

MillerKnoll, Inc. Governance & Corporate Responsibility Committee – April 2022

Purpose

The primary function of the Governance & Corporate Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Herman Miller, Inc. (the “Company”) is to assist the Board by (1) establishing qualifications and standards to serve as a director of the Company, (2) identifying and recommending individuals qualified to become directors of the Company and to serve as members and chairs of Committees of the Board, (3) developing, recommending, reviewing and administering director compensation and corporate governance standards and policies for the Company (4) providing oversight of the Company’s corporate social responsibility activities, including but not limited to sustainability, human rights, social impact and diversity, equity and inclusion.

Membership

The Committee shall be comprised of three or more members of the Board, each of whom must qualify as an independent director (“Independent Directors”) under the NASDAQ listing requirements, any other applicable laws, rules and regulations in effect from time to time, and such additional standards that the Committee or the Board may establish. The members shall be nominated by the Governance & Corporate Responsibility Committee and appointed annually to one-year terms by the Board. The Governance & Corporate Responsibility Committee shall recommend, and the Board shall designate, one member of the Committee as Chair. Members of the Committee may be removed by 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 which shall be consistent with those Bylaws and the following:

1. The Committee shall meet at least quarterly (unless the Committee determines it does not have sufficient business to justify a meeting) and more frequently as circumstances require.
2. Following each of its 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.
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 will review and make appropriate changes to the Committee Calendar & Responsibility Checklist.

Responsibilities and Duties

The Committee shall have the following responsibilities and duties:

Board and Committee Composition – Standards and Needs

1. Review the composition and size of the Board in order to ensure the Board has the proper expertise and independence.
2. Determine the criteria for selection of Board members and for Board committee members.
3. Develop and recommend to the Board policies on term limits, service requirements, and retirement for Board members.

4. Plan for continuity on the Board and Board committees as existing Board members terminate service or retire from the Board.
5. Establish or recommend criteria for qualification as an Independent Director, consistent with laws and listing standards.
6. Recommend to the Board compensation and benefit plans for directors.
7. Recommend to the Board the amount and terms of director and officer liability insurance.
8. Annually recommend to the Board the members and chair of each Committee of the Board.

Board Composition – Nominations

1. The Committee is committed to a policy of inclusiveness. In performing its responsibilities for identifying, screening and recommending candidates to the Board, the Committee will seek candidates of diversity to include in each pool of candidates from which Board nominees are chosen. This diversity may include but not be limited to diversity of gender, ethnicity, age, neurodiversity, geographic origin, and diversity reflecting our employees, the communities we serve and our customers. The Committee will maintain an active file of potential skills and capabilities and possible suitable candidates for consideration as nominees to the Board. The Committee includes, and requests any search firm that it engages to include, women and underrepresented candidates in the pool from which the Committee selects director candidates. The Committee shall also consider the independence of each candidate as defined by NASDAQ.
2. In compiling the file and in recommending persons to the Board, the Committee shall consider all factors it deems appropriate which may include related industry experience; technical experience and backgrounds such as manufacturing, design, marketing, technology, finance, management structure and philosophy; experience as a senior executive in a public company; and current position in an operating business. These factors may also include (but are not limited to) the person's character, integrity, judgment, skill and experience with companies and other organizations of comparable purpose, complexity and size and subject to similar legal restrictions and oversight; the interplay of the candidate's experience with the experience of other Board members; and the extent to which the candidate would be a desirable addition to the Board and any of its committees. These factors, and others considered useful by the Board, will be reviewed in the context of an assessment of the perceived needs of the Board at a particular time.
3. Conduct evaluations of incumbent directors prior to re-nomination to the Board, which includes a review of the tenure, performance, and contributions of each candidate in the context of the needs of the Company at that point in time with a view to creating a Board with a diversity of experience and perspectives.
4. Review any Board candidates recommended by shareholders and compliance with all director nomination procedures for shareholders as set forth in the Company's Bylaws.
5. Recommend to the Board the slate of nominees of directors to be elected by the shareholders and any directors to be appointed by the Board to fill vacancies. In making its recommendations, the Committee will consider the factors enumerated in Section 1 above and will consider the current needs of the Board for particular qualifications. The Committee will evaluate all persons recommended as director candidates in the same manner, irrespective of the source of the initial recommendation. Recommendations by the Committee should consider the review by the Committee of the performance and contribution of directors being nominated for reelection as well as the qualifications of recommended new directors.
6. The Committee shall have the sole authority to retain and terminate any search firms used to identify director candidates and to approve the fees and other terms for those services.

