

# STANDEX INTERNATIONAL CORPORATION

## CORPORATE GOVERNANCE GUIDELINES

### A. Introduction

These Guidelines, adopted by the Board of Directors of Standex International Corporation, (the “Company”) set forth the policies and procedures for the effective performance of management duties by the Board of Directors. These Guidelines provide a flexible framework for the Board in order to assure compliance with the state and federal laws and regulations and the applicable rules of the New York Stock Exchange (the “NYSE”), and to assure that the Company acts effectively and efficiently in the best interests of the stockholders.

### B. Board of Directors

- 1. Number.** The By-Laws of the Company provide that the Board shall be composed of not less than seven nor more than fifteen directors. The Board periodically evaluates whether the slate of directors should increase or decrease.
- 2. Selection of Board Members.** The directors are divided into three classes as nearly equal in number as possible. The members of each class serve for three-year terms or until their successor is duly elected and qualified. Each year at the Company’s annual meeting, the Board recommends a slate of directors for election by the stockholders. Recommendations are made after review and consultation with the Nominating/Corporate Governance Committee as to the suitability of each individual including satisfaction of membership criteria established by the Nominating/Corporate Governance Committee. Vacancies during any term may be filled by a majority of directors of the Board with such newly appointed directors serving until the next election of directors for the applicable class.
- 3. Responsibilities.** The Board is responsible for oversight of the management of the business and affairs of the Company and for the exercise of all such necessary powers in order to do all such lawful acts as are not, by statute or by the Certificate of Incorporation or the By-Laws directed or required to be exercised or be done by the stockholders. The Board delegates the day to day management of the Company to the CEO of the Company.
- 4. Director Qualifications.** The Nominating/Corporate Governance Committee maintains and modifies, as necessary, criteria for nomination and appointment of directors as well as monitoring and evaluating the membership of the Board and the standing committees in order to assure (a) nominees whose character, judgment and experience will best enable them to deal with matters that come before the Board, (b) the best interests of the stockholders are met; and (c) full compliance with the statutes and the rules and regulations of federal and state laws and the NYSE. The Nominating/Corporate Governance Committee selects, and

recommends to the Board, candidates for consideration for election to the Board and to fill vacancies on the Board, and reviews and makes recommendations to the Board regarding candidates proposed by stockholders for election to the Board. In its recruitment process, the Committee is committed to inclusion in the search process of a pool of candidates reflecting diversity in experience and expertise, as well as other diversity considerations, including but not limited to gender, race and ethnic background.

5. **Other Directorships.** No director is restricted from serving on the board of directors of other companies provided such other directorships do not result in (a) a conflict of interest with the interests of the Company, as determined by the Nominating/Corporate Governance Committee, or (b) such director no longer being considered “independent” as defined under the applicable regulations and statutes of the NYSE and the requirements of the Securities and Exchange Commission (the “SEC”). In addition, no director shall serve on the board of more than three other public companies without prior consent of the Nominating/Corporate Governance Committee
6. **Independent Directors – Board Composition.** The Board maintains that at least a majority of directors should qualify as independent directors. A director’s “independence” shall be determined in accordance with the applicable regulations of the NYSE and the SEC. As a general rule, the Board believes that, absent compelling or unforeseen circumstances, all directors (other than the Company’s CEO) should qualify as independent.
7. **Board Leadership.** The Board believes that whether or not the offices of Chair of the Board and CEO should be separate or held by the same person depends on the specific constitution of the Company’s Board of Directors; the capabilities and qualifications of the CEO at any given time; and other relevant factors that impact the Company and shareholders’ interests. Such determination shall be reviewed annually by the Board. However, at such times as the roles of CEO and Chairman are served by the same individual, the Board shall have a Lead Independent Director whose responsibilities shall include the duties set forth in Appendix A hereto.
8. **Board Meetings and Attendance.** As provided by the By-Laws of the Company, regular meetings of the Board may be held without notice at such time and place as shall from time to time be determined by standing resolution of the Board. Special and telephone meetings shall be held as needed. Each director has a duty to attend, whenever possible, all meetings of the Board and of each committee on which the director serves and to review in advance all meeting materials.
9. **Meeting Materials.** Agendas and meeting materials will be distributed in advance of Board and committee meetings so as to provide each director with the opportunity to review the materials prior to the meeting. The Chair of the Board

and the CEO shall establish the agenda for each meeting. Each director may suggest inclusion of any item on the agenda.

- 10. Standing Committees.** The Board has four standing committees: the Audit Committee, the Compensation Committee, the Nominating/Corporate Governance Committee and the Retirement Plans Committee. The members of the Audit Committee, the Compensation Committee and the Nominating/Corporate Governance Committee shall be “independent” within the meaning of the NYSE’s listing standards and the SEC. Further, no member of the Audit Committee may be an affiliated person of the Company within the meaning of Section 10(A) of the Securities Exchange Act of 1934.
- 11. Board Orientation and Continuing Education.** The Nominating/Corporate Governance Committee shall be responsible for developing, planning and overseeing a directors’ education program and for developing an orientation program for new directors.
- 12. Annual Board Evaluation.** The Nominating/Corporate Governance Committee shall conduct an annual compliance review of the activities and operations of the Board and the standing committees and make recommendations, as necessary to the Board to facilitate such compliance. The Nominating/Corporate Governance Committee shall also establish and lead the Board’s performance review process in order to measure the effectiveness of the Board, its committees and individual directors.
- 13. Term Limits – Retirement Policy.** The Board does not limit members from serving on the Board after a certain number of terms because such limitations precludes the ability to benefit from the insight of long term members of the Board into the Company and its operations which in turn provides increasing contribution to the Board as a whole. The Board has established a retirement age for directors of 75 years. Directors may complete the terms for which they were elected prior to age 75.
- 14. Executive Sessions of Non-Management Directors.** The Non-Management Directors of the Company will meet at regularly scheduled executive sessions (i.e. with no management directors or management present). Non-Management Directors are defined in accordance with Rule 16a-1(f) of the Securities Act of 1933, as amended. The Chair, if independent, or the Lead Independent Director if the Chair is not independent, shall call any Executive session of the Board and will encompass such topics as the non-management directors determine. The independent Chair and/or Lead Independent Director will confer with the non-independent Chair and with the CEO on any matters that may require their attention.
- 15. Board Contact with Senior Management.** Directors shall have complete access to senior management of the Company in order to ensure that the Directors can ask

