

# CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF STEELCASE INC.

*Adopted as of December 17, 2003  
Last Revised: January 9, 2018*

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## **I. Purpose of the Committee**

The Compensation Committee (the "Committee") is established by the Board of Directors (the "Board") of Steelcase Inc. (the "Company") for the primary purpose of establishing and overseeing the compensation of the Company's executive officers, including incentive compensation and equity compensation. In addition, the Committee oversees the Company's equity compensation plans and performs other duties and responsibilities set forth in this charter.

## **II. Composition of the Committee**

The Committee shall be comprised of three or more directors who:

- A. Qualify to serve on the Committee under applicable listing standards of the New York Stock Exchange (the "NYSE");
- B. Qualify as "non-employee directors" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934;
- C. Qualify as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code; and
- D. Satisfy any other legal, regulatory or other applicable requirement, including any other standards of independence under the federal securities and tax laws.

At its first meeting following the annual shareholders' meeting, the Board shall elect by majority vote the members of the Committee and appoint a Chair for a one-year term, based on the recommendation of the Nominating and Corporate Governance Committee (the "NCGC"). The Board will also fill vacancies on the Committee by majority vote as soon as practicable, based on the recommendation of the NCGC.

## **III. Meetings of the Committee**

- A. The Committee will meet at least four times annually or more frequently as circumstances require. The Chair of the Committee or a majority of the members of the Committee may call a special meeting of the Committee.
- B. A majority of the members of the Committee present in person or by means of a telephone conference or other communications equipment (by means of which all persons participating in the meeting can communicate with each other) constitutes a

quorum. The action of a majority of members at a meeting at which a quorum is present will be the action of the Committee. In lieu of a meeting, the Committee may take action by unanimous written consent.

- C. The Committee shall keep written minutes of its meetings, which shall be maintained with the books and records of the Company. Following each of its meetings, the Committee shall deliver a report to the Board, including a description of all actions taken by the Committee at the meeting.
- D. The Committee may request directors, officers, and employees of the Company or other persons to attend meetings of the Committee to provide such information as the Committee requests.

#### **IV. Authority and Delegation**

- A. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisors as the Committee deems necessary or appropriate in its sole discretion after considering all factors relevant to the advisor's independence, including the factors specified by applicable NYSE listing standards.
- B. The Committee has the sole authority to retain or terminate an independent compensation consultant of its choosing, to advise the Committee with respect to amounts or forms of executive compensation and/or otherwise assist the Committee in carrying out its responsibilities, including the sole authority to oversee the work of the advisor and approve the consultant's fees and other retention terms. The Company shall pay such fees.
- C. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. No subcommittee shall consist of fewer than two members.
- D. The Committee may also delegate to members of management appropriate responsibilities associated with the Company's benefit and compensation plans.
  - Without limiting the above, the Committee may delegate to the Chief Executive Officer ("CEO") the authority to make awards under the Company's equity plans under conditions established by the Committee.
- E. The Committee may not delegate to either a subcommittee or members of management any power or authority required by the Board or by any law, regulation or listing standard to be exercised by the Committee as a whole.

#### **V. Committee Responsibilities**

The Committee shall have the following responsibilities:

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## **A. CEO Compensation**

1. To review at least annually the compensation of the CEO and submit its approvals with regard to such compensation to the Board for ratification.
  - (a) In reviewing the base salary of the CEO, the Committee will consider:
    - The Company's compensation philosophy;
    - Market data from comparable companies;
    - The annual performance review prepared by the Chairman of the Board (or, if the Chairman is a member of management, the lead non-management director) and overseen by the NCGC; and
    - Other factors as deemed appropriate by the Committee.
  - (b) In reviewing the short-term and long-term incentive components of the CEO's compensation, the Committee shall consider all relevant factors, including the Company's performance and relative stockholder return, the value of similar awards to chief executive officers of comparable companies, and the awards given to the CEO of the Company in past years.

