



To the Stockholders of Mohawk Industries, Inc.:

You are cordially invited to attend the annual meeting of stockholders to be held on Thursday, May 21, 2020, at 10:00 a.m. local time, at the Company's offices at 160 South Industrial Boulevard, Calhoun, Georgia 30701.

The business of the meeting will be (i) to elect a class of directors to serve a three-year term beginning in 2020, (ii) to vote upon a non-binding resolution to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm, and (iii) to vote upon a non-binding, advisory resolution to approve executive compensation. There will not otherwise be a business review at the meeting.

We are pleased to take advantage of the Securities and Exchange Commission rules that allow the Company to furnish proxy materials to stockholders on the internet. These rules allow us to provide our stockholders with the information they need, while reducing the environmental impact of our Annual Meeting and lowering costs. Unless you previously requested a paper copy of our proxy materials, you will receive a Notice Regarding the Availability of Proxy Materials, which tells you how to access the materials on the internet. If you have requested paper copies and wish no longer to receive them, contact our registrar and transfer agent, American Stock Transfer & Trust Company ("AST"), to request that only the Notice Regarding the Availability of Proxy Materials be mailed in the future. Contact AST by phone at 800-937-5449 or by mail at 6201 15th Avenue, Brooklyn, NY 11219.

Whether or not you plan to attend the annual meeting, please vote by internet at your earliest convenience or complete and return your proxy card if you requested a paper copy of our materials. You may choose to attend the meeting and personally cast your votes even if you fill out and return a proxy card. To receive a map and driving directions to the annual meeting, please call Deby Barnes-Forbus at (706) 624-2246.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'J. Lorberbaum', written over a horizontal line.

JEFFREY S. LORBERBAUM  
*Chairman and Chief Executive Officer*

Calhoun, Georgia  
April 3, 2020



# MOHAWK INDUSTRIES, INC.

160 South Industrial Boulevard  
Calhoun, Georgia 30701

## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS May 21, 2020

The annual meeting of stockholders of Mohawk Industries, Inc. (the “Company”) will be held on Thursday, May 21, 2020, at 10:00 a.m. local time, at the Company’s offices at 160 South Industrial Boulevard, Calhoun, Georgia 30701.

The meeting is called for the following purposes:

1. To elect three persons who will serve as the Company’s Class I directors for a three-year term beginning in 2020;
2. To ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020;
3. To hold a non-binding, advisory vote to approve the compensation of the Company’s named executive officers, as disclosed and discussed in the compensation discussion and analysis, compensation tables and any related material disclosed in this proxy statement; and
4. To consider and act upon such other business as may properly come before the meeting or any adjournments or postponements thereof.

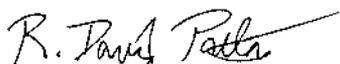
The Board of Directors has set March 26, 2020 as the record date for the determination of stockholders entitled to notice of and to vote at the meeting.

### **Important Notice Regarding the Availability of Proxy Materials for the Stockholders’ Meeting to be held on May 21, 2020:**

**The Proxy Statement and the 2019 Annual Report to Stockholders are available at the Company’s website — [ir.mohawkind.com/proxy-materials](http://ir.mohawkind.com/proxy-materials).**

**PLEASE USE INTERNET VOTING OR COMPLETE AND RETURN A PROXY CARD SO THAT YOUR SHARES WILL BE REPRESENTED. IF YOU CHOOSE TO ATTEND THE MEETING, YOU MAY REVOKE YOUR PROXY AND PERSONALLY CAST YOUR VOTES.**

By Order of the Board of Directors,



R. DAVID PATTON  
*Vice President-Business Strategy,  
General Counsel and Secretary*

Calhoun, Georgia  
April 3, 2020



# MOHAWK INDUSTRIES, INC.

160 South Industrial Boulevard  
Calhoun, Georgia 30701

## PROXY STATEMENT

This Proxy Statement is furnished by and on behalf of the Board of Directors of Mohawk Industries, Inc. (“Mohawk” or the “Company”) in connection with the solicitation of proxies for use at the annual meeting of stockholders of the Company to be held on Thursday, May 21, 2020, and at any and all adjournments or postponements thereof (the “Annual Meeting”).

We have elected to provide access to our proxy materials on the internet. Accordingly, we are sending a Notice of Internet Availability of Proxy Materials (the “Notice”) to our stockholders of record (“Stockholders”) and beneficial owners. All Stockholders and beneficial owners may access the proxy materials at the Company’s website—[ir.mohawkind.com/proxy-materials](http://ir.mohawkind.com/proxy-materials). If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice.

The Notice will be made available to Stockholders on or about April 3, 2020. You must be a Stockholder as of March 26, 2020 (the “Record Date”) to be entitled to vote at the Annual Meeting.

Stockholders may vote by internet or written proxy. Proxies will be voted as specified by the Stockholders. Unless contrary instructions are specified, if a proxy card is executed and returned (and not revoked) before the Annual Meeting, the shares of the common stock of the Company (the “Common Stock”) represented thereby will be voted FOR election of the nominees listed in this Proxy Statement as directors of the Company, FOR ratification of KPMG LLP as the Company’s independent registered public accounting firm, and FOR the proposal regarding the advisory vote on the approval of the Company’s executive compensation. A Stockholder’s submission of a signed proxy will not affect the right to attend and to later vote in person at the Annual Meeting. Stockholders who execute a proxy may revoke the proxy at any time before it is voted by (i) filing a written revocation with the Secretary of the Company, (ii) executing a proxy bearing a later date or (iii) attending and voting in person at the Annual Meeting.

The presence of a majority of the outstanding shares of Common Stock entitled to vote at the Annual Meeting, either in person or by proxy, will constitute a quorum. Shares of Common Stock represented by proxies at the meeting, including broker nonvotes and abstentions will be counted as shares present for purposes of establishing a quorum. A broker nonvote occurs when a broker or nominee holding shares for a beneficial owner votes on one proposal, but does not vote on another proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner. Once a quorum is established, (i) the election of directors will require the affirmative vote of a majority of the votes cast on the respective nominees at the Annual Meeting and (ii) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for 2020 and the approval of the advisory vote on executive compensation will require the affirmative vote of the holders of a majority of the votes represented and entitled to vote thereon at the Annual Meeting. For purposes of electing directors, a majority of votes cast means that the number of votes cast “for” a director’s election exceeds the number of votes cast “against” that director’s election.

As to Proposal 1—Election of Directors, shares represented by proxies that are marked “**ABSTAIN**” and broker non-votes will not have an effect on the outcome of the proposal. As to Proposal 2—Ratification of Accounting Firm and Proposal 3—Say on Pay, shares represented by proxies that are marked “**ABSTAIN**” will have the effect of a vote against the proposal, while a broker nonvote will not have an effect on the outcome of the proposal.

Stockholders are entitled to one vote for each share of Common Stock held. March 26, 2020, has been set as the Record Date for determination of Stockholders entitled to notice of and to vote at the Annual Meeting, and, accordingly, only holders of Common Stock of record at the close of business on that day are entitled to notice of and to vote at the Annual Meeting. On the Record Date, there were 71,184,454 shares of Common Stock issued and outstanding held by approximately 226 Stockholders.

**THE BOARD OF DIRECTORS URGES YOU TO VOTE YOUR SHARES. YOU MAY HOLD SHARES OF COMMON STOCK OF RECORD, THROUGH A BANK OR BROKER OR THROUGH A COMPANY RETIREMENT PLAN. VOTING INSTRUCTIONS FOR EACH GROUP OF STOCKHOLDERS ARE SET FORTH BELOW.**

**Voting Instructions**

*By Internet.* Stockholders of record may vote by internet on the website identified on the Notice. Where requested, enter the 12 digit control number located on your Notice and follow the simple instructions for voting. For Stockholders that requested written proxy materials, control numbers and instructions for voting on the internet will be printed on the proxy card that will be included in the written materials. Internet voting is available 24 hours a day, 7 days a week until 11:59 p.m. New York time on May 20, 2020.

*By Written Proxy.* Stockholders of record may vote by written proxy card. Stockholders that do not want to vote by internet may request a written proxy card by following the instructions on the Notice. Mark your selections on the proxy card, date and sign your name exactly as it appears on your proxy card, and mail the proxy card as directed.

*Voting Shares held by a Bank or Broker.* If your shares are held in the name of a bank, broker or other record holder, you may request a written proxy card or a vote instruction form from your bank, broker or other nominee. You may also vote by the method made available by your bank, broker or other nominee, in which case the bank, broker or other nominee will provide instructions.

*Voting Shares held in Retirement Plans.* If your shares are held through the Mohawk Industries Retirement Plan 1 and/or the Mohawk Industries Retirement Plan 2, you have the right to vote the shares credited to your individual account(s) under the plans. Participants that hold shares in one of the plans may provide direction to our transfer agent, American Stock Transfer and Trust Company (“AST”), by the method made available by AST. Unless otherwise required by law, AST will follow participant vote instructions received by 11:59 p.m. New York time on May 18, 2020. If voting instructions have not been received by that time and date, the shares credited to your account(s) will not be voted.

The voting procedures are designed to authenticate identities, to allow Stockholders, beneficial owners and plan participants to vote their shares, and to confirm that instructions have been recorded properly.

## PROPOSAL 1 — ELECTION OF DIRECTORS

The Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), provides that the Board of Directors of the Company shall consist of three classes of directors serving staggered terms of office. Upon the expiration of the term of office for a class of directors, the nominees for that class will be elected for a term of three years to serve until the election and qualification of their successors.

Richard C. Ill has informed the Company that he does not intend to stand for re-election at the Annual Meeting.

The Company's Certificate of Incorporation requires the Company to have at least two and no more than eleven directors, with the Board of Directors to determine the exact number. The Board of Directors has set the size of the Board at nine directors. The Board of Directors has nominated Karen A. Bogart and Jeffrey S. Lorberbaum as Class I directors at the Annual Meeting. The Class II and Class III directors have one year and two years, respectively, remaining on their terms of office and will not be voted upon at the Annual Meeting.

It is the intention of the persons named as proxies to vote the proxies for the election of each of Dr. Bogart and Mr. Lorberbaum as a Class I director of the Company, unless the Stockholders direct otherwise in their proxies. Each of Dr. Bogart and Mr. Lorberbaum has consented to serve as a director of the Company if elected. In the unanticipated event that either of Dr. Bogart or Mr. Lorberbaum refuses or is unable to serve as a director, the persons named as proxies reserve full discretion to vote for such other person or persons as may be nominated. The Board of Directors has no reason to believe that either of Dr. Bogart or Mr. Lorberbaum will be unable or will decline to serve as a director.

The affirmative vote of a majority of the votes cast in the election at the Annual Meeting at which a quorum is present is required for the election of the nominees.

### THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF THE NOMINEES LISTED BELOW

#### Director, Director Nominee and Executive Officer Information

Based on information supplied by them, set forth below is certain information concerning the nominees for election as Class I directors and the directors in Classes II and III whose terms of office will continue after the Annual Meeting, including the name and age of each, current principal occupation (during the last five years unless otherwise indicated), the name and principal business of the organization in which such occupation is carried on, the year each was elected to the Board of Directors of the Company, all positions and offices held during 2019 with the Company, and directorships, including any other directorships held during the past five years, in other publicly-held companies.

#### Nominees for Director

##### *Class I Directors (If Elected, Terms Expire 2023)*

*Karen A. Smith Bogart* — Dr. Smith Bogart (age 62) has been a director of the Company since May 2011. She is President of Smith Bogart Consulting, an advisement firm focused on business growth, turn-around and capability. She has led start-up firms in consumer products and printing services. Prior to 2007, she was a Senior Vice President of Eastman Kodak Company. She was Chairman and President of Greater Asia, responsible for Kodak's businesses and operations across Asia, and she also managed many of Kodak's largest global businesses in the consumer, professional and health sectors. She currently is a director for Michelman Inc., a privately held specialty chemicals company. She formerly was a director for Monolithic Power Systems, Inc., a public semiconductor company (NASDAQ), and Silver Maple Ventures, an on-line crowd-funding firm.

*Jeffrey S. Lorberbaum* — Mr. Lorberbaum (age 65) has been a director of the Company since our acquisition of Aladdin Mills Inc. (“Aladdin”) in March 1994. He has served as Chairman of the Board since May 2004 and as the Company’s Chief Executive Officer since January 2001. From January 1995 until January 2001, Mr. Lorberbaum served as President and Chief Operating Officer of the Company. Mr. Lorberbaum joined Aladdin in 1976 and served as Vice President — Operations from 1986 until February 1994 when he became President and Chief Executive Officer.

## **Continuing Directors**

### ***Class II Directors Continuing in Office (Terms Expire 2021)***

*Filip Balcaen*—Mr. Balcaen (age 60) has been a director of the Company since February 2016. He is currently the President of Baltisse, a private investment firm, a position he has held since December 21, 2006. Mr. Balcaen has extensive experience growing and leading businesses in the flooring industry, serving as the CEO of the IVC Group (“IVC”), a global sheet vinyl and LVT manufacturing company, from 2004 – 2010 after which he served as chairman of the company until the Company acquired IVC in 2015. Mr. Balcaen began his career in flooring in 1984 working in various positions at the Balta Group, one of the largest producers of textile floor coverings in Europe, where he served as board member from 1990 to 2015 and CEO and Chairman from 1990 to 2004. Mr. Balcaen also serves on the board of Pentahold, a private equity partnership active in Belgium, Stevia One Holding, a private company active in the production of the natural high intensity sweetener Stevia, and Origis Energy NV, a private company active in the global development and management of solar energy plants.

*Bruce C. Bruckmann* — Mr. Bruckmann (age 66) has been a director of the Company since October 1992. Mr. Bruckmann has been a Managing Director of Bruckmann, Rosser, Sherrill & Co., Inc., a private equity investment firm, since January 1995. From March 1994 to January 1995, Mr. Bruckmann served as Managing Director of Citicorp Venture Capital, Ltd. (“CVC, Ltd.”) and as an executive officer of 399 Venture Partners, Inc. (formerly Citicorp Investments, Inc.). From 1983 until March 1994, Mr. Bruckmann served as Vice President of CVC, Ltd. Mr. Bruckmann is also a director of H&E Equipment Services L.L.C., a renter and distributor of industrial and construction equipment, and Heritage — Crystal Clean Inc., a provider of parts cleaning services.

