

HAVERTY FURNITURE COMPANIES, INC. AUDIT COMMITTEE CHARTER

I. PURPOSE

The primary function of the Audit Committee (the "Committee") is to represent and assist the board in fulfilling its oversight responsibilities for: (1) the integrity of the Company's financial statements and other financial information provided to any governmental body, the Company's shareholders or the public; (2) The appropriateness of the Company's accounting policies (3) The performance of the Company's internal audit function, (4) The selection, qualifications, independence and performance of the Company's independent auditors and (5) The Company's compliance with legal and regulatory requirements.

II. MEMBERSHIP

1. directors shall be independent in accordance with New York Stock Exchange rules ("NYSE Rules"), the Company's corporate governance guidelines and applicable Securities and Exchange Commission rules ("SEC Rules") applicable to audit committee members.
2. No Committee member may receive any compensation from the Company other than compensation as a director except as permitted by the NYSE Rules and SEC Rules.
3. All Committee members must be financially literate as required by the NYSE Rules or become financially literate within a reasonable period of time after his or her appointment to the Committee. At least one member of the Committee must have accounting or related financial management expertise as required by the NYSE Rules and as such qualification is interpreted by the Board in its business judgment. In addition, at least one member of the Committee must be an "audit committee financial expert" as defined in the SEC Rules.
4. Committee members shall not simultaneously serve on the audit committees of more than two other public companies. If any Committee member simultaneously serves on the audit committee of more than three public companies (including the Committee), the Board must determine that such simultaneous service will not impair the ability of such member to serve effectively on the Committee
5. Committee members may be removed by a majority of the board at any time, with or without cause.

III. MEETINGS

1. The Committee will meet at least quarterly and at such other times as determined by the Chair of the Committee or a majority of the Committee members.

2. The Board may appoint a Chair of the Committee. The Chair will preside, when present, at all meetings of the Committee. A majority of the members shall constitute a quorum for the transaction of business. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by audio or videoconference and may take action by written consent.
3. As part of its responsibility to foster open and candid communications the Committee will meet with management, the director of the internal audit department and the independent auditors in separate executive sessions.
4. The Committee will report its activities and findings to the Board on a regular basis.

IV. RESPONSIBILITIES AND DUTIES

The specific duties and responsibilities of the Committee include:

A. Financial Statement and Disclosure Matters

1. Review and discuss the annual audited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," with management and the independent auditors prior to filing or distribution of the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K). Recommend to the full Board whether such financial statements should be included in the Company's Annual Report on Form 10-K.
2. Annually obtain from the independent auditors and review a report that sets forth: (i) all critical accounting policies and practices used by the Company; (ii) analysis setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including all alternative accounting treatments of financial information within generally accepted accounting principles ("GAAP") related to material items that have been discussed with management, including the ramifications of using such alternative treatments and disclosures and the treatment preferred by the independent auditor; and (iii) major issues as to the adequacy of the Company's internal controls and any specific remedial actions adopted in light of material control deficiencies and (iv) other material written communication between the independent auditor and management.
3. Meet quarterly with management and the independent auditors to discuss audited financial statements, including footnotes, the unaudited quarterly financial results, and the quarterly financial

statements prior to filing or distribution, including in each case a review of the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

4. Discuss with the Chief Financial Officer or other appropriate officer as to any unusual deviations from prior practice that were included in the preparation of the annual or quarterly financial results.
5. Review and discuss (i) the type and presentation of information to be included in press releases of unaudited interim and annual financial results, including the use of "pro forma" or "adjusted" non-GAAP information, before their release to the public, and (ii) financial information and earnings guidance provided to analysts and ratings agencies.
6. Review and discuss (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles and (ii) the effects of significant regulatory, accounting and auditing initiatives, including new pronouncements, as well as off-balance sheet structures on the Company's financial statements.
7. Discuss policies with respect to risk assessment and risk management, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
8. In addition to the foregoing meetings, meet separately, periodically, with management, with internal auditors and with the independent auditors.
9. After the close of each fiscal year but prior to the Company's annual meeting of shareholders, as well as on any other occasion where the Committee deems it advisable or prudent, report to and review with the full Board any issues that arise with respect to the quality or integrity of the Company's publicly reported financial statements, the Company's compliance with legal and regulatory requirements, the performance and independence of the independent auditors, the performance of the internal audit function, or such other information as it deems appropriate to report concerning the Committee's activities.

