customer, employee or independent contractor of the Company within the twelve months preceding the executive’s termination of employment.

PAYMENTS UPON INVOLUNTARY TERMINATION OF EMPLOYMENT ABSENT CAUSE

The table below describes the payments due each of our named executive officers in the event of an involuntary termination of employment absent “cause” assuming such termination occurred on February 1, 2019, the last business day of the Company’s fiscal year.

NAME	CASH(1)	STIC(2)	LTIC(3)	TOTAL
Toms	\$ -	\$ 289,463	\$ 466,875	\$ 756,338
Huckfeldt	-	104,625	225,000	329,625
Jacobsen	187,500	93,000	174,671	455,171
Boone	450,000	60,000	26,800	536,800
Delgatti	-	135,000	231,876	366,876
Hoff	450,000	150,000	25,463	625,463
Townsend	450,000	60,000	26,800	536,800

- (1) This represents the cash severance payment due each named executive under his or her respective employment agreement, if any, assuming a termination date of February 1, 2019; Messrs. Toms and Huckfeldt are not covered by an employment agreement and no cash severance is payable to either executive. While Mr. Delgatti is covered by an employment agreement, he is not entitled to any cash severance under the terms of such agreement.
- (2) This represents the short-term incentive cash payment due each executive assuming a termination date of February 1, 2019.
- (3) This represents the value of any long-term incentive award payable to each executive assuming a termination date of February 1, 2019 under each executive's employment agreement, which in the case of Messrs. Boone, Hoff and Townsend, the vesting of any outstanding long-term incentive award is accelerated on a prorated basis based on actual performance to date.

Delgatti Employment Agreement

Mr. Delgatti would receive payments under his employment agreement in connection with his death and upon termination of his employment by the Company without cause. If Mr. Delgatti were to die during the term of his agreement, his estate would receive his salary and annual bonus, prorated through the date of his death. If Mr. Delgatti's employment is terminated by the Company without cause during the term of his agreement, he would receive his annual bonus, prorated through the date of his termination.

For purposes of Mr. Delgatti's agreement, "cause" means:

- fraud, dishonesty, theft, embezzlement or misconduct injurious to the Company or any of its affiliates;
- conviction of, or entry of a plea of guilty or *nolo contendere* to, a crime that constitutes a felony or other crime involving moral turpitude;
- competition with the Company or any of its affiliates;
- unauthorized use of any trade secrets of the Company or any of its affiliates or confidential information (as defined in the agreement);
- violation of any policy, code or standard of ethics generally applicable to the Company's employees;
- a material breach of fiduciary duties owed to the Company;
- excessive and unexcused absenteeism unrelated to a disability; or
- after written notice and a reasonable opportunity to cure, gross neglect of assigned duties.

If Mr. Delgatti's employment is terminated by the Company for cause, he will not receive any post-termination payments (including earned but unpaid annual bonus with respect to any performance year or portion thereof preceding the termination date), other than the salary he had earned through the date his employment terminated.

Pay Ratio Disclosure

In accordance with Item 402(u) of Regulation S-K, promulgated by the Dodd-Frank Wall Street Reform Act and Consumer Protection Act of 2010, we determined the ratio of the annual total compensation of Mr. Toms, our Chairman and Chief Executive Officer, relative to the annual total compensation of our median employee.

To identify the median compensated employee, we used 2018 W-2 wages for U.S. employees or its equivalent for non-US employees. We identified our median employee from our employee population as of December 31, 2018. Whereas in the 2018 Fiscal Year, 326 employees were excluded from the pay ratio analysis given that these employees did not become employees of the Company until mid-year on October 1, 2017 as a result of the Shenandoah acquisition. As authorized under item 402(u), these employees have been included in the current year's identification of our median employee. No other significant changes in employee population or employee compensation were made from fiscal year 2018 to fiscal year 2019. While two employees were initially identified as the median employee, the Company

selected a single employee as the median employee, as required by SEC rules, choosing the employee whose income types most closely resembled that of our Chairman and Chief Executive Officer.

We then determined total compensation for the median employee in the same manner as the “Total Compensation” column shown for Mr. Toms in the Summary Compensation Table on page 31.

Pay elements that were included to determine total annual compensation for the median employee were:

- Base salary, including overtime, vacation and holiday pay;
- Annual cash incentive; and
- 401(k) matching contribution.

We determined that the 2019 fiscal year annual total compensation of the median employee was \$36,567. Mr. Toms’ 2018 annual total compensation for the same period was \$1,539,886 and the ratio of these amounts was 1-to-42.