*John M. Engquist* — Mr. Engquist (age 66) has been a director of the Company since February 2020. Mr. Engquist was appointed Executive Chairman of the Board of H&E Equipment Services, Inc., a public integrated equipment services company, on January 1, 2019. Previously, Mr. Engquist served as Chief Executive Officer and Director of H&E Inc. since its formation in September 2005. Mr. Engquist also served as President of H&E Inc. from September 2005 until November 2012. He had served as President, Chief Executive Officer and Director of H&E LLC from its formation in June 2002 until its merger with and into H&E Inc. in February 2006. He served in executive leadership roles with predecessor companies of H&E LLC prior to 2002. Mr. Engquist serves as a director on the boards of a number of private companies. He serves on the Leadership Council of St. Jude Children’s Research Hospital in Memphis, Tennessee in addition to the Board of Directors of Our Lady of the Lake Regional Medical Center, based in Baton Rouge, Louisiana.

### ***Class III Directors Continuing in Office (Terms Expire 2022)***

*Joseph A. Onorato* — Mr. Onorato (age 71) has been a director of the Company since February 2008. From July 1998 until his retirement in September 2000, Mr. Onorato served as Senior Vice President and Chief Financial Officer for the Automotive Aftermarket Group of Dana Corporation, a global leader in the engineering, manufacturing and distribution of components and systems for worldwide vehicular and industrial manufacturers. In July 1998, Dana Corporation merged with Echlin, Inc. (“Echlin”), a worldwide manufacturer of motor vehicle parts. At the time of the merger, Mr. Onorato was Senior Vice President and Chief Financial Officer for Echlin. He is a certified public accountant and previously worked with PricewaterhouseCoopers. Mr. Onorato also served on the board of directors for Affinia Group Intermediate Holdings, Inc., where he was chairman of the Audit Committee, and BPI Holdings International, Inc., both motor vehicle components manufacturers. In addition, Mr. Onorato serves as a member of the Dean’s Advisory Council at the Quinnipiac University School of Business.

*William H. Runge III* — Mr. Runge (age 68) has been a director of the Company since July 2014. Mr. Runge has been a Managing Director with Alvarez & Marsal since June 2002, a premier business advisory firm for companies seeking to transform operations, catapult growth and accelerate results. In that capacity, Mr. Runge has served in Chief Financial Officer, Chief Operating Officer, Chief Executive Officer and Controller roles in the manufacturing, distribution and service industries. Prior to his work with Alvarez & Marsal, Mr. Runge spent more than 10 years with the corporate restructuring group of Arthur Andersen in Atlanta, where he served as Partner-in-Charge for the Southeast Region.

*W. Christopher Wellborn* — Mr. Wellborn (age 64) has been a director of the Company since our acquisition of Dal-Tile International Inc. (“Dal-Tile”) in March 2002. He has served as the Company’s Chief Operating Officer since November 2005 and as its President and Chief Operating Officer since November 2009. Mr. Wellborn was Executive Vice President, Chief Financial Officer and Assistant Secretary of Dal-Tile from August 1997 through March 2002. From March 2002 to November 2005, he served as President — Dal-Tile. From June 1993 to August 1997, Mr. Wellborn was Senior Vice President and Chief Financial Officer of Lenox, Inc.

### **Contractual Obligations with respect to the Election of Directors**

In connection with the merger of Aladdin with a wholly-owned subsidiary of the Company in February 1994 (the “Aladdin Merger”), the Company agreed to nominate up to two persons designated by the former stockholders of Aladdin for election or re-election, as the case may be, to the Board of Directors of the Company and to use its best efforts to cause such nominees to be elected to the Board of Directors. Beginning in 1999, Messrs. Jeffrey S. Lorberbaum and Sylvester H. Sharpe were such designees. Effective May 17, 2006, Mr. Sharpe retired from the Board of Directors. At this time, the Aladdin stockholders have decided not to designate anyone to fill the vacancy created by Mr. Sharpe’s retirement. At such time as the former stockholders of Aladdin have disposed of 50% or more of the Common Stock issued to them in the Aladdin Merger, the Company will be required to nominate only one such person to the Board of Directors, and at such time as the former stockholders of Aladdin have disposed of 75% or more of the Common Stock issued to them in the Aladdin Merger, the Company will no longer be required to nominate any of such persons to the Board of Directors.

### **Executive Officers**

The executive officers of the Company serve at the discretion of the Board of Directors and are currently comprised of Messrs. Jeffrey S. Lorberbaum and W. Christopher Wellborn (who are identified above), James F. Brunk, Paul F. De Cock, Glenn R. Landau, R. David Patton and Bernard P. Thiers.

*James F. Brunk* — Mr. Brunk (age 54) has been Corporate Controller, Chief Accounting Officer of the Company since May 2009. Mr. Brunk joined the Company in October 2006 as Chief Financial Officer for the Mohawk Home division. Before joining the Company, Mr. Brunk was Vice President, Finance-Transportation-Americas for Exide Technologies, a worldwide leader in production and recycling of lead acid batteries from January 2005 to October 2006.

*Paul F. De Cock* — Mr. De Cock (age 46) was promoted to President – Flooring North America in November 2018. Mr. De Cock joined Unilin in 1997 and has served in multiple roles in manufacturing, sales, marketing and general management. From 2006 to 2008, he served as President of Unilin North America, helping to integrate Unilin into the Company after its acquisition of Unilin in 2005. From 2008 until his 2018 promotion, he served as President – Unilin Flooring.

*Glenn R. Landau* — Mr. Landau (age 51) was named Executive Vice President and Chief Financial Officer of the Company on April 1, 2019. Prior to joining the Company, Mr. Landau was the Senior Vice President and Chief Financial Officer of International Paper Company (“IP”), a position to which he was appointed in February 2017. Prior to becoming CFO, he was President of International Paper Latin America from 2013 to 2017, with

overall responsibility for IP's paper and packaging businesses in Brazil as well as the strategic direction for South America. He also served as IP's Vice President of Investor Relations from 2011 through 2013 and earlier in various positions in IP's U.S. container and European container businesses.

*R. David Patton* — Mr. Patton (age 49) was named Vice President—Business Strategy, General Counsel and Secretary of the Company in July 2013. From 2014-2017, he also served as the Company's Chief Sustainability Officer. Before joining the Company, Mr. Patton was a partner of Alston & Bird LLP in its Corporate Transactions and Securities Practice Group, where he focused his practice on corporate transactions, securities regulation and corporate governance, developing an extensive background in mergers and acquisitions, securities, corporate and business transactions, finance and private equity.

*Bernard P. Thiers* — Mr. Thiers (age 64) was promoted to President — Unilin (which became a significant operating subsidiary in the Company's Flooring Rest of World segment) in January 2009. Mr. Thiers joined Unilin in 1984 as a plant manager and has served in roles of increasing management significance since that time. From 1996 to 2006, he served as Managing Director of Unilin Flooring and, from 2006 until his 2009 promotion, he served as President — Unilin Flooring.

## **Meetings and Committees of the Board of Directors**

### ***General***

During 2019, the Board of Directors held six meetings. All members of the Board of Directors attended over 75% of the total number of Board of Directors and Committee meetings that they were eligible to attend. All members of the Board of Directors at the time of the 2019 Annual Meeting of Stockholders were present at such meeting.

### ***Independence***

The Board of Directors has affirmatively determined, considering generally all relevant facts and circumstances regarding each non-management director, that none of Mr. Balcaen, Mr. Bruckmann, Mr. Engquist, Mr. Ill, Mr. Onorato, Mr. Runge or Dr. Bogart have a material relationship that would interfere with such director's exercise of independent judgment in carrying out the responsibilities of a director, and therefore they are independent within the meaning of the standards for independence set forth in the Company's corporate governance guidelines, which are consistent with applicable Securities and Exchange Commission ("SEC") rules and New York Stock Exchange ("NYSE") corporate governance standards. Definitions of independence for directors and committee members can be found in the Company's Corporate Governance Guidelines, which can be found on the Company's website at [ir.mohawkind.com](http://ir.mohawkind.com) under the heading "Investors" and the subheading "Corporate Governance."

### ***Committees***

The Company has a standing Audit Committee (the "Audit Committee") of the Board of Directors established in accordance with the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Audit Committee is comprised of four directors: Mr. Onorato (Chair), Mr. Bruckmann, Mr. Ill and Mr. Runge. Mr. Ill will no longer serve on the Audit Committee once he has retired from the Board of Directors at the Company's 2020 Annual Meeting. The Audit Committee met seven times during 2019. The Board of Directors has determined that each committee member is qualified as an audit committee financial expert within the meaning of applicable SEC regulations and has all the requisite accounting and financial expertise within the meaning of the listing standards of the NYSE. The Audit Committee oversees management's conduct of the financial reporting process, the system of internal, financial and administrative controls and the annual independent audit of the Company's consolidated financial statements. In addition, the Audit Committee engages the independent registered public accounting firm, reviews the independence of such independent registered

public accounting firm, approves the scope of the annual activities of the independent registered public accounting firm and internal auditors and reviews audit results. The Board of Directors has adopted a written charter for the Audit Committee, which is available on the Company's website at [ir.mohawkind.com](http://ir.mohawkind.com) under the heading "Investors" and the subheading "Corporate Governance." See also "*Audit Committee — Report of the Audit Committee of the Board of Directors of Mohawk Industries, Inc.*"

The Company has a standing Compensation Committee (the "Compensation Committee"), which consists of Dr. Bogart (Chair), Mr. Onorato and Mr. Runge. The Compensation Committee met three times during 2019. The Compensation Committee is responsible for deciding, recommending and reviewing the compensation, including benefits, of the executive officers and directors of the Company, for reviewing risks associated with the Company's compensation policies and practices and for administering the Company's executive and senior management incentive compensation plans. The Compensation Committee may delegate any of its authority and responsibilities to a subcommittee of members of the committee designated by the Chairman of the Committee. To the extent permitted by Delaware law, the Compensation Committee may delegate to one or more officers of the Company the power to designate the officers and employees of the company or any of its subsidiaries who will receive grants of equity incentive awards and the number of such awards. The Board of Directors has adopted a written charter for the Compensation Committee, which is available on the Company's website at [ir.mohawkind.com](http://ir.mohawkind.com) under the heading "Investors" and the subheading "Corporate Governance." See also "*Executive Compensation — Compensation Committee Report.*" For more information regarding the Compensation Committee's processes and procedures for the consideration and determination of executive compensation, see "*Compensation Discussion and Analysis*" below.

The Company has a standing Nominating and Corporate Governance Committee (the "Governance Committee"), which consists of Mr. Bruckmann (Chair), Mr. Ill and Dr. Bogart. Mr. Ill will no longer serve on the Governance Committee once he has retired from the Board of Directors at the Company's 2020 Annual Meeting. The Governance Committee met three times during 2019. The Governance Committee is responsible for assisting the Board of Directors in fulfilling its oversight responsibilities under the NYSE listing standards and Delaware law, identifying qualified candidates for nomination to the Board of Directors and developing and evaluating the Company's corporate governance policies. The Governance Committee also considers nominees to the Board of Directors recommended by stockholders in accordance with the requirements of the Company's Bylaws. Finally, the Governance Committee is responsible for overseeing the Company's sustainability programs. As such, the Committee assists the Board of Directors with respect to formulating strategies to respond to public policy, legislative, regulatory, political and social issues and trends related to environmental, health and safety, and sustainability performance that may significantly affect the business operations, financial performance or public image of the Company. The Board of Directors has adopted a written charter for the Governance Committee and Corporate Governance Guidelines recommended by the Governance Committee, both of which are available on the Company's website at [ir.mohawkind.com](http://ir.mohawkind.com) under the heading "Investors" and the subheading "Corporate Governance."

#### ***Executive Sessions with Non-Management Directors***

The Company's non-management directors meet without the Chief Executive Officer and other Company personnel as needed during a portion of each Board of Directors meeting. The chairs of the Company's standing committees chair these executive sessions on a rotating basis.

## 2019 Director Compensation

The following table presents certain summary information concerning director compensation paid by the Company for services rendered during the year ended December 31, 2019.

<u>Name</u>	<u>Fees Earned or Paid in Cash \$(1)</u>	<u>Stock Awards \$(2)</u>	<u>Total (\$)</u>
Filip Balcaen .....	80,000	88,120	168,120
Bruce C. Bruckmann .....	90,000	88,120	178,120
Richard C. III .....	80,000	88,120	168,120
Joseph A. Onorato .....	95,000	88,120	183,120
William H. Runge III .....	80,000	88,120	168,120
Karen Bogart .....	90,000	88,120	178,120

(1) Includes payment of the annual retainer and retainers for committee chairs, as applicable. Mr. III, Mr. Onorato and Mr. Runge elected to take their 2019 service year retainer 50% in the form of cash (\$40,000, \$47,500 and \$40,000, respectively), and 50% in the form of Common Stock (182, 218 and 182 shares, respectively). Dr. Bogart elected to take her 2019 service year retainer 100% in the form of Common Stock (413 shares). All such shares were issued on January 2, 2019 pursuant to the Company's Non-Employee Director Stock Plan, which is a sub-plan of the Mohawk Industries, Inc. 2017 Incentive Plan. Fractional shares of Common Stock were paid in cash in the following amounts: \$538.31 (Mr. III), \$222.38 (Mr. Onorato), \$538.31 (Mr. Runge) and \$475.62 (Dr. Bogart).

(2) The amounts reported in the Stock Awards column reflect the grant date fair value calculated in accordance with the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 718, *Compensation-Stock Compensation* ("ASC 718"). The grant date fair value of the restricted stock units is equal to the number of units issued multiplied by the closing trading price of the Company's stock on the day of grant. On January 2, 2019, each of the non-employee directors received 743 restricted stock units, with a grant date fair value of \$118.60 per share. As of December 31, 2019, our non-employee directors held the following aggregate number of restricted stock units:

	<u>Restricted Stock Units (#)</u>
Mr. Balcaen .....	1,109
Mr. Bruckmann .....	1,109
Mr. III .....	1,109
Mr. Onorato .....	1,109
Mr. Runge .....	1,109
Dr. Bogart .....	1,109

Employees of the Company or its subsidiaries who are also directors do not receive any fee or remuneration for services as members of the Board of Directors or any Committee of the Board of Directors. Mr. Engquist joined the Board of Directors in February 2020 and did not receive compensation from the Company in 2019.

