

LL FLOORING HOLDINGS, INC. RELATED PERSON TRANSACTIONS POLICY

Policy Statement

It is the policy of LL Flooring Holdings, Inc., (the “Company”), that all Related Person Transactions, as defined below, shall be subject to approval or ratification by the Audit Committee of the Board of Directors of the Company (the “Committee”) in accordance with the procedures set forth below. In addition, it is the policy of the Company that all transactions, arrangements or relationships over \$10,000 between a Related Person and the Company be reported to the Committee during its next quarterly meeting following such transaction, even if they don’t meet the definition below.

A. Related Person Transactions

For the purposes of this Policy, a “Related Person Transaction” is a transaction, arrangement, or relationship (or any series of similar transactions, arrangements, or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$120,000 and in which any Related Person (as defined below) has or will have a direct or indirect material interest.

For purposes of this Policy, a “Related Person” means:

1. any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
2. any person who, at the time of the occurrence or existence of the transaction, is known to be the beneficial owner of more than 5% of any class of the Company's voting securities; and
3. any immediate family member of any of the foregoing persons, at the relevant time period noted above, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of such person, and any person (other than a tenant or employee) sharing the household of such person.

B. Review and Approval Procedures

Prior to entering into any potential Related Person Transaction, (i) the Related Person or (ii) the director, executive officer, nominee, or beneficial owner of such person’s immediate family member who is the Related Person shall provide notice to the Chief Legal Officer or the Vice President of Internal Audit of the facts and circumstances of the proposed Related Person Transaction.

Such notice shall include (i) the Related Person's relationship to the Company and interest in the transaction; (ii) the material facts of the proposed Related Person Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the

amount of principal and interest that would be involved and other principal terms of such indebtedness; (iii) the benefits to the Company of the proposed Related Person Transaction; (iv) if applicable, the availability of other sources of comparable products or services; (v) an assessment of whether the proposed Related Person Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally and if the proposed Related Person Transaction is undertaken in the ordinary course of business of the Company; and (vi) any other information regarding the Related Person Transaction or the Related Person in the context of the proposed Related Person Transaction that would be material to investors in light of the circumstances of the particular transaction. The Chief Legal Officer will assess whether the proposed transaction is a Related Person Transaction for purposes of this Policy.

The Chief Legal Officer and Vice President of Internal Audit shall also periodically inquire of directors and executive officers with respect to any potential Related Person Transaction of which they may be a party or of which they may be aware, including through the Company's annual director and officer questionnaires.

If the Chief Legal Officer determines that the proposed transaction is a Related Person Transaction for purposes of this Policy, the proposed Related Person Transaction shall be submitted to the Committee for consideration. Any potential Related Person Transaction involving the Chief Legal Officer shall be submitted directly to the Committee for its review. In addition, all transactions, arrangements or relationships over \$10,000 between a Related Person and the Company will be reported to the Committee during its next quarterly meeting following such transaction, even if they don't require approval under this Policy, unless the Chief Legal Officer determines that the Committee should be alerted sooner, in which case the Chief Legal Officer will share the matter with the Chair of the Committee and communicate to the Committee.

The Committee shall consider all of the relevant facts and circumstances available to the Committee, including (if applicable) but not limited to: the Related Person's interest in the proposed Related Person Transaction, including the Related Person's position(s) or relationship(s) with, or ownership in, a firm, corporation, or other entity that is a party to, or has an interest in, the Related Person Transaction; the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediately family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; whether the proposed Related Person Transaction is undertaken in the ordinary course of business of the Company; and the terms available to unrelated third parties or to employees generally. The Committee may seek bids, quotes, or independent valuations from third parties in connection with assessing any Related Person Transaction.

No member of the Committee shall participate in any review, consideration, or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person.

The Committee may approve or ratify the Related Person Transaction only if the Committee determines that, under all of the circumstances, the transaction is in, or is not inconsistent with, the interests of the Company and its shareholders. As required by applicable

NYSE rules, the Committee will prohibit any Related Person Transaction that it determines to be inconsistent with the interests of the Company and its shareholders. The Committee may, in its discretion, impose such conditions as it deems appropriate on the Company or the Related Person in connection with approval or ratification of the Related Person Transaction.

The review, approval or ratification of a transaction, arrangement, or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement, or relationship is required to be disclosed under Item 404(a) of Regulation S-K.

C. Ratification Procedures

While it is the expectation that all Related Person Transactions will be subject to pre-approval by the Committee, if any of the Company's officers or directors become aware of a Related Person Transaction (or a transaction, arrangement or relationship between a Related Person and the Company with a value over \$10,000) that has not been previously reviewed and approved under this Policy and that is ongoing or completed, such transaction shall be submitted to the Committee pursuant to the procedures described above.

The Committee shall review and consider all of the relevant facts and circumstances related to this transaction as provided above and shall evaluate all options, including but not limited to ratification, rescission, or termination of the Related Person Transaction.

D. Periodic Review of Ongoing Transactions

From time to time (but not less than annually), the Committee shall review any previously approved or ratified Related Person Transactions that remain ongoing and have a remaining term of more than six months or remaining amounts payable to or receivable from the Company of more than \$120,000. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Committee shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

E. Transactions that are not Related Person Transactions

The Committee has determined that the following transactions, arrangements, and relationships do not create a material direct or indirect interest on behalf of the Related Person and are, therefore, not Related Person Transactions for purposes of this policy:

1. Any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) that does not exceed \$120,000 in the aggregate in any fiscal year involving purchases of merchandise, accessories and installation services from the Company (i) on terms that are generally applicable to all similarly situated customers (i.e. homeowners or professionals), or (ii) which are made in accordance with the Company's Employee Discount Policy and on terms which are generally available to all employees and non-employee directors of the Company.

2. Any employee benefit plan, policy, program, agreement, or other arrangement that has been approved by the Board of Directors of the Company or the Compensation Committee of the Board of Directors.

F. Reporting to Committee of Certain Transactions with Related Persons Not Requiring Approval

The Chief Legal Officer and Vice President of Internal Audit will discuss with the Committee any transactions between the Company and a Related Person in an amount over \$10,000 that are identified even if they are determined not to require Committee Approval. When making periodic inquiries regarding potential Related Person Transactions, they will request that executive officers and directors also disclose if there are immediate family members not sharing the same household but who the executive officer or director has substantial influence over.

G. Effective Date

This Policy shall be effective as of May 18, 2022. The Committee will review this Policy at least annually and may amend this Policy from time to time.