

MillerKnoll, Inc.

Compensation Committee Charter – April 2022

Purpose

The purposes of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of MillerKnoll, Inc. (the “Company”) are to:

1. Review and recommend the compensation of the Company’s Chief Executive Officer (“CEO”) to the Board.
2. Review and approve the compensation of the Company’s Executive Officers (except for the CEO). The Executive Officers of the Company shall be those persons designated “officers” by the Board for purposes of Section 16 of the Securities Exchange Act of 1934 and the rules thereunder (“Executive Officers”).
3. Act as the administrative committee for the Company’s annual cash incentive and equity-based compensation plans and such other plans as may be designated by the Board.
4. Perform the other duties and responsibilities set forth in this Charter or as delegated to it by the Board.

Membership

The Committee shall be comprised of three or more members of the Board. Each member of the Committee must meet the independence requirements of the NASDAQ Stock Market (“NASDAQ”) and such additional standards that the Board may establish from time to time, and must qualify as a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members shall be nominated by the Governance and Corporate Responsibility Committee and appointed by the Board to serve until their successors are duly elected and qualified, or their earlier resignation or removal. Any member may be removed from the Committee by the Board, with or without cause, at any time. Resignation or removal of a member from the Board will automatically constitute resignation or removal, as applicable, of such member from the Committee. The Nominating and Governance Committee shall recommend, and the Board shall designate, one member of the Committee as Chair.

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. The CEO may not be present at any meeting of the Committee or the Board during any voting or deliberations on the CEO’s compensation.
2. The Committee may meet in executive session, without management present, on any matter it deems appropriate, at its discretion.
3. Following each of its regularly scheduled meetings, the Committee shall deliver a report (oral or written) on the meeting to the Board, including a description of actions taken by the Committee.
4. Minutes will be prepared for each meeting by a legal resource and will be maintained as a permanent part of corporate records.
5. At least annually, the Committee will review this Charter and recommend any amendments to the full Board for approval as necessary and will review and approve changes to the Committee Calendar and Responsibility Checklist.
6. The Committee shall perform an annual self-assessment relative to the Committee’s purpose, duties and responsibilities set forth in this Charter.

7. The Committee shall have the authority to delegate any of its responsibilities to one or more sub-committees as the Committee may deem appropriate in its discretion.

Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

Compensation Philosophy and Administration

1. Review and approve the compensation philosophy and compensation strategy of the Company.
2. Exercise the authority and powers delegated to it as the administrative committee of the various compensation and other Company plans for which it is appointed to act as such committee.
3. Review and approve all Executive Officer compensation plans.
4. Review and make recommendations to the Board with respect to the establishment and terms of all new and amended equity-based compensation plans, which will be submitted to shareholders for approval when required, and executive annual cash incentive plans. The Committee shall administer such plans, in accordance with the authority and powers set forth in the plan documents.
5. Review and approve the parameters for the [executive] annual cash incentive plan for the Company including; metric selection and weighting, allocation between corporate/business unit/individual goals, annual financial goals (threshold/target/maximum), payout opportunity, and final plan performance approval.
6. Approve the performance payout of the annual cash incentive and performance-based equity awards upon completion of the applicable performance period for Executive Officer. (and recommend approval to the Board for CEO performance payout).
7. Review and approve the methodology for the long-term incentive plan including: type(s) of equity award(s) to be granted, metric selection and weighting, appropriate performance targets and criteria, and payout opportunity for eligible plan participants.
8. Establish, and review on an annual basis compliance with, stock ownership guidelines and holding requirements, if any, for Executive Officers.
9. Review and approve the implementation or revision of any claw back policy allowing the Company to recoup compensation paid to Executive Officers and other employees.
10. Periodically and as and when appropriate, review and approve special or supplemental compensation or benefits for Executive Officers, including supplemental retirement benefits.
11. Review and approve adoption and amendment of the Company's retirement plans and material changes to the design of such plans.

CEO and Executive Officer Compensation

1. Conduct an annual evaluation of the CEO within six weeks after each fiscal year-end.
2. Recommend to the Board the annual compensation levels and program (base salary, annual incentive opportunity, long-term incentive opportunity), including goals and objectives, for the CEO.
3. Based upon all aspects of information provided to the Committee, including the CEO's recommendation, consider and approve the compensation levels and programs, including goals and objectives, of all Executive Officers other than the CEO.

4. Recommend for the CEO and determine for the other Executive Officers the compensation programs in light of the corporate goals and objectives relevant to their compensation, any applicable peer group company data and/or other market or survey data selected by the Committee, and recommendations of any advisors engaged by the Committee, the advisory shareholder vote on the compensation of the Company's Executive Officers (the "Say on Pay" vote) and such other considerations as the Committee deems appropriate, including, in the case of Executive Officers of the Company other than the CEO, the recommendations of the CEO.
5. Review and approve any new or materially amended employment, severance, and change-in-control agreements, plans or provisions, and any other compensatory arrangements, as the Committee determines is appropriate with current or prospective Executive Officers of the Company (and recommend approval of the same for any similar matters related to the CEO).

Regulatory Compliance

1. Annually assess, with the assistance of management and/or its independent consultant, whether the Company's compensation practices, policies and programs for Executive Officers and other employees encourage unnecessary or excessive risk taking and determine whether any risks arising from such practices, policies and programs are reasonably likely to have a material adverse effect on the Company.
2. Review and approve the Executive Compensation Committee Report included in the Company's annual proxy statement.
3. Consider and discuss the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K and determine whether or not to recommend to the Board that the CD&A be included.
4. Review and approve the Human Capital Management disclosure contemplated by Regulation S-K.
5. Determine and recommend to the Board a desired frequency for "Say on Pay" votes (i.e., a recommendation for the advisory "Say on Pay" vote), if any, to be proposed to shareholders at the annual meeting at least once every six years and in accordance with SEC rules and regulations and NASDAQ rules.
6. Review and consider the results of the Company's most recent Say on Pay vote, if any, and any other feedback with respect to the Company's executive compensation program garnered through the Company's ongoing shareholder outreach.

Consultants and Other Advisors

The Committee shall have the sole discretion to retain or obtain the advice of a compensation consultant, legal counsel, or other advisor and the Committee shall have the direct responsibility for the appointment, compensation, and oversight of the work of any such compensation consultant, legal counsel, and other advisor retained by the Committee. The consultant shall report directly to the Committee.

The Committee may select, or receive advice from, any compensation advisor whether or not they are selected as the advisor to the Committee, and whether or not they are independent. However, prior to selecting or receiving advice from any compensation consultant, legal counsel, or other advisor (other than in-house legal counsel and other than advisors in limited roles as SEC rules and regulations and NASDAQ rules contemplate), the Committee must take into consideration the independence factors under applicable NASDAQ rules and any other factors deemed relevant to the Committee.

Funding

The Company shall provide funding, as determined by the Committee, for payments of reasonable compensation to any compensation consultant, legal counsel, or other advisor retained by the Committee.

Approved – [April 2022]