

## **Herman Miller – Executive Compensation Committee Charter – July 26, 2004**

### **Purpose**

The primary function of the Executive Compensation Committee (the “Committee”) is to oversee the compensation philosophy and strategy of the company and act as the administrative committee for the company’s key executive and director compensation plans.

### **Membership**

The Committee shall be comprised of three or more members of the Board of Directors, each of whom must qualify as an independent director (“Independent Directors”) under the NASDAQ listing requirements, and such additional standards that the Committee may establish. The members shall be nominated by the Nominating and Governance Committee and appointed annually to one-year terms by the Board. 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.
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**

The Committee shall have the following responsibilities and duties:

### *Compensation Philosophy and Administration*

1. Review and advise on the compensation philosophy and strategy of the corporation in accordance with the Corporate Compensation Policy Perspective.
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. Before the commencement of each fiscal year, recommend to the Board the design and parameters of the annual Executive Incentive Plan.
4. Confirm the annual calculation of the bonus factor.
5. Review and approve the Executive Compensation Committee Report included in the annual Proxy Statement provided to shareholders.
6. Approve the investment policies of the profit sharing, 401(k), and pension funds, and the management and performance of the funds and the investment advisors.

### *Board, CEO, and Executive Officer Compensation*

1. Conduct between January 15 and April 30 of each year an evaluation of the CEO.
2. Recommend to the Board the annual compensation program for the CEO.
3. Recommend to the Board the annual Directors' Compensation and Benefits Plan.
4. Determine the compensation of all executive officers other than the CEO.