all questions and access information necessary to fulfill their duties. The Board may specify a procedure for making such inquiries. When appropriate, Company personnel may be invited to attend any Board meeting at which their presence and expertise would help the Board to have a full understanding of matters being considered.

- 16. Access to Advisors.** The Board shall have the ability to engage, consult with and access such outside sources, including consultants, experts, auditors and other advisors as they deem prudent in order to fulfill their responsibilities.
- 17. Director Compensation.** The Compensation Committee shall annually review Board compensation and make recommendations to the Board for changes in form and amount of director compensation in order to ensure competitive remuneration based on companies of similar size and complexity and to ensure the maintenance of director independence requirements. Directors who are full time employees or have consulting agreements serve without additional compensation, unless otherwise authorized by the Board. A Director may defer Compensation, including compensation for serving on a committee, in accordance with the Company's policy on deferral of directors' fees.
- 18. Annual CEO Evaluation.** The Compensation Committee shall review and approve corporate goals and objectives as submitted by the CEO on an annual basis. The Compensation Committee shall review and evaluate the CEO's performance in relation to the goals and objectives and make recommendations to the Board with respect to incentive based compensation and set the CEO's compensation taking into consideration similar compensation levels and incentive awards at companies of reasonably comparable size and complexity. The Compensation Committee shall also, at least annually, review and approve the CEO's employment agreement and any special or supplemental benefits.
- 19. CEO and Senior Management Succession Planning.** The CEO shall periodically report to the Board on management development and succession planning. The Board shall identify, and periodically update, the qualities and characteristics necessary for an effective CEO of the Company. The Board shall monitor and review potential internal candidates and have contingency plans in the event of the departure, death or disability of the CEO or other senior management to ensure emergency succession planning to facilitate any necessary leadership transition.
- 20. Board Interaction with Institutional Investors, the Press, etc.** The Board believes that management speaks for the Company. Non-Management Directors of the Board shall not respond to media inquiries regarding the Company. All such inquiries shall be referred to the CEO of the Company or the CEO's designee for appropriate handling. In accordance with NYSE requirements, the Company shall set forth in its annual proxy statement a method for interested parties to communicate directly with the Lead Independent Director or the independent directors as a group. It is anticipated that individual Board members may, from

time to time, meet or otherwise communicate with various constituencies involved with the Company. It is expected that the Board members will do so only with the knowledge of management, and in most situations, at the request of management.

**21. Stock Ownership Guidelines.** The Board believes that, to align the interests of the Board and management with shareholders, directors and management should retain a prescribed level of equity in the Company. Accordingly, the Board maintains the following stock ownership guidelines:

- (a) The Company's CEO is required to hold equity with a value equal to five (5) times annual base salary.
- (b) The Company's CFO, and any other executive that is an "executive officer" under the SEC's rules and regulations (collectively, "Executive Officers") are required to hold equity with a value equal to two (2) times annual base salary.
- (c) All Vice Presidents, Group Presidents and Division Presidents (other than Executive Officers) are required to hold equity with a value equal to one (1) times annual base salary.
- (d) All directors are required to hold equity with a value equal to five (5) times the amount of the annual cash retainer paid to directors.

Revised January 24, 2018

## Appendix A

### STANDEX INTERNATIONAL CORPORATION

#### Duties of Lead Independent Director

1. In the absence of the Chair of the Board, the Lead Independent Director presides over board meetings and executive sessions of the Board.
2. The Lead Independent Director provides leadership to the Board if circumstances arise in which the Chair may be, or is perceived to be, in conflict.
3. The Lead Independent Director approves Board meeting schedules in order to assure sufficient time for discussion of all agenda items.
4. The Lead Independent Director provides input to the Chair with regard to Board meeting agendas and approves such agendas.
5. The Lead Independent Director periodically provides feedback on the quantity and quality of information flow from management to the Board.
6. The Lead Independent Director presides over an independent directors meeting in connection with each regularly scheduled Board meeting.
7. The Lead Independent Director is authorized to call special meetings of the independent directors and to set the agenda for such meetings.
8. The Lead Independent Director serves as a liaison between the independent directors and the Chair/CEO; in this regard, he/she acts as an intermediary and may provide guidance to the Chairman/CEO on particular issues addressed by the independent directors.
9. In years when the Chair and CEO roles are served by the same individual, the Lead Independent Director shall lead the Board discussions regarding the CEO's employment, performance, and any other issue regarding the CEO's service. The Lead Independent Director shall communicate with the Compensation Committee regarding such Committee's determinations regarding Chair/CEO compensation and shall communicate with the Chair/CEO regarding such compensation determinations.
10. The Lead Independent Director coordinates the activities of the Board with respect to CEO succession planning.
11. The Lead Independent Director is available for consultation and direct communication with major shareholders if so requested by such shareholders.
12. The Lead Independent Director is informed about, and participates with the Audit Committee in reviewing any legal, ethical or compliance concerns that are brought to the Board's attention.
13. The Lead Independent Director performs any other functions as the Board may direct.