



## **LCI Industries Whistleblower Policy**

The Company's Guidelines for Business Conduct require directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All directors, officers and employees must practice honesty and integrity in fulfilling their responsibilities and must comply with all applicable laws and regulations. The "Company" includes LCI Industries, Lippert Components, Inc., and their subsidiaries.

### **General**

The purpose of this Whistleblower Policy is to set forth the policies and procedures established by the Audit Committee of the Board of Directors of LCI Industries for:

- The reporting of complaints ("Complaints") by employees and other stakeholders of the Company, on a confidential and anonymous basis, regarding questionable accounting or auditing matters, internal controls, illegal practices, or violations of adopted policies of the Company;
- The receipt, retention, and treatment of Complaints received by the Company; and
- The protection of employees from retaliatory actions for reporting Complaints.

### **Complaints Covered by the Policy**

Complaints should be reported about improper activities including, but not limited to:

1. Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
2. Fraud or deliberate error in the recording and maintenance of financial records of the Company;
3. Deficiencies in, or noncompliance with, the Company's internal accounting controls;
4. Misrepresentation or false statement to or by a senior officer or accountant of the Company regarding any matters contained in the financial records or any financial or audit reports of the Company;
5. Deviation from full and fair reporting of the Company's financial condition;

6. Substantial and specific danger to public health or safety;
7. Knowingly or intentionally violating any Federal or state law or regulation applicable to the Company's activities or business;
8. Insider trading, or the dissemination of material non-public information;
9. Violation of any other standards set forth in the Guidelines for Business Conduct, Insider Trading Policy, Conflict Minerals Policy, or other policies adopted by the Company from time to time; or
10. Altering, destroying or concealing a document, or attempting to do so, with the intent to impair the document's availability for use in an official proceeding, or otherwise obstructing, influencing or impeding any official proceeding, in violation of Federal or state law or regulations.

**Note: Employment related matters, other than those described above, should continue to be reported through normal supervisory or Human Resource channels.**

### **No Retaliation**

Even though Complaints may be reported directly to Federal or state government authorities, this Whistleblower Policy is intended to encourage and enable employees and other stakeholders to report Complaints *within* the Company for investigation and appropriate action. With this goal in mind, no employee who, in good faith, reports a Complaint shall be subject to retaliation or adverse employment consequences because of such report. In addition, no employee may be adversely affected because the employee refused to carry out a directive which, in fact, constitutes corporate fraud or is a violation of state or federal law. A director, officer or employee who retaliates against someone who has reported a Complaint in good faith is subject to discipline up to and including dismissal from their position or termination of employment.

The Company also prohibits retaliation for good faith filing, testifying, participating in, providing information to, or otherwise assisting in a proceeding or investigation related to a Complaint, including but not limited to any proceeding or investigation initiated by:

1. A federal regulatory authority (such as the Securities and Exchange Commission) or law enforcement agency (such as the FBI);
2. Any member or committee of Congress;
3. Any person with supervisory authority over a director, officer or employee; or
4. Any person with authority to investigate, discover or terminate the activity of the Company which is the subject of the Complaint.

## **Confidentiality**

Complaints can be made anonymously, directly to the Audit Committee Chairman, without disclosing the identity of the reporting person. If the reporting person's identity is provided, but request is made for confidentiality, the Company will keep the reporting person's identity confidential to the extent possible consistent with law and a full and fair investigation.

## **Acting in Good Faith**

Anyone reporting a Complaint must act in good faith and have reasonable grounds for believing the information disclosed indicates improper accounting or auditing practice, violation of internal controls, illegal activity, or violation of the Guidelines for Business Conduct, Insider Trading Policy, Conflict Minerals Policy or other policies adopted by the Company. A Complaint that proves to be unsubstantiated, and that proves to have been made maliciously, recklessly, or with the knowledge that the allegations are false, will be viewed as a serious offense and may result in discipline, up to and including termination of employment. Such conduct may also give rise to other actions, including civil lawsuits.

## **Authority of Committee**

The Audit Committee is responsible for overseeing the receipt, retention and investigation of and response to all Complaints. All reported Complaints will be forwarded to the Chairman of the Company's Audit Committee (the "Committee"), who shall bring matters covered by this Policy to the attention of the Committee and, when appropriate, to the Company's CEO and/or Vice President-Chief Legal Officer.

The Audit Committee Chairman or designated representative will notify the reporting person of receipt of the Complaint within five business days, if possible. It will not be possible, however, to acknowledge receipt of anonymously submitted Complaints.

All Complaints covered by this Policy will be promptly reviewed and, if necessary, investigated by the Committee. If warranted by the investigation, appropriate corrective action will be recommended to the Board of Directors. Routine questions, complaints and comments that can be appropriately addressed by management will be directed to the Chief Legal Officer for handling in his or her discretion, and who will advise the Audit Committee Chairman of any action taken with respect to the communication. In addition, action taken will include a conclusion and/or follow-up with the reporting person (if self-identified to the Committee).