As of the end of calendar 2018, our total employee population consisted of 1,261 employees, of which 1,019 were located in the United States and 242 were located in Asia.

We believe this pay ratio is a reasonable estimate calculated in a manner consistent with the Pay Ratio Securities and Exchange Commission (SEC) rules under SEC rules based on our payroll and employment records and the methodology described above.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes information about the Company’s equity compensation plans as of February 3, 2019:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Approximate number of securities remaining available for future issuance under equity compensation plans(1)
Equity compensation plans approved by security holders	0	N/A	486,000
Equity compensation plans not approved by security holders	None	None	None
Total	0	N/A	486,000

(1) Shares allocable to incentive awards granted under the Company’s 2015 Stock Incentive Plan that expire, are forfeited, lapse or are otherwise terminated or cancelled are added to the shares available for incentive awards under the plan. Any shares covered by a stock appreciation right are counted as used only to the extent shares are actually issued to a participant when the stock appreciation right is exercised. Any shares retained by the Company in satisfaction of a participant’s obligation to pay applicable withholding taxes with respect to any incentive award and any shares covered by an incentive award that is settled in cash are added to the shares available for incentive awards under the plan.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The Exchange Act requires the Company’s executive officers and directors, and any persons owning more than 10% of the Common Stock, to file reports of ownership and changes in ownership with the SEC. Based solely on its review of Forms 3, 4 and 5 filed during or with respect to the fiscal year ended February 3,

2019, and written representations from the Company's directors and executive officers and certain other reporting persons that no Forms 5 were required to be filed by those persons for that fiscal year, the Company believes that all executive officers, directors and 10% shareholders complied with those filing requirements and there were no late reports.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information with respect to the beneficial ownership of the Company's Common Stock as of April 12, 2019 (unless noted otherwise below) by:

- each shareholder known by the Company to be the beneficial owner of more than 5% of its outstanding Common Stock;
- each director and director nominee;
- each named executive officer; and
- all directors and executive officers as a group.

Name	Amount and Nature Of Beneficial Ownership	Percent of Class
Royce & Associates, LLC (1)	1,735,500(1)	14.7%
NWQ Investment Management Company, LLC (2)	1,450,712(2)	12.3
Dimensional Fund Advisors LP (3)	989,760(3)	8.4
BlackRock, Inc. (4)	824,653(4)	7.0
Paul B. Toms, Jr.	123,674(5)	1.1
W. Christopher Beeler, Jr.	32,376(6)	*
Henry G. Williamson, Jr.	30,941(7)	*
Michael W. Delgatti, Jr.	7,053(8)	*
E. Larry Ryder	13,250(9)	*
John L. Gregory, III	18,136(10)	*
Paul A. Huckfeldt	19,401(11)	*
Anne M. Jacobsen	5,926(12)	*
Ellen C. Taaffe	3,311(13)	*
Paulette Garafolo	1,450(14)	*
Tonya H. Jackson	1,357(15)	*
D. Lee Boone	1,000(16)	*
Jeremy R. Hoff	433(17)	*
Douglas Townsend	2,000(18)	*
All directors and executive officers as a group (14 persons)	260,308	2.2

* Less than one percent.

- (1) The beneficial ownership information for Royce & Associates, LLC is based upon a Schedule 13G/A filed with the SEC on January 15, 2019. The Schedule 13G/A indicates that Royce & Associates, LLC has sole disposition power and sole voting power with respect to all 1,735,500 shares. The principal business address of Royce & Associates, LLC is 745 Fifth Avenue, New York, New York 10151.
- (2) The beneficial ownership information for NWQ Investment Management Company, LLC is based upon a Schedule 13G/A filed with the SEC on February 14, 2019. The Schedule 13G/A indicates that NWQ Investment Management Company, LLC, a registered investment adviser, has sole disposition power and sole voting power with respect to all 1,450,712 shares. The principal business address of NWQ Investment Management Company is 2049 Century Park East, 16th Floor, Los Angeles, California 90067.
- (3) The beneficial ownership information for Dimensional Fund Advisors LP is based upon a Schedule 13G/A filed with the SEC on February 8, 2019. The Schedule 13G/A indicates that Dimensional Fund Advisors LP, a registered investment adviser that furnishes investment advice to four registered investment companies and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the "Funds"), reported holdings of the Company's Common Stock beneficially owned by the Funds such that the reporting person had sole voting power over 953,600 shares and sole disposition power over 989,760 shares. Dimensional Fund Advisors LP reported that either it or its subsidiaries may possess voting and/or

investment power over the Company's Common Stock owned by the Funds, but disclaimed beneficial ownership of such Company Common Stock. The principal business address of Dimensional Fund Advisors LP is Building One, 6300 Bee Cave Road, Austin, Texas 78746.

