

# STEELCASE INC. CODE OF BUSINESS CONDUCT

*Adopted as of March 27, 2004*

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At Steelcase, acting with integrity is a key principle that has guided our individual and corporate business thinking, decisions and behavior for more than 90 years. It is a legacy handed down from the founders of our company and remains the cornerstone of our business philosophy today.

This Code of Business Conduct sets forth, and in some cases summarizes the company's practices and more detailed policies on the issues of:

1. Compliance with Laws, Rules and Regulations (Including Insider Trading Laws)
2. Conflicts of Interest
3. Financial Reporting and Controls, Records Management and Communication
4. Protection and Proper Use of Company Assets
5. Confidential Information
6. Competition and Fair Dealing
7. Payments to Government Personnel
8. Corporate Opportunities
9. Reporting Illegal or Unethical Behavior
10. Waivers of the Code of Business Conduct
11. Compliance Procedures

This Code applies to the officers, directors and employees of Steelcase Inc. (sometimes collectively referred to as "you" or "your") and its subsidiaries (the "Company"). This Code is based on, and is a part of, the Company's separate, more expansive Global Business Standards. You are expected to comply with this Code, the separate Global Business Standards, and the other separate policies, procedures and financial instructions that govern our business conduct. Those who violate the standards of this Code will be subject to disciplinary action, up to and including termination of employment or your tenure as a director.

## **1. Compliance with Laws, Rules and Regulations (Including Insider Trading Laws)**

It is the responsibility of each of the officers, directors and employees of the Company to act lawfully, ethically, fairly, and in a manner that sustains healthy business relationships and instills loyalty. Fundamental to this responsibility is compliance with all applicable laws, rules and regulations.

All officers, directors and employees of the Company must respect and obey the laws of the cities, states and countries in which we operate. Each manager is responsible for ensuring that his or her function is in compliance with government rules and regulations. If a local law conflicts with a policy in this Code, you must comply with the law. However, if a local custom or law requires less stringent standards than this Code you must comply with this Code.

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Additionally, any employee, officer, director or business associate with knowledge of any material, non-public information relating to the Company are prohibited from buying or selling the securities of the Company or engaging in any other action to take advantage of or pass such information on to others. This policy also applies to material information relating to any other company obtained while working for Steelcase, including our customers or suppliers. For more information, please review the Company's separate Policy on Insider Trading. Officers and directors should also review the separate Stock Trading and Disclosure Guidelines.

Any questions regarding application of the law or the appropriateness of a particular course of conduct should be referred to your supervisor or the Company's Legal Strategies Group. Managers must resolve questions promptly and properly, with the assistance of the Legal Strategies Group, as necessary.

## **2. Conflicts of Interest**

The Company's policy with respect to conflicts of interest is founded on the belief that you must perform the responsibilities of your position solely on the basis of what is in the best interests of the Company. A "conflict of interest" exists when your private interest interferes with the interests of the Company. A conflict situation can arise when you take actions or have interests that may make it difficult for you to perform your Company duties objectively and effectively. Conflicts of interest may also rise when you or a member of your family receives improper personal benefits as a result of your position with the Company.

Officers, directors and employees of the Company are prohibited from engaging in transactions or relationships that may give rise to conflicts of interest. If the Chief Executive Officer, Chief Financial Officer or Controller (and any person performing a similar function) or a director becomes aware of a conflict or a potential conflict of interest, he or she must disclose it to the Chair of the Nominating and Corporate Governance Committee (the "Committee Chair"). In fulfilling his or her own disclosure responsibilities, the Committee Chair will disclose potential conflicts to the Chairman of the Board. Any other officer or employee who becomes aware of a conflict or a potential conflict must disclose it to the Director of Global Audit Services.

Conflicts of interest may not always be clear-cut. If you have a question or believe that you may have a conflict of interest, you should consult with the individuals identified above. Officers and employees should also review the Company's separate, more detailed Conflict of Interest Policy. Directors should review the separate Steelcase Inc. Board of Directors Policy on Disclosing and Managing Conflicts of Interest.

