

**NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER
OF
KNOLL, INC.**

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Knoll, Inc. (the “Company”) is to (i) identify individuals qualified to become members of the Board (consistent with criteria approved by the Board), (ii) select or recommend to the Board the director nominees for the next annual meeting of stockholders, (iii) oversee the evaluation of the Board and management of the Company, (iv) develop, review and recommend to the Board a set of corporate governance guidelines applicable to the Company and a corporate code of business conduct and ethics and (v) generally advise the Board on corporate governance and related matters.

Organization and Membership

Members of the Committee shall be appointed by the Board and shall serve until their successors are duly appointed or until their earlier resignation or removal by the Board. The Committee shall recommend to the Board, and the Board shall designate, the Chairman of the Committee who shall serve until his or her successor is duly appointed by the Board or until his or her earlier resignation or removal by the Board. Half of the members of the Committee shall be a quorum to transact business.

Number and Qualification

The Committee shall be composed of at least two (2) members of the Board. The selection of the members of the Committee shall be made in accordance with the applicable corporate governance rules of the New York Stock Exchange (the “NYSE”), subject to any election from time to time by the Company to be treated as a “controlled company” within the meaning of the NYSE rules, or such other national securities exchange or stock market on which the Company’s securities may be listed. The members of the Committee must demonstrate an understanding of corporate governance matters and the laws, rules and regulations applicable thereto.

Meetings

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities. The Chairman of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the meetings and shall set agendas consistent with this Charter. The Committee shall keep written minutes of its meetings, which shall be recorded and filed with the books and records of the Company, and shall report its actions and recommendations to the Board after each Committee meeting and as the Board may further request.

Authority and Responsibilities

In furtherance of the Committee's purpose, and in addition to any other responsibilities that may be properly assigned by the Board, the Committee shall have the following authority and responsibilities:

- The Committee shall establish or approve the criteria for Board membership, which criteria shall cover such areas as diversity, experience and skill. The Committee shall identify and recommend to the Board director nominees with the highest degree of personal and professional integrity. Director nominees shall have demonstrated strong personal and professional qualities, and shall be chosen with the primary goal of ensuring that the entire Board collectively serves the interests of the stockholders. Due consideration shall be given to assessing the qualifications of potential nominees and any potential conflicts with the Company's interests. The Committee shall also assess the contributions of the Company's incumbent directors in connection with their potential re-nomination. In identifying and recommending director nominees, the Committee members may take into account such factors as they determine appropriate, including any recommendations made by the Chief Executive Officer and stockholders of the Company.
- The Committee shall advise the Board on the appropriate structure and operations of all committees of the Board, including committee member qualifications. The Committee may review and recommend to the Board committee assignments and additional committee members to fill vacancies as needed.
- The Committee may obtain advice and assistance from such internal and external advisors as it deems appropriate in connection with the discharge of its duties, and shall have the sole authority to retain and terminate any search firm to be used to identify director candidates on behalf of the Company and shall have the sole authority to approve the search firm's fees and other retention terms.
- The Committee shall periodically review the Company's corporate governance guidelines and corporate code of business conduct and ethics as it deems appropriate and shall recommend any changes or modifications to the Board for approval.
- The Committee shall develop, implement, review and monitor an orientation program for new directors as well as a continuing education program for the existing directors.
- The Committee shall monitor developments, trends and best practices in corporate governance, and take such actions in accordance therewith as it deems appropriate.
- To the extent not otherwise inconsistent with its obligations and responsibilities, the Committee may form subcommittees of independent directors and delegate authority hereunder as it deems appropriate.

- The Committee shall oversee, as it deems appropriate, an evaluation process of each of the Company’s committees as well as an annual self-performance evaluation, and shall present its findings to the Board.
- The Committee shall perform such other activities consistent with this Charter, the Company’s Bylaws, governing law, the rules and regulations of the NYSE or such other national securities exchange or stock market on which the Company’s securities may be listed, the Securities and Exchange Commission (the “SEC”) and such other requirements applicable to the Company as the Committee or the Board deem necessary or appropriate.

Governing Documents

The Committee shall periodically review this Charter, the Company’s Certificate of Incorporation and Bylaws and the charters of any committee of the Board, including the Audit Committee Charter and the Compensation Committee Charter, and shall recommend any changes and or amendments to the Board, as the Committee deems appropriate, including changes necessary to satisfy any applicable requirements of the NYSE or such other national securities exchange or stock market on which the Company’s securities may be listed, the SEC and any other legal or regulatory requirements.

Any amendments to this Charter shall require the approval of a majority of the Board of the Company.

Limitations of Authority

If the Company is legally required by contract or otherwise to provide any third party with the ability to nominate a director to the Board, (e.g., preferred stock rights to elect directors upon a dividend default, stockholder agreements and management agreements), the selection and nomination of such director is not subject to the requirements set forth herein.
