

SKYLINE CHAMPION CODE OF CONDUCT

1. OVERVIEW.

Skyline Champion Corporation is committed to operating its business with integrity and respect. To meet this objective, all employees, officers, and directors of the Company and its subsidiaries are obligated to comply with this Code of Conduct and the standards of honesty and ethical conduct which it establishes.

This Code, in conjunction with our Operating Principles, outlines the principles and policies governing our Company. The standards in this Code should be viewed as the minimum standards that the Company expects from its employees, officers, and directors, and this Code does not supersede the Company's specific policies and procedures.

Please read this Code carefully and become familiar with its provisions. When you have questions or encounter potential compliance issues, please seek assistance as described in this Code.

2. CONFLICTS OF INTEREST.

A conflict of interest arises when an individual's private interest or association interferes, or presents the appearance of interference, with the interests of the Company. Activities that can give rise to conflicts are prohibited unless specifically approved in advance in accordance with the provisions set forth in Section 3, Related Party Transactions, of this Code. Such prohibited conflicts of interest may include:

- Causing the Company to engage in a transaction or business relationship from which you, your relatives or friends may derive a significant benefit (e.g., with a company in which you or they have a significant interest or from which you or they may receive a commission) without having obtained the appropriate prior approval;
- You, your family members or your associates receiving improper personal benefits in connection with your association with Skyline Champion, other than gratuities and payments received in accordance with Section 14, Gifts and Entertainment, of this Code;
- Participating in the management, hiring, performance review of or compensation decisions relating to a family member, significant other or close personal friend;
- Personal investments based on confidential information obtained through your association with Skyline Champion or in companies that compete with Skyline Champion (although investments in funds that invest in a broad cross-section of companies that may include competitors or business partners of Skyline Champion generally would not create conflicts of interest unless you are making investments decisions for the fund);

- Assuming personal responsibilities that interfere with your performance of Company duties or deter effective competition;
- Taking a business opportunity of Skyline Champion (see Section 4, Corporate Opportunities); or
- Presenting the appearance of a conflict of interest or casting doubt on one's ability to act objectively and in the Company's best interests.

Any transaction or relationship that reasonably could be expected to give rise to a conflict of interest should be reported promptly to the Company's Human Resources or Legal Department.

3. RELATED PARTY TRANSACTIONS

Any proposed arrangement that could give rise to a conflict of interest in which you, any immediate member of your family, or any of your close associates is anticipated to receive payment or another significant benefit, whether directly or indirectly, from the Company is to be reported. Your report should be made to the Company's Human Resources or Legal Department prior to entering into the proposed arrangement or transaction and must include all relevant terms.

Notwithstanding the foregoing, in the case of a transaction involving an executive officer, director or any of their respective "immediate family members" in which the Company is to be a participant and the amount involved exceeds (or may be reasonably expected to exceed) \$120,000 and in which any of such persons will have (or may be reasonably expected to have) a direct or indirect material interest is to be reported to the Audit Committee of the Board of Directors for review and approval, except an employment relationship or transaction involving compensation of an executive officer and any related compensation that has been approved by the Compensation Committee of the Board of Directors or referred by the Compensation Committee to the Board for review and approval.

An "immediate family member" for these purposes includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

4. CORPORATE OPPORTUNITIES.

In carrying out their duties or responsibilities, employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Employees, officers and directors, acting in their individual capacity, are prohibited from (i) taking for themselves personal opportunities that arise through the use of corporate property, information or position, (ii) using corporate property, information or position for personal gain, and (iii) competing with the Company.

Whether any of the foregoing actions is to the material detriment of the Company will be determined by the Board of Directors in the case of an executive officer or director, or the CEO

in the case of any other employee, based on all relevant facts and circumstances, including whether the Company has previously declined to pursue such proposed opportunity for its own benefit.

5. PUBLIC REPORTING.

Full, fair, accurate, timely and understandable disclosure in the reports and other documents that the Company files with, or submits to, the SEC and in its other public communications is critical for the Company to maintain its good reputation, to comply with its obligations under the securities laws and to meet the expectations of its shareholders and other members of the investment community. Persons responsible for the preparation of such documents and reports and other public communications must exercise the highest standard of care in their preparation in accordance with the following guidelines:

- All accounting records, and the reports produced from such records, must be in accordance with all applicable laws;
- All accounting records must fairly and accurately reflect the transactions or occurrences to which they relate;
- All accounting records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;
- No accounting records should contain any false or intentionally misleading entries;
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods;
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- No information should be concealed from the internal auditors or the independent auditors; and
- Compliance with the Company's system of internal controls is required.