## **3. Financial Reporting and Controls, Records Management and Communications**

The Company requires honest, accurate and timely recording and reporting of information in order to make appropriate business decisions and to provide shareholders,

regulatory agencies and other stakeholders full, fair, accurate, timely and understandable disclosures in compliance with all applicable laws and regulations about the Company's financial condition and business operations.

Our Company uses a system of internal controls to ensure that transactions are properly executed and recorded and Company assets are safeguarded. Each manager is responsible for adhering to and maintaining internal controls. All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls.

When acting on behalf of the Company, you are expected to act honestly in all transactions. If you are not sure whether a certain transaction is legitimate, or how to properly account for the transaction, you must ask the Company's Controller or a member of the Corporate Finance Department.

Business records and communications often become public, and you should observe appropriate professional standards when preparing business records, including email, internal memos and informal or formal reports. Records should be maintained and destroyed in accordance with applicable law and the Company's record retention schedule. Records relevant to a pending or threatened government or Company investigation or other legal action must not be destroyed. In the event of litigation or governmental investigation, officers, directors and employees should consult with the Company's Legal Strategies Group for instruction on document retention.

#### **4. Protection and Proper Use of Company Assets**

All officers, directors and employees are responsible for protecting Company assets and ensuring their efficient and lawful use. Theft, carelessness and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported. You must not use any Steelcase funds, property, information or records for any unauthorized purpose without proper permission, although incidental personal use of telephones and computers may be permitted. For more information, employees should consult with their supervisor and the Company's separate policies on Borrowing and Using Company Equipment and Unauthorized Removal of Company Property to get an understanding of what is permissible.

Your obligation to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks and copyrights, as well as business and marketing plans, sales information, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information violates Company policy. It could also be illegal and result in civil or even criminal penalties.

## 5. Confidential Information

Employees, officers and directors must maintain the confidentiality of confidential business information entrusted to them by the Company or the people and entities with which it does business, except when disclosure is authorized by the Legal Strategies Group or required by laws or regulations, as determined by the Legal Strategies Group. Confidential information includes all non-public information about the Company or its business. It also includes information that suppliers, dealers, customers and others have entrusted to the Company.

The obligation to preserve confidential information continues even after employment ends. Upon the termination of your employment or tenure as a director, you must return everything that belongs to the Company, including all documents and other materials containing Company confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be a Company employee. You also may not disclose your previous employer's confidential information to the Company. Of course, you may use general skills and knowledge acquired during your previous employment.

## 6. Competition and Fair Dealing

Steelcase seeks to outperform our competition fairly and honestly. We must achieve a competitive advantage through superior performance, not through unethical or illegal business practices or through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. You should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees.

When competitors vigorously compete, customers benefit. Most countries have adopted laws prohibiting certain business practices that inhibit effective competition. These laws, sometimes referred to as antitrust, competition or free trade laws, are intended to preserve competition. You are required to conduct the Company's business in accordance with the letter and spirit of these laws.

You must avoid any situation in which the Company, its officers, directors or employees could be accused of conspiring with competitors or using coercive or unfair tactics on customers or suppliers. Prohibited transactions include any understanding or arrangement with competitors, express or implied, to fix prices, to refuse to do business with particular customers or suppliers, to divide markets, to limit supplies, to rig bids or to engage in any other type of transaction that is an illegal restraint on domestic or foreign commerce. For more information, please consult the Company's separate Antitrust Compliance Manual.

## **7. Payments to Government Personnel**

The United States Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly to officials of a foreign government, foreign political candidates or foreign government-owned businesses in order to obtain, direct or retain business. You are strictly prohibited from making or authorizing such payments.

In addition, the United States government has a number of laws and regulations regarding business gratuities being given to government personnel. The promise, offer or delivery to an official or employee of the United States government of a gift, favor or other gratuity in violation of these rules is a violation of Company policy, and may also be a criminal offense. State and local government, as well as foreign governments often have similar rules. If you have any questions, please contact the Company's Legal Strategies Group.