- (4) The beneficial ownership information for BlackRock, Inc. is based upon a Schedule 13G/A filed with the SEC on February 4, 2019. The Schedule 13G/A indicates that BlackRock, Inc. has sole voting power with respect to 797,294 shares and sole disposition power with respect to all 824,653 shares. The principal business address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055.
- (5) Mr. Toms has sole voting and disposition power with respect to 92,130 shares and shared voting and disposition power with respect to 31,544 shares.
- (6) Mr. Beeler has sole voting power with respect to 32,376 shares and sole disposition power with respect to 31,331 shares.
- (7) Mr. Williamson has sole voting and disposition power with respect to 27,441 shares and shared voting and disposition power with respect to 3,500 shares.
- (8) Mr. Delgatti has sole voting and disposition power with respect to all 7,053 shares.
- (9) Mr. Ryder has sole voting and disposition power with respect to all 13,250 shares.
- (10) Mr. Gregory has sole voting and disposition power with respect to all 18,136 shares.
- (11) Mr. Huckfeldt has sole voting and disposition power with respect to 18,901 shares and has shared voting and disposition power with respect to 500 shares.
- (12) Ms. Jacobsen has sole voting and disposition power with respect to all 5,926 shares.
- (13) Ms. Taaffe has sole voting and disposition power with respect to all 3,311 shares.
- (14) Ms. Garafolo has sole voting and disposition power with respect to all 1,450 shares.
- (15) Ms. Jackson has sole voting and disposition power with respect to all 1,357 shares.
- (16) Mr. Boone has sole voting and disposition power with respect to all 1,000 shares.
- (17) Mr. Hoff has sole voting and disposition power with respect to all 433 shares.
- (18) Mr. Townsend has sole voting and disposition power with respect to all 2,000 shares.

**PROPOSAL TWO
RATIFICATION OF SELECTION OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors has selected the firm of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending February 2, 2020, subject to ratification by the shareholders. Action by the shareholders is not required by law in the selection of the Company's independent registered public accounting firm, but the Company submits its selection in order to give shareholders an opportunity to ratify the Audit Committee's selection of KPMG. If the shareholders do not ratify the selection of KPMG, the Audit Committee will reconsider the selection of the Company's independent registered public accounting firm. Unless otherwise specified, shares represented by proxies will be voted for the ratification of the selection of KPMG, as the Company's independent registered public accounting firm for fiscal 2020. KPMG has served as the Company's independent registered public accounting firm since fiscal 2003.

Representatives of KPMG are expected to be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

Principal Accountant Fees and Services

The following table presents fees billed to the Company by KPMG for the:

- fiscal year ended February 3, 2019 (fiscal 2019), and
- fiscal year ended January 28, 2018 (fiscal 2018).

	Fiscal 2019	Fiscal 2018
Audit Fees	\$ 1,423,000	\$ 1,569,000
Audit-Related Fees	None	None
Tax Fees	64,000	83,000
All Other Fees	None	None

Audit Fees include KPMG's fees for audit services, including the audits of the Company's annual financial statements and internal control over financial reporting, review of the Company's quarterly financial statements included in its Forms 10-Q and review of SEC filings.

Audit-Related Fees include fees billed by KPMG during the periods reported for audit-related services not otherwise reported in Audit Fees.

Tax Fees include fees billed by KPMG for federal, state and international tax planning and compliance services and advice. For both fiscal 2019 and fiscal 2018, tax matters included consulting in connection with international tax planning and compliance.

Audit Committee Pre-approval of Audit and Non-Audit Services

The Audit Committee is required to pre-approve all audit and permitted non-audit services provided by KPMG, the Company's auditing firm. The Audit Committee has authorized the Committee Chair to approve specific tax projects up to \$30,000 each or an aggregate of no more than \$60,000 and individual audit-related projects up to a maximum of \$50,000 between Committee meetings provided that the decision to approve the service is presented at the next scheduled Committee meeting. Less than 1% of aggregate Audit-Related Fees and Tax Fees for each fiscal year presented above was approved by the Committee pursuant to the *de minimis* waiver of the pre-approval requirement set forth in Regulation S-X 2.01(c)(7)(i)(C).

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE SELECTION OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING FEBRUARY 2, 2020.