6. CONFIDENTIALITY.

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or that otherwise comes into their possession in the course of their employment or while carrying out their duties and responsibilities, except when disclosure is authorized by the Company or legally mandated.

Confidential information includes all non-public information that may be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to the Company. Of special sensitivity is financial

information, which should under all circumstances be considered confidential except where its disclosure is approved by the Company or when the information has been publicly disseminated.

7. USE OF COMPANY PROPERTY.

All employees, officers and directors should promote the responsible use of the Company's assets and resources by the Company and ensure their efficient use. Any suspected incidents of fraud or theft should be immediately reported for investigation.

Company assets, such as proprietary information, funds, materials, supplies, products, computers, software, facilities, and other assets owned or leased by the Company or that are otherwise in the Company's possession may only be used for legitimate business purposes.

Proprietary information includes any information that is not generally known to the public or would be helpful to our competitors. Examples of proprietary information are intellectual property, business and marketing plans and employee information. The obligation to use proprietary information only for legitimate business purposes continues even after you leave the Company.

E-mail systems and Internet services are provided to facilitate your work responsibilities. Incidental and occasional personal use is permitted, but never for personal gain or any improper purpose. You may not access, send or download any information that could be insulting or offensive to another person, such as sexually explicit messages, cartoons, jokes, unwelcome propositions, ethnic or racial slurs, or any other messages that could be viewed as harassment.

Your messages (including voice mail) and computer information are considered Company property and you should not have any expectation of privacy. Unless prohibited by law, the Company reserves the right to access and disclose this information as necessary for business purposes. Use good judgment, and do not access, send messages or store any information that you would not want to be seen or heard by other individuals.

8. FAIR DEALING.

Directors, officers and employees must deal ethically and lawfully in all business matters. No director, officer or employee should inappropriately use privileged, confidential or proprietary information or manipulate or misrepresent facts.

9. COMPLIANCE WITH LAWS AND RESOLUTIONS.

Compliance with both the letter and spirit of all laws, rules and regulations applicable to the Company's business, including any securities exchange or other organization or body that regulates the Company, is critical to its reputation and continued success. Although the federal, state and local laws and regulations that apply to the Company's businesses are numerous and often complex, each employee, officer and director is responsible for complying with the laws, rules and regulations that affect their portion of the Company's business.

If you become aware of any information that you believe constitutes evidence of a violation of laws, rules or regulations applicable to the Company and the operations of its business by the Company, or any employee, officer or director, then you should immediately bring such information to the attention of any one or more of the following persons, as circumstances warrant: your local management, the Company's Human Resources or Legal Departments.

10. COMPLIANCE WITH ANTI-TRUST LAWS.

The Federal government and many states have enacted anti-trust and trade regulation laws. These laws are designed to preserve free and open competition in the marketplace. All Company employees, officers and directors must, at all times, conduct their operations in strict compliance with all applicable anti-trust and competition laws.

Any contact with a competitor may present issues under the anti-trust laws. As a result, all employees, officers and directors should avoid any such contact relating to the business of the Company or a competitor without first obtaining the approval of a senior officer of the Company.

Some further general rules concerning contact with competitors are noted below:

- Agreements among competitors, whether written or oral, which relate to prices are illegal *per se*. In other words, such agreements, by themselves, constitute violations of the anti-trust laws. There are no circumstances under which agreements among competitors relating to prices may be found legal. Price fixing is a criminal offense and may subject the Company to substantial fines and penalties and the offending individual to imprisonment and fines.
- The anti-trust laws may be violated even in the absence of a formal agreement relating to prices. Under certain circumstances, an agreement to fix prices may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. Although exchanges of price information are permitted in certain circumstances, employees of the Company should not participate in such exchanges without first obtaining the approval of a senior officer of the Company.
- It is a violation of the anti-trust laws for competitors to agree not to do business with a particular customer or supplier. As with agreements to fix prices, the anti-trust laws can be violated even in the absence of an express understanding.
- Any communication between competitors concerning problems with any customer or supplier may violate the anti-trust laws and should be avoided.

11. COMPLIANCE WITH ENVIRONMENTAL LAWS.

The Company is committed to the protection of public health, safety, natural resources, and the environment in all aspects of its operation. It is the Company's policy to comply fully and faithfully with all environmental laws in the conduct of its business operations and to incorporate sound health and environmental practices into all of its business decisions.

12. SAFETY AND HEALTH.

The Company is committed to keeping a safe work environment and complying with all applicable safety laws and regulations. Any accidents, injuries, and unsafe equipment, practices or conditions should be reported immediately to a supervisor or other designated person. Threats or acts of violence or physical intimidation are prohibited.

