

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended November 27, 2021
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to
Commission file number: 001-15141

MillerKnoll, Inc.

(Exact name of registrant as specified in its charter)

Michigan

(State or other jurisdiction of
incorporation or organization)

38-0837640

(I.R.S. Employer Identification No.)

855 East Main Avenue
Zeeland, MI 49464

(Address of principal executive offices and zip code)

(616) 654-3000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.20 per share	MLKN	Nasdaq Global Select Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of January 1, 2022, MillerKnoll, Inc. had [75,744,162] shares of common stock outstanding.

MillerKnoll, Inc.

Form 10-Q

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PART I - FINANCIAL INFORMATION

Item 1: Financial Statements

MillerKnoll, Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(Dollars in millions, except share data)

(Unaudited)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Net sales	\$ 1,026.3	\$ 626.3	\$ 1,816.0	\$ 1,253.0
Cost of sales	675.7	382.1	1,187.9	758.8
Gross margin	350.6	244.2	628.1	494.2
Operating expenses:				
Selling, general and administrative	318.6	153.0	625.5	292.8
Restructuring expense, net	—	2.4	—	1.2
Design and research	28.2	17.8	51.6	33.8
Total operating expenses	346.8	173.2	677.1	327.8
Operating earnings (loss)	3.8	71.0	(49.0)	166.4
Interest expense	9.2	3.5	14.8	7.2
Interest and other investment income	0.3	0.4	0.5	0.8
Other (income) expense, net	(0.7)	(0.9)	11.8	(2.7)
Earnings (loss) before income taxes and equity income	(4.4)	68.8	(75.1)	162.7
Income tax expense (benefit)	(3.4)	16.2	(14.1)	36.9
Equity (loss) income from nonconsolidated affiliates, net of tax	(0.1)	0.2	—	0.4
Net earnings (loss)	(1.1)	52.8	(61.0)	126.2
Net earnings attributable to redeemable noncontrolling interests	2.3	1.5	3.9	2.0
Net earnings (loss) attributable to MillerKnoll, Inc.	\$ (3.4)	\$ 51.3	\$ (64.9)	\$ 124.2
Earnings (loss) per share — basic	\$ (0.05)	\$ 0.87	\$ (0.92)	\$ 2.11
Earnings (loss) per share — diluted	\$ (0.05)	\$ 0.87	\$ (0.92)	\$ 2.10
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustments	\$ (60.9)	\$ 4.9	\$ (52.1)	\$ 35.1
Pension and post-retirement liability adjustments	1.8	1.4	4.1	2.5
Unrealized (loss) gains on interest rate swap agreement	4.0	0.9	3.0	1.2
Unrealized holding loss on available for sale securities	—	—	—	(0.1)
Other comprehensive (loss) income, net of tax	(55.1)	7.2	(45.0)	38.7
Comprehensive (loss) income	(56.2)	60.0	(106.0)	164.9
Comprehensive (loss) income attributable to redeemable noncontrolling interests	(0.2)	1.7	1.9	4.8
Comprehensive (loss) income attributable to MillerKnoll, Inc.	\$ (56.0)	\$ 58.3	\$ (107.9)	\$ 160.1

See accompanying notes to Condensed Consolidated Financial Statements.

MillerKnoll, Inc.

Condensed Consolidated Balance Sheets

(Dollars in millions, except share data)

(Unaudited)

	November 27, 2021	May 29, 2021
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 227.3	\$ 396.4
Short-term investments	7.4	7.7
Accounts receivable, net of allowances of \$6.2 and \$5.5	319.3	204.7
Unbilled accounts receivable	34.5	16.4
Inventories	482.9	213.6
Prepaid expenses	136.5	45.1
Other current assets	6.7	7.6
Total current assets	1,214.6	891.5
Property and equipment, at cost	1,470.1	1,159.7
Less — accumulated depreciation	(879.3)	(832.5)
Net property and equipment	590.8	327.2
Right-of-use assets	412.9	214.7
Goodwill	1,284.5	364.2
Indefinite-lived intangibles	497.4	97.6
Other amortizable intangibles, net of accumulated amortization of \$111.1 and \$68.6	392.3	105.2
Other noncurrent assets	73.4	61.5
Total Assets	\$ 4,465.9	\$ 2,061.9
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS & STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	\$ 333.6	\$ 178.4
Short-term borrowings and current portion of long-term debt	29.3	2.2
Accrued compensation and benefits	108.9	90.2
Short-term lease liability	101.2	69.0
Accrued warranty	18.6	14.5
Customer deposits	118.8	43.1
Other accrued liabilities	146.9	103.4
Total current liabilities	857.3	500.8
Long-term debt	1,340.7	274.9
Pension and post-retirement benefits	41.3	34.5
Lease liabilities	364.2	196.9
Other liabilities	356.6	128.2
Total Liabilities	2,960.1	1,135.3
Redeemable noncontrolling interests	69.4	77.0
Stockholders' Equity:		
Preferred stock, no par value (10,000,000 shares authorized, none issued)	—	—
Common stock, \$0.20 par value (240,000,000 shares authorized, 75,740,388 and 59,029,165 shares issued and outstanding in fiscal 2022 and 2021, respectively)	15.1	11.8
Additional paid-in capital	814.8	94.7
Retained earnings	714.8	808.4
Accumulated other comprehensive loss	(108.1)	(65.1)
Deferred compensation plan	(0.2)	(0.2)
Total Stockholders' Equity	1,436.4	849.6
Total Liabilities, Redeemable Noncontrolling Interests, and Stockholders' Equity	\$ 4,465.9	\$ 2,061.9

See accompanying notes to Condensed Consolidated Financial Statements.

MillerKnoll, Inc.

Condensed Consolidated Statements of Cash Flows

(Dollars in millions)

(Unaudited)

	Six Months Ended	
	November 27, 2021	November 28, 2020
Cash Flows from Operating Activities:		
Net (loss) earnings	\$ (61.0)	\$ 126.2
Adjustments to reconcile net earnings to net cash (used in) provided by operating activities:		
Depreciation and amortization	109.9	43.3
Stock-based compensation	22.1	3.9
Pension and post-retirement expenses	(4.2)	1.5
Deferred taxes	(13.6)	4.4
Loss on impairment	15.5	—
Loss on extinguishment of debt	13.4	—
(Increase) decrease in current assets	(166.7)	2.3
Increase (decrease) in current liabilities	34.1	22.9
(Decrease) increase in non-current liabilities	(5.3)	9.0
Other, net	(1.8)	1.1
Net Cash (Used in) Provided by Operating Activities	(57.6)	214.6
Cash Flows from Investing Activities:		
Proceeds from sale of property and dealers	—	11.4
Capital expenditures	(46.3)	(24.4)
Acquisitions, net of cash received	(1,088.5)	—
Other, net	1.0	(11.4)
Net Cash Used in Investing Activities	(1,133.8)	(24.4)
Cash Flows from Financing Activities:		
Repayments of long-term debt	(50.0)	—
Proceeds from issuance of debt, net of discounts	1,007.0	—
Payments of deferred financing costs	(9.3)	—
Proceeds from credit facility	587.5	—
Repayments of credit facility	(449.4)	(265.0)
Payment of make whole premium on debt	(13.4)	—
Dividends paid	(25.4)	(12.3)
Common stock issued	4.3	3.1
Common stock repurchased and retired	(14.4)	(0.9)
Other, net	(1.4)	(1.8)
Net Cash Provided by (Used in) Financing Activities	1,035.5	(276.9)
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(13.2)	10.6
Net Decrease in Cash and Cash Equivalents	(169.1)	(76.1)
Cash and Cash Equivalents, Beginning of Period	396.4	454.0
Cash and Cash Equivalents, End of Period	\$ 227.3	\$ 377.9

See accompanying notes to Condensed Consolidated Financial Statements.

