Herman Miller, Inc.
Executive Committee Charter – April 2020

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 of the Board. The Chairman will serve as the chairperson of the committee. Members are appointed by the Board at the annual meeting of the Board held following 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 Committee Calendar & Responsibility Checklist), 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 (verbally or in writing) 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 resource and will be maintained as a permanent part of corporate records.
4. At least annually, the Committee will review this charter and recommend to the Board such revisions as are considered appropriate and shall review and make appropriate changes in the Committee Calendar & Responsibility Checklist. 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 as limited below.

Responsibilities and Duties

General Authority

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).

9. Recommend to the Board actions that exceed the Committee’s $25 million authority.

**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 assessing return on capital expenditures.

**Miscellaneous**

1. Approve actions and make recommendations to the Board regarding corporate gifts outside of Herman Miller Cares.

**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. The Committee shall have 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.

Approved – April 2020