13. COMPLIANCE WITH EMPLOYMENT LAWS.

The Company respects the diversity of our employees and the communities in which we operate. It is committed to full compliance with all applicable employment laws and the prohibition against unlawful discrimination and retaliation. Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Any such behavior should be reported immediately to your direct supervisor, your Human Resources Department or the Legal Department.

14. GIFTS AND ENTERTAINMENT.

While business gifts and entertainment are common courtesies among business associates, any gift or entertainment that has the potential to influence judgment or create a feeling of obligation should not be given or accepted. The following, however, are permitted:

- Reasonable and customary business entertainment in connection with the Company's business.
- Appropriate non-cash gifts of nominal value, including, specialty advertising items such as clothing and desktop accessories, tickets to local sports or cultural events, restaurant meals, and other tokens of goodwill with a nominal market value.
- Discounts on goods or services offered by a supplier, contractor, customer or dealer that are offered to all Company employees.
- Travel or incentive outings provided by supplier – but only if such activity has been approved in advance by a senior Company officer.

Any gift or entertainment that is given by an employee, officer, or director of the Company to a third party should also comply with the recipient's policy on Gifts and Entertainment, if applicable.

15. POLITICAL ACTIVITIES AND CONTRIBUTIONS.

The Company respects and supports the right of its employees, officers and directors to participate in political activities. However, these activities should not be conducted on Company time or involve the use of any Company resources such as telephones, computers or supplies. Employees, officers and directors will not be reimbursed for personal political contributions.

The Company may occasionally express its views on local and national issues that affect its operations. In such cases, Company funds and resources may be used, but only when permitted by law and by the Company guidelines. The Company may also make limited contributions to political parties or candidates in jurisdictions where it is legal and customary to do so. The Company may pay related administrative and solicitation costs for political action committees formed in accordance with applicable laws and regulations. No employee, officer or director may make or commit to political contributions on behalf of the Company without the approval of the Board of Directors.

16. RELATIONS WITH DOMESTIC AND FOREIGN OFFICIALS.

The Company's relationships with governmental officials at all levels must be conducted in strict conformity with all applicable laws and regulations, including the U.S. Foreign Corrupt Practices Act of 1977 (the "Act").

The Act prohibits an offer, payment, promise of payment or authorization of the payment of any money or gift to a foreign official, foreign political party, official of a foreign political party or candidate for political office to influence any act or decision of such person or party to obtain or retain business. The Act also prohibits a payment to any person with the intention that all or a portion of the payment will be offered or given, directly or indirectly, to any such political person for any such purpose.

Violation of the Act is a criminal offense, subjecting the Company to substantial fines and penalties and any employee, officer, or director acting on behalf of the Company to imprisonment and fines. The Act prohibits the Company from paying, directly or indirectly, a fine imposed upon an individual pursuant to the Act.

17. COMMUNICATION OF THE CODE.

A current copy of this Code is available to all directors, officers and employees from the Human Resources department or on the "Governance" section of the Company's website, www.skylinechampion.com, under "Code of Conduct."

18. MONITORING COMPLIANCE AND DISCIPLINARY ACTION.

The General Counsel, under the supervision of the Board of Directors or an appropriate committee thereof, shall take reasonable steps from time to time to (i) monitor compliance with this Code, and (ii) when appropriate, impose and enforce disciplinary measures for violations of this Code.

The General Counsel shall periodically report to the Board of Directors or an appropriate committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of this Code and the actions taken with respect to any violation.

19. REPORTING UNDER THIS CODE.

The Company proactively promotes ethical behavior and encourages employees, officers, and

directors to report promptly evidence of illegal or unethical behavior, or violations of this Code. The Company has established a procedure to report incidents anonymously utilizing the ethics hotline. The number is 1-877-442-0791. The third-party operator of the hotline is available 24/7. This service documents the reporting statement and transmits the information to the Company's Internal Audit function for tracking, initial evaluation and forwarding to the appropriate corporate department for review, investigation, and action if necessary.

The Company forbids any retaliation against any officer or employee who, acting in good faith, reports suspected misconduct.

You are also encouraged to ask for help or report any suspected violations to your supervisor, the Company Internal Audit Department or Legal Department.

20. WAIVER OF THIS CODE.

Any waiver of this Code for the principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions), other executive officers or directors will be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.

21. AMENDMENTS OF THIS CODE.

Any amendment of this Code will be made only by the Board of Directors and will be promptly disclosed as required by law or stock exchange regulation.