MillerKnoll, Inc.

Condensed Consolidated Statements of Stockholders' Equity

Six Months Ended November 27, 2021

(Dollars in millions, except share data)

(Unaudited)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Deferred Compensation Plan	MillerKnoll, Inc. Stockholders' Equity
	Shares	Amount					
May 29, 2021	59,029,165	\$ 11.8	\$ 94.7	\$ 808.4	\$ (65.1)	\$ (0.2)	\$ 849.6
Net earnings				(61.5)			(61.5)
Other comprehensive income, net of tax					(15.2)		(15.2)
Stock-based compensation expense			15.1				15.1
Exercise of stock options	49,584		1.3				1.3
Restricted and performance stock units released	358,016						—
Employee stock purchase plan issuances	19,020		0.7				0.7
Repurchase and retirement of common stock	(267,522)		(11.0)				(11.0)
Shares issued for the acquisition of Knoll	15,843,921	3.2	685.1				688.3
Pre-combination expense from Knoll rollover	751,907	0.2	22.4				22.6
Dividends declared (\$0.1875 per share)				(14.3)			(14.3)
August 28, 2021	75,784,091	\$ 15.2	\$ 808.3	\$ 732.6	\$ (80.3)	\$ (0.2)	\$ 1,475.6
Net earnings				(3.4)			(3.4)
Other comprehensive income, net of tax					(27.8)		(27.8)
Stock-based compensation expense			7.0				7.0
Exercise of stock options	52,697		1.5				1.5
Restricted and performance stock units released	91,443		0.2				0.2
Employee stock purchase plan issuances	18,813		0.6				0.6
Repurchase and retirement of common stock	(76,246)		(3.3)				(3.3)
Forfeiture of shares	(130,410)	(0.1)					(0.1)
NCI Adjustment			0.5				0.5
Dividends declared (\$0.1875 per share)				(14.4)			(14.4)
November 27, 2021	75,740,388	\$ 15.1	\$ 814.8	\$ 714.8	\$ (108.1)	\$ (0.2)	\$ 1,436.4

Six Months Ended November 28, 2020

(Dollars in millions, except share data)

<i>(Unaudited)</i>	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Deferred Compensation Plan	MillerKnoll, Inc. Stockholders' Equity
	Shares	Amount					
May 30, 2020	58,793,275	\$ 11.8	\$ 81.6	\$ 683.9	\$ (134.0)	\$ (0.3)	\$ 643.0
Net earnings	—	—	—	73.0	—	—	73.0
Other comprehensive income, net of tax	—	—	—	—	28.9	—	28.9
Stock-based compensation expense	—	—	1.5	—	—	—	1.5
Exercise of stock options	8,133	—	0.2	—	—	—	0.2
Restricted and performance stock units released	106,607	—	—	—	—	—	—
Employee stock purchase plan issuances	25,116	—	0.6	—	—	—	0.6
Repurchase and retirement of common stock	(36,644)	—	(0.9)	—	—	—	(0.9)
Directors' fees	3,013	—	0.1	—	—	—	0.1
August 29, 2020	58,899,500	\$ 11.8	\$ 83.1	\$ 756.9	\$ (105.1)	\$ (0.3)	\$ 746.4
Net earnings	—	—	—	51.3	—	—	51.3
Other comprehensive income, net of tax	—	—	—	—	7.0	—	7.0
Stock-base compensation expense	—	—	2.4	—	—	—	2.4
Exercise of stock options	54,771	—	1.9	—	—	—	1.9
Restricted and performance stock units released	3,688	—	—	—	—	—	—
Employee stock purchase plan issuances	14,880	—	0.4	—	—	—	0.4
Repurchase and retirement of common stock	(1,198)	—	—	—	—	—	—
Dividends declared (\$0.1875 per share)	—	—	—	(11.1)	—	—	(11.1)
November 28, 2020	58,971,641	\$ 11.8	\$ 87.8	\$ 797.1	\$ (98.1)	\$ (0.3)	\$ 798.3

See accompanying notes to Condensed Consolidated Financial Statements.

Notes to Condensed Consolidated Financial Statements

(Dollars in millions, except share data)

(unaudited)

1. Description of Business

MillerKnoll, Inc. (the "Company") researches, designs, manufactures, sells, and distributes interior furnishings for use in various environments including office, healthcare, educational, and residential settings and provides related services that support companies all over the world. The Company's products are sold through independent contract office furniture dealers, owned retail studios, the Company's eCommerce platforms, and direct mail catalogs as well as direct customer sales, independent retailers, and an owned contract office furniture dealership.

On July 19, 2021 the Company acquired Knoll, Inc. ("Knoll") (See Note 5. "Acquisitions"). Knoll is a leading global manufacturer of commercial and residential furniture, accessories, lighting and coverings. The Company has included the financial results of Knoll in the condensed consolidated financial statements from the date of acquisition. On October 11, 2021, our shareholders approved an amendment to our Restated Articles of Incorporation to change our corporate name from Herman Miller, Inc. to MillerKnoll, Inc. On November 1, 2021, the change in corporate name and ticker symbol to MLKN became effective.

MillerKnoll is a collective of dynamic brands that comes together to design the world we live in. Powering the world's most dynamic design brands, MillerKnoll includes Herman Miller® and Knoll®, as well as Colebrook Bosson Saunders®, DatesWeiser®, Design Within Reach®, Edelman® Leather, Fully®, Geiger®, HAY®, Holly Hunt®, KnollTextiles®, Maars® Living Walls, Maharam®, Muuto®, naughtone®, and Spinneybeck®|FilzFelt®. MillerKnoll is an unparalleled platform that redefines modern for the 21st century by building a more sustainable, equitable, and beautiful future for everyone.

Basis of Presentation

The Condensed Consolidated Financial Statements have been prepared by MillerKnoll, Inc. ("the Company") in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. Management believes the disclosures made in this document are adequate with respect to interim reporting requirements. Unless otherwise noted or indicated by the context, all references to "MillerKnoll," "Herman Miller," "we," "our," "Company" and similar references are to MillerKnoll, Inc., its predecessors, and controlled subsidiaries.

The accompanying unaudited Condensed Consolidated Financial Statements, taken as a whole, contain all adjustments that are of a normal recurring nature necessary to present fairly the financial position of the Company as of November 27, 2021. Operating results for the three and six months ended November 27, 2021 are not necessarily indicative of the results that may be expected for the year ending May 28, 2022 ("fiscal 2022"). It is suggested that these Condensed Consolidated Financial Statements be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended May 29, 2021 ("fiscal 2021"). All intercompany transactions have been eliminated in the Condensed Consolidated Financial Statements. The financial statements of equity method investments are not consolidated.

Segment Reorganization

Effective as of May 30, 2021, the beginning of fiscal year 2022, the Company implemented an organizational change that resulted in a change in the reportable segments. The Company has recast historical results to reflect this change. Below is a description of each reportable segment. Intersegment sales are eliminated within each segment, with the exception of sales to and from the Knoll segment, which are presented as intersegment eliminations.

- Global Retail – reflects the legacy North America Retail segment and now includes International Retail
- Americas Contract ("Americas") – reflects the legacy Herman Miller North America Contract segment combined with Latin America and Design Within Reach Contract
- International Contract ("International") – reflects global Contract activity outside the Americas, excluding the international activity of Knoll

- Knoll – the Knoll segment includes the global operations associated with the design, manufacture, and sale of furniture products within the Knoll constellation of brands. The acquired Knoll business will initially be reflected as a stand-alone segment.