## **8. Corporate Opportunities**

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of Company property, information or position without the written consent of the Company. For employees and officers, that consent must be obtained from the Chief Compliance Officer. Directors must obtain the prior written approval of the disinterested members of the Board. You may not use corporate property, information or position for improper personal gain, and you may not compete with the Company, directly or indirectly. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **9. Reporting Illegal or Unethical Behavior**

You are expected to report violations of this Code and to raise ethical concerns without delay. Company policy ensures that no retaliation will occur as a result of anyone who in good faith makes a report of suspected violations.

In order to make a report, raise concerns or clarify issues arising under this Code, you are encouraged to first go to your manager or team leader. If he or she is unable to help you, or using that means is inappropriate under the circumstances, you may use Steelcase's open door policy to speak to members of higher management. Please refer to the Company's separate Open Door Policy for more information. Alternatively, the Company has established a "hotline" for you to report violations or concerns. In the United States, Canada and Mexico call 1-800-437-6167.

The above method of contact should also be used if you:

- Have a complaint regarding accounting, internal accounting controls or auditing matters;
- Have concerns regarding what you perceive to be questionable accounting or auditing matters; or

- Would like to make a good faith report concerning violations of the separate Steelcase Inc. Code of Ethics for Chief Executive and Senior Accounting Officers. That Code of Ethics is available for viewing at the Corporate Governance page at [www.steelcase.com](http://www.steelcase.com).

This resource is provided to help you resolve concerns, not to identify the person reporting an issue. If you use the telephone number above, the consultant you will speak to is trained to receive these reports and is not a Steelcase employee. You will not have to give your name when you call.

## 10. Waivers of the Code of Business Conduct

Only the Nominating and Corporate Governance Committee or the Board of Directors may make any waivers of this Code for executive officers or directors. Any waivers for these individuals will be disclosed promptly as required by law or stock exchange rules. Only the Chief Compliance Officer may make waivers of this Code for other officers and employees.

## 11. Compliance Procedures

We must all work to ensure prompt and consistent action against violations of this Code. The first step is to understand our responsibilities:

### Personal Responsibilities

- Understand, support and comply with this Code of Business Conduct;
- Comply with applicable, separate Company policies, practices and financial instructions, including those not referenced in this Code;
- Maintain a high standard of honest and appropriate business behavior; and
- Avoid compromising situations (e.g., where one helps or appears to help another person violate any law, regulation or Company policy, practice, financial instruction, or this Code).

### Leadership Responsibilities

- Understand, support and comply with this Code of Business Conduct;
- Comply with applicable, separate Company policies, practices and financial instructions, including those not referenced in this Code;
- Act with integrity and set an example of high ethical behavior;
- Explain our Code of Business Conduct to the individuals you lead, especially those who are newly hired, promoted or have taken on different responsibilities;
- Avoid compromising situations (e.g., where one helps or appears to help another person violate any law, regulation or Company policy, practice, financial instruction, or this Code);

- Train your team members to ensure they are aware of, and are in compliance with this Code; and
- Create an open environment where ethical, regulatory and legal issues can be discussed freely.

In some situations it is difficult to know if our actions will constitute a violation or if a violation of this Code has occurred. If you are not sure, ask yourself these questions:

- Does it fall outside of the Company's policies, practices, financial instructions or this Code? Check with your manager, team leader, Human Resources representative, the Director of Global Audit Services or the Legal Strategies Group if you are not sure. Alternatively, you can raise a question using one of the toll free numbers or the internet address identified above.
- Is it legal? If not, don't do it. If you don't know, find out, using one of the resources mentioned above.
- Does it seem right and ethical? Your conscience is a powerful tool. If you have the sense that something is wrong, it probably is.
- Would I feel comfortable publicly justifying this action? Ask yourself whether you would be comfortable publicly explaining your actions and reasoning.
- Do I need advice? If so, seek out someone who can help you. Once again, check with your manager, team leader, Human Resources representative, the Director of Global Audit Services or the Legal Strategies Group if you need input or advice.

Finally, always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.