



LCI INDUSTRIES

LCI Industries
Strategy and Acquisition Committee Charter

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STRATEGY AND ACQUISITION COMMITTEE CHARTER

I. PURPOSE

The purpose of the Strategy and Acquisition Committee (the “Committee”) of the Board of Directors is to assist the Board in fulfilling its oversight responsibilities relating to the formulation and execution of strategy for the Company, risks and opportunities relating to such strategy, and strategic decisions regarding investments, acquisitions, and divestitures by the Company.

II. ORGANIZATION

The Committee shall consist of a minimum of three directors, at least two of which shall be independent directors. The Committee may include non-directors as members. The Board shall designate a chairperson from the independent directors of the Committee. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance and Nominating Committee and may be removed by the Board of Directors in its discretion.

III. STRUCTURE AND MEETING

The Committee shall meet at least two times annually, and more frequently as circumstances dictate, in order to accomplish the purposes and goals set forth in this Charter.

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set additional meetings when desired, the length of each meeting, and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting.

Minutes shall be prepared for each meeting of the Committee, which minutes shall be submitted to the Committee for approval at a later meeting. The minutes of all meetings of the Committee shall be made available to all independent Board members and delivered to the Secretary of the Company for filing.

IV. GOALS AND RESPONSIBILITIES

The following principal responsibilities of the Committee are set forth as a guide with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable laws and listing standards.

The Committee shall have the following principal responsibilities:

1. Assist management in the development of the Company's annual strategic plan as well as its short-term and long-term strategy, helping to ensure that such strategic plan and strategy are developed utilizing appropriate processes commonly used by leading companies to investigate and capture relevant information, and then ensure that such plan and strategy are followed in the creation of the Company's financial plan and imbedded in the organization.
2. At each meeting review risks and opportunities related to the strategy as identified by the Company's strategic risk assessment and other processes, and the impact of new, emerging, or evolving competitive activity, government/legislative activities, and global economic conditions.
3. Help Management design objective measurements that will assist in monitoring the Company's progress against its strategic goals and provide feedback and advice with particular emphasis on the segment key performance indicators (the "KPIs") and the global strategy metrics, including the capital strategy, market capabilities, sequencing options, and resource requirements.
4. Work with Management to help develop acquisition and capital expenditure ("Capex") strategies that align with the Company's strategic plan and that are holistic in identifying acquisition and Capex needs that meet the stated strategic objectives outlined in the strategic plan while evaluating the related impact on remaining targets and competitors.
5. Assist Management with (i) the development of a review and approval format for acquisitions that includes a project planning process of how and when various decision points regarding acquisitions are made, the execution of the transaction, and post-acquisition implementation, integration, and monitoring of various specified criteria, including synergy realization, and (ii) the identification of potential risks and formulation of risk mitigation plans. The Committee will develop an approval format that will include standard data and information concerning target acquisitions to be used by the Committee to assess whether the target acquisition conforms to the Company's strategic plan and meets expected rates of projected returns. The Committee will review all proposed target acquisitions. With respect to those target acquisitions that exceed an amount to be set annually by the Board, the Committee will,

after its review, submit its findings to the Board for the Board's consideration and final determination. A summary memorandum for all target acquisitions, including those target acquisitions not requiring Committee recommendation to the Board, will be provided a reasonable number of days in advance of the intended closing date of the acquisition to the full Board. Such memorandum will include, but not be limited to, acquisition details, due diligence, projected impact on earnings, rates of return, and plans for synergies and integration.

6. Approve Management's strategic decisions regarding the Company's exit from existing lines of business and entry into new lines of business, acquisitions, joint ventures, investments, or dispositions of businesses and assets to ensure the decision comports with the Company's strategy on rationale, financial returns, risk, ability to operate, and other matters the Committee deems relevant and then approve such decisions to the level of authority delegated by the Board.
7. Work with Management to develop standard measurements for reviewing acquisitions and defined "significant Capex projects" that will be performed post-closing and presented to the Board three years after the acquisition date or the Capex project commencement date, and at least annually for a period of three years thereafter, unless shortened or lengthened by this Committee at its discretion.

V. COMMITTEE RESOURCES

The Committee shall have authority to retain such counsel, experts, and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.

VI. PERFORMANCE EVALUATION

The Committee shall report its actions and recommendations to the Board after each Committee meeting and shall conduct and present to the Board an annual performance evaluation of the Committee. The Committee shall review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.