PROPOSAL THREE ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

The Dodd-Frank Wall Street Reform and Consumer Protection Act, enacted in July 2010, requires that the Company provide its shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in this proxy statement. Consistent with a majority of the advisory votes cast at the 2017 Annual Meeting of Shareholders and the recommendation of the Company's Board of Directors, the Company holds a shareholder advisory vote to approve the compensation of its named executive officers annually. The Company encourages shareholders to read the disclosures under Executive Compensation, beginning on page 14, which include the Compensation Discussion and Analysis, the compensation tables and the narratives that accompany those tables, for more information concerning the Company's compensation philosophy, programs and practices, the compensation and governance-related actions taken in fiscal 2019 and the compensation awarded to the named executive officers.

As described under the Compensation Discussion and Analysis, the Company's executive compensation programs are designed to:

- attract and retain highly qualified executives who will contribute significantly to the success and financial growth of the Company and enhance value for shareholders; and
- motivate and appropriately reward executives when they achieve the Company's financial and business goals and meet their individual performance objectives.

The Board believes that the Company's executive compensation program satisfies these objectives and is worthy of shareholder support. In determining whether to approve this proposal, the Board believes that shareholders should consider the following:

Independent Compensation Committee. Executive compensation is reviewed and established by a Compensation Committee of the Board consisting solely of independent directors. The Compensation Committee regularly meets in executive session, without executive officers present, in determining annual compensation. The Compensation Committee, at its sole discretion, may obtain data, analysis and input from an independent compensation consultant.

Compensation is Tied to Performance. Key elements of the Company's compensation program, including annual cash incentives and certain long-term incentive awards, are aligned with financial and operational objectives established in the Board-approved annual operating plan. As a result, a meaningful portion of each executive's total compensation is "at risk" and is earned only if a threshold level of targeted performance is achieved.

Balanced Compensation Structure. Total cash compensation is allocated between base salary and an annual incentive opportunity tied directly to objective and quantifiable measures of the Company's business performance. Long-term incentive awards are balanced between those that are earned only if specific performance measures are met and those that are earned if an executive remains in continuous employment for a sustained period. Retirement and life insurance benefits are only provided if an executive remains employed to a specified age.

This vote is not intended to address any specific item of compensation, but rather the overall compensation of the named executive officers described in this proxy statement. This vote is advisory, which means that the vote is not binding on the Company, the Board of Directors or the Compensation Committee. To the extent there is any significant vote against named executive officer compensation as disclosed in this proxy statement, the Compensation Committee will evaluate whether any actions are appropriate to address the concerns of shareholders.

This proposal will be approved if the number of votes cast in favor of the proposal exceeds the number of votes cast against it.

Accordingly, the Company asks its shareholders to vote on the following resolution at the Annual Meeting:

RESOLVED, that the Company's shareholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement for the 2019 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE *FOR* THE APPROVAL OF THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT.

OTHER BUSINESS

Management knows of no other business that will be presented for consideration at the Annual Meeting, but should any other matters be brought before the meeting, it is intended that the persons named in the accompanying proxy will vote that proxy at their discretion.

ADDITIONAL INFORMATION

Shareholder Proposals for 2020 Annual Meeting

The Company plans to hold the 2020 Annual Meeting on June 6, 2020. The Company's bylaws (Article II, Section 1) provide that for business to be properly brought before an Annual Meeting by a shareholder of record, the shareholder must, in addition to meeting other applicable requirements, give timely written notice to the Secretary at the principal office of the Company. To submit business at the 2020 Annual Meeting, the notice must be received no later than January 11, 2020. The shareholder's notice must include:

- the name and address of the shareholder, as they appear on the Company's stock transfer books;
- the number of shares of stock of the Company beneficially owned by the shareholder;
- a representation that the shareholder is a record holder at the time the notice is given and intends to appear in person or by proxy at the meeting to present the business specified in the notice;

- a brief description of the business desired to be brought before the meeting, including the complete text of any resolutions to be presented and the reasons for wanting to conduct such business; and
- any interest that the shareholder may have in such business.

The proxies for the 2020 Annual Meeting will have discretionary authority to vote on any matter that properly comes before the meeting if the shareholder has not provided written notice before January 11, 2020.

A proposal that any shareholder desires to have included in the proxy statement for the 2020 Annual Meeting of shareholders must be received by the Company no later than January 4, 2020 and must comply with the SEC rules regarding shareholder proposals.

Shareholder Communications

Shareholders may send written communications to the Board of Directors c/o Secretary, Hooker Furniture Corporation, P.O. Box 4708, Martinsville, Virginia 24115-4708. Any shareholder communication directed to the Board, a Director or any Board Committee, is forwarded to the Company's Chief Financial Officer and then to the Board or the appropriate Director(s) or Committee(s).

