FLEXSTEEL INDUSTRIES, INC.

AMENDED AND RESTATED NOMINATING AND GOVERNANCE COMMITTEE CHARTER

PURPOSE

The Nominating and Governance Committee ("Committee") is established by the Board of Directors ("Board" or "Board of Directors") of Flexsteel Industries, Inc. ("Flexsteel" or the "Company") for the primary purpose of assisting the Board in the oversight of:

- Board structure and composition
- Committee structure and composition
- Corporate governance guidelines, policies, and procedures
- Environmental, social, and governance ("ESG") matters
- Reservation of authority
- Board, committee, and director assessment and effectiveness

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in this Charter. The Committee will report regularly to the Board of Directors regarding the execution of its duties and responsibilities. The Committee has the authority to retain and obtain advice and assistance from outside legal and other advisors (collectively, the "Advisors") as deemed appropriate to perform its duties and responsibilities, and to approve the fees and other retention terms of any such Advisors. The Committee will be directly responsible for oversight of the work of Advisors. The Company will provide appropriate funding, as determined by the Committee, for payment of fees and costs to any Advisors retained by the Committee

COMPOSITION AND MEETINGS

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall (i) be independent directors (as defined by the NASDAQ Stock Market and all applicable rules and regulations), (ii) not accept directly or indirectly any consulting, advisory or other compensation from the Company, other than Board and Committee fees authorized by the Board, and (iii) be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Committee members will serve until their resignation, retirement, removal by the Board or until their successors are duly appointed and qualified. Committee members may be removed by the Board in its sole discretion for any reason or for no reason. The Board may fill any vacancy on the Committee. The Chair of the Committee will be designated by the Board or, if it does not do so, the Committee members will elect a Chair by the affirmative vote of a majority of the Committee's members. The Committee shall have the authority to delegate any of its responsibilities to subcommittees as the Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors as provided above. All actions of the Committee are to be in conformity with this Charter, the Articles of Incorporation, and Bylaws of Flexsteel and governing law.

The Committee shall meet at least two times annually, or more frequently as determined by the Committee or the Board. Meetings may be held either in person, by telephone, or virtually and at such times and places as the Committee determines or as called for by the Chair. A majority of the

members of the Committee shall constitute a quorum for transacting business at a meeting. The Committee may also take action by majority written consent. The Chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee will prepare minutes of each meeting, which will be provided to all Committee members and the full Board quarterly, as applicable. In addition, the Committee will make regular reports to the Board and will propose any necessary action to the Board and review the Charter at least annually and make recommendations as appropriate. The Committee may request that any officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meetings of the Committee to provide such pertinent information as the Committee may request.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

A. <u>Nominating</u>

1. Review the qualifications of candidates for director identified by the Committee or suggested by Board members, shareholders, management and others pursuant to the procedures set forth in the Company's bylaws and described in the Company's proxy statement.
2. Consider the performance of incumbent directors and other relevant factors in determining whether to nominate directors for re-election and an annual assessment of individual directors' performance.
3. Recommend to the Board a slate of nominees for election or re-election to the Board at annual meeting of shareholders.
4. Recommend to the Board candidates to be appointed or elected to the Board as necessary to fill vacancies.
5. Recommend the appointment of a Board Chair and composition of all committees annually.
6. Develop and recommend succession planning for Board membership and a candidate pipeline.
7. The guiding principles for director selection and nomination should be reviewed and determined by the full Board.

B. <u>Governance</u>

1. Review and recommend the practices, policies, and procedures of the Board, and recommend governance issues including the size, structure, and composition of the Board, committees and subcommittees.
2. Review and recommend corporate governance documents, including but not limited to articles of incorporation, bylaws, governance policies, and director term limits. (The Code of Conduct and Guidelines for Business Conduct will remain in the Charter of the Audit Committee.)
3. Monitor compliance with governance guidelines adopted by the Committee.

4. Review and make recommendations on the Company's strategy, initiatives, policies, risks, opportunities, and related reporting with respect to significant environmental, social, and governance ("ESG") matters.
5. Oversee governance-related risks associated with unsolicited third-party offers and the potential loss, incapacity, or unplanned departure of key officers and independent board members.
6. Review and make recommendations on the Reservation of Authority Policies.
7. Assess changing conditions regarding director and executive officers' related party affiliations.
8. Conduct new Board member orientation and ongoing education for Board members.
9. Monitor developments, trends, and best practices for corporate governance and recommend additions and changes.
10. Facilitate overall Board assessment, Board evaluation, and Director self-evaluation processes annually.
11. Review all shareholder proposals and recommend responses.
12. The Committee shall not be responsible for oversight where such responsibility is retained by the Board or delegated by the Board to another Committee.

C. Other Responsibilities

1. Annually, perform a self-assessment relative to the Nominating and Governance Committee's purpose, duties, and responsibilities outlined herein.

Date: December 9, 2025

By: Kathryn P. Dickson

Kathryn P. Dickson
Chair–Nominating & Governance Committee

By: Jeanne McGovern

Jeanne McGovern
Chair–Board of Directors