## AUDIT COMMITTEE

### Report of the Audit Committee of the Board of Directors of Mohawk Industries, Inc.

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the independent external audit firm retained to audit the Company's financial statements (the "Audit Firm"). In connection with its responsibilities, the Audit Committee received the written disclosure from the Audit Firm, which is required by applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the Audit Firm's communications with the Audit Committee concerning independence, discussed with the Audit Firm any relationships that may impact the objectivity and independence of the Audit Firm and satisfied itself as to the independence of the Audit Firm. In addition, the members of the Audit Committee considered whether the provision of services for the year ended December 31, 2019 described below under *Principal Accountant Fees and Services* was compatible with maintaining such independence. In conjunction with the mandated rotation of the Audit Firm's lead engagement partner, the Audit Committee and its chairperson are directly involved in the selection of Audit Firm's new lead engagement partner.

The Audit Committee members reviewed and discussed the audited consolidated financial statements for the year ended December 31, 2019 with management. The Audit Committee members also discussed with the Audit Firm the matters required to be discussed by the applicable requirements of the PCAOB and the SEC. Based upon these reviews and discussions, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC.

#### **Audit Committee**

Joseph A. Onorato-Chair

Bruce C. Bruckmann

Richard C. III

William H. Runge III

## Principal Accountant Fees and Services

The following table shows the fees rendered (in thousands) to the Audit Firm for the audit of the Company's annual consolidated financial statements for 2019 and 2018, respectively, and fees billed for non-audit related services, tax services and all other services performed by the Company's independent registered public accounting firm during 2019 and 2018, respectively. Management of the Company negotiates such fees for services with the Audit Firm, subject to the review and approval of the Audit Committee.

	<u>2019</u>	<u>2018</u>
Audit Fees (1) .....	9,482	8,200
Audit-Related Fees (2) .....	175	212
Tax Fees (3) .....	37	88
All Other Fees .....	—	—
	<u>\$9,694</u>	<u>\$8,500</u>

(1) Audit Fees refers to the audit and quarterly reviews of the consolidated financial statements, the audit of internal control over financial reporting, and fees for accounting consultations on matters reflected in the consolidated financial statements. Audit fees also include fees for other attest services required by statute or regulation (foreign or domestic), such as statutory audits in U.S. and non-U.S. locations. In 2019, Audit Fees were impacted by audit of certain significant tax projects, including evaluation of the impact of certain restructurings in various European jurisdictions, system implementations, new lease accounting standard implementation and activities related to the first full year of acquisitions made in 2018. In 2018, Audit Fees were impacted by activities related to acquisitions, new revenue recognition and lease accounting standard implementation, new statutory audits, audit of certain tax projects and system implementations.

(2) Audit-Related Fees consist principally of professional services related to consultation with management on the accounting for various matters, including services related to our financing activities.

(3) Tax Fees consist principally of professional services rendered for tax compliance and tax consulting.

The Audit Committee has adopted a policy regarding the retention of the Company's independent registered public accounting firm that requires pre-approval of all audit and audit-related, tax and non-audit related services by the chair of the Audit Committee, with subsequent approval by the full Audit Committee during the next scheduled meeting. The Audit Committee approved all audit and audit-related, tax and non-audit related services in 2019 and 2018.

**PROPOSAL 2 — RATIFICATION OF SELECTION OF KPMG LLP AS THE COMPANY’S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm for the year ending December 31, 2020 and has directed that management submit the selection of the independent registered public accounting firm to Stockholders for ratification at the Annual Meeting. Representatives of KPMG are expected to be present at the meeting, will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Stockholder ratification of the selection of KPMG as the Company’s independent registered public accounting firm is not required by the Company’s Bylaws or otherwise. If the Stockholders fail to ratify the selection, the Audit Committee will reconsider whether to retain KPMG, but still may retain it. Even if the selection is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it is determined that such a change would be in the best interests of the Company and its Stockholders.

The members of the Audit Committee and the Board of Directors believe that the continued retention of KPMG to serve as the Company’s independent registered public accounting firm is in the best interests of the Company and its investors.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE RATIFICATION OF THE  
SELECTION OF KPMG LLP AS THE COMPANY’S INDEPENDENT REGISTERED PUBLIC  
ACCOUNTING FIRM.**

## COMPENSATION DISCUSSION AND ANALYSIS

The following section contains a detailed description of our compensation objectives and policies, the elements of the Company's compensation program, and the material factors the Compensation Committee considered in setting the compensation of our named executive officers for 2019, who are listed below:

- Jeffrey S. Lorberbaum, Chief Executive Officer;
- Glenn R. Landau, Executive Vice President and Chief Financial Officer;
- W. Christopher Wellborn, President and Chief Operating Officer;
- Bernard P. Thiers, President – Flooring Rest of World;
- Paul F. De Cock, President – Flooring North America; and
- Frank H. Boykin, former Chief Financial Officer.

### Executive Summary

After five consecutive years of record earnings, the last two years have proved to be more difficult than the Company anticipated, with luxury vinyl tile (LVT) impacting other flooring products in the United States and most of our markets slowing. In this environment, we invested approximately \$545.5 million during 2019 in capital projects to introduce new product categories, enter new markets, expand capacity of constrained premium products and improve productivity. Today, we have leading market positions with substantial resources, a broad product portfolio and a diverse geographic footprint. As we worked through the year's macro-economic challenges, we strengthened our business by appointing Glenn R. Landau as our new Executive Vice President and Chief Financial Officer on April 1, 2019. Frank H. Boykin retired from his role as CFO on March 31, 2019, but continues to provide assistance to the Company as a consultant.

Although our businesses continue to innovate, introduce new products, improve productivity and expand geographically, our 2019 financial performance was impacted by the challenges discussed above. Key metrics include: net sales were approximately \$10 billion, flat versus the prior year or an increase of 2% on a constant currency basis; earnings per share (EPS) as reported was \$10.30, down 10% versus 2018; excluding unusual charges, EPS was \$10.04\*, down 19% compared to 2018; operating income as reported and excluding unusual charges decreased to \$827 million and \$938 million\*, respectively, down 24% as reported and down 21% on an adjusted basis; as a percentage of net sales, operating income was 8.3% in 2019; 2019 adjusted EBITDA as a percentage of net sales was 15.3%\*, down 10.6% from 2018.

\* Please see our 2019 Annual Report that accompanies this Proxy Statement for additional information on the results of our operations for 2019 and a reconciliation of Non-GAAP financial measures contained in *Annex A* to this Proxy Statement.

The Company sets goals at the beginning of each year to establish expected payments at various levels of performance under the Company's incentive plans, and the Compensation Committee considers our executives' accomplishments when determining payouts. As discussed in detail below, although certain threshold performance goals were not achieved with respect to the 2019 annual incentive awards and the restricted stock units ("RSU") granted in the first quarter of 2019, the Compensation Committee determined to approve at the threshold level in order to appropriately compensate executives for their individual contributions.

## Compensation Philosophy and Objectives

Our goal is to have a compensation program that enables us to attract, motivate, develop and retain highly qualified executives who will assist us in meeting our long-range objectives, thereby serving the interests of our stockholders. To meet these objectives, our executive leadership must be of the caliber and have the level of experience necessary to manage successfully our complex global business. We believe that, in order to do this effectively, our program must meet the following criteria:

- create a strong link between the executive compensation and our annual and longer-term financial performance;
- use performance-based incentive compensation to place significant amounts of our executive compensation at risk;
- closely align our executives' interests with those of our stockholders by making stock-based incentives an element of our executive compensation; and
- provide our executives with total compensation opportunities at levels that are competitive for comparable positions at companies with whom we compete for talent.

Our determinations and assessments of executive compensation are primarily driven by two considerations: (i) market data based on the compensation levels, programs and practices of certain other peer companies, and (ii) Company and individual performance in specified areas, such as financial metrics and operational efficiency. We believe that market competitiveness and performance factors, considered together, provide a reasonable basis to assess executive performance and determine compensation levels that provide incentive to build value for our stockholders. As described below, we consider each of these areas in making our executive compensation decisions from setting base salaries to providing annual and longer-term rewards.

## Market Data

We consider the compensation levels, programs and practices of certain other companies to assist us in setting our executive compensation so that it is market competitive. We review compensation data of a peer group that consists of companies of comparable size on both a revenue and market capitalization basis that are engaged, to varying degrees, in businesses similar to ours. We believe that we compete, to varying degrees, for business and talent with the companies in this peer group. The Compensation Committee considers the 50<sup>th</sup> percentile of the Company's peer group as a guide for setting total direct compensation (base salary plus annual incentive plus long-term incentive) for our executives. For purposes of setting compensation levels for 2019, the peer group was comprised of the following companies:

Armstrong Flooring Inc.	Owens Corning
Eastman Chemical Company	PPG Industries, Inc.
Fortune Brands Home & Security	The Sherwin-Williams Company
Leggett & Platt	Stanley Black & Decker, Inc.
Masco Corporation	USG Corporation
Newell Brands	Whirlpool Corporation

In 2019, we added Armstrong Flooring Inc. and Eastman Chemical Company to our peer group and removed Armstrong World Industries Inc. and the Valspar Corporation. Armstrong Flooring replaced Armstrong World Industries because Armstrong Flooring's business is more closely aligned with our business. After Valspar Corporation was acquired, we chose Eastman Chemical Company as a replacement due to its comparable size and market position.

The Compensation Committee obtained information on the compensation levels, programs and practices of the companies within the peer group from market surveys periodically conducted by the Rewards Solutions

practice at Aon plc (“Aon”), a compensation consultant engaged by the Company. In October 2019, the Compensation Committee considered whether the work of Aon raised any conflict of interest. The Committee considered various factors and determined that with respect to executive and director compensation-related matters, no conflict of interest was raised by the work of Aon. The factors considered by the Committee included, but were not limited to, Aon’s representation to the Committee that fees unrelated to compensation work paid by the Company were less than 0.01% of Aon’s total revenues.

### **Company and Individual Performance Metrics**

We rely significantly on performance-based measurements to determine the compensation earned by our executives. To customize our compensation program and recognize individual performance and contribution to the Company, we focus on goals relating to earnings per share (EPS), total stockholder return (TSR) and individual performance.

We select these financial and individual metrics for our incentive programs because we believe that they create appropriate incentives, aligned with those of our stockholders, to improve the operational efficiency and financial performance of the Company. We also believe they are good indicators of our overall performance, including whether the Company and its business units are achieving our annual or longer-term business objectives, and lead to the creation of long-term value for our stockholders.

### **Components of Our Compensation Program**

Our executive compensation program consists primarily of the following integrated components: base salary, annual incentive awards and long-term incentive opportunities, which together comprise an executive’s total direct compensation.

Base salary provides our executive officers with a level of compensation consistent with their skills, experience and contributions in relation to comparable positions in the competitive marketplace. Base salary is set at the beginning of each calendar year and does not vary based on individual or business performance during the year or during prior periods. By contrast, the other components of our executives’ total direct compensation—the annual incentive awards and long-term incentive compensation—are at risk based on performance. The Compensation Committee reviews the base salaries of our executive officers annually and otherwise when an executive is promoted or has a significant change in duties or responsibilities. In addition, we also consider the executive’s experience for the position, differences in position and responsibilities relative to the peer group and the executive’s personal contribution to the financial and operational performance of the Company and our businesses.

For 2019, annual incentive awards were awarded under our Annual Incentive Plan. The Annual Incentive Plan provides a direct link between executive compensation and annual performance. Our executives’ annual incentive award is at risk based on how well the Company and our executives perform against annual performance goals. Awards made pursuant to the Annual Incentive Plan may be in the form of cash or restricted stock units. Restricted stock units granted under the Annual Incentive Plan vest ratably over three years following the grant date.

For 2019, equity incentive awards in the form of restricted stock units were awarded under the Company’s Senior Executive Long-Term Incentive Plan (the “LTIP”). The LTIP provides a link between executive compensation and our long-term performance, as the value of grants is based on total shareholder return for a three-year performance period and annual Company and business unit performance goals. To determine the number of awards granted under the LTIP in February 2019, the total shareholder return was measured over the three-year period ending in 2018 and Company and business unit performance was measured against 2018 financial goals. Equity incentive awards vest ratably over three years following the grant date.

Awards made pursuant to the Annual Incentive Plan and the LTIP are governed by the Company's stockholder-approved omnibus incentive plans. All awards granted after May 18, 2017 are governed by the 2017 Incentive Plan, and all awards granted before such date are governed by the 2012 Incentive Plan.

Our compensation program is complemented with limited perquisites and other executive benefits, including 401(k) matching contributions and severance benefits that the Compensation Committee believes are appropriate, individually and in the aggregate, to ensure our executive compensation program remains competitive.

### **Allocation of Total Direct Compensation**

Just as our stockholders put their money at risk when they invest in our Company, we believe that a significant portion of our executives' compensation should be at risk. For example, in 2019, assuming achievement of target performance objectives, approximately 71% of Mr. Lorberbaum's total target direct compensation was at risk, and approximately 29% was paid as salary. Our other named executive officers had similar allocations of target salary and at-risk compensation for 2019: 65% of the principal compensation components for our named executive officers in the aggregate was at risk and tied to performance of our stock price and variable performance metrics. Based on the Company's performance in 2019, approximately 20% of the total direct compensation actually paid to Mr. Lorberbaum was represented by his annual bonus award and approximately 44% of the total direct compensation actually paid to Mr. Lorberbaum was represented by his long-term incentive opportunity. By placing a significant portion of an executive's annual pay at risk, the Compensation Committee believes that compensation is more directly related to performance and more closely links the financial interests of the executives and those of the stockholders.

### **Consideration of Last Year's Advisory Stockholder Vote on Executive Compensation**

At the 2019 Annual Meeting of Stockholders, holders of over 90.4% of the voted shares approved the compensation of the Company's named executive officers. The Board and the Compensation Committee appreciate and value the views of our stockholders. In considering the result of this most recent advisory vote on executive compensation, the Compensation Committee concluded that the compensation paid to our executive officers and the Company's overall pay practices continue to enjoy strong shareholder support. In light of this support, the Compensation Committee did not make material changes to our executive compensation program.

At the 2017 Annual Meeting of Stockholders, our stockholders expressed a preference that advisory votes on executive compensation be held on an annual basis. Consistent with this preference, the Board has implemented an advisory vote on executive compensation on an annual basis until the next required vote on the frequency of stockholder votes on the compensation of executive officers, which is scheduled to occur at the 2023 annual meeting.

