

## **RESTORATION HARDWARE HOLDINGS, INC.**

### **LEAD INDEPENDENT DIRECTOR CHARTER**

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The Board of Directors (the “Board”) of Restoration Hardware Holdings, Inc. (the “Company”) has determined to establish the position of a Lead Independent Director (the “Lead Director”), to designate a non-employee director of the Board to serve as such Lead Director, and to have such Lead Director perform such other duties and functions as directed by the Board from time to time or as are consistent with this charter, the Company’s Amended and Restated Bylaws, as amended, and governing law, rules and regulations.

Delegation by the Board of responsibilities to the Lead Director shall not exclude the Board from any action permitted to be taken by the Board under governing law, rules or regulations applicable to the Company.

### **QUALIFICATIONS AND APPOINTMENT**

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The Lead Director shall be a non-employee director who is independent. “Independent” and “independence” shall mean as such terms are defined by SEC and NYSE rules applicable generally to members of an Audit Committee. Such Lead Director shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment in carrying out the responsibilities of the Lead Director. Applicable laws and regulations, if any, shall be followed in evaluating such director’s independence (as so defined) from time to time. The Lead Director shall be designated and appointed and may be removed by a majority of the non-employee directors currently serving on the Board.

### **COMMUNICATIONS/REPORTING**

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The Lead Director is expected to maintain free and open communication with the management of the Company. This communication shall include, at the discretion of the Lead Director, regularly scheduled private sessions with management.

### **RESPONSIBILITIES**

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The Lead Director when acting as such shall have the following specific responsibilities:

1. Schedule meetings of the independent directors from time to time, but not less than twice a year, and advise the Chairman of the Board of such schedule;

2. Develop the agendas for, and preside at, executive sessions of the independent directors of the Board;
3. Communicate the sense of the Board to the Chairman of the Board and Chief Executive Officers of the Company;
4. Assist the Chairman of the Board and Chief Executive Officers to review and set the agenda and schedule for each of the Board's meetings, including bringing to the attention of the Chairman of the Board and Chief Executive Officers particular issues for the Board's attention and consideration;
5. Assist in improving the effectiveness of Board meetings;
6. Assist the Chairman of the Board and Chief Executive Officers in the review and approval of information and materials to be sent to the Board, including in particular providing input as to the quality, quantity and timeliness of the information submitted by the Company's management that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties;
7. Chair sessions of the Board in the absence of the Chairman of the Board; and
8. Oversee Board self-evaluations, and coordinate with committee heads with respect to committee self-evaluations, in each case to the extent undertaken by the Board or any committee.

The charter of the lead director is designed to improve operating efficiency of the Board and shall not be construed to limit the general right of other directors to have access to information in carrying out their duties and responsibilities as directors of the Company.

Adopted: July 2, 2013