B. Independent Auditors

1. Be directly responsible for the appointment, approving the compensation, retention, and termination of the independent auditor.
2. Review and approve the terms of the engagement of the independent auditor, including the scope of their audit, proposed fees and personnel qualifications.

3. Be directly responsible for the oversight of the work of the independent auditor, including resolution of disagreements between management and the auditor regarding financial reporting.
4. Approve in advance any permissible audit and non-audit services and fees provided by the independent auditor and shall not engage the independent auditor to perform the specific non-audit services proscribed by law or regulation. The Committee may delegate pre-approval authority to the chairman of the Committee. The decisions of the chairman to whom pre-approval authority is delegated must be presented to the Committee at its next scheduled meeting.
5. Periodically review information from the independent auditor regarding the independent auditor's qualifications, independence and performance.
 - a. receive from the independent auditors annually, a formal written statement delineating the relationships between the auditors and the Company consistent with Public Company Accounting Oversight Board ("PCAOB") Rules;
 - b. discuss with the independent auditors the scope of any such disclosed relationships and their impact or potential impact on the independent auditors' independence and objectivity; and;
 - c. recommend that the board take appropriate action in response to the independent auditors' report to satisfy itself of the auditor's independence.
6. Require the rotation of the lead audit partner of the independent audit firm every five years, with a two-year timeout provision. The Committee shall establish when the five-year limit will be reached for the current lead audit partner. At least one year prior to that time, the Committee shall discuss transition plans for the new lead audit partner. The five-year limit will be reviewed annually with the independent auditor.
7. Set clear hiring policies for employees or former employees of the independent auditor that meets the SEC regulations and stock exchange listing standards.
8. Receive and review required communications from the independent auditor, including the independent auditor's report concerning:
 - a. critical accounting policies and practices to be used;
 - b. all alternative treatments of financial information within GAAP for policies and practices related to material items that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor, and

- c. other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- 9. At least annually, receive and review the independent auditor's report on:
 - a. the independent auditor's internal quality control procedures.
 - b. any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues.

C. **Internal Audit**

- 1. Review the objectivity, organization structure, staff qualifications and responsibilities of the internal audit department.
- 2. Approve the Internal Audit Charter, which defines the purpose, authority and responsibilities of the Company's internal audit function.
- 3. Review the objectives, activities, organizational structure, qualifications, staffing and budget of the internal audit department.
- 4. Review the significant reported issues to management prepared by the internal audit function and the management responses to such issues/recommendations.
- 5. Review and approve the annual Internal Audit Risk Assessment and Audit Plan and any subsequent changes.
- 6. Review and concur in the appointment and replacement of the head of internal audit.

D. **Risk Management and Oversight**

- 1. Review, at least annually, the Company's risk assessment and risk management policies and procedures, including its major financial risk exposures and the steps management has taken to monitor and control such exposures.
- 2. Review and discuss, at least annually, the company's information security and technology risks, including the company's information security and cybersecurity and risk management programs related to information security and cybersecurity.

E. Compliance and Legal Matters

1. Review with the appropriate members of management the Company's compliance program, material litigation and other legal matters as appropriate.
2. Review at least annually the Company's Code of Conduct to ensure that it is adequate and up to date as it relates to financial responsibility.
3. Establish and review periodically procedures for:
 - a. receipt, retention and treatment of complaints regarding the Company's accounting, internal accounting controls and auditing matters
 - b. employees to submit confidentially and anonymously concerns regarding questionable accounting and auditing matters.
4. Discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints and any published reports that raise material issues regarding the Company's financial statements, internal control over financial reporting, accounting policies or internal audit function.

V. GENERAL PROVISIONS

1. The Committee shall be empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company and have the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties.
2. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to any such counsel and advisor.
3. The Committee may exercise such additional powers and duties as may be reasonable, necessary or desirable, in the Board's or the Committee's discretion, to fulfill its duties under this Charter and applicable law. For example, the Committee may conduct or authorize, if it considers appropriate, special reviews and investigations into any matters within the scope of its responsibilities.
4. The Committee shall conduct an annual performance assessment on the Committee in conjunction with the NCG Committee, the results of which shall be reported to the full board by the NCG Committee.
5. The Committee shall review and reassess its charter in conjunction with the NCG Committee and recommend any proposed changes to the full board for approval.