### **Determination of Executive Officer Compensation**

#### **2019 Review of Compensation**

As a guide in setting compensation for 2019, the Compensation Committee used the results of a survey by Aon of our peer group executive compensation in 2018. This assessment showed that for 2018, Mr. Lorberbaum, the Company's chief executive officer, received total direct compensation below the 50th percentile of the peer group, which is broken down as follows: base salary slightly below the 50th percentile of the peer group; total cash compensation, which includes base salary and annual cash incentive awards, at approximately the 50th percentile of the peer group; and long-term incentive compensation below the 25th percentile of the peer group. Mr. Boykin, the Company's chief financial officer at the time, received total direct compensation below the 50th percentile of the peer group, which is broken down as follows: base salary at approximately the 50th percentile of the peer group; total cash compensation below the 50th percentile of the peer group; and long-term incentive

compensation below the 50th percentile of the peer group. Mr. Wellborn, the Company's president and chief operating officer, earned a base salary above the 50th percentile of the peer group, total cash compensation above the 50th percentile of the peer group and long-term incentive compensation below the 50th percentile of the peer group. Mr. Thiers earned a base salary at the 50th percentile of the peer group, total cash compensation, which includes base salary and annual cash incentive awards above the 50th percentile of the peer group and long-term incentive compensation above the 75th percentile of the peer group.

In making its determinations of 2019 executive compensation, the Compensation Committee at its February 2019 meeting considered (i) the results of the Aon assessment discussed above and a tally sheet detailing the various elements of compensation for our named executive officers, including base salary and annual and long-term incentives, (ii) results of performance of our named executive officers against applicable financial and personal performance goals for 2018, and (iii) other factors described in "*Compensation Philosophy and Objectives*" above. Then, together with Mr. Lorberbaum's recommendations for compensation for the named executive officers other than himself, the Compensation Committee made determinations concerning 2019 adjustments to base salaries and awards under the annual and long-term incentive compensation plans.

Mr. Landau was not an executive officer of the Company when 2019 executive officer compensation was determined. In connection with his appointment to Executive Vice President and Chief Financial Officer in April 2020, Mr. Landau was awarded a sign-on equity award of 3,756 time-vesting restricted stock units and a retention equity award of 7,512 restricted stock units, and the Compensation Committee determined his compensation package based on the factors discussed above in relation to his position.

In anticipation of Mr. Boykin's retirement as Chief Financial Officer of the Company on March 31, 2019, the Committee did not include Mr. Boykin in the 2019 Annual Incentive Plan or the 2019 LTIP. Instead, he received a base salary at the same rate as his 2018 base salary for the first quarter of 2019. Beginning April 1, 2019 and continuing through the remainder of the year, Mr. Boykin served as a consultant to the Company to assist with the CFO transition, and his payment for such services is included in the *Summary Compensation Table*.

## **Base Salary**

Based on the Compensation Committee's review of marketplace data, the economic conditions and other factors described above, base salaries for 2019 were adjusted in consideration of individual performance and consistent with Company-wide salary increases. Each named executive officer who was serving as an executive officer at the beginning of 2019 received a base salary increase of 2.75% over 2018 (other than Mr. Boykin, whose base salary was not adjusted for 2019 because of his anticipated retirement, and Mr. De Cock, whose base salary was determined by the Compensation Committee at the time of his promotion to his current position in November 2018). Mr. Landau's base salary was set by the Compensation Committee upon his hiring.

## **Annual Incentive Awards**

As discussed above, the named executive officers are eligible to earn annual incentive awards under the Annual Incentive Plan. Pursuant to the plan, each of our named executive officers is eligible to participate in a bonus pool that is established based on the Company achieving a threshold level of performance, and which determines each named executive officer's maximum bonus opportunity, subject to negative discretion by the Compensation Committee to determine the actual amount of annual incentive payouts, as described below. The governing parameters of the Annual Incentive Plans are as follows: (i) no annual incentive awards are payable under the plan unless the Company achieves positive consolidated adjusted operating income for the year; (ii) actual incentive awards earned by the named executive officers are based on the level of achievement of applicable performance goals established by the Compensation Committee; and (iii) each named executive officer has a maximum bonus award based on a percentage of the bonus pool (which we refer to as the "Maximum Pool Award").

In 2019, we achieved the threshold financial goal of positive consolidated adjusted operating income. The bonus pool for 2019 performance was set by the Compensation Committee at approximately \$8.9 million. For 2019, the Maximum Pool Award for each of Messrs. Lorberbaum and Wellborn was \$2.1 million and \$1.8 million of the bonus pool, respectively, and the Maximum Pool Award for Messrs. Landau, Thiers and De Cock was \$1.2 million of the bonus pool. Mr. Boykin did not participate in the Annual Incentive Plan for 2019. For 2019 performance, the Compensation Committee exercised its discretion to award less than the Maximum Pool Award for each named executive officer that participated in the Annual Incentive Plan.

As noted above, actual cash incentive awards earned by the named executive officers are determined based on performance against applicable performance goals established by the Compensation Committee and target incentive opportunities, combined with a qualitative assessment of the Company’s performance in light of the challenging macro-economic environment we experienced in 2019. In February 2019, the Compensation Committee established annual incentive award opportunity ranges for each of our named executive officers serving at the time, reflected as a percentage of each named executive officer’s 2019 base salary that would be payable based on performance against applicable goals related to adjusted EPS (“Incentive Plan Financial Goals”). Mr. Landau’s performance goals were determined at the time he joined the Company. The Annual Incentive Plan for 2019 included an award opportunity at the threshold, target and maximum performance levels.

**Annual Incentive Award Opportunity (Percentage of Base Salary)**

	<u>Threshold</u>	<u>Target</u>	<u>Maximum</u>
Jeffrey S. Lorberbaum . . . . .	54%	90%	150%
Glenn R. Landau . . . . .	54%	90%	135%
W. Christopher Wellborn . . . . .	54%	90%	135%
Bernard P. Thiers . . . . .	45%	75%	113%
Paul F. De Cock . . . . .	45%	75%	113%

For 2019, the Compensation Committee established the Incentive Plan Financial Goals set forth in the following table to guide the Compensation Committee’s determination of actual bonus amounts under the Annual Incentive Plans. Calculations between the various performance levels are linear (which means they were determined using straight-line interpolation). For Messrs. Lorberbaum, Landau and Wellborn, the Annual Incentive Plan Financial Goals related to Company EPS. For the President of the Flooring Rest of World segment (Mr. Thiers) and the President of Flooring North America (Mr. De Cock), the Annual Incentive Plan Financial Goals related to Company EPS and business unit EPS (collectively weighted at 25% and 75%).

**2019 Incentive Plan Financial Goals**

	<u>Company EPS</u>	<u>Flooring Rest of World EPS(1)</u>	<u>Flooring North America EPS (1)</u>
Threshold . . . . .	\$10.74	\$2.68	\$2.90
Target . . . . .	\$11.90	\$2.98	\$3.26
Maximum . . . . .	\$13.62	\$3.45	\$3.84
2019 Performance . . . . .	\$10.04*	\$3.27*	\$1.85*

\* Adjustments were made to exclude the impact of miscellaneous non-operating expenses.

(1) Business unit EPS is determined by dividing the adjusted operating income for each applicable business unit, less an allocation for tax and interest expenses, by the number of weighted-average diluted common shares outstanding. Net earnings for the Flooring Rest of World segment include the net earnings attributable to our intellectual property licensing business, which for purposes of determining bonus payouts are not weighted as heavily as net earnings attributable to the segment’s commercial operations.

The Compensation Committee determined pay outs under the Annual Incentive Plan after reviewing the Company’s achievement of the Annual Incentive Plan Financial Goals, which included an award of \$462,586 for Mr. Thiers based on the Flooring Rest of World EPS in 2019. While acknowledging that 2019 incentive plan financial goals were not achieved other than with respect to Mr. Thiers, the Compensation Committee also considered a qualitative assessment of Company and management performance during 2019, which included strong cash generation and investing approximately \$545.5 million in capital projects to introduce new product categories, enter new markets, expand capacity of constrained premium products and improve productivity. These investments included enhancing the Company’s LVT manufacturing in the U.S. and Europe, starting a new sheet vinyl plant in Russia, and ramping up new quartz countertop production in Tennessee. Cost reductions included streamlining U.S. carpet operations by closing higher-cost assets and consolidating production and exiting wood manufacturing facilities in the U.S. and the Czech Republic. Throughout 2019, management reduced the complexity of the Company’s operations, enhanced processes to reduce costs and increased automation to improve efficiencies. In connection with its qualitative assessment of management’s performance, the Compensation Committee noted that many factors impacting Company performance were outside of management’s control. These factors included softening in most of the Company’s major markets, increased pricing competition in those markets as manufacturers attempted to maintain their production volumes, a strong U.S. dollar that impacted currency translation and heightened the competitiveness of imports in the U.S., and a shift in consumer preferences to LVT in the U.S., which impacted sales in the Company’s other product categories. Taking these items into account, as well as performance against other qualitative performance measures, the Compensation Committee determined to pay out awards at a threshold level of performance in order to retain the Company’s management in a competitive market for talented executives.

Our named executive officers received payouts of the following annual incentive awards, which are reflected in the “Non-Equity Incentive Plan” column of the *Summary Compensation* table in this proxy statement:

	<u>2019 Award under the Annual Incentive Plan</u>
Jeffrey S. Lorberbaum .....	\$669,245
Glenn R. Landau .....	\$331,360
W. Christopher Wellborn .....	\$578,250
Bernard P. Thiers .....	\$535,931
Paul F. De Cock .....	\$288,000

### Long-Term Incentive Plan

With respect to awards granted under the LTIP in the first quarter of 2019, the Compensation Committee determined that RSU awards would have two components: fixed and variable. The fixed component of the RSU grant was based on a percentage of each participant’s salary and not dependent on personal, Company or business unit performance. The variable component of the RSU grant was based on a combination of performance metrics related to total shareholder return and business unit performance, as further described below. Awards granted under the LTIP vest ratably over the three-year period following the grant date. The *Grants of Plan-Based Awards* table included in this proxy statement shows the actual number of LTIP awards that each of our named executive officers received in 2019.

Mr. Landau did not receive LTIP awards in the first quarter of 2019 because he was not employed by the Company during the 2018 performance period. He received a sign-on equity award of 3,756 restricted stock units and a retention equity award of 7,512 restricted stock units, both of which vest over time, in connection with his appointment as Executive Vice President and Chief Financial Officer in April 2020.

***Fixed LTIP Component.*** In order to recruit and retain key executives, the Committee designed the plan in 2018 to include a fixed LTIP component based on a percentage of each participant’s 2018 base salary as follows:

	<b>RSUs Granted in 2019 based on Percentage of Participant’s 2018 Base Salary</b>
Jeffrey S. Lorberbaum .....	2,894
Frank H. Boykin .....	1,559
W. Christopher Wellborn .....	2,501
Bernard P. Thiers .....	1,551
Paul F. De Cock .....	1,114

***Variable LTIP Component.*** Similar to the Annual Incentive Plan, in order for 2019 awards to be granted under the variable component of the LTIP, the Company had to achieve positive adjusted consolidated operating income for 2018. Having achieved this threshold, the Compensation Committee evaluated the number of RSUs to grant to the named executive officers under the variable component of the LTIP based on (i) the Company’s stock performance over the three-year period ending in 2018 as compared to peer companies (“TSR Component”) and (ii) business unit performance in 2018 (“Business Unit Component”), each as described below, together with a qualitative assessment of Company and management performance during the performance period.

***TSR Component.*** The financial goals for determining the number of stock awards granted in 2019 for the TSR Component of the Senior Executive LTIP were based on total shareholder return (TSR) over the three-year period ending in 2018 as compared to the S&P 500. To determine awards in 2019, the Compensation Committee assigned each participant a target value of stock awards (based on a percentage of 2018 base salary), which would be awarded if the Company achieved TSR at the 50th percentile of the S&P 500. The target opportunity for awards made in 2019 was the same for each named executive officer as the target opportunity for awards made in 2018. The actual value of restricted stock units awarded could range from 50% to 200% of the target value subject to achieving TSR between the 25th and 75th percentile of the peer group. Calculations between the various performance levels are linear (which means they were determined using straight line interpolation).

Mr. De Cock’s LTIP award did not include a TSR Component because he was President of Unilin-Flooring for the majority of 2018 prior to his promotion to President—Flooring North America. As such, his LTIP award granted in the first quarter of 2019 was based solely on the 2018 business unit performance described in the following section.

The Company achieved the TSR at the 8th percentile of the peer group for the three-year period, which resulted in RSUs not being awarded for the TSR Component in 2019, as set forth in the table below:

	<b>Percentage of Base Salary Earned in RSUs</b>			
	<b>TSR Below 25th Percentile</b>	<b>TSR at 25th Percentile</b>	<b>TSR at 50th Percentile</b>	<b>TSR at 75th Percentile</b>
Jeffrey S. Lorberbaum .....	0%	35%	70%	140%
W. Christopher Wellborn .....	0%	35%	70%	140%
Bernard P. Thiers .....	0%	25%	50%	100%
Frank H. Boykin .....	0%	25%	50%	100%

***Business Unit Component.*** The financial goals for determining the number of stock awards granted in 2019 for the Business Unit Component of the LTIP were based on Company and Business Unit EPS targets for 2018. The Compensation Committee assigned each participant a target value of stock awards (based on a percentage of 2018 base salary), which would be awarded if the Company or applicable Business Unit achieved the target EPS. The threshold, target and maximum opportunities for awards made in 2019 was the same for each named

executive officer as the opportunities for awards made in 2018. The actual value of restricted stock units awarded could range from 0% to 100% of the target value in the case of Messrs. Lorberbaum and Wellborn and 0% to 80% of the target value in the case of Messrs. Boykin and Thiers. Mr. De Cock was under a different plan prior to his promotion in 2018 that only included a business unit component, which had an actual value that could range from 0% to 184% of target value. Calculations between the various performance levels are linear (which means they were determined using straight-line interpolation).

