

## CONFLICTS OF INTEREST AND RELATED PARTY TRANSACTIONS POLICY

OF

### ARMSTRONG FLOORING, INC.

*Adopted on December 15, 2016*

The following Conflicts of Interest and Related Party Transactions Policy (this “Policy”) has been adopted by the Nominating and Governance Committee (the “Nominating and Governance Committee”) of the Board of Directors (the “Board”) of Armstrong Flooring, Inc. (the “Company”), to assist the Board in the exercise of its responsibilities. This Policy is not intended to change or interpret any Federal or state law or regulation, including the General Corporation Law of the State of Delaware, or the Amended and Restated Certificate of Incorporation or the Amended and Restated By-Laws of the Company, each as amended from time to time. This Policy is subject to modification from time to time by the Board. A current version of this Policy shall be posted on the Company’s website.

#### 1.1 Conflicts of Interest.

Board members are encouraged to keep themselves free of conflicts of interest and to avoid situations that give the appearance of conflicts. It is acknowledged, however, that the Board’s members serve in various other capacities with a host of other organizations. Board members are required to candidly disclose to the Board of Directors and the Nominating and Governance Committee all material commercial, personal and charitable relationships of the director with outside organizations, including any affiliation with public or privately held organizations, that may create or give the appearance of a potential conflict of interest, or which may create a possible inconsistency with the Company’s policies, values, Corporate Governance Principles or this Policy. In addition, the Company annually solicits information from the members and prospective candidates of the Board in order to monitor potential conflicts of interest. It is the Board’s intent that the Company refrain from engaging in any material commercial relationship with those organizations with which the members have disclosed a material commercial, personal or charitable relationship or directing charitable donations to such organizations beyond what the Company would do on behalf of employees or as part of normal business practices.

Any actual or potential conflict of interest involving a member of the Board will be reviewed on a case-by-case basis by the Nominating and Governance Committee to determine whether the affiliation or transaction reported impairs the such member’s independence and whether it is likely to adversely impact the Company. If the Nominating and Governance Committee determines that the member of the Board’s independence would be impaired, or the affiliation or transaction would likely impact the Company, the Board may, upon a recommendation by the Nominating and Governance Committee, ask such member not to enter into, or to discontinue, the reported relationship or to resign from the Board. In other circumstances, the Nominating and Governance Committee will generally determine what, if any, controls, reporting and/or monitoring procedures are appropriate for the Company’s protection as a condition for approving the reported relationship or transaction. Relationships that give rise to potential conflicts of interest will generally not be considered to adversely impact the Company if they are not required to be disclosed pursuant to the related person transaction disclosure requirements of the United States Securities and Exchange Commission’s Regulation SK Item 404 (“Item 404”).

#### 1.2 Related Party Transactions.

It is the policy of the Company, that each transaction with “related persons” as defined under Item 404 (a “Related Party Transaction”) shall either (i) be approved by the Nominating and Governance Committee

or, in the event a member of the Nominating and Governance Committee has a connection with the proposed Related Party Transaction, such other Board committee comprised of disinterested directors who have no connection with the proposed Related Party Transaction (a “Disinterested Director Committee”), if such Related Party Transaction involves sums above the disclosure threshold set out in Item 404 or (ii) be approved by the chair of the Nominating and Governance Committee or a Disinterested Director Committee, as applicable, and subsequently disclosed to the Nominating and Governance Committee or a Disinterested Director Committee, as applicable, at such committee’s next regular meeting, if such Related Party Transactions involves sums less than the disclosure threshold set out in Item 404. The Company considers such Related Party Transactions to include transactions by the Company or any subsidiary with any director, director nominee, executive officer, greater than 5% stockholder, or family member of any of the foregoing, and transactions with businesses affiliated with any director or director nominee as specified in Item 404.

### 1.3 Code of Business Conduct Waivers.

Any waiver of the Company’s Code of Business Conduct, particularly its conflicts-of-interest provisions, that is proposed to apply to any director or executive officer must be reviewed in advance by the Nominating and Governance Committee or a Disinterested Director Committee, which is then responsible for making a recommendation to the Board for approval or disapproval of such waiver. The Board will then make a final decision on approval or disapproval of such waiver, and the Board’s decision shall be disclosed publicly in compliance with the standards of the law and the rules of the Company’s principal stock exchange.