

**MILLER INDUSTRIES, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

**DATED FEBRUARY 12, 2004**

The Board of Directors of Miller Industries, Inc. has adopted the following guidelines to help it fulfill its responsibility to the stockholders to oversee the work of management and the Company's business results. The Board will review and amend these guidelines as it deems necessary and appropriate.

**1. Board Mission and Director Responsibilities**

The Board is elected by the stockholders to oversee their interest in the long-term financial strength and overall success of the business. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the stockholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

Directors are expected to attend all meetings of the Board and of the committees on which we serve. Directors should devote the time and effort necessary to fulfill our responsibilities. The Board will hold regularly scheduled meetings at least four times a year. The Chairman of the Board will set the agenda for Board meetings. Any Director may suggest items for inclusion on the agenda. Any Director may raise a subject that is not on the agenda at any meeting. Certain items pertinent to the oversight and monitoring function of the Board will be brought to us regularly. The Board will review the Company's long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company at least one Board meeting each year.

Non-management Directors will meet in executive session as needed. Normally, such meetings will occur during regularly scheduled Board meetings.

**2. Director Qualifications**

A majority of the Directors will be independent. No Director will be deemed independent unless the Board affirmatively determines that the Director has no material relationship with the Company, directly or as an officer, stockholder or partner of an organization that has a material relationship with the Company. The Board will observe all additional criteria for independence established by the New York Stock Exchange or other governing laws and regulations.

Directors may be nominated by the Board or by stockholders in accordance with the Company's Bylaws. The Nominating Committee will review all nominees for the Board in accordance with its charter.

The Board does not believe that it should establish limits on the number of terms a Director may serve. Term limits may cause the loss of experience and expertise important to the optimal operation of the Board. However, to ensure that the Board remains composed of high functioning members able to keep our commitments to Board service, the Nominating Committee will evaluate the

qualifications and performance of each incumbent Director before recommending the nomination of that Director for an additional term.

The Board expects that when the Chairman or Chief Executive Officer resigns from that position, he or she will also simultaneously submit his or her resignation from the Board. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chairman or Chief Executive Officer and the Board.

### **3. Committees of the Board**

The Board has three standing committees: Audit, Compensation and Nominating. The Board may establish additional committees as necessary or appropriate.

Only independent Directors may serve on the Audit Committee, the Compensation Committee and the Nominating Committee. The Board is responsible for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interest of the Company and its stockholders. Each of the standing committees will have their own charter. The charter will set forth the responsibilities of each committee, the qualifications and procedures of the committee and how the committee will report to the Board. Each committee will conduct a self-evaluation annually.

### **4. Director Access to Officers, Employees and Information**

Directors have full and free access to officers, employees and the books and records of the Company. Any meetings or contact that a Director wishes to initiate may be arranged through the Chief Executive Officer or directly by the Director. The Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

### **5. Director Orientation**

All new Directors must participate in the Company's Orientation Program, which should be conducted within two months of the annual meeting at which new Directors are elected. This orientation will include presentations by senior management to familiarize new Directors with the Company's business and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct, its principal officers, and its internal and independent auditors. Any sitting Directors may attend the Orientation Program.

### **6. Annual Board Performance Evaluation**

The Board of Directors will conduct an annual self-evaluation to determine whether we and our committees are functioning effectively. The Nominating Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board believes that the Board or any of its committees could improve.

### **7. Director Compensation**

The form and amount of Director compensation shall be determined by the Nominating Committee and then recommended to the full Board for action in accordance with the committee charter.

## **8. Ethics and Conflicts of Interest**

The Board expects directors, as well as officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Code of Business Ethics. If an actual or potential conflict of interest arises for a director, the director shall promptly inform the Chief Executive Officer and the Chairman of the Board. The Board shall resolve any conflict of interest question involving the Chief Executive Officer, a vice chairman or a senior vice president, and the Chief Executive Officer shall resolve any conflict of interest issue involving any other officer of the Company.