**Business Unit Opportunity (Percentage of Base Salary)\***

	<u>Threshold</u>	<u>Target</u>	<u>Maximum</u>
Jeffrey S. Lorberbaum .....	25%	50%	100%
Frank H. Boykin .....	20%	40%	80%
W. Christopher Wellborn .....	25%	50%	100%
Bernard P. Thiers .....	20%	40%	80%
Paul F. De Cock .....	0%	105%	184%

\* Subject to Maximum Pool Award

For 2018, the Compensation Committee established the Business Unit EPS Goals set forth in the following table to guide the Compensation Committee’s exercise of discretion in determining actual RSU awards in 2019 under the Business Unit Component of the long-term incentive plans. Calculations between the various performance levels are linear (which means they were determined using straight-line interpolation). For Messrs. Lorberbaum, Wellborn and Boykin, the Incentive Plan Financial Goals consisted of the Company EPS. For Mr. Thiers, the President of the Flooring Rest of World segment, and Mr. De Cock, who was serving as President of Unilin-Flooring at the time, the Incentive Plan Financial Goals consisted of the Company EPS and business unit EPS (collectively weighted at 25% and 75%).

**2018 Business Unit Financial Goals**

	<u>Company EPS</u>	<u>Flooring Rest of World EPS(1)</u>	<u>Unilin-Flooring Operating Income (in millions)(2)</u>
Threshold .....	\$13.61	\$2.29	\$82.1
Target .....	\$14.51	\$2.45	\$87.9
Maximum .....	\$15.75	\$2.79	\$94.5
2018 Performance .....	\$12.64*	\$3.50*	\$90.3*

\* Adjustments were made to exclude the impact of miscellaneous non-operating expenses.

(1) Business unit EPS is determined by dividing the adjusted operating income for each applicable business unit, less an allocation for tax and interest expenses, by the number of weighted-average diluted common shares outstanding. Net earnings for the Flooring Rest of World segment include the net earnings attributable to our intellectual property licensing business, which for purposes of determining bonus payouts are not weighted as heavily as net earnings attributable to the segment’s commercial operations.

(2) Business unit operating income is determined by the adjusted operating income of Unilin-Flooring, a subdivision of Flooring Rest of World, less certain costs and expenses. These values represent the approximate dollar value converted to U.S. dollars using the euro to dollar exchange rate of 1.12. Mr. De Cock’s 2018 business unit financial goals included this component because he was President of Unilin-Flooring for the majority of 2018 prior to his promotion to President—Flooring North America.

Based on the 2018 business unit performance shown above, our named executive officers were awarded RSUs for the LTIP Business Unit Component as set forth in the table below.

	<b>Performance Against Target</b>	<b>2019 RSUs Based on Business Unit EPS</b>
Jeffrey S. Lorberbaum .....	87%	*
Frank H. Boykin .....	87%	*
W. Christopher Wellborn .....	87%	*
Bernard P. Thiers .....	150%	3,101
Paul F. De Cock .....	108%	3,619

\* Threshold level Company EPS was not achieved for the period.

*Qualitative Assessment of Variable Component.* In conducting its qualitative assessment of management performance in 2018, the Committee considered the Company's investment of approximately \$1.5 billion in 2018 to execute our long-term strategic plan. These investments included acquiring the largest flooring company in Australia and New Zealand and one of the largest ceramic businesses in Brazil; successfully launching manufacturing facilities for quartz countertops in the United States, carpet tile in Belgium and sheet vinyl in Russia; initiating new production lines for rigid LVT in Europe and the United States and porcelain slabs in Europe; optimizing the Company's domestic transportation capabilities; initiating multiple cost-reduction strategies around the world to improve the Company's productivity, quality and service; and commencing a share repurchase program. In connection with its qualitative assessment of management's performance, the Compensation Committee noted that many factors impacting Company performance were outside of management's control. These factors included rapidly increasing inflation in raw materials, energy and freight, softer demand in the Company's major markets due to macro-economic factors, faster than expected growth of LVT in the U.S. (which impacted sales in the Company's other product categories), changing consumer preference for lower priced products, and a strong U.S. dollar that made imports to the U.S. more competitive and negatively impacted the results of our non-U.S. businesses. Taking these items into account, the Compensation Committee determined that the 2018 performance metrics related to Company EPS, which were set in expectation of another year of global economic expansion, were overly aggressive given the deteriorating environment in which the Company operated. In addition, the Compensation Committee noted that paying out awards at the threshold level for the variable component of the 2018 LTIP, other than with respect to Messrs. Thiers and De Cock who received awards related to business unit performance as described above, would competitively compensate the Company's executives and aid in the retention of the Company's management.

Our named executive officers were awarded RSUs under the variable LTIP component as set forth in the table below. The number of stock awards ultimately granted was determined by dividing the named executive officer's award value by the average daily closing prices for the Common Stock for the last thirty (30) consecutive trading days from and including February 8, 2019 (which is the date that is five days before the February 2019 Compensation Committee meeting).

	<b>Variable LTIP Award Granted in 2019</b>
Jeffrey S. Lorberbaum .....	5,788
Frank H. Boykin .....	2,339
W. Christopher Wellborn .....	5,001
Bernard P. Thiers .....	3,360
Paul F. De Cock .....	4,659

## **Perquisites and Other Executive Benefits**

Perquisites and other executive benefits are a part of our executives' overall compensation and include access to health care and other benefits. We offer additional executive perquisites at the senior leadership level, including defined contribution matching benefits, health benefits and life insurance coverage benefits as referenced in the *Summary Compensation Table*.

## **Retirement Benefits and Deferred Compensation**

Retirement benefits also fulfill an important role within our overall executive compensation objective because they provide a financial security component that promotes retention. We maintain the Mohawk Industries Retirement Savings Plan 2, a 401(k) retirement plan in which our named executive officers are eligible to participate, along with a substantial number of our employees.

We also maintain the Mohawk Industries, Inc. Senior Management Deferred Compensation Plan under which a select group of management or highly compensated employees, including our named executive officers, may elect to defer up to 25% of their pre-tax earnings and up to 100% of their year-end bonus payments and receive tax-deferred returns on those deferrals. The account balances in this plan are unfunded, and the participants have previously earned and voluntarily elected to defer these amounts in order to accumulate tax-deferred returns. We do not match contributions to the plan. Plan participants can allocate their account balances among the same investment options available under our qualified contribution retirement plan (other than investments in Company stock), which also accumulate on a tax-deferred basis.

## **Severance Pay Arrangements**

Our named executive officers participate in our general employee severance plan which provides a specified number of weeks of severance pay based on continuous service time to the Company and the reason for termination of employment. Our named executive officers, other than Mr. De Cock and Mr. Thiers, are employees at-will and do not have long-term contracts with us. See "*Employment Agreements with Named Executive Officers*" for a description of our agreements with Mr. De Cock and Mr. Thiers, including severance benefits provided thereunder and "*Potential Payments Upon Termination or Change in Control*" for a quantification of the severance benefits.

## **Stock Ownership Guidelines and Hold Periods**

Stock ownership guidelines are reviewed annually as part of the compensation planning process. The stock ownership goals for our executive officers are based on a multiple of the executive's annual base salary. The ownership multiple for our CEO is five times annual base salary, for our COO is three times annual base salary, for our CFO and business segment leaders is two times annual base salary and for our other key position holders is one times annual base salary. Stock ownership guidelines provide that each executive is expected to meet this goal within five years of his or her initial participation in the Executive LTIP. In addition, our directors are expected to own three times their annual retainer within five years of their election. For purposes of our stock ownership guidelines, ownership includes shares of Common Stock, unvested RSUs and in-the-money options subject to time vesting. The stock ownership guidelines may require directors and executives to continue to hold awards or shares of Common Stock after the applicable vesting periods have expired.

As of April 3, 2020, all of our directors and executive officers have met their stock ownership requirements.

## **Policy on Hedging Transactions**

The Company believes that hedging against losses in the Company's shares by the Company's leadership breaks the alignment between stockholders and management. Moreover, the Company is concerned that engaging in derivative transactions with respect to the Company's securities may focus management attention on short-term performance and may enhance the risk that members of management—knowingly or unknowingly—trade in the Company's securities while in the possession of material non-public information. Accordingly, the Company has adopted a policy that prohibits directors and officers from engaging in a variety of hedging transactions with respect to the Company's common stock, including "short sales," "short sales against the box," and buying or selling put or call options. This anti-hedging policy does not extend to all employees of the Company but is limited to our directors and officers.

## **Tax Considerations**

Section 162(m) of the U.S. Internal Revenue Code ("Section 162(m)") places a limit of \$1,000,000 on the amount of compensation that we can deduct in any one year with respect to any one of our named executive officers. While certain exemptions from Section 162(m)'s deduction limit are no longer available, the Compensation Committee generally considers the tax deductibility of particular payments and awards as one factor among many when designing the Company's executive compensation programs. In order to maintain flexibility in compensating our executives, the Compensation Committee reserves the right to use its judgment to authorize compensation payments that may be subject to the limit when the Compensation Committee believes such payments are appropriate.

## **Compensation Risk Review**

We have assessed the incentive compensation policies and practices for our employees and concluded that they do not create risks that are reasonably likely to have a material adverse effect on the Company. The Company's compensation policies and practices were evaluated to ensure that they do not foster risk-taking above the level of risk associated with the Company's business model.

## EXECUTIVE COMPENSATION

Decisions and recommendations regarding the compensation of our executives are made by a three-member Compensation Committee composed entirely of independent directors, as determined by the Board of Directors. The following is a report of the Compensation Committee concerning our executive compensation policies for 2019.

### Compensation Committee Report

The Compensation Committee of the Board of Directors oversees the compensation programs of the Company on behalf of the Board of Directors. In fulfilling its oversight responsibilities, the Compensation Committee reviewed and discussed with management of the Company the “*Compensation Discussion and Analysis*” included in this proxy statement and based on such review and discussions recommended to the Board of Directors that the “*Compensation Discussion and Analysis*” be included in this proxy statement and the Company’s Annual Report on Form 10-K for the year ended December 31, 2019 filed with the SEC.

#### Compensation Committee

Karen A. Bogart—Chair

Joseph A. Onorato

William H. Runge III

## 2019 Summary Compensation Table

The following table presents certain summary information concerning compensation paid or accrued by the Company for services rendered in all capacities during the years ended December 31, 2019, 2018, and 2017 for (i) the Principal Executive Officer and the Principal Financial Officer of the Company, (ii) the Company's former Principal Financial Officer, and (iii) each of the three other most highly compensated executive officers of the Company (determined as of December 31, 2019) (collectively, the "Named Executive Officers").

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Non-Equity Incentive Plan Compensation \$(1)	All Other Compensation \$(2)	Total (\$)
Jeffrey S. Lorberbaum Chief Executive Officer	2019	1,239,343		1,200,113(3)	669,245	17,716	3,126,417
	2018	1,206,173		2,757,320	651,334	16,658	4,631,485
	2017	1,173,891		2,069,794	1,760,837	13,190	5,017,713
Glenn R. Landau (4) Executive Vice President and Chief Financial Officer	2019	613,630		1,440,952(3)	331,360	234,044	2,619,986
W. Christopher Wellborn President and Chief Operating Officer	2019	1,070,889		1,037,001(3)	578,280	14,678	2,700,848
	2018	1,042,228		2,382,731	562,803	14,578	4,002,340
	2017	1,014,333		1,788,396	1,369,350	13,643	4,185,723
Bernard P. Thiers (5) President — Flooring ROW	2019	693,626		857,441(3)	535,931	—	2,086,998
	2018	692,049		1,228,681	620,959	—	2,541,690
	2017	705,958		820,553	743,974	—	2,270,485
Paul F. De Cock President — Flooring NA	2019	640,000	250,000(6)	798,002(3)	288,000	677,997	2,653,999
	2018	559,880		1,737,515	460,239	—	2,757,635
Frank H. Boykin (7) Former Chief Financial Officer	2019	162,482		538,821(3)	0	738,718	1,440,021
	2018	649,928		1,155,719	292,468	13,062	2,111,177
	2017	632,534		886,470	711,600	12,146	2,242,750

(1) Represents the amount of incentive bonus earned under the Annual Incentive Plan. For more information regarding the Annual Incentive Plan, see "Compensation Discussion and Analysis."

(2) Amounts include 401(k) matching contributions and disability and insurance coverage benefits for each Named Executive Officer. Amounts also include auto benefits for Messrs. Lorberbaum, and Boykin. With respect to Messrs. Landau and De Cock, amounts include relocation expenses of \$219,556 and \$662,899, respectively. With respect to Mr. Boykin, amount includes \$718,983 he received for consulting services he provided to the Company from April 1, 2019 to December 31, 2019.

(3) Represents restricted stock units awarded pursuant to the Senior Executive LTIP for performance during the three-year period ended December 31, 2018 and granted on March 4, 2019. The grant date fair value of the restricted stock units is equal to the number of units issued times the closing trading price of the Company's stock on the grant date (\$138.23). Amount for Mr. Landau also includes 11,268 restricted stock units granted upon his appointment to Executive Vice President and Chief Financial Officer on April 1, 2019. The grant date fair value of the restricted stock units granted to Mr. Landau is equal to the number of units issued times the closing trading price of the Company's stock on the grant date (\$127.88).

(4) On April 1, 2019, Mr. Landau was appointed as the Company's Executive Vice President and Chief Financial Officer.

(5) Mr. Thiers' salary is paid in euro and calculated pursuant to his service agreement. Amounts reported in U.S. dollars fluctuate based on changes in foreign exchange rates. This amount represents the approximate dollar value of his base salary and annual incentive award, converted to U.S. dollars using the euro to dollar exchange rate of 1.12 for 2019, 1.15 for 2018, and 1.2 for 2017.

(6) Cash bonus paid in connection with Mr. De Cock’s promotion to President of Flooring North America.

(7) On March 31, 2019, Mr. Boykin retired from his position as Chief Financial Officer of the Company. Amount shown in the 2019 salary column includes his CFO base salary payments totaling \$162,482 for the first quarter of 2019.

