

## **SKYLINE CHAMPION CORPORATION**

### **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the “Board”) of Skyline Champion Corporation (the “Company”) has adopted the corporate governance guidelines set forth below to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the listing standards of the New York Stock Exchange (the “NYSE”), the Nominating and Governance Committee Charter and the organizational documents of the Company, each as amended from time to time.

#### **I. THE BOARD OF DIRECTORS**

##### **Director Qualifications Standards**

It shall be the primary responsibility of the Board to oversee all aspects of the operations of the Company. This shall not entail the day-to-day operations, but shall entail interaction with the key management individuals responsible for those day-to-day operations and establishing policy guidelines concerning all aspects of the business of the Company. The Company shall recruit and train directors whose education, work and life experiences prepare them to provide the guidance described above.

The Nominating Committee will review all nominees for the Board including proposed nominees in accordance with the Nominating Committee charter. The assessment will include a review of the nominee’s judgment, business experience, independence, diversity, understanding of the Company or other related industries, and such other factors as the Committee concludes are relevant based on the current needs of the Board. The Nominating committee will review its recommendations with the Board. The term and tenure of directors will be in accordance with the bylaws of the Company.

Each director is expected to attend all meetings and to review all materials distributed in preparation for such meetings.

##### **Director Independence**

The Board shall make an affirmative determination at least annually as to the independence of each director. In making independence determinations, the Board will observe all applicable requirements, including the corporate governance listing standards established by the NYSE. To be considered an “independent” director, (1) the director must meet the bright-line independence standards under the NYSE listing standards, and (2) the Board must affirmatively determine that the director otherwise has not material relationship with the Company, directly or as an officer, shareholder or partner of an organization that has a relationship with the Company. Additional independence requirements apply to members of the Audit Committee and no director may serve on the Audit Committee of the Board unless such director meets all of the criteria established for service in each such committee by the NYSE rules and any other applicable rules or laws.

##### **Director Responsibilities**

The business and affairs of the Company are managed by or under the direction of the Board, acting on behalf of the stockholders. The Board has delegated to the officers of the Company the authority and responsibility for managing the Company’s everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the chief executive officer or senior management.

Since attendance and participation at Board and committee meetings is an important component of the directors' duties, each member of the Board is expected to make reasonable efforts to attend and participate in regularly scheduled meetings of the Board and to participate in telephonic conference meetings or other special meetings of the Board.

Directors are expected to spend the time needed to discharge their responsibilities; information that is important to the Board's understanding of the business to be conducted at a Board or committee meeting will be distributed and reviewed in advance of the meeting when reasonably practicable.

### **Director Access to Management and Independent Advisors**

All directors are encouraged to contact any individual in the management team to discuss any issues of concern to that director. In addition, certain management personnel as may be required are invited to be present at all or part of the Board's meetings. In addition, the directors, through the Audit Committee or directly, have regular discussions with corporate counsel and the corporate auditors regarding any and all matters within the scope of such responsibilities.

From time to time independent advisors will meet with the Board to update the directors on corporate governance matters including audit review responsibilities, legal compliance issues and SEC and NYSE rules and regulations.

### **Communications with Non-Management Directors**

Anyone who would like to communicate with, or otherwise make his or her concerns known directly to the chairperson of any of the Audit, Nominating and Corporate Governance and Compensation Committees, or to the non-management or independent directors as a group, may do so by (1) addressing such communications or concerns to the Secretary of the Company, P.O. Box 743, 2520 By-Pass Road, Elkhart, Indiana 46515, who will forward such communications to the appropriate party, or (2) sending an e-mail to [RScholten@championhomes.com](mailto:RScholten@championhomes.com). Such communications may be done confidentially or anonymously.

### **Director Compensation**

The Company provides director compensation that is commensurate with comparable positions in comparable companies.

Directors who are not employees of the sponsor group receive an annual fee of \$65,000, payable quarterly in advance installments, except for the Chairman of the Board who receives an annual fee of \$115,000. The Chairman of the Audit Committee receives an additional \$10,000 annually, and the Chairman of the Compensation Committee receives an additional \$7,500 annually.

The Board may, from time to time, revise this compensation as circumstances warrant, always subject to the overriding commitment that the compensation shall be reasonable. The Company does not provide any indirect compensation or other benefits to directors other than the reimbursement of expenses necessary to attend board functions and meetings.

### **Director Orientation and Continuing Education**

At the beginning of his or her service, each new director meets with the management team to receive a briefing on the key aspects of the Company. In addition, the Chairman of the Board meets with each new director to review the Code of Conduct and the Company's

expectations concerning his or her qualifications and responsibilities.

