

# Herman Miller, Inc.

## Executive Committee Charter – September 2011

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### Purpose

The purpose of the Executive Committee (the “Committee”) is to act on behalf of the Board of Directors as authorized by the Company’s Bylaws.

### Membership

The Committee shall be comprised of at least four members of the Board of Directors which will always include the Chairman. The Chairman of the Board will serve as the chairperson of the committee. Members are appointed by the Board at the annual meeting of the Board of Directors held at the time of the Annual Meeting of Shareholders and serve at the pleasure of the Board.

### Meetings and Procedures

Meetings of the Committee shall be subject to the Committee procedure rules set forth in the Company’s Bylaws, rules established by the Board, and its own rules

of procedure (including the Administrative Guidelines schedule), which shall be consistent with those Bylaws and the following:

1. The Committee shall meet at least quarterly and more frequently as circumstances require.
2. Following each of its meetings, the Committee shall deliver a report (verbal or written) on the meeting to the Board, including a description of actions taken by the Committee.
3. Minutes will be prepared for each meeting by a legal non-employee resource and will be maintained as a permanent part of corporate records.
4. At least annually, the Committee will review this charter and update it as necessary.

### Responsibilities and Duties

#### General Authority and Limitations

As authorized by the Company’s Bylaws, the Board has adopted a resolution delegating to the Committee the authority to exercise all the powers and authority of the Board in the management of the business and affairs of the Company, except that it has no power or authority to:

1. Amend the Company’s articles of incorporation or bylaws;
2. Adopt a merger agreement;
3. Recommend to shareholders the sale or other disposition of all or substantially all the property and assets of the Company;
4. Recommend to the shareholders that the Company be dissolved or that a plan of dissolution be revoked;

5. Fill vacancies in the Board; or
6. Declare a dividend or authorize the issuance of shares, unless this power is granted by specific resolution of the Board.

### **Board Capital Expenditures, Contracts, and Agreements**

1. Review management's criteria for assessing capital expenditure programs and review and advise the Board on the capital expenditure program.
2. Approve capital transactions (e.g. expenditures, disposals, and divestitures) above \$5 million with an upper limit of \$25 million.
3. Approve designer contracts and royalty agreements above \$5 million.
4. Approve leases for equipment and real estate with cash out flows above \$5 million.
5. Approve outside consulting service contracts above \$5 million.

6. Approve proposals, contracts or bids to the government which require the company to submit evidence of Board approval with the proposal.
7. Approve acquisitions, alliance or joint ventures which require either a capital expenditure above \$5 million (limited to \$25 million) or whose revenue will exceed 5% of total revenue in year 1.
8. Approve any litigation settlement in excess of \$5 million (limited to \$25 million).

### **Corporate Finance**

1. Review and recommend to the Board the capital structure policy proposed by management including share repurchases and dividend actions.
2. Review management's proposals and make recommendations to the Board on the timing and types of financing to be undertaken to meet the needs of the corporation.
3. Determine cost of capital for purposes of EVA calculation.

### **Retirement Plans**

1. Have general oversight of Board responsibility for the Company's retirement plans.
2. Approve methodology for profit sharing contribution.
3. Review actuarial, rate of return and discount assumptions used in accounting for any Company retirement plans.
4. Approve the general investment policies and investment committees for the Company's retirement plans.
5. Review the management and performance of investment advisors for the Company's retirement plans.
6. Request advice from any other Committee of the Board on any issue relating to Company retirement plans.

### **Miscellaneous**

1. Approve actions and make recommendations to the Board regarding corporate gifts.