### 2019 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts under Non-Equity Incentive Plans(1)			All Other Stock Awards: Shares of Stock Units (#)	Grant Date Fair Value of Stock Awards(\$)(2)
		Threshold (\$)	Target (\$)	Maximum (\$)		
Jeffrey S. Lorberbaum	3/4/19	669,245	1,115,409	1,859,015	8,682	1,200,113
Glenn R. Landau	4/1/19	331,360	552,267	828,401	11,268	1,440,952
W. Chris Wellborn	3/4/19	578,280	963,800	1,445,700	7,502	1,037,001
Bernard P. Thiers	3/4/19	293,380	488,967	756,000	6,203	857,441
Paul F. De Cock	3/4/19	288,000	480,000	720,000	5,773	798,002
Frank H. Boykin	3/4/19	n/a	n/a	n/a	3,898	538,821

(1) Represents threshold, target and maximum bonus opportunities under the Annual Incentive Plan. The actual amount of incentive bonus earned by each Named Executive Officer in 2019 under the Annual Incentive Plan is reported under the Non-Equity Incentive Plan Compensation column in the “*Summary Compensation Table*.” Additional information regarding the design of the Annual Incentive Plan is included in the “*Compensation Discussion and Analysis*.”

(2) Represents the per unit grant date fair value of \$138.23 on March 4, 2019 and \$127.88 on April 1, 2019. The grant date fair value of RSUs is equal to the number of units issued times the closing trading price of the Company’s stock on the day of grant.

### Employment Agreements with Named Executive Officers

On November 4, 2009, the Company entered into an employment agreement with Mr. Wellborn that reflected his expanded responsibilities as President and Chief Operating Officer of the Company. Mr. Wellborn’s employment agreement expired on December 31, 2019, and he no longer has an employment agreement with the Company.

Pursuant to the terms of the employment agreement, Mr. Wellborn received a base salary of \$1,070,889 in 2019. Mr. Wellborn was also eligible to earn an annual bonus of up to 135% of his base salary. Additionally, on November 4, 2009, the Company granted to Mr. Wellborn 90,000 RSU’s, which vested and converted to shares of Common Stock ratably on October 31 of each year from 2014 through 2019. On November 5, 2010, Mr. Wellborn received a grant of an additional 60,000 RSU’s pursuant to his employment agreement, which vested and converted to shares on December 31, 2019.

On December 29, 2018, a wholly owned subsidiary of the Company entered into an employment agreement with Mr. De Cock, reflecting his promotion to President—Flooring North America. The agreement provides for an annual base salary of \$640,000 and an annual bonus up to 112.5% of his base salary. On December 1, 2018, Mr. Paul De Cock received a grant of 7,809 RSUs (the “Special Award”), which are scheduled to vest and convert into shares on December 1, 2023. If Mr. Paul De Cock is terminated without “cause” or if Mr. Paul De Cock resigns for “good reason,” (i) the RSUs underlying the Special Award will continue to vest according to the original schedule and (ii) the Company will pay to Mr. De Cock an amount equal to two times his base salary plus two times his targeted annual cash bonus. Mr. De Cock is prohibited from competing with the Company or soliciting employees of the Company for two years following his separation from the Company. Mr. Paul De Cock’s employment agreement is for an indefinite term.

On February 9, 2009, the Company’s Mohawk International Services BVBA subsidiary and Comm. V. “Bernard Thiers” entered into a service agreement pursuant to which Mr. Thiers provides his services to the Flooring Rest of World segment. The 2009 agreement was renewed on March 11, 2014 and again on December 18, 2018. Pursuant to the agreement, Mr. Thiers received an annual base amount of \$651,955 (€582,000) in 2019 and an annual retainer amount of \$41,671 (€37,200). Mr. Thiers is also eligible for an annual bonus of up to 115% of the base amount. Unilin will reimburse all reasonable expenses incurred for services rendered to the Flooring Rest of World segment. The service agreement restricts Mr. Thiers from providing services to competing companies or soliciting employees or customers for two years following termination. The initial term of the renewed agreement expires on December 31, 2023. The agreement may be terminated (i) by the Company for serious cause at any time without liability, (ii) by the Company at any time other than for serious cause with payment to Mr. Thiers of 1.85 times his annual base amount or (iii) by the Company on 22 months’ notice. Pursuant to agreements dated March 7, 2014, March 9, 2015, March 1, 2016, March 7, 2017, March 5, 2018, March 4, 2019 and March 4, 2020 between the Company and Mr. Thiers, Mr. Thiers has agreed not to transfer any shares of Common Stock issued to Mr. Thiers upon the vesting of restricted stock units granted to Mr. Thiers on the agreement dates for a period of two years following the vesting dates.

Amounts in Euros have been converted to U.S. Dollars based on a 1.12 exchange rate for 2019.

### 2019 Outstanding Equity Awards at Year-End

The following table sets forth information on outstanding equity awards for each of the Named Executive Officers on December 31, 2019.

Name	Option Awards			Stock Awards	
	Shares Underlying Unexercised Options (#) Exercisable	Option Exercise Price (\$)	Option Expiration Date	Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Jeffrey S. Lorberbaum				4,468(2) 7,709(3) 8,682(4)	609,346 1,051,353 1,184,051
Glenn R. Landau				3,756(5) 7,512(6)	512,243 1,024,487
W. Christopher Wellborn				3,864(2) 6,662(3) 7,502(4)	526,972 908,564 1,023,123
Bernard P. Thiers(1)	11,825 11,510 39,160	57.34 57.34 66.14	2/22/2021 2/22/2021 2/21/2022		
				1,744(2) 3,435(3) 6,203(4)	237,847 468,465 845,965
Paul F. De Cock				1,192(2) 2,062(3) 5,773(4) 7,809(7)	162,565 281,216 787,322 1,064,991
Frank H. Boykin				1,889(2) 3,231(3) 3,898(4)	257,622 440,644 531,609

(1) All of the stock options held by Mr. Thiers are fully exercisable.

(2) Restricted stock units granted on March 7, 2017, in connection with each executive’s long-term incentive plan award for 2016 and scheduled to vest ratably over three years on each of the first three anniversaries of the grant date.

(3) Restricted stock units granted on March 5, 2018, in connection with each executive’s long-term incentive plan award for 2017 and scheduled to vest ratably over three years on each of the first three anniversaries of the grant date.

(4) Restricted stock units granted on March 4, 2019, in connection with each executive’s long-term incentive plan award for 2018 and scheduled to vest ratably over three years on each of the first three anniversaries of the grant date.

(5) Restricted stock units granted on April 1, 2019, as a sign-on equity award in connection with Mr. Landau’s appointment to Executive Vice President and Chief Financial Officer. Half of the RSUs will vest on the second anniversary of the grant date and half of the RSUs will vest on the third anniversary of the grant date.

(6) Restricted stock units granted on April 1, 2019, as a retention equity award in connection with Mr. Landau’s appointment to Executive Vice President and Chief Financial Officer. The RSUs are scheduled to vest on April 1, 2024.

(7) Restricted stock units granted on December 1, 2018, in connection with Mr. De Cock’s promotion to President of Flooring North America. The RSUs are scheduled to vest on December 1, 2023.

(8) Based on the closing trading price of the Common Stock on December 31, 2019 (\$136.38).

### 2019 Option Exercises and Stock Vested

The following table sets forth certain information regarding option exercises and RSUs that vested during 2019:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting \$(1)
Jeffrey S. Lorberbaum . . . . .	—	—	14,277	1,918,734
Frank H. Boykin . . . . .	—	—	6,000	806,281
W. Christopher Wellborn . . .	—	—	87,340	11,991,899
Bernard P. Thiers . . . . .	—	—	5,714	767,859
Paul F. De Cock . . . . .	—	—	3,823	513,823
Glenn R. Landau . . . . .	—	—	—	—

(1) Based on the closing trading price on the applicable vesting dates.

### 2019 Nonqualified Deferred Compensation

Name	Executive Contributions in the Last FY \$(1)	Registrant Contributions in the Last FY (\$)	Aggregate Earnings in Last FY (\$) (2)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at FYE\$(3)
Jeffrey S. Lorberbaum . . . . .	—	—	—	—	—
Glenn R. Landau . . . . .	—	—	—	—	—
W. Christopher Wellborn . . .	—	—	515,842	—	2,443,252
Bernard P. Theirs . . . . .	—	—	—	—	—
Paul De Cock . . . . .	—	—	—	—	—
Frank H. Boykin . . . . .	58,922	—	346,874	—	2,838,807

(1) Reflects elective deferrals under the Senior Management Deferred Compensation Plan. These amounts are included in the amount reported as “Salary” in the “Summary Compensation Table” for 2019.

(2) Aggregate earnings are not included in the “*Summary Compensation Table*” because such earnings are not above-market or preferential interest rates.

(3) Includes amounts of employee contributions representing compensation earned and deferred in prior years that were reported in the Summary Compensation Table for the year in which earned or would have been so reported if the officer had been a named executive officer in such year.

The Senior Management Deferred Compensation Plan is a nonqualified deferred compensation plan pursuant to which certain members of senior management of the Company, including the named executive officers, may elect to defer up to 25% of their annual base salary and up to 100% of their incentive cash bonus. Deferral elections are due before January 1 of each year, and are irrevocable. The Company directs a trustee to invest the assets which are held in an irrevocable rabbi trust. In order to provide for an accumulation of assets comparable to the contractual liabilities accruing under the plan, the Company may direct the trustee in writing to invest the assets held in the trust to correspond to the hypothetical investments made for participants in accordance with their direction. Deferred amounts are credited with earnings or losses based on the rate of return of mutual funds in which the assets are invested. The participant must make an election regarding payment terms at least twelve (12) months before payment, which may be either a lump sum, or annual installments of from two (2) to ten (10) years. If a participant dies before receiving the full value of the deferral account balances, the designated beneficiary would receive the remainder of that benefit. All accounts would be immediately distributed upon a change in control of the Company.

### **Equity Compensation Plan Information**

The following table gives information about the Common Stock that may be issued under the Company’s existing equity compensation plans as of December 31, 2019:

<u>Plan Category</u>	<u>Number of Shares to be Issued Upon Exercise of Outstanding Options</u>	<u>Weighted Average Exercise Price of Outstanding Options</u>	<u>Number of Shares Available for Future Issuance Under Equity Compensation Plan</u>
Equity Compensation Plans Approved by Stockholders(1) . . . . .	482,369(2)	\$62.86(3)	2,530,539(4)
Equity Compensation Plans Not Approved by Stockholders . . . . .	—	—	—

(1) Includes the Mohawk Industries, Inc. 2017 Incentive Plan, 2012 Incentive Plan and 2007 Incentive Plan.

(2) This amount consists of 63,115 stock options outstanding and 419,254 restricted stock unit awards outstanding.

(3) Calculation of weighted average exercise price of outstanding awards includes stock options but does not include restricted stock units that convert to shares of Common Stock for no consideration.

(4) All of such shares are available for issuance pursuant to grants of full-value awards.

### **Potential Payments upon Termination of Employment or Change in Control**

Each of our named executive officers, other than Messrs. De Cock and Thiers, are entitled to participate in the Company’s severance plan that is available to all employees. In addition, as described above under “*Employment Agreements with Named Executive Officers*” the Company is party to an employment agreement with Mr. De Cock and a service agreement with Mr. Thiers, each of which specify the payments and benefits to which such executives are entitled upon a termination of employment for specified reasons.

The following table shows the estimated value of benefits payable to each of the named executive officers other than Mr. Boykin (i) if their service had been terminated under various circumstances as of December 31, 2019, or (ii) upon a change in control of the Company as of December 31, 2019. The amounts shown in the table exclude accrued but unpaid base salary, unreimbursed employment-related expenses, accrued but unpaid vacation pay (which payments and reimbursements would be made to all salaried employees), distributions under our 401(k) retirement plan (which plan is generally available to all of our salaried employees), payments under the Company’s severance plan (which plan is generally available to all of our salaried employees), and the value of equity awards that were vested by their terms as of December 31, 2019. The table also excludes the named executive officers’ vested account balances under the Senior Management Deferred Compensation Plan (the estimated value of which is reflected above under “2019 Nonqualified Deferred Compensation”).

	<u>Involuntary Termination (\$)</u>	<u>Termination For Cause; Voluntary Resignation (\$)</u>	<u>Death(\$)</u>	<u>Disability(\$)</u>	<u>Retirement(\$)</u>	<u>Change in Control(\$)</u>
Jeffrey S. Lorberbaum						
<i>Value of Equity Acceleration</i>	—	—	2,844,750(3)	2,844,750(3)	2,844,750(5)	2,844,750(3)
<i>Insurance</i>	—	—	1,239,343(4)	—	—	—
W. Christopher Wellborn						
<i>Cash Severance</i>	3,096,078(1)	—	—	—	—	—
<i>Value of Benefits</i>	29,356(2)	—	—	—	—	—
<i>Value of Equity Acceleration</i>	—	—	2,458,659(3)	2,458,659(3)	2,458,659(5)	2,458,659(3)
<i>Insurance</i>	—	—	1,070,889(4)	100,000(4)	—	—
Glenn R. Landau						
<i>Value of Equity Acceleration</i>	—	—	1,536,730(3)	1,536,730(3)	1,536,730(5)	1,536,730(3)
<i>Insurance</i>	—	—	775,000(4)	3,360,000(4)	—	—
Bernard P. Thiers						
<i>Cash Severance</i>	1,206,117(1)	—	—	—	—	—
<i>Value of Equity Acceleration</i>	—	—	1,552,277(3)	1,552,277(3)	1,552,277(5)	1,552,277(3)
<i>Insurance</i>	—	—	—	—	—	—
Paul De Cock						
<i>Cash Severance</i>	2,240,000(1)	—	—	—	—	—
<i>Value of Equity Acceleration</i>	—	—	2,296,094(3)	2,296,094(3)	—	2,296,094(3)
<i>Insurance</i>	—	—	—	—	—	—
<b>Total</b>	<b>6,571,551</b>	<b>—</b>	<b>13,773,742</b>	<b>14,148,510</b>	<b>8,392,416</b>	<b>10,688,510</b>

(1) Pursuant to his employment agreement that expired on December 31, 2019 and is no longer in effect, the amount shown for Mr. Wellborn is the sum of (i) two times his 2019 base salary, which would be payable over two years following termination, and (ii) 90% of his base salary for 2019 less the amount that the Company contributed to Mr. Wellborn’s 401(k) account during 2019 (to be paid once during each of the two fiscal years following the year in which the termination occurs). With respect to Mr. Thiers, amount shown is 1.85 times his 2019 base salary, payable in a lump sum. For purposes of the table, we have assumed that the Company elects to terminate Mr. Thiers’ employment immediately in exchange for the lump sum disclosed above. Mr. Thiers is not entitled to any continuation of benefits during the 22-month notice period. With respect to Mr. De Cock, amount shown is the sum of (i) two times his 2019 base salary and (ii) two times his annual cash bonus that would have been paid at the target level for 2019, payable quarterly in eight equal installments following termination.