2. Recently Issued Accounting Standards

Recently Adopted Accounting Standards

On May 30, 2021, the Company adopted ASU No. 2018-14, "Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20): Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans." This update eliminates, adds and clarifies certain disclosure requirements for employers that sponsor defined benefit pension or other post-retirement plans. The eliminated disclosures include (a) the amounts in accumulated other comprehensive income expected to be recognized in net periodic benefit costs over the next fiscal year and (b) the effects of a one percentage point change in assumed health care cost trend rates on the net periodic benefit costs and the benefit obligation for post-retirement health care benefits. Additional disclosures include descriptions of significant gains and losses affecting the benefit obligation for the period. The adoption of this guidance did not have a material effect on our consolidated financial statements and additional disclosures will be made in our annual report.

On May 30, 2021, the Company adopted ASU 2019-12, "Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes." This update removes certain exceptions for recognizing deferred taxes for investments, performing intra-period allocation and calculating income taxes in interim periods. The update also adds guidance to reduce complexity in certain areas. The adoption of this guidance did not have a material impact on the Company's financial statements.

Recently Issued Accounting Standards Not Yet Adopted

The Company is currently evaluating the impact of adopting the following relevant standards issued by the FASB:

Standard	Description	Effective Date
2021-10	Government Assistance	May 28, 2022

This update adds certain disclosure requirements for entities that receive government assistance in the form of tax credits, cash grants, grants of other assets and project grants. Early adoption is permitted. The Company does not expect the adoption of this standard to have a material impact on its financial statements.

We have assessed all other ASUs issued but not yet adopted and concluded that those not disclosed are not relevant to the Company or are not expected to have a material impact.

3. Revenue from Contracts with Customers

Disaggregated Revenue

Revenue disaggregated by contract type is provided in the table below:

(In millions)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Net Sales:				
Single performance obligation				
Product revenue	\$ 942.3	\$ 544.3	\$ 1,678.7	\$ 1,087.6
Multiple performance obligations				
Product revenue	78.5	77.2	128.0	155.7
Service revenue	2.9	2.9	4.8	6.0
Other	2.6	1.9	4.5	3.7
Total	\$ 1,026.3	\$ 626.3	\$ 1,816.0	\$ 1,253.0

The Company internally reports and evaluates products based on the categories Workplace, Performance Seating, Lifestyle and Other. A description of these categories is included below.

The Workplace category includes products centered on creating highly functional and productive settings for both groups and individuals. This category focuses on the development of products, beyond seating, that define boundaries, support work and enable productivity.

The Performance Seating category includes products centered on seating ergonomics, productivity and function across an evolving and diverse range of settings. This category focuses on the development of ergonomic seating solutions for specific use cases requiring more than basic utility.

The Lifestyle category includes products focused on bringing spaces to life through beautiful yet functional products. This category focuses on the development of products that support a way of living, in thoughtful yet elevated ways. The products in this category help create emotive and visually appealing spaces via a portfolio that offers diversity in aesthetics, price and performance.

Revenue disaggregated by product type and reportable segment is provided in the table below:

(In millions)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Americas Contract:				
Workplace	\$ 197.3	\$ 202.9	\$ 373.8	\$ 416.7
Performance Seating	96.7	82.7	181.6	169.3
Lifestyle	34.5	28.3	67.1	61.5
Other	33.0	33.3	64.3	69.7
Total Americas Contract	\$ 361.5	\$ 347.2	\$ 686.8	\$ 717.2
International Contract:				
Workplace	\$ 35.4	\$ 28.0	\$ 61.2	\$ 59.7
Performance Seating	57.6	51.0	106.8	94.7
Lifestyle	28.9	21.6	51.4	39.4
Other	3.2	0.9	4.7	1.7
Total International Contract	\$ 125.1	\$ 101.5	\$ 224.1	\$ 195.5
Global Retail:				
Workplace	\$ 2.9	\$ 2.5	\$ 6.4	\$ 4.9
Performance Seating	60.1	63.6	121.1	121.2
Lifestyle	146.4	111.1	294.1	213.6
Other	0.6	0.4	1.0	0.6
Total Global Retail	\$ 210.0	\$ 177.6	\$ 422.6	\$ 340.3
Knoll:				
Workplace	\$ 157.8	\$ —	\$ 233.0	\$ —
Performance Seating	25.6	—	37.7	—
Lifestyle	128.6	—	185.0	—
Other	24.3	—	37.0	—
Total Knoll	\$ 336.3	\$ —	\$ 492.7	\$ —
Intersegment sales elimination	\$ (6.6)	\$ —	\$ (10.2)	\$ —
Total	\$ 1,026.3	\$ 626.3	\$ 1,816.0	\$ 1,253.0

Refer to Note 16 of the Condensed Consolidated Financial Statements for further information related to our reportable segments.

Contract Balances

Customers may make payments before the satisfaction of the Company's performance obligation and recognition of revenue. These payments represent contract liabilities and are included within the caption "Customer deposits" in the Condensed Consolidated Balance Sheets. During the three and six months ended November 27, 2021, the Company recognized Net sales of \$30.2 million and \$71.3 million, respectively, related to customer deposits that were included in the balance sheet as of August 28, 2021 and May 29, 2021 respectively. The Company assumed a contract liability of \$55.5 million related to the acquisition of Knoll, Inc on July 19, 2021.

4. Leases

The components of lease expense are provided in the table below:

<i>(In millions)</i>	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Operating lease costs	\$ 23.1	\$ 12.4	\$ 41.1	\$ 23.4
Short-term lease costs	2.9	0.7	4.4	1.5
Variable lease costs*	2.4	2.0	4.9	3.6
Total	\$ 28.4	\$ 15.1	\$ 50.4	\$ 28.5

*Not included in the table above for the three and six months ended November 27, 2021 are variable lease costs of \$25.0 million and \$45.7 million, respectively, for raw material purchases under certain supply arrangements that the Company has determined meet the definition of a lease. This compares to purchases of \$21.6 million and \$38.6 million for the three and six months ended November 28, 2020, respectively.

At November 27, 2021, the Company had no financing leases.

The undiscounted annual future minimum lease payments related to the Company's right-of-use assets are summarized by fiscal year in the following table:

<i>(In millions)</i>	
2022	\$ 89.2
2023	83.8
2024	74.3
2025	64.8
2026	50.5
Thereafter	148.8
Total lease payments*	\$ 511.4
Less interest	46.0
Present value of lease liabilities	\$ 465.4

*Lease payments exclude \$14.6 million of legally binding minimum lease payments for leases signed but not yet commenced.

At November 27, 2021, the weighted average remaining lease term and weighted average discount rate for operating leases were 7.3 years and 2.4%, respectively.

Supplemental cash flow and other information related to leases are provided in the table below:

<i>(In millions)</i>	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Operating cash flows used in operating leases	\$ 17.0	\$ 11.6	\$ 33.7	\$ 22.6
Right-of-use assets obtained in exchange for new liabilities	\$ 5.9	\$ 36.9	\$ 25.9	\$ 49.2

5. Acquisitions

Knoll, Inc.

On July 19, 2021, the Company completed its previously announced acquisition of Knoll, Inc. ("Knoll"), a leader in the design, manufacture, marketing and sale of high-end furniture products and accessories for workplace and residential markets. The Company has included the financial results of Knoll in the condensed consolidated financial statements from the date of acquisition. The transaction costs associated with the acquisition, which included financial advisory, legal, proxy filing, regulatory and financing fees, were approximately \$0.9 million and \$27.6 million for the three and six months ended November 27, 2021 and were recorded in general and administrative expenses.

Under the terms of the Agreement and Plan of Merger, each issued and outstanding share of Knoll common stock (excluding shares exercising dissenters rights, shares owned by Knoll as treasury stock, shares owned by the deal parties or their subsidiaries, or shares subject to Knoll restricted stock awards) was converted into a right to receive 0.32 shares of Herman Miller, Inc. (now MillerKnoll, Inc.) common stock and \$11.00 in cash, without interest. The preliminary acquisition date fair value of the consideration transferred for Knoll was approximately \$1,887.3 million, which consisted of the following (in millions, except share amounts):

	Knoll Shares	Herman Miller, Inc (now MillerKnoll, Inc.) Shares Exchanged	Fair Value
Cash Consideration:			
Shares of Knoll Common Stock issued and outstanding at July 19, 2021	49,444,825		\$ 543.9
Knoll equivalent shares for outstanding option awards, outstanding awards of restricted common stock held by non-employee directors and outstanding awards of performance units held by individuals who are former employees of Knoll and remain eligible to vest at July 19, 2021	184,857		1.4
Total number of Knoll shares for cash consideration	<u>49,629,682</u>		
Shares of Knoll Preferred Stock issued and outstanding at July 19, 2021	169,165		254.4
Consideration for payment to settle Knoll's outstanding debt			376.9
Share Consideration:			
Shares of Knoll Common Stock issued and outstanding at July 19, 2021	49,444,825		
Knoll equivalent shares for outstanding awards of restricted common stock held by non-employee directors and outstanding awards of performance units held by individuals who are former employees of Knoll and remain eligible to vest at July 19, 2021	74,857		
Total number of Knoll shares for share consideration	<u>49,519,682</u>	15,843,921	688.3
Replacement Share-Based Awards:			
Outstanding awards of Knoll Restricted Stock and Performance units relating to Knoll Common Stock at July 19, 2021			22.4
Total preliminary acquisition date fair value of consideration transferred			<u>\$ 1,887.3</u>

The aggregate cash paid in connection with the Knoll acquisition was \$1,176.6 million. MillerKnoll funded the acquisition through cash on-hand and debt proceeds, as described in "Note 14. Short-Term Borrowings and Long-Term Debt."

Outstanding unvested restricted stock awards, performance stock awards, performance stock units and restricted stock units with a preliminary estimated fair value of \$53.4 million automatically converted into Company awards. Of the total fair value, \$22.4 million was preliminarily allocated to purchase consideration and \$31.0 million was preliminarily allocated to future services and will be expensed over the remaining service periods on a straight-line basis. Per the terms of the converted awards

any qualifying termination within the twelve months subsequent to the acquisition will result in accelerated vesting and related recognition of expense.

The transaction was accounted for as a business combination which requires that assets and liabilities assumed be recognized at their fair value as of the acquisition date. The purchase price allocation is preliminary and subject to change as the valuation of inventory, property, plant and equipment, intangible assets and income taxes among other items is not complete. The amounts recognized will be finalized as the information necessary to complete the analysis is obtained, but no later than one year after the acquisition date.

The following table summarizes the preliminary fair value of assets acquired and liabilities assumed as of the date of acquisition:

<i>(In millions)</i>	Fair Value
Cash	\$ 88.0
Accounts receivable	82.3
Inventories	221.5
Other current assets	36.2
Property and equipment	291.0
Right-of-use assets	202.7
Intangible assets	746.7
Goodwill	943.7
Other noncurrent assets	22.0
Total assets acquired	2,634.1
Accounts payable	150.7
Other current liabilities	129.1
Lease liabilities	177.8
Other liabilities	289.2
Total liabilities assumed	746.8
Net Assets Acquired	\$ 1,887.3

The excess of purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill. Goodwill is primarily attributed to the assembled workforce of Knoll and anticipated operational synergies. Goodwill related to the acquisition was recorded within the Knoll segment at \$943.7 million. Goodwill arising from the acquisition is not expected to be deductible for tax reporting purposes.

The fair values assigned to tangible assets acquired and liabilities assumed are preliminary based on management's estimates and assumptions and may be subject to change as additional information is received and certain tax matters are finalized. Certain adjustments were made during the three months ended November 27, 2021 to the preliminary fair values resulting in a net increase to goodwill of \$17.8 million primarily related to the acquired backlog intangible asset and the corresponding deferred tax liability. The primary areas that remain preliminary relate to the fair values of intangible assets acquired, certain tangible assets and liabilities acquired, income and non-income-based taxes and residual goodwill. The Company expects to finalize the valuations as soon as practicable, but not later than one year from the acquisition date.

The following table summarizes the acquired identified intangible assets, valuation method employed, useful lives and fair value, as determined by the Company as of the acquisition date:

<i>(In millions)</i>	Valuation Method	Useful Life (years)	Fair Value
Backlog	Multi-Period Excess Earnings	Less than 1 Year	\$ 27.8
Trade name - indefinite lived	Relief from Royalty	Indefinite	405.9
Trade name - amortizing	Relief from Royalty	5-10 Years	14.0
Designs	Relief from Royalty	9-15 years	31.0
Customer Relationships	Multi-Period Excess Earnings	2-15 years	268.0
Total			\$ 746.7

Revenue and Net Loss of Knoll included in the Company's Condensed Consolidated Statements of Comprehensive Income (Loss) from the acquisition date of July 19, 2021 through November 27, 2021 are as follows (in millions):

Total revenues	\$	492.7
Net Loss		(73.3)

Unaudited Pro Forma Results of Operations

The results of Knoll's operations have been included in the Consolidated Financial Statements beginning on July 19, 2021. The following table provides pro forma results of operations for the three months and six months ended November 27, 2021 and November 28, 2020, as if Knoll had been acquired as of May 31, 2020. The pro forma results include certain purchase accounting adjustments such as the estimated change in depreciation and amortization expense on the acquired tangible and intangible assets. The impact of these adjustments is subject to change as valuations are finalized. The pro forma results also include the impact of incremental interest expense incurred to finance the merger. Transaction related costs, including debt extinguishment costs related to the transaction, have been eliminated from the pro forma amounts presented in both periods. Pro forma results do not include any anticipated cost savings from the integration of this acquisition. Accordingly, such amounts are not necessarily indicative of the results that would have occurred if the acquisition had occurred on the date indicated or that may result in the future.

(In millions)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Net sales	\$ 1,026.3	\$ 940.5	\$ 1,970.2	\$ 1,832.3
Net earnings attributable to MillerKnoll, Inc.	\$ 8.2	\$ 58.4	\$ (22.6)	\$ 110.3

6. Inventories, net

(In millions)	November 27, 2021	May 29, 2021
Finished goods and work in process	\$ 355.5	\$ 166.7
Raw materials	127.4	46.9
Total	\$ 482.9	\$ 213.6

Inventories are valued at the lower of cost or market and include material, labor, and overhead. Certain inventories within our United States-based manufacturing operations are valued using the last-in, first-out (LIFO) method. Inventories of all other operations are valued using the first-in, first-out (FIFO) method.

Inventories valued using LIFO amounted to \$23.9 million and \$21.8 million as of November 27, 2021 and May 29, 2021, respectively. If all inventories had been valued using the first-in first-out method, inventories would have been \$524.4 million and \$230.2 million at November 27, 2021 and May 29, 2021, respectively.

7. Goodwill and Indefinite-Lived Intangibles

Goodwill and other indefinite-lived intangible assets included in the Condensed Consolidated Balance Sheets consisted of the following as of November 27, 2021 and May 29, 2021:

(In millions)	Goodwill	Indefinite-lived Intangible Assets
May 29, 2021	\$ 364.2	\$ 97.6
Foreign currency translation adjustments	(23.4)	(6.1)
Acquisition of Knoll	943.7	405.9
November 27, 2021	\$ 1,284.5	\$ 497.4

Goodwill is tested for impairment at the reporting unit level annually, or more frequently when events or changes in circumstances indicate that the fair value of a reporting unit has more likely than not declined below its carrying value. When testing goodwill for impairment, the Company may first assess qualitative factors. If an initial qualitative assessment identifies that it is more likely than not that the carrying value of a reporting unit exceeds its estimated fair value, additional quantitative testing is performed. The Company may also elect to bypass the qualitative testing and proceed directly to the quantitative testing. If the quantitative testing indicates that goodwill is impaired, the carrying value of goodwill is written down to fair value.

Each of the reporting units, with the exception of Knoll, were reviewed for impairment using a quantitative assessment as of March 31, 2021, our annual testing date. In performing the quantitative impairment test for fiscal year 2021, the Company determined that the fair value of its reporting units exceeded the carrying amount and, as such, these reporting units were not impaired.

In connection with the segment reorganization, certain of the Company's reporting units have changed in composition, and goodwill was reallocated between such reporting units using a relative fair value approach. Accordingly, the Company performed interim goodwill impairment tests in the first quarter of 2022 for each reporting unit, with the exception of Knoll. Based on the results of the tests performed, the Company determined that the fair value of each reporting unit, as reorganized, exceeded its respective carrying amount in each case.

Goodwill related to the acquisition of Knoll was recorded within the Knoll segment at \$943.7 million. The increase in goodwill from the acquisition of Knoll was offset in part by foreign currency translation adjustments, resulting in a goodwill balance of \$1,284.5 million as of November 27, 2021.

Intangible assets with indefinite useful lives are not subject to amortization and are evaluated annually for impairment, or more frequently when events or changes in circumstances indicate that the fair value of an intangible asset may not be recoverable.

In fiscal 2021, the Company performed quantitative assessments in testing indefinite-lived intangible assets for impairment. The carrying value of the Company's HAY trade name indefinite-lived intangible asset was \$41.7 million as of March 31, 2021. The calculated fair value of the HAY trade name was \$43.8 million which represents an excess fair value of \$2.1 million or 5.0%. If the residual cash flow related to this trade name were to decline in future periods, the Company may need to record an impairment charge.

During the six months ended November 27, 2021, there were no identified indicators of impairment that required the Company to complete an interim quantitative impairment assessment related to any of the Company's reporting units or indefinitely-lived intangible assets.

8. Employee Benefit Plans

The following table summarizes the components of net periodic benefit cost for the Company's defined benefit pension plans:

<i>(In millions)</i>	Pension Benefits			
	Three Months Ended November 27, 2021		Three Months Ended November 28, 2020	
	Domestic	International	Domestic	International
Service cost	\$ 0.1	\$ —	\$ —	\$ —
Interest cost	1.1	0.8	—	0.7
Expected return on plan assets ⁽¹⁾	(2.2)	(1.8)	—	(1.4)
Net amortization loss	—	1.7	—	1.6
Net periodic benefit cost	\$ (1.0)	\$ 0.7	\$ —	\$ 0.9

<i>(In millions)</i>	Pension Benefits			
	Six Months Ended November 27, 2021		Six Months Ended November 28, 2020	
	Domestic	International	Domestic	International
Service cost	\$ 0.2	\$ —	\$ —	\$ —
Interest cost	1.5	1.7	—	1.3
Expected return on plan assets ⁽¹⁾	(3.1)	(3.6)	—	(2.8)
Net amortization loss	—	3.3	—	3.3
Net periodic benefit cost	\$ (1.4)	\$ 1.4	\$ —	\$ 1.8

(1) The weighted-average expected long-term rate of return on plan assets is 4.98%.

9. Earnings Per Share

The following table reconciles the numerators and denominators used in the calculations of basic and diluted earnings per share ("EPS") for the three and six months ended:

	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Numerators:				
Numerator for both basic and diluted EPS, Net (loss) earnings attributable to MillerKnoll, Inc. - in millions	\$ (3.4)	\$ 51.3	\$ (64.9)	\$ 124.2
Denominators:				
Denominator for basic EPS, weighted-average common shares outstanding	75,304,752	58,908,094	70,803,483	58,869,699
Potentially dilutive shares resulting from stock plans		359,304	—	174,229
Denominator for diluted EPS	75,304,752	59,267,398	70,803,483	59,043,928
Antidilutive equity awards not included in weighted-average common shares - diluted	1,518,161	301,002	1,438,374	1,067,979

10. Stock-Based Compensation

The following table summarizes the stock-based compensation expense and related income tax effect for the three and six months ended:

(In millions)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Stock-based compensation expense	\$ 7.0	\$ 2.4	\$ 22.1	\$ 3.9
Related income tax effect	\$ 1.6	\$ 0.6	\$ 5.3	\$ 0.9

The increase in Stock-based compensation expense was driven in part by the addition of Knoll's equity-based compensation awards. This impact includes the accelerated stock-compensation award expense related to workforce reductions as part of the Knoll integration.

Certain of the Company's equity-based compensation awards contain provisions that allow for continued vesting into retirement. Stock-based awards are considered fully vested for expense attribution purposes when the employee's retention of the award is no longer contingent on providing subsequent service.

11. Income Taxes

The Company's process for determining the provision for income taxes for the three and six months ended November 27, 2021 involved using an estimated annual effective tax rate which was based on expected annual income and statutory tax rates across the various jurisdictions in which it operates. The effective tax rates were 77.6% and 23.5%, respectively, for the three month periods ended November 27, 2021 and November 28, 2020. The year over year change in the effective tax rate for the three months ended November 27, 2021 resulted from an adjustment due to a pre-tax book loss reported for the quarter coupled with an overall forecasted pre-tax book loss for the year resulting from restructuring costs in connection with the Knoll acquisition and increased margin pressure from global supply chain disruptions and labor shortages. The same quarter of the prior year had no comparable impacts. For the three months ended November 27, 2021, the effective tax rate is higher than the United States federal statutory rate due to the impact of applying the estimated annual effective tax rate to the year to date pre-tax loss. For the three months ended November 28, 2020, the effective tax rate was higher than the United States federal statutory rate due to United States state income taxes and the mix of earnings in tax jurisdictions that had rates that were higher than the United States federal statutory rate.

The effective tax rates were 18.8% and 22.6%, respectively, for the six months ended November 27, 2021 and November 28, 2020. The year over year decrease in the effective rate for the six months ended November 27, 2021 resulted from an overall

pre-tax book loss reported for the six months coupled with non-deductible discrete compensation and acquisition costs in connection with the Knoll acquisition. The same six months in the prior year had no comparable impacts from the acquisition. For the six months ended November 27, 2021, the effective tax rate is lower than the United States federal statutory rate due to the impact of applying the estimated annual effective tax rate to the year to date pre-tax loss, which includes an adjustment impacted by non-deductible Knoll acquisition related costs. For the six months ended November 28, 2020, the effective tax rate was higher than the United States federal statutory rate mainly due to United States state income taxes and the mix of earnings in tax jurisdictions that had rates that were higher than the United States federal statutory rate.

The Company recognizes interest and penalties related to uncertain tax benefits through income tax expense in its Condensed Consolidated Statements of Comprehensive Income. Interest and penalties recognized in the Company's Condensed Consolidated Statements of Comprehensive Income were negligible for the three and six months ended November 27, 2021 and November 28, 2020.

The Company's recorded liability for potential interest and penalties related to uncertain tax benefits was:

<i>(In millions)</i>	November 27, 2021		May 29, 2021	
Liability for interest and penalties	\$	1.0	\$	0.9
Liability for uncertain tax positions, current	\$	2.7	\$	2.1

The Company is subject to periodic audits by domestic and foreign tax authorities. Currently, the Company is undergoing routine periodic audits in both domestic and foreign tax jurisdictions. It is reasonably possible that the amounts of unrecognized tax benefits could change in the next twelve months because of the audits. Tax payments related to these audits, if any, are not expected to be material to the Company's Condensed Consolidated Statements of Comprehensive Income.

For the majority of tax jurisdictions, the Company is no longer subject to state, local, or non-United States income tax examinations by tax authorities for fiscal years before 2018.

12. Fair Value Measurements

The Company's financial instruments consist of cash equivalents, marketable securities, accounts and notes receivable, a deferred compensation plan, accounts payable, debt, interest rate swaps, foreign currency exchange contracts, redeemable noncontrolling interests, indefinite-lived intangible assets and right-of-use assets. The Company's financial instruments, other than long-term debt, are recorded at fair value.

The carrying value and fair value of the Company's long-term debt, including current maturities, is as follows for the periods indicated:

<i>(In millions)</i>	November 27, 2021		May 29, 2021	
Carrying value	\$	1,391.2	\$	277.1
Fair value	\$	1,320.5	\$	284.8

The following describes the methods the Company uses to estimate the fair value of financial assets and liabilities recorded in net earnings, which have not significantly changed in the current period:

Cash and cash equivalents — The Company invests excess cash in short term investments in the form of money market funds, which are valued using net asset value ("NAV").

Mutual Funds-equity — The Company's equity securities primarily include equity mutual funds. The equity mutual fund investments are recorded at fair value using quoted prices for similar securities.

Deferred compensation plan — The Company's deferred compensation plan primarily includes various domestic and international mutual funds that are recorded at fair value using quoted prices for similar securities.

Foreign currency exchange contracts — The Company's foreign currency exchange contracts are valued using an approach based on foreign currency exchange rates obtained from active markets. The estimated fair value of forward currency exchange contracts is based on month-end spot rates as adjusted by market-based current activity. These forward contracts are not designated as hedging instruments.

The following table sets forth financial assets and liabilities measured at fair value through net income and the respective pricing levels to which the fair value measurements are classified within the fair value hierarchy as of November 27, 2021 and May 29, 2021.

(In millions)	November 27, 2021		May 29, 2021	
	NAV	Quoted Prices with Other Observable Inputs (Level 2)	NAV	Quoted Prices with Other Observable Inputs (Level 2)
Financial Assets				
Cash equivalents:				
Money market funds	\$ 16.7	\$ —	\$ 162.2	\$ —
Mutual funds - equity	—	0.7	—	0.8
Foreign currency forward contracts	—	0.3	—	1.6
Deferred compensation plan	—	17.7	—	16.1
Total	\$ 16.7	\$ 18.7	\$ 162.2	\$ 18.5
Financial Liabilities				
Foreign currency forward contracts	\$ —	\$ 2.7	\$ —	\$ 0.1
Total	\$ —	\$ 2.7	\$ —	\$ 0.1

In connection with the acquisition of Knoll, the Company acquired a contingent obligation related to Knoll's acquisition of Fully. The fair value measurement of the Company's contingent obligation is based on significant, unobservable inputs for which little or no market data exists, and thus represents a Level 3 measurement. The contingent obligation is revalued each reporting period, with changes in fair value recognized through net income. The valuation inputs utilized to estimate fair value of the contingent obligation at November 27, 2021, included a discount rate of 2.5%, Fully's net sales and earnings before interest, taxes, depreciation and amortization ("EBITDA") for the period ended November 27, 2021, and projections related to Fully's net sales and EBITDA for each of the calendar years 2021 through 2023. The contingent obligation's fair value at November 27, 2021 is \$9.9 million. The maximum amount of contingent obligation that could be earned by Fully through 2023 is \$10.3 million.

The following describes the methods the Company uses to estimate the fair value of financial assets and liabilities recorded in other comprehensive income, which have not significantly changed in the current period:

Mutual funds-fixed income — The Company's fixed-income securities primarily include fixed income mutual funds and government obligations. These investments are recorded at fair value using quoted prices for similar securities.

Interest rate swap agreements — The value of the Company's interest rate swap agreements are determined using a market approach based on rates obtained from active markets. The interest rate swap agreements are designated as cash flow hedging instruments.

The following table sets forth financial assets and liabilities measured at fair value through other comprehensive income and the respective pricing levels to which the fair value measurements are classified within the fair value hierarchy as of November 27, 2021 and May 29, 2021.

(In millions)	November 27, 2021		May 29, 2021	
	Quoted Prices with Other Observable Inputs (Level 2)		Quoted Prices with Other Observable Inputs (Level 2)	
Financial Assets				
Mutual funds - fixed income	\$	6.7	\$	6.9
Total	\$	6.7	\$	6.9
Financial Liabilities				
Interest rate swap agreement	\$	10.4	\$	14.4
Total	\$	10.4	\$	14.4

The following is a summary of the carrying and market values of the Company's fixed income mutual funds and equity mutual funds as of the dates indicated:

(In millions)	November 27, 2021			May 29, 2021		
	Cost	Unrealized Gain/(Loss)	Market Value	Cost	Unrealized Gain/(Loss)	Market Value
Mutual funds - fixed income	\$ 6.7	\$ —	\$ 6.7	\$ 6.9	\$ —	\$ 6.9
Mutual funds - equity	0.4	0.3	0.7	0.5	0.3	0.8
Total	\$ 7.1	\$ 0.3	\$ 7.4	\$ 7.4	\$ 0.3	\$ 7.7

The cost of securities sold is based on the specific identification method; realized gains and losses resulting from such sales are included in the Condensed Consolidated Statements of Comprehensive Income within "Other (income) expense, net". The Company views its equity and fixed income mutual funds as available for use in its current operations. Accordingly, the investments are recorded within Current Assets within the Condensed Consolidated Balance Sheets.

Derivative Instruments and Hedging Activities

Foreign Currency Forward Contracts

The Company transacts business in various foreign currencies and has established a program that primarily utilizes foreign currency forward contracts to reduce the risks associated with the effects of certain foreign currency exposures. Under this program, the Company's strategy is to have increases or decreases in our foreign currency exposures offset by gains or losses on the foreign currency forward contracts to mitigate the risks and volatility associated with foreign currency transaction gains or losses. Foreign currency exposures typically arise from net liability or asset exposures in non-functional currencies on the balance sheets of our foreign subsidiaries. Foreign currency forward contracts generally settle within 30 days and are not used for trading purposes.

These forward contracts are not designated as hedging instruments. Accordingly, we record the fair value of these contracts as of the end of the reporting period in the Consolidated Balance Sheets with changes in fair value recorded within the Consolidated Statements of Comprehensive Income. The balance sheet classification for the fair values of these forward contracts is to "Other current assets" for unrealized gains and to "Other accrued liabilities" for unrealized losses. The Consolidated Statements of Comprehensive Income classification for the fair values of these forward contracts is to "Other (income) expense, net", for both realized and unrealized gains and losses.

Interest Rate Swaps

The Company enters into interest rate swap agreements to manage its exposure to interest rate changes and its overall cost of borrowing. The Company's interest rate swap agreements exchange variable rate interest payments for fixed rate payments over the life of the agreement without the exchange of the underlying notional amounts. The notional amount of the interest rate swap agreements is used to measure interest to be paid or received. The differential paid or received on the interest rate swap agreements is recognized as an adjustment to interest expense.

The interest rate swaps were designated as cash flow hedges at inception and the facts and circumstances of the hedged relationships remain consistent with the initial quantitative effectiveness assessment in that the hedged instruments remain an effective accounting hedge as of November 27, 2021. Since a designated derivative meets hedge accounting criteria, the fair value of the hedge is recorded in the Consolidated Statements of Stockholders' Equity as a component of "Accumulated other comprehensive loss, net of tax." The ineffective portion of the change in fair value of the derivatives is immediately recognized in earnings. The interest rate swap agreements are assessed for hedge effectiveness on a quarterly basis.

As of November 27, 2021, the Company had the following two outstanding interest rate swap agreements:

<i>(In millions)</i>	<u>Notional Amount</u>	<u>Forward Start Date</u>	<u>Termination Date</u>	<u>Effective Fixed Interest Rate</u>
September 2016 Interest Rate Swap	\$ 150.0	January 3, 2018	January 3, 2028	1.949 %
June 2017 Interest Rate Swap	\$ 75.0	January 3, 2018	January 3, 2028	2.387 %

The swaps above effectively converted indebtedness anticipated to be borrowed on the Company's revolving line of credit up to the notional amounts from a LIBOR-based floating interest rate plus applicable margin to an effective fixed interest rate plus applicable margin under the agreements as of the forward start date.

As of November 27, 2021, the fair value of the Company's two outstanding interest rate swap agreements was a liability of \$10.4 million and is recorded within "Other liabilities" in the Condensed Consolidated Balance Sheets.

The following table summarizes the effects of the interest rate swap agreements for the three and six months ended:

(In millions)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Gain recognized in Other comprehensive loss (effective portion)	\$ 4.0	\$ 0.9	\$ 3.0	\$ 1.2
(Loss) reclassified from Accumulated other comprehensive loss into earnings	\$ (1.2)	\$ (1.1)	\$ (1.9)	\$ (2.2)

There were no gains or losses recognized in earnings for hedge ineffectiveness for the three and six month periods ended November 27, 2021 and November 28, 2020. The amount of loss expected to be reclassified from Accumulated other comprehensive loss into earnings during the next twelve months is \$4.2 million, and net of tax is \$3.2 million.

Redeemable Noncontrolling Interests

Changes in the Company's redeemable noncontrolling interest in HAY for the six months ended November 27, 2021 and November 28, 2020 are as follows:

(In millions)	November 27, 2021	November 28, 2020
Beginning Balance	\$ 77.0	\$ 50.4
Net income attributable to redeemable noncontrolling interests	3.9	2.0
Distributions to redeemable noncontrolling interests	(3.8)	(2.7)
Cumulative translation adjustments attributable to redeemable noncontrolling interests	(2.0)	2.8
Foreign currency translation adjustments	(5.7)	4.0
Ending Balance	\$ 69.4	\$ 56.5

13. Commitments and Contingencies

Product Warranties

The Company provides coverage to the end-user for parts and labor on products sold under its warranty policy and for other product-related matters. The specific terms, conditions and length of those warranties vary depending upon the product sold. The Company does not sell or otherwise issue warranties or warranty extensions as stand-alone products. Reserves have been established for various costs associated with the Company's warranty program. General warranty reserves are based on historical claims experience and other currently available information and are periodically adjusted for business levels and other factors. Specific reserves are established once an issue is identified with the amounts for such reserves based on the estimated cost of correction. The Company provides an assurance-type warranty that ensures that products will function as intended. As such, the Company's estimated warranty obligation is accounted for as a liability and is recorded within current and long-term liabilities within the Condensed Consolidated Balance Sheets.

Changes in the warranty reserve for the stated periods were as follows:

(In millions)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Accrual Balance — beginning	\$ 69.8	\$ 60.3	\$ 60.1	\$ 59.2
Accrual for warranty matters	3.9	2.7	9.2	7.3
Settlements and adjustments	(3.8)	(3.2)	(9.5)	(6.7)
Acquired through business acquisition	—	—	10.1	—
Accrual Balance — ending	\$ 69.9	\$ 59.8	\$ 69.9	\$ 59.8

Guarantees

The Company is periodically required to provide performance bonds to do business with certain customers. These arrangements are common in the industry and generally have terms ranging between one year and three years. The bonds are required to provide assurance to customers that the products and services they have purchased will be installed and/or provided properly and without damage to their facilities. The bonds are provided by various bonding agencies. However, the Company is ultimately liable for claims that may occur against them. As of November 27, 2021, the Company had a maximum financial

exposure related to performance bonds totaling approximately \$7.1 million. The Company has no history of claims, nor is it aware of circumstances that would require it to pay, under any of these arrangements. The Company also believes that the resolution of any claims that might arise in the future, either individually or in the aggregate, would not materially affect the Company's Consolidated Financial Statements. Accordingly, no liability has been recorded in respect to these bonds as of either November 27, 2021 or May 29, 2021.

The Company has entered into standby letter of credit arrangements for purposes of protecting various insurance companies and lessors against default on insurance premium and lease payments. As of November 27, 2021, the Company had a maximum financial exposure from these standby letters of credit totaling approximately \$15.4 million, all of which is considered usage against the Company's revolving line of credit. The Company has no history of claims, nor is it aware of circumstances that would require it to perform, under any of these arrangements and believes that the resolution of any claims that might arise in the future, either individually or in the aggregate, would not materially affect the Company's Consolidated Financial Statements. Accordingly, no liability has been recorded in respect to these arrangements as of November 27, 2021 or May 29, 2021.

Contingencies

The Company is also involved in legal proceedings and litigation arising in the ordinary course of business. In the opinion of management, the outcome of such proceedings and litigation currently pending will not have a material adverse effect, if any, on the Company's Consolidated Financial Statements.

14. Short-Term Borrowings and Long-Term Debt

Short-term borrowings and long-term debt as of November 27, 2021 and May 29, 2021 consisted of the following:

<i>(In millions)</i>	November 27, 2021	May 29, 2021
Debt securities, 4.95%, due May 20, 2030	\$ —	\$ 49.9
Syndicated revolving line of credit, due August 2024	—	225.0
Syndicated revolving line of credit, due July 2026	363.1	—
Term Loan A, 1.5625%, due July 2026	400.0	—
Term Loan B, 2.0625%, due July 2028	625.0	—
Supplier financing program	3.1	2.2
Total debt	\$ 1,391.2	\$ 277.1
Less: Unamortized discount and issuance costs	(21.2)	—
Less: Current portion of long-term debt	(29.3)	(2.2)
Long-term debt	\$ 1,340.7	\$ 274.9

As of May 29, 2021, the Company's syndicated revolving line of credit provided the Company with up to \$500 million in revolving variable interest borrowing capacity and included an "accordion feature" allowing the Company to increase, at its option and subject to the approval of the participating banks, the aggregate borrowing capacity of the facility by up to \$250 million. Outstanding borrowings bear interest at rates based on the prime rate, federal funds rate, LIBOR or negotiated rates as outlined in the agreement. Interest is payable periodically throughout the period if borrowings are outstanding. The Company paid off the outstanding balance due on the syndicated revolving line of credit during the first quarter of 2022.

In connection with the acquisition of Knoll, in July, 2021, the Company entered into a credit agreement that provided for a syndicated revolving line of credit and two term loans. The revolving line of credit provides the Company with up to \$725 million in revolving variable interest borrowing capacity that matures in July 2026, replacing the previous \$500 million syndicated revolving line of credit. The term loans consist of a five-year senior secured term loan "A" facility with an aggregate principal amount of \$400 million and a seven-year senior secured term loan "B" facility with an aggregate principal amount of \$625 million, the proceeds of which were used to finance a portion of the cash consideration for the acquisition of Knoll, for the repayment of certain debt of Knoll and to pay fees, costs and expenses related thereto. Both term loans have a variable interest rate. The Company also repaid \$64 million of private placement notes due May 20, 2030. A loss on extinguishment of debt of approximately \$13.4 million was recognized as part of the repayment of the private placement notes, which represented the premium on early redemption.

Available borrowings under the syndicated revolving line of credit were as follows for the periods indicated:

<i>(In millions)</i>	November 27, 2021		May 29, 2021	
Syndicated revolving line of credit borrowing capacity	\$	725.0	\$	500.0
Less: Borrowings under the syndicated revolving line of credit		363.1		225.0
Less: Outstanding letters of credit		15.4		9.8
Available borrowings under the syndicated revolving line of credit	\$	346.5	\$	265.2

Supplier Financing Program

The Company has an agreement with a third-party financial institution that allows certain participating suppliers the ability to finance payment obligations of the Company. Under this program, participating suppliers may finance payment obligations of the Company, prior to their scheduled due dates, at a discounted price to the third-party financial institution.

The Company has lengthened the payment terms for certain suppliers that have chosen to participate in the program. As a result, certain amounts due to suppliers have payment terms that are longer than standard industry practice and as such, these amounts have been excluded from the caption "Accounts payable" in the Condensed Consolidated Balance Sheets as the amounts have been accounted for by the Company as current debt, within the caption "Short-term borrowings and current portion of long-term debt".

15. Accumulated Other Comprehensive Loss

The following table provides an analysis of the changes in accumulated other comprehensive loss for the six months ended November 27, 2021 and November 28, 2020:

<i>(In millions)</i>	Cumulative Translation Adjustments	Pension and Other Post-retirement Benefit Plans	Unrealized Gains on Available- for-sale Securities	Interest Rate Swap Agreement	Accumulated Other Comprehensive Loss
Balance at May 29, 2021	\$ (3.9)	\$ (50.4)	\$ —	\$ (10.8)	\$ (65.1)
Other comprehensive (loss) income, net of tax before reclassifications	(50.1)	—	—	4.9	(45.2)
Reclassification from accumulated other comprehensive loss - Other, net	—	4.7	—	(1.9)	2.8
Tax benefit	—	(0.6)	—	—	(0.6)
Net reclassifications	—	4.1	—	(1.9)	2.2
Net current period other comprehensive (loss) income	(50.1)	4.1	—	3.0	(43.0)
Balance at November 27, 2021	\$ (54.0)	\$ (46.3)	\$ —	\$ (7.8)	\$ (108.1)
Balance at May 30, 2020	\$ (56.0)	\$ (59.2)	\$ 0.1	\$ (18.9)	\$ (134.0)
Other comprehensive income (loss), net of tax before reclassifications	32.3	—	(0.1)	3.4	35.6
Reclassification from accumulated other comprehensive loss - Other, net	—	3.0	—	(2.2)	0.8
Tax benefit	—	(0.5)	—	—	(0.5)
Net reclassifications	—	2.5	—	(2.2)	0.3
Net current period other comprehensive income (loss)	32.3	2.5	(0.1)	1.2	35.9
Balance at November 28, 2020	\$ (23.7)	\$ (56.7)	\$ —	\$ (17.7)	\$ (98.1)

16. Operating Segments

Effective as of May 30, 2021, the beginning of fiscal year 2022, the Company implemented an organizational change that resulted in a change in the reportable segments. The Company has restated historical results to reflect this change. Below is a summary of the change in reportable segments.

- The activities related to the manufacture and sale of furniture products direct to consumers and to third-party retailers that previously resided within the International Contract segment moved to the Global Retail segment.

- The operations associated with the design, manufacture and sale of furniture products for work-related settings in Latin America moved from the International Contract segment to the North America Contract segment to form a new Americas Contract segment.
- Operations of the DWR Contract business, a division of DWR that sells design furnishings and accessories for use in work-related settings moved into the Americas Contract segment.

The Company's reportable segments now consist of Americas Contract, International Contract, Global Retail, and Knoll. Intersegment sales are eliminated within each segment, with the exception of sales to and from the Knoll segment, which are presented as intersegment eliminations.

The Americas Contract segment includes the operations associated with the design, manufacture and sale of furniture and textile products for work-related settings, including office, healthcare, and educational environments, throughout North America and South America. The business associated with the Company's owned contract furniture dealers is also included in the Americas Contract segment. In addition to the Herman Miller brand and the DWR Contract business, this segment includes the operations associated with the design, manufacture and sale of high-craft furniture products and textiles including Geiger wood products, Maharam textiles, Herman Miller Healthcare, naughtone and Herman Miller Collection products.

The International Contract segment includes the operations associated with the design, manufacture and sale of furniture products, primarily for work-related settings in Europe, the Middle East and Africa ("EMEA") and Asia-Pacific.

The Global Retail segment includes operations associated with the sale of modern design furnishings and accessories to third party retailers, as well as direct to consumer sales through eCommerce, direct-mail catalogs, DWR studios and HAY stores.

The Knoll segment includes the global operations associated with the design, manufacture, and sale of furniture products within the Knoll constellation of brands.

Intersegment sales are eliminated within each segment, with the exception of sales to and from the Knoll segment, which are presented as intersegment eliminations.

The Company also reports a "Corporate" category consisting primarily of unallocated expenses related to general corporate functions, including, but not limited to, certain legal, executive, corporate finance, information technology, administrative and acquisition-related costs. Management regularly reviews corporate costs and believes disclosing such information provides more visibility and transparency regarding how the chief operating decision maker reviews results of the Company. The accounting policies of the operating segments are the same as those of the Company.

The following is a summary of certain key financial measures for the respective periods indicated:

<i>(In millions)</i>	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Net Sales:				
Americas Contract	\$ 361.5	\$ 347.2	\$ 686.8	\$ 717.2
International Contract	125.1	101.5	224.1	195.5
Global Retail	210.0	177.6	422.6	340.3
Knoll	336.3	—	492.7	—
Intersegment Eliminations	(6.6)	—	(10.2)	—
Total	\$ 1,026.3	\$ 626.3	\$ 1,816.0	\$ 1,253.0
Operating Earnings (Loss):				
Americas Contract	\$ 6.3	\$ 39.1	\$ 17.1	\$ 97.0
International Contract	15.2	12.9	26.5	29.1
Global Retail	23.2	29.3	50.9	60.8
Knoll	(20.6)	—	(74.4)	—
Corporate	(20.3)	(10.3)	(69.1)	(20.5)
Total	\$ 3.8	\$ 71.0	\$ (49.0)	\$ 166.4

Many of the Company's assets, including manufacturing, office and showroom facilities, support multiple segments. For that reason, it is impractical to disclose asset information on a segment basis.

17. Restructuring and Integration Expense

As part of restructuring and integration activities the Company has incurred expenses that qualify as exit and disposal costs under U.S. GAAP. These include severance and employee benefit costs as well as other direct separation benefit costs. Severance and employee benefit costs primarily relate to cash severance, non-cash severance, including accelerated equity award compensation expense. The Company also incurs expenses that are an integral component of, and directly attribute to, our restructuring and integration activities, which do not qualify as exit and disposal costs under U.S. GAAP. These include integration implementation costs that relate primarily to professional fees and non-cash losses incurred on debt extinguishment