In connection with the investigation of a Complaint, the Audit Committee and the Chief Legal Officer may consult with, and obtain the assistance of, any member of Company management who is not the subject of the Complaint. In addition, the Committee and the Chief Legal Officer have the authority, if it or he or she chooses, to retain outside legal counsel, accountants, private investigators, or any other resource deemed necessary to conduct a full and complete investigation of the Complaint.

The Committee may *not* conduct an investigation if the Complaint (i) does not reasonably appear to be credible, (ii) involves only routine human resources or employment matters, (iii) does not involve an illegal practice, or (iv) involves minor inconsistencies with the Guidelines for Business Conduct that would not have a material impact on the Company's business, financial reporting, or reputation.

### **Reporting Complaints**

Employees are encouraged to first discuss any Complaint with their immediate supervisor, or the supervisor's manager. If, after speaking with his or her supervisor or manager, the reporting person is not satisfied with the outcome and continues to have reasonable grounds to believe that the Complaint is valid, the reporting person should report the Complaint to the Company's Vice President-Chief Legal Officer. If the reporting person is uncomfortable speaking to his or her supervisor, the supervisor's manager or the Company's Vice President-Chief Legal Officer for any reason, the reporting person should report his or her Complaint directly to the Audit Committee Chairman using any of the methods described below.

### **Submitting a Complaint**

Complaints may be submitted at any time, confidentially and anonymously, using any of the following methods:

1. Complete the Report Form attached as Exhibit A to this policy and send it in a sealed envelope to LCI Industries, Audit Committee Chairman, 4100 Edison Lakes Parkway, Suite 210, Mishawaka, Indiana 46545. Write on the envelope "Whistleblower Complaint", or
2. Call toll-free at (877) 373-9123, to leave a message to be forwarded to the Audit Committee Chairman, or
3. Send a Complaint by email at [AuditChair@lci1.com](mailto:AuditChair@lci1.com), or
4. Use the Whistleblower confidential communication portal at [www.lci1.com/whistleblower](http://www.lci1.com/whistleblower) to anonymously submit Complaints, or
5. Call the Company's Vice President-Chief Legal Officer at (574) 312-7877, who will refer the matter to the Audit Committee Chairman.

"Spam" such as advertising, solicitations for business, requests for employment or requests for contributions will not be forwarded or addressed.

### **Reporting and Annual Review**

The Audit Committee Chairman or his designated representative will submit periodic reports to the Committee of all Complaints, and any remedial actions taken in connection therewith. This whistleblower policy will be reviewed annually by the Committee in consultation with the Company's Chief Legal Officer, taking into account the effectiveness of this policy in promoting

the reporting of Complaints, but with a view to minimize improper Complaint reporting and investigations.

**Website Publication**

This whistleblower policy will be posted on the Company's website.

**EXHIBIT A**

**The purpose of this form is to report a Complaint as described  
in the LCI Industries' Whistleblower Policy.**

**General Instructions:**

Employees of the Company who are reporting Complaints may, but are not required to, complete Part I of this form. For all other individuals, Complaints must be submitted on this form, and Part I must be completed. This form may not be reviewed if the reporting person is not an employee and fails to complete Part I.

**Part I**

**Name:** \_\_\_\_\_  
**Address:** \_\_\_\_\_  
**My relationship to the Company is:** \_\_\_\_\_  
**Telephone Number:** \_\_\_\_\_  
**E-Mail:** \_\_\_\_\_

I am  I am not  an employee of the Company

I hereby authorize the disclosure of my identity if the Audit Committee Chairman or the Chief Legal Officer reasonable believes it is necessary or appropriate.

**Part II**

Type of Complaint: \_\_\_\_\_

Activity:  Ongoing     Completed     About to occur  
 Unclear whether ongoing, completed or about to occur.

Department(s) suspected: \_\_\_\_\_

Individual(s) suspected: \_\_\_\_\_

Describe all relevant facts of the activity which is the subject of the Complaint: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Describe how, and approximately when, you became aware of the activity: \_\_\_\_\_

\_\_\_\_\_

Describe any steps taken to remedy the situation prior to submitting this Complaint: \_\_\_\_\_

\_\_\_\_\_

Who, if anyone, may be harmed by this activity: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**Part III**

Would you like to discuss this matter with the Audit Committee Chairman?

Yes  No

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Please be advised that Federal law prohibits the Company, as well as its directors, officers, employees or agents, from discharging, demoting, suspending, threatening, harassing or otherwise discriminating against anyone who in good faith reports a proper Complaint about the Company because of such report.

Completed forms should be addressed and submitted as follows:

**LCI Industries  
4100 Edison Lakes Parkway  
Suite 210  
Mishawaka, Indiana 46545**

**Attention: Audit Committee Chairman - "Whistleblower Complaint"**