(2) Pursuant to his employment agreement that expired on December 31, 2019 and is no longer in effect, the amount shown reflects the cost to the Company, based on 2019 rates, of Mr. Wellborn’s continued participation in the Company’s employee benefit plans for two years following termination.

(3) Reflects the value of unvested options and RSUs that vest upon the designated event, in each case based on the closing market price of the Common Stock on December 31, 2019 (\$136.38). Pursuant to the 2012 Plan and the 2017 Plan, unvested stock options and RSUs vest upon a change in control, assuming in the case of

the 2012 Plan or the 2017 Plan that such awards are not assumed or otherwise equitably converted in connection with the change in control. If the awards are assumed or otherwise equitably converted in connection with the change in control, then the outstanding unvested stock options and RSUs granted under the 2012 Plan or the 2017 Plan will vest if the executive's employment is terminated without cause or he resigns with good reason (as defined in the 2012 Plan or the 2017 Plan) within one year following the change in control. Under each of the plans, unvested stock options and RSUs vest upon the executive's termination of employment due to death or disability.

(4) Reflects life insurance benefit equal to one times the then current annual salary and a disability benefit equal to \$20,000 per month until the executive reaches the age of 65. The Company does not provide life or disability insurance benefits to Mr. Thiers or Mr. De Cock.

(5) Pursuant to the terms of the 2012 Incentive Plan and the 2017 Incentive Plan, an executive participating in the plan is eligible for retirement upon reaching the age of 60 following 10 years of continuous service to the Company. Upon retirement, any RSUs held by the executive continue to vest on their normal terms subject to forfeiture if the executive competes with the Company during the vesting period. Mr. Lorberbaum, Mr. Wellborn and Mr. Thiers are eligible for retirement.

### **CEO Pay Ratio**

The following ratio compares the fiscal year 2019 annual total compensation of our median-paid employee (which we identified in 2017) with the fiscal year 2019 annual total compensation of Jeffrey S. Lorberbaum, our CEO. The pay ratio included below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K (the "pay ratio rule"). We selected October 1, 2017 as the date to identify our median employee. We do not believe that there were any changes in our employee population or employee compensation arrangements that would significantly impact our disclosure pursuant to the pay ratio rule. Accordingly, we will continue to use the compensation of the median employee identified in 2017 to calculate the ratio required by the rule.

The compensation measure that we used in 2017 to identify our median employee was base wages paid to all employees other than our CEO, as reflected in our payroll records. This compensation measure was consistently applied to all our employees included in the calculation. We annualized base wages for all full-time employees. We did not annualize base wages for part-time employees.

As of October 1, 2017, we had a total of 38,762 worldwide employees, 20,900 of which resided in the United States. For purposes of identifying the median employee in 2017, we included 37,110 employees in our median employee analysis, excluding all of our employees located in each of Brazil (53), China (36), Czech Republic (229), Greece (7), India (5), Ireland (195), Kazakhstan (3), Latvia (18), Malaysia (792), Poland (170), Romania (31) and Ukraine (113). The total number of excluded employees was 1,652, which represents less than 5% of our total employee population. We used exchange rates in effect as of January 1, 2018, to convert compensation data from the local currencies in which it was paid into U.S. dollars.

We calculated the annual total compensation for the median employee using the same methodology we use for our named executive officers as set forth in the Summary Compensation Table in this proxy statement. The annual total compensation of our CEO for fiscal year 2019 was \$3,126,417 and the annual total compensation for fiscal year 2019 of our median employee was \$42,999. The resulting ratio of the annual total compensation of our CEO to the annual total compensation of our median employee for 2019 is 73:1.

## **Certain Relationships and Related Transactions**

The Company's written Related Person Transaction Policy (the "Policy") can be obtained from the Company's website at [ir.mohawkind.com](http://ir.mohawkind.com) under the heading "Investors" and the subheading "Corporate Governance." The Policy includes guidelines for identifying, reviewing, approving and ratifying Related Person Transactions, as defined in the Policy. Related Person Transactions include any transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company was, is or will be a participant and the amount involved exceeds \$120,000, and in which persons designated in the Policy had, have or will have a direct or indirect material interest. Related Person Transactions are submitted to the Audit Committee for consideration, approval or ratification, after consideration of the relevant facts and circumstances of a particular Related Person Transaction, including but not limited to: (i) the benefits to the Company; (ii) the impact on a director's independence in the event the transaction involves a director or a person related to the director; (iii) the availability of other sources for comparable products or services; (iv) the terms of the transaction; (v) the terms available to unrelated third parties or to employees generally; and (vi) whether the potential Related Person Transaction is consistent with the Company's Standards of Conduct and Ethics.

The son-in-law of Mr. Bernard Thiers, Ludovic Billet, is an executive of Triplaco nv ("Triplaco"), a value-added reseller of panels and a customer of the Flooring Rest of World segment. Mr. Billet's family has a significant ownership stake in Triplaco, which purchased \$1,194,842 (€1,066,823) in panels from the Company's Flooring Rest of World segment in 2019. The son of Mr. Thiers, Yves Thiers, is an employee in the Company's Flooring Rest of World segment, with \$236,550 paid in compensation for 2019.

The son of Mr. Jeffrey Lorberbaum, Brian Lorberbaum, is an employee in the Company's Flooring North America segment, with \$123,718 paid in compensation for 2019.

Amounts in Euros have been converted to U.S. Dollars based on a 1.12 exchange rate for 2019.

## **Compensation Committee Interlocks and Insider Participation**

During 2019, Dr. Bogart and Messrs. Onorato and Runge served as members of the Compensation Committee. None of the Compensation Committee members was, during 2019 or formerly, an officer or employee of the Company or any of its subsidiaries or had any relationship requiring disclosure under Item 404 of Regulation S-K. During 2019, none of the Company's executive officers served as a member of the board of directors or compensation committee of any entity that had one or more executive officers serving as a member of the Company's Board of Directors or Compensation Committee.

### **PROPOSAL 3 — ADVISORY VOTE ON EXECUTIVE COMPENSATION**

Pursuant to Section 14A of the Exchange Act, we are providing our stockholders with the opportunity to vote to approve, on an advisory (nonbinding) basis, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the SEC's rules.

As described in detail under the heading "*Compensation Discussion and Analysis*," our executive compensation programs are designed to attract, motivate and retain our named executive officers, who are critical to our success. Under these programs, our named executive officers are rewarded for the achievement of specific annual, long-term and strategic goals, business unit goals, corporate goals, and the realization of increased stockholder value. Please read the "*Compensation Discussion and Analysis*" for additional details about our executive compensation programs, including information about the 2019 compensation of our named executive officers.

The Compensation Committee continually reviews the compensation programs for our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our stockholders' interests and current market practices. We are asking our stockholders to indicate their support for our named executive officer compensation as described in this proxy statement. This proposal, commonly known as a "say-on-pay" proposal, gives our stockholders the opportunity to express their views on our named executive officers' compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies and practices described in this proxy statement. Accordingly, we will ask our stockholders to vote for the following resolution at the Annual Meeting:

"RESOLVED, that the Company's Stockholders approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the "*Compensation Discussion and Analysis*," the executive compensation tables and related narrative executive compensation disclosure in this proxy statement."

The say-on-pay vote is advisory, and therefore not binding on the Company, the Compensation Committee or our Board of Directors. Our Board of Directors and our Compensation Committee value the opinions of our stockholders and to the extent there is any significant vote against the named executive officer compensation as disclosed in this proxy statement, they will consider our stockholders' concerns and the Compensation Committee will evaluate whether any actions are necessary to address those concerns.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE APPROVAL OF PROPOSAL 3.**

## Principal Stockholders of the Company

The following table sets forth certain information with respect to the beneficial ownership of the Common Stock as of March 16, 2020, by (i) each person who is known by the Company to beneficially own more than five percent (5%) of the outstanding shares of the Common Stock, (ii) each of the Company's directors and nominees, (iii) each of the named executive officers, and (iv) all of the Company's directors and executive officers as a group. Unless otherwise indicated, the holders listed below have sole voting and investment power with respect to all shares of Common Stock beneficially owned by them.

<u>Name of Beneficial Owner</u>	<u>Number of Shares of Common Stock Beneficially Owned</u>	<u>Percent of Class</u>
Jeffrey S. Lorberbaum (1) . . . . .	10,342,291	14.5
Aladdin Partners, L.P. (2) . . . . .	8,231,485	11.6
The Vanguard Group (3) . . . . .	6,404,813	9.0
BlackRock, Inc. (4) . . . . .	4,261,433	6.0
Filip Balcaen (5) . . . . .	2,277,398	3.0
Bruce C. Bruckmann . . . . .	288,346	*
Bernard P. Thiers (6) . . . . .	230,308	*
W. Christopher Wellborn . . . . .	115,372	*
Joseph A. Onorato . . . . .	16,566	*
Frank H. Boykin (7) . . . . .	10,527	*
Paul De Cock . . . . .	9,932	*
Karen A. Bogart . . . . .	9,451	*
Richard C. Ill . . . . .	8,747	*
William H. Runge III . . . . .	5,035	*
Glenn R. Landau . . . . .	-	*
John M. Engquist . . . . .	-	*
All directors and executive officers as a group (15 persons) . . . . .	13,313,973	18.5

\* Less than one percent.

(1) The address of Mr. Lorberbaum is 160 South Industrial Boulevard, Calhoun, Georgia 30701. Includes 8,231,485 shares held by Aladdin Partners, L.P. (see footnote 2). Also includes 106,197 shares owned by The Alan S. Lorberbaum Family Foundation of which Mr. Lorberbaum is a trustee and may share voting and investment power. Includes 439,140 shares held by Dalton Partners, L.P. and 420,668 shares held by Dalton Fund, L.P. over which Mr. Lorberbaum has voting and dispositive power. Includes 315,002 shares held by a family trust for the benefit of Mr. Lorberbaum over which Mr. Lorberbaum shares voting and dispositive power. Includes 140,000 shares owned by Cuddy Holdings LP ("Cuddy"). Mr. Lorberbaum owns one-third of the voting shares of Helm Management Corporation, which holds 1,646 shares and is the sole general partner of Cuddy, and may share voting and dispositive power with respect to all such shares. Includes 184,719 shares held by a family trust for the benefit of Ms. Suzanne Helen, Mr. Lorberbaum's sister, and 396,435 shares held by SLH Partners, L.P. and 57,953 shares held by SLH Fund, L.P., over all three of which Ms. Helen has voting and dispositive power. Mark Lorberbaum, Mr. Lorberbaum's brother, and Ms. Helen each owns one-third of the voting shares of Helm Management Corporation, which is the sole general partner of Cuddy, and may share voting and dispositive power with respect to all such shares. Includes 14,300 shares held by The MCL Family Funds Trust that have been pledged as security for certain undrawn loan obligations. Mr. Lorberbaum disclaims beneficial ownership of all shares described above to the extent he does not have a pecuniary interest. Includes 194 shares held in the Company's 401(k) Plan and 34,746 shares directly held.

(2) The address of Aladdin Partners, L.P. is 160 South Industrial Boulevard, Calhoun, Georgia 30701. ASL Management Corp. is a general partner of Aladdin Partners, L.P. and shares voting and investment power with respect to these shares. Mr. Lorberbaum is the owner of 100% of the outstanding voting stock of ASL Management Corp. and may share voting and investment power with respect to these shares. Each of ASL Management Corp. and Mr. Lorberbaum disclaim beneficial ownership of the shares held by Aladdin Partners, L.P. to the extent they do not have a pecuniary interest. Aladdin Partners, L.P. has pledged 275,000 shares as security for certain undrawn loan obligations.

(3) Based upon an amended Schedule 13G filed with the SEC on February 12, 2020 by The Vanguard Group. The address of The Vanguard Group is 100 Vanguard Blvd. Malvern, PA 19355.

(4) Based upon a Schedule 13G filed with the SEC on February 5, 2020 by BlackRock, Inc. The address of BlackRock is 55 East 52<sup>nd</sup> Street, New York, New York 10055.

(5) Includes 1,114,473 shares held by Enterhold SA and 1,160,751 shares held by Floorenter NV.

(6) Includes 62,495 shares issuable upon the exercise of currently vested options and 130,106 shares held by a family limited partnership.

(7) Includes 155 shares owned pursuant to the Company's 401(k) plan.

## DELINQUENT SECTION 16(a) REPORTS

Section 16(a) of the Exchange Act requires the Company's directors and executive officers, and persons who own more than ten percent of the Company's Common Stock, to file with the SEC initial reports of ownership and reports of changes in ownership of Common Stock and other equity securities of the Company. Directors, executive officers and greater than ten percent stockholders are required by SEC regulation to furnish the Company copies of all Section 16(a) reports they file. On August 15, 2019, Filip Balcaen, Director of the Company, purchased 12,500 shares of Common Stock, which purchase was reported on a Form 4 filed on August 20, 2019.

## CORPORATE GOVERNANCE

### General

The Board of Directors and the Governance Committee consider the experience, skills and characteristics of candidates for Board membership as well as each Board member on an annual basis. The Board and the Committee seek the most capable directors and candidates who possess the appropriate characteristics, skills and experience to make a significant contribution to the Board, the Company and its stockholders. The Board considers gender, race, nationality, language skills and other personal characteristics in this process. In this regard, the Board of Directors and the Governance Committee are committed to including highly qualified women and individuals from minority groups in the pool of candidates for Board membership.

The Company's Board of Directors is well qualified, and each director has the requisite experience, skills and characteristics to serve on the Board. Among or in addition to the backgrounds and experiences described in "*Director, Director Nominee and Executive Officer Information*":

- Mr. Lorberbaum, our Chairman and CEO, brings over 30 years of management and executive experience in the flooring industry and is a significant stockholder.
- Mr. Wellborn, our President and Chief Operating Officer, brings over 30 years of experience in the manufacturing and finance sectors, with approximately 20 years as an executive in the flooring industry.
- Mr. Balcaen brings over 30 years of management and executive experience in the flooring industry, specifically in the European LVT, vinyl and carpet industries.
- Dr. Bogart brings broad executive experience, including in the consumer products sector and in Asia, with domestic and multi-national public and private companies in various industries, together with service on another public company board of directors.
- Mr. Bruckmann brings significant experience in corporate finance and capital markets, together with service on other public company boards of directors.
- Mr. Engquist brings significant executive and board experience with a public integrated equipment services company, including service as a Chief Executive Officer, President and Executive Chairman.
- Mr. Onorato brings significant executive and financial experience with public, global manufacturing companies, including service as both a Chief Financial Officer and as a Treasurer, together with service on another public company board of directors.
- Mr. Runge has extensive experience working with companies to transform operations, catapult growth and accelerate results. Working as an independent advisor, he has served in CFO, COO, CEO and Controller roles in the manufacturing, distribution and service industries.