Evaluation of the Board and Committees

1. Oversee performance evaluations for the Board, both as a whole and for individual directors, which shall be done at least bi-annually.
2. Develop, recommend and review the Company's (a) orientation program for new directors, and (b) continuing education programs for directors.

3. Review and recommend to the Board (a) whether directors are "Independent Directors" under NASDAQ Rules; (b) whether members of the Audit Committee meet any additional financial knowledge and independence requirements of the SEC and NASDAQ and whether they qualify as Audit Committee Financial Experts; and (c) whether members of the Executive Compensation Committee meet the additional independence requirements of NASDAQ Rule 5605(d)(2)(A)(ii) and as "nonemployee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934.

Corporate Governance Matters

1. Recommend to the Board policies to enhance the Board's effectiveness, including the frequency and structure of Board meetings and the number, size, responsibilities, composition, membership, chairpersons, and responsibilities of Board Committees.
2. Review periodically, at least annually, the corporate governance policies and securities trading policies of the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations, and listing requirements and recommend any changes to the Board. Conduct a review of corporate governance policies with external legal services and review current trends and best practices. Review corporate ranking agencies scores for the Company.
3. Review periodically, at least annually, the corporate Code of Conduct to ensure that it is appropriate for the Company and recommend any changes to the Board.
4. Review periodically the Articles of Incorporation and Bylaws of the Company and recommend to the Board changes thereto in respect of good corporate governance and fostering shareholder rights.
5. Review annually with in-house counsel and external counsel provisions of any shareholder rights plan or any other contemplated shareholder protection provisions.
6. Review and make recommendations to the Board concerning any proposals from shareholders for action at a Shareholders meeting.
7. Review the procedures and communication plans for shareholder meetings to ensure that the rights of shareholders are fully protected.
8. Review and assess the effectiveness of the Company's goals and objectives relating to environmental and corporate social responsibility, stewardship and sustainability and recommend to the Board or management such measures and actions that the Committee believes may be appropriate related to these matters based on such review and assessment.
9. Consider any other corporate governance issues that arise from time to time and refer them to the Board. If the Board requests, the Committee will develop appropriate recommendations for the Board.
10. Make a recommendation to the Board as to whether to accept or reject a resignation tendered by (a) any nominee for director in an uncontested election who is not elected, or whether other action is recommended, and (b) any director in response to a change in employment.
11. To the extent it deems appropriate, and with or without full Board approval, obtain advice and assistance from outside legal or other advisors as deemed appropriate to perform its duties and responsibilities.
12. Annually review the CEO Emergency Succession Plan and recommend changes for Board approval.

Conflicts and Other Directorships

1. Review other directorships, positions and agreements of Board members for conflict of interest.
2. Recommend to the Board solutions to actual and potential conflicts of interest or related party transactions involving financial officers, Executive Officers, and Directors.
3. Issue guidance to a Board member having an actual or potential conflict of interest on how to conduct himself/herself in matters before the Board which may pertain to that conflict.

4. Recommend to the Board actions on waivers of the Code of Conduct regarding Executive Officers or Directors and approve other waivers of the Code of Conduct.

Corporate Social Responsibility

Support and assist the Board in its oversight of the Company's strategies, policies, objectives and progress relating to environmental, social, and governance (ESG) responsibility, stewardship and sustainability matters, including receiving periodic updates from the Company's management responsible for ESG and sustainability activities and providing periodic updates to the Board.

Approved – April 2022