

MillerKnoll, Inc.

Executive Committee Charter – April 2022

Purpose

The purpose of the Executive Committee (the “Committee”) is to act on behalf of the Board of Directors of MillerKnoll, Inc. (the “Company”) 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, real estate or lease, and disposals) above \$25 million with an upper limit of up to and including \$50 million, or transactions outside of the Board-approved capital expense budget up to and including \$50 million.
3. Approve any merger, acquisition, or divestiture, each above \$10 million and up to and including \$50 million per investment.
4. Approve proposals, contracts or bids to the government which require the company to submit evidence of Board approval with the proposal.
5. Recommend to the Board actions that exceed the Committee’s authority of up to and including \$50 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. Review 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 official Foundation giving (currently through Herman Miller Cares and the Knoll Foundation).

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 2022