### **Management Succession**

All key management personnel have successors prepared to step into their roles in the event of their unexpected absence. Management identifies individuals who are qualified to handle the responsibilities of specific positions and trains those individuals so that they are prepared to fill vacant positions on an as needed basis. This succession policy is applied throughout the management of the Company, including the executive officers and the CEO. The Board periodically reviews the performance of the CEO through the Compensation Committee's evaluation and compensation determination in accordance with the Compensation Committee charter. The Board evaluates the potential succession planning options in connection with the CEO.

### **Non-Management Sessions**

To ensure free and open discussion and communication among the non-management directors of the Board, the non-management directors will meet in executive session at most Board meetings with no members of management present. Independent directors will meet in a private session that excludes management and affiliated directors at least once a year.

### **Annual Performance Evaluation**

The Board shall conduct a self-evaluation at least annually to determine whether it and its committees are functioning effectively. This self-evaluation shall include a questionnaire to be distributed to all Board members with the questionnaire covering the function of all committees, as well as an evaluation of all aspects of the performance of the board, including adequacy of information, adequacy of preparation and adequacy of participation of all Board members. Notwithstanding anything to the contrary herein, the Company may choose to forgo an annual evaluation of the Nominating and Corporate Governance Committee and the Compensation Committee pursuant to the exemption provided to "controlled companies" under the rules of the NYSE for so long as the Company remains a controlled company.

## **II. RESPONSIBILITY OF KEY BOARD COMMITTEES**

The Board has three standing committees: Audit, Compensation and Nominating and Governance. The Board may establish additional Committees as necessary or appropriate.

Each standing committee has its own charter, which sets forth the responsibilities of the Committee, the qualifications and procedures of the Committee. Additionally, each Committee will conduct an annual self-evaluation of its performance and responsibilities.

Members of each Committee shall be appointed annually by the Board or until the earlier of his or her death, resignation or removal with or without cause by the Board. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from such Committee on which the director served. Vacancies occurring, for whatever reason, may be filled by the Board.

Each Committee shall hold regularly scheduled meetings and shall hold special meetings as often as it deems appropriate. Each Committee may act by a vote of a majority of members present at such meeting.

### **Compensation Committee**

The purpose of the Compensation Committee is to assist the Board in fulfilling its

responsibilities relating to compensation of the Company's officers, directors, and employees, including assessing the adequacy of the Company's overall compensation programs and principles and administering the Company's compensation, benefit and equity-based plans.

The Compensation Committee shall consist of at least three (3) directors, unless determined by the Board, each member of the Compensation Committee shall be a "non-employee director" within the meaning of 16b-3 under the Securities Exchange Act of 1934, as amended. The Compensation Committee shall select its Chairperson.

The Compensation Committee shall record its discussions, deliberations and actions and make timely reports and recommendations to the entire Board.

### **Nominating and Governance Committee**

The primary functions of the Nominating Committee are to (a) assist the Board in identifying individuals qualified to be directors, consistent with criteria approved by the Board (b) recommend director nominees to the Board for the next meeting of stockholders at which directors shall be elected or to fill vacancies or newly created directorships, (c) overseeing the evaluation of the Board, its committees and management, and (d) developing and implementing sound corporate governance practices.

The Nominating Committee shall consist of at least three (3) directors.

### **Audit Committee**

The Audit Committee oversees the accounting and financial reporting processes of the Company and the audits of the Company's financial statements. The Audit Committee is responsible for:

(1) Assisting the Board in its oversight of (i) the integrity of the consolidated financial statements of the Company, (ii) the Company's compliance with legal and regulatory requirements, (iii) the independent auditor's qualifications and independence, (iv) the performance of the Company's internal audit function and the independence, qualification and performance of the Company's independent auditors, and (v) the Company's internal control over financial reporting;

(2) Deciding whether to appoint, retain or terminate the Company's independent auditors and to pre-approve all audit, audit-related, tax and other services, if any, to be provided by the independent auditors; and

(3) Preparing the disclosure required by Item 407(d)(3)(i) of Regulation S-K and the report required by the Securities and Exchange Commission (the "SEC") rules to be included in the Company's annual proxy statement.

The Audit Committee shall consist of at least three (3) directors, each of whom meets the applicable independence and experience requirements of the NYSE, the Exchange Act, and the rules and regulations of the SEC. All members of the Audit Committee shall be financially literate, as such standard is interpreted by the Board.

### **Executive Committee**

The Board may, whenever it sees fit, by a majority vote of the number of Directors elected and qualified from time to time, designate an Executive Committee of not less than three (3) persons from its members. The Executive Committee shall, except as to matters upon which the Board has acted, have and exercise the full power of the Board in the management of the business and affairs of the Company, including but not limited to the power to authorize dividend distributions according to a formula, method or limit, or within a range, prescribed by

the Board; *provided* that all business transacted by such Committee shall be submitted to and be approved by the Board at their next regular or special meeting. The Board shall have the power at any time to fill vacancies in, to change the membership of, or to dissolve the Executive Committee