The Board of Directors has determined that a combined Chairman and Chief Executive Officer position is most appropriate for the Company at this time. Mr. Lorberbaum has served in this combined role since 2004. The Board of Directors believes that Mr. Lorberbaum, who is also a significant stockholder of the Company, has efficiently conducted the business and affairs of the Company and believes that he has provided effective

leadership and guidance as the Chairman in the management of the Company's risk profile and pursuit of its strategic goals. The Board of Directors does not have one independent lead director; rather, the Board has determined that each of the three independent chairs of the Audit, Compensation and Governance Committees will also provide Board leadership by presiding at the Board's executive sessions on a rotating basis.

Each member of the Board of Directors is required to submit his or her resignation to the Board of Directors upon the expiration of the term of service in which his or her 75<sup>th</sup> birthday occurs. Similarly, each director is required to submit his or her resignation upon a failure to receive a majority of the votes cast in any uncontested election for which they are a nominee. In each case, the Board of Directors is not required to accept such resignation, and the Board of Directors will consider a variety of factors when determining whether any director might continue his or her service on the board.

The Board of Directors provides oversight of the financial, operational, legal and other business risks to the Company on an ongoing basis. Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. The Company faces a number of risks, including economic, financial, cybersecurity, legal and regulatory risks and others, such as the impact of competition. Management is responsible for the day-to-day management of the risk that we face, while the Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board is responsible for satisfying itself that the Company's risk management processes are adequate and functioning as designed.

While the Board is ultimately responsible for risk oversight, the Audit Committee has primary responsibility for the financial, legal, cybersecurity and other operational risks, and the Compensation Committee assesses the risks associated with our compensation practices. Each of the Committees routinely reports to the full Board on material issues considered by such Committee, which may include issues of risk.

### **Nomination Process for the Board of Directors**

The Governance Committee evaluates candidates for the Board of Directors identified by its members, other Board members, as well as the Company's management and stockholders. The Governance Committee from time to time may also retain a third-party executive search firm to identify qualified candidates for membership on the Board of Directors. A stockholder who wishes to recommend a prospective nominee for consideration by the Governance Committee should follow the procedures set forth below under "*Stockholder Proposals.*"

Once the Governance Committee has identified a prospective nominee, it makes an initial determination as to whether to conduct a full evaluation. In evaluating a prospective nominee, the Governance Committee may consider among other things, the following criteria: the ability of the prospective nominee to represent the interests of the stockholders; the prospective nominee's standards of integrity, commitment and independence of thought and judgment; the prospective nominee's ability to dedicate sufficient time, energy and attention to the performance of his or her duties; the extent to which the prospective nominee contributes to the range of talent, skill and expertise of the Board of Directors; and the extent to which the prospective nominee helps the Board of Directors reflect the gender, racial, ethnic and global diversity of the Company's stockholders, employees and customers.

After completing the evaluation, the Governance Committee makes a recommendation to the Board of Directors.

### **Communication with Directors**

The Board of Directors has established a process by which interested parties may send communications to members of the Board of Directors, including the non-management directors. Interested parties wishing to send communications to members of the Board of Directors should write to the Mohawk Board of Directors at P.O. Box 963, Calhoun, Georgia 30703. Interested parties should indicate whether the communication is directed

to all Board members or only non-management Board members. The Company's Secretary will relay all communications to all members of the Board or non-management directors as directed by the writer. For other information related to interested party opportunities to communicate with members of the Board of Directors (including the Company's policy with respect to attendance of directors at annual stockholder meetings), visit the Company's website at [ir.mohawkind.com](http://ir.mohawkind.com).

### **Availability of Information**

The Board of Directors has adopted (i) written charters for each of the Audit Committee, the Compensation Committee and the Governance Committee, (ii) Corporate Governance Guidelines and (iii) the Mohawk Industries, Inc. Standards of Conduct and Ethics. Each of these documents is available on the Company's website at [ir.mohawkind.com](http://ir.mohawkind.com) under the heading "Investors" and the subheading "Corporate Governance" and will be made available in print to any stockholder who requests it.

### **Financial Statements**

Consolidated financial statements for the year ended December 31, 2019, independent registered public accounting firm's reports and management's discussion and analysis may be found in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

## **STOCKHOLDER PROPOSALS**

Any proposal that a stockholder desires to include in the Company's proxy statement for presentation at the 2021 Annual Meeting must be received by the Company at Mohawk Industries, Inc., P.O. Box 12069, 160 South Industrial Boulevard, Calhoun, Georgia 30703, Attention: Secretary, on or before December 5, 2020 and must comply with the requirements of SEC Rule 14a-8. In addition, any stockholder who intends to present a director nomination or other proposal at the 2021 Annual Meeting, other than through inclusion in the Company's proxy statement pursuant to SEC Rule 14a-8, must provide the Company with advance notice of such nomination or other stockholder proposal no earlier than December 5, 2020, and no later than January 4, 2021 and provide all of the information specified under the Company's Bylaws. A copy of our bylaws may be obtained by written request at Mohawk Industries, Inc., P.O. Box 12069, 160 South Industrial Boulevard, Calhoun, Georgia 30703, Attention: Secretary.

## **OTHER MATTERS**

The Board of Directors knows of no other matters to be brought before the Annual Meeting. However, if any other matters are properly brought before the Annual Meeting or are incidental to the conduct of the Annual Meeting, the persons appointed in the accompanying proxy intend to vote the shares represented thereby in accordance with their best judgment.

The Company will bear the cost of the solicitation of proxies on behalf of the Company. Directors, officers and other employees of the Company may, without additional compensation except for reimbursement for actual expenses, solicit proxies by mail, in person or by telecommunication. The Company has retained Georgeson Shareholder to assist in the solicitation of proxies for a fee of not more than \$10,000 plus expenses. The Company will reimburse brokers, fiduciaries, custodians and other nominees for out-of-pocket expenses incurred in sending the Company's proxy materials to, and obtaining instructions relating to such materials from, beneficial owners.

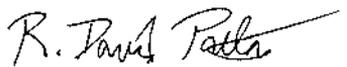
As permitted by the Exchange Act, only one copy of this proxy statement or notice of internet availability is being delivered to stockholders residing at the same address, unless the stockholders have notified the Company of their desire to receive multiple copies. This is known as householding. The Company will promptly deliver,

upon oral or written request, a separate copy of the materials to any stockholder residing at an address to which only one copy was mailed. Requests for additional copies for the current year or future years should be directed to Deby Barnes-Forbus by phone at (706) 624-2246 or by mail at 160 South Industrial Boulevard, Calhoun, Georgia 30701. Stockholders of record residing at the same address and currently receiving multiple copies of the proxy statement or notice of internet availability may contact our registrar and transfer agent, American Stock Transfer & Trust Company (“AST”), to request that only a single copy of the materials be mailed in the future. Contact AST by phone at 800-937-5449 or by mail at 6201 15<sup>th</sup> Avenue, Brooklyn, NY 11219. Beneficial owners should contact their broker, bank or other nominee.

If your shares are held in the name of a brokerage firm, bank nominee or other institution, only it can sign a proxy card with respect to your shares. Accordingly, please contact the person responsible for your account and give instructions for a proxy card to be signed representing your shares.

A list of stockholders entitled to be present and vote at the Annual Meeting will be available at the Company’s offices at 160 South Industrial Boulevard, Calhoun, Georgia 30701, for inspection by the stockholders during regular business hours from May 11, 2020, to the date of the Annual Meeting. The list also will be available during the Annual Meeting for inspection by stockholders who are present.

If you cannot be present in person, you are requested to vote promptly by internet. Or, if you requested a paper copy of your materials, you may complete, sign, date and return the enclosed proxy. An envelope has been provided for that purpose. No postage is required if mailed in the United States.



R. DAVID PATTON  
*Vice President-Business Strategy,  
General Counsel and Secretary*

Calhoun, Georgia  
April 3, 2020

## Annex A

### Non-GAAP Reconciliation

#### Reconciliation of Non-GAAP Measures

#### Reconciliation of Net Earnings Attributable to Mohawk Industries, Inc. to Adjusted Net Earnings Attributable to Mohawk Industries, Inc. and Adjusted Diluted Earnings Per Share Attributable to Mohawk Industries, Inc.

(Amounts in thousands, except per share data)

	For the Years Ended December 31,	
	2019	2018
Net earnings attributable to Mohawk Industries, Inc. . . . .	\$ 744,211	\$861,704
Unusual items:		
Restructuring, acquisition and integration-related costs . . . . .	99,679	78,449
Acquisitions purchase accounting (inventory step-up) . . . . .	3,938	15,359
Deferred loan cost write off . . . . .	601	—
Acquisition interest expense . . . . .	—	4,322
Release of indemnification asset . . . . .	(57)	4,606
Impairment of net investment in a manufacturer and distributor of Ceramic tile in China (1) . . . . .	59,946	—
European restructuring (2) . . . . .	(136,194)	—
Income taxes—reversal of uncertain tax position . . . . .	56	(4,606)
Income taxes . . . . .	(46,842)	(37,817)
Adjusted net earnings attributable to Mohawk Industries, Inc. . . . .	<u>\$ 725,338</u>	<u>\$922,017</u>
Adjusted diluted earnings per share attributable to Mohawk Industries, Inc. . . . .	\$ 10.04	\$ 12.33
Weighted-average common shares outstanding—diluted . . . . .	72,264	74,773

(1) In September 2019, the US commerce department imposed a 104% countervailing duty on top of the 25% general tariffs on all ceramic produced in China. As a consequence, ceramic purchases from China will dramatically decline and Mohawk took a \$60 million write off to our investment in a Chinese manufacturer and distributor, of which \$5 million was recovered in Q4 2019.

(2) The Company implemented select operational, administrative and financial restructurings that centralized certain business processes and intangible assets in various European jurisdictions into a new entity. The European Restructuring resulted in a current income tax liability of \$148 million, calculated in part by measuring the fair value of intangible assets transferred. The Company offset the income tax liability with the utilization of \$148 million of deferred tax assets from accumulated net operating loss carry forwards. The European Restructuring also resulted in the Company recording a \$136 million deferred tax asset, and a corresponding deferred tax benefit, related to the tax basis of the intangible assets in the new entity.

## Reconciliation of Non-GAAP Measures

### Reconciliation of Operating Income to Adjusted Operating Income and Adjusted EBITDA

(Amounts in thousands)

	For the Years Ended December 31,	
	2019	2018
Operating Income	\$ 827,224	\$1,095,326
Add: Restructuring, acquisition and integration-related costs	106,954	78,650
Acquisition purchase accounting (inventory step-up)	3,938	15,359
Release of indemnification asset	247	—
Adjusted Operating Income	<u>\$ 938,363</u>	<u>\$1,189,335</u>
Less: Net earnings attributable to noncontrolling interest	(360)	(3,151)
Add: Depreciation and amortization	576,452	521,765
Other income (expense), net	(36,407)	(7,298)
Release of indemnification asset	(303)	4,606
Impairment of net investment in a manufacturer and distributor of Ceramic tile in China	59,946	—
Restructuring, acquisition and integration-related costs	(7,275)	(201)
Adjusted EBITDA	<u>\$1,530,416</u>	<u>\$1,705,056</u>
Net Sales	9,970,672	9,983,634
Operating income as a percent of net sales	8.3%	11.0%
Adjusted EBITDA as a percent of net sales	15.3%	17.1%

The Company supplements its condensed consolidated financial statements, which are prepared and presented in accordance with US GAAP, with certain non-GAAP financial measures. As required by the Securities and Exchange Commission rules, the tables above present a reconciliation of the Company's non-GAAP financial measures to the most directly comparable US GAAP measure. Each of the non-GAAP measures set forth above should be considered in addition to the comparable US GAAP measure, and may not be comparable to similarly titled measures reported by other companies. The Company believes these non-GAAP measures, when reconciled to the corresponding US GAAP measure, help its investors as follows: Non-GAAP revenue measures that assist in identifying growth trends and in comparisons of revenue with prior and future periods and non-GAAP profitability measures that assist in understanding the long-term profitability trends of the Company's business and in comparisons of its profits with prior and future periods.

The Company excludes certain items from its non-GAAP revenue measures because these items can vary dramatically between periods and can obscure underlying business trends. Items excluded from the Company's non-GAAP revenue measures include: foreign currency transactions and translation and the impact of acquisitions.

The Company excludes certain items from its non-GAAP profitability measures because these items may not be indicative of, or are unrelated to, the Company's core operating performance. Items excluded from the Company's non-GAAP profitability measures include: restructuring, acquisition and integration-related and other costs, acquisition purchase accounting, including inventory step-up, release of indemnification assets and the reversal of uncertain tax positions.

## Reconciliation of Non-GAAP Measures

### Reconciliation of Segment Operating Income to Adjusted Segment Operating Income

(Amounts in thousands)

	<b>For the Years Ended December 31,</b>	
	<b>2019</b>	<b>2018</b>
<b>Global Ceramic</b>		
Operating income .....	\$340,058	\$442,898
Adjustment to segment operating income:		
Restructuring, acquisition and integration-related costs .....	8,287	13,314
Acquisitions purchase accounting (inventory step-up) .....	204	6,721
Adjusted segment operating income .....	<u>\$348,549</u>	<u>\$462,933</u>
<b>Flooring NA</b>		
Operating income .....	\$167,385	\$347,937
Adjustment to segment operating income:		
Restructuring, acquisition and integration-related costs .....	80,195	42,846
Adjusted segment operating income .....	<u>\$247,580</u>	<u>\$390,783</u>
<b>Flooring ROW</b>		
Operating income .....	\$359,428	\$345,801
Adjustment to segment operating income:		
Restructuring, acquisition and integration-related costs .....	17,643	14,978
Acquisitions purchase accounting (inventory step-up) .....	3,734	8,638
Adjusted segment operating income .....	<u>\$380,805</u>	<u>\$369,417</u>