By Order of the Board of Directors,



Robert W. Sherwood
Secretary

May 10, 2019

ANNUAL MEETING OF SHAREHOLDERS OF
HOOKER FURNITURE CORPORATION

June 12, 2019

Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Shareholders to be Held on Wednesday, June 12, 2019:
The Company's Proxy Statement and Annual Report to Shareholders are available at
<http://www.astproxyportal.com/ast/25490>

Please complete, sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

Please detach along perforated line and mail in the envelope provided.

PLEASE COMPLETE, SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK

AS SHOWN HERE

- | | | | | | |
|---|--|--|---|---|---|
| <p>(1) Election of Directors</p> <p><input type="checkbox"/> FOR ALL NOMINEES</p> <p><input type="checkbox"/> WITHHOLD AUTHORITY FOR ALL NOMINEES</p> <p><input type="checkbox"/> FOR ALL EXCEPT (See instructions below)</p> | <p>NOMINEES</p> <p>○Paul B. Toms, Jr.</p> <p>○W. Christopher Beeler, Jr.</p> <p>○Paulette Garafalo</p> <p>○John L. Gregory, III</p> <p>○Tonya H. Jackson</p> <p>○E. Larry Ryder</p> <p>○Ellen C. Taaffe</p> <p>○Henry G. Williamson, Jr.</p> | <p>(2) Ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending February 2, 2020.</p> <p>(3) Advisory vote to approve named executive officer compensation.</p> <p>(4) In their discretion the proxies are authorized to vote upon such other matters as may come before the meeting or any adjournment thereof.</p> | <p>FOR
<input type="checkbox"/></p> <p>FOR
<input type="checkbox"/></p> <p>FOR
<input type="checkbox"/></p> | <p>AGAINST
<input type="checkbox"/></p> <p>AGAINST
<input type="checkbox"/></p> <p>AGAINST
<input type="checkbox"/></p> | <p>ABSTAIN
<input type="checkbox"/></p> <p>ABSTAIN
<input type="checkbox"/></p> <p>ABSTAIN
<input type="checkbox"/></p> |
|---|--|--|---|---|---|

All as more particularly described in the Company's Proxy Statement for the Annual Meeting of Shareholders to be held on June 12, 2019, receipt of which is hereby acknowledged.

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark "FOR ALL EXCEPT" and fill in the circle next to each nominee for whom you wish to **withhold authority to vote**, as shown here: ●

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS SPECIFIED BY THE UNDERSIGNED SHAREHOLDER. IF NO CHOICE IS SPECIFIED BY THE SHAREHOLDER, THIS PROXY WILL BE VOTED "FOR" THE 8 DIRECTOR NOMINEES LISTED IN ITEM (1), "FOR" ITEMS (2) AND (3), AND IN THE PROXIES' DISCRETION ON ANY OTHER MATTERS COMING BEFORE THE MEETING.

The undersigned hereby revokes any proxy or proxies heretofore given to vote upon or act with respect to such stock and hereby ratifies and confirms all that said proxies, their substitutes or any of them may lawfully do by virtue hereof.

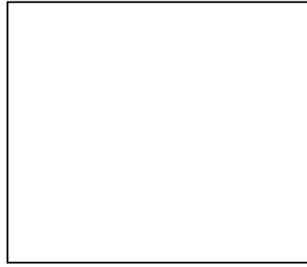
Please promptly complete, sign, date and mail this Proxy Card in the enclosed envelope. No postage is required.

Signature of Shareholder _____
Date: _____

To change your address on the account please check the box at right and indicate your new address in the address space above. Please note that the changes to the registered name(s) on the account may not be submitted via this method.

Signature of Shareholder _____
Date: _____

Note: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is partnership, please sign in partnership name by authorized person.



REVOCABLE PROXY

HOOKER FURNITURE CORPORATION

PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

For the Annual Meeting of Shareholders called for Wednesday, June 12, 2019

The undersigned hereby appoints Paul B. Toms, Jr. and Paul A. Huckfeldt, or either of them, the attorneys, agents and proxies of the undersigned, with full power of substitution, to vote all the shares of common stock of Hooker Furniture Corporation (the "Company") that the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held at the Company's Corporate Office at 440 East Commonwealth Boulevard, Martinsville, Virginia, on Wednesday, June 12, 2019 at 1:00 P.M., and all adjournments thereof, with all the powers the undersigned would possess if then and there personally present. Without limiting the general authorization and power hereby given, the above proxies are directed to vote as instructed on the matters on the reverse side:

(Continued and to be completed, dated and signed on reverse side.)