## **B. Executive Compensation**

1. To review and evaluate the competitiveness of the Company's executive compensation programs to ensure that executive compensation is reasonable and supports:
  - (a) the attraction and retention of highly qualified executive officers<sup>1</sup>;
  - (b) executive officers being appropriately rewarded for their contributions and motivated to achieve the Company's business objectives; and
  - (c) alignment of the interests of executive officers with the long-term interests of the Company's shareholders.
2. To review at least annually with the CEO his or her evaluation of the performance of the other executive officers of the Company and approve the compensation of such executive officers. To the extent that short-term and long-term incentive compensation is a component of such executive officer's

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<sup>1</sup> As used in this charter "executive officers" refers to those individuals meeting the definition of Rule 16(a)-1(f) of the Exchange Act of 1934, as amended.

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compensation, the Committee shall consider all relevant factors in approving the appropriate level of such compensation, including the factors applicable with respect to the short-term and long-term incentive compensation of the CEO.

3. To review, in advance, any employment agreements to be entered into with executive officers.
4. To review, in advance, any termination arrangements (including severance payments), perquisites and other similar payments to executive officers.
5. To consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

### **C. Executive Plans**

1. To review and evaluate at least annually the goals and objectives of the Company's executive compensation and benefit programs and plans, including its incentive-compensation, equity-based plans and non-qualified plans, including deferred compensation and supplemental retirement plans, and, as deemed appropriate, to amend, or recommend that the Board amend, these goals and objectives.
  2. To review and evaluate at least annually the Company's executive compensation and benefit programs and plans, including its incentive compensation, equity-based plans and non-qualified plans, including deferred compensation and supplemental retirement plans, in light of their goals and objectives, and:
    - (a) As to any plans and/or amendments to plans that are not subject to shareholder approval under the listing standards of the NYSE or any applicable law, rule or regulation, the Committee shall approve new plans and make amendments to such plans as deemed appropriate.
    - (b) As to any plans or amendments to plans that are subject to shareholder approval, the Committee shall recommend new plans or amendments for the Board's consideration and recommendation to shareholders.
  3. To make awards and take appropriate actions under the Company's incentive-compensation and equity-based plans, in which the CEO and other executive officers may be participants, including:
    - (a) Making equity-based grants, including option and restricted stock/unit grants;
    - (b) Approving performance criteria for performance-based equity grants;
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- (c) Establishing annually the performance targets and other necessary determinations for any compensation intended to qualify for the performance-based exception to Section 162(m) of the Internal Revenue Code;
- (d) Reviewing and approving employees eligible to participate in the incentive compensation and other equity-based plans; and
- (e) Imposing terms and conditions upon any award as the Committee deems appropriate.

#### **D. Other Plans**

1. To review and evaluate the competitiveness of the Company's compensation and benefit programs to ensure that these programs support (a) the attraction and retention of qualified employees; and (b) employees being appropriately rewarded for their contributions and motivated to achieve the Company's business objectives, including supporting the long-term interests of shareholders.
2. Monitor the Company's employee benefit programs with respect to external competitiveness, internal equity and legal compliance.

#### **E. Compensation Disclosures**

1. To review and discuss with management the Company's CD&A and other executive compensation disclosures, and based on that review and discussion, recommend to the Board that the CD&A and such other disclosures be included in the Company's Proxy Statement or Form 10-K.
2. To prepare the Compensation Committee Report in accordance with the rules and regulations of the SEC for inclusion in the Company's Proxy Statement or Form 10-K.
3. To review and discuss with management the description of the Committee's processes and procedures for the consideration and determination of executive compensation to be included in the Company's Proxy Statement or Form 10-K.

#### **F. Other Duties**

1. Review and evaluate at least annually management's analysis and assessment regarding whether or not the Company's compensation policies and practices for its employees create risks that are reasonably likely to have a material adverse effect on the Company.
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2. To perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of any plan.
3. To perform such duties and responsibilities as may be assigned to the Committee by the Board.

## **VI. Evaluation of the Committee**

- A. The Committee will, on an annual basis, evaluate its performance under this Charter.
  1. In conducting this review, the Committee will evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.
  2. The Committee will also address all matters that the Committee considers relevant to its performance, including at least the following:
    - (a) The adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board;
    - (b) The manner in which they were discussed or debated; and
    - (c) Whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.
  3. The Committee will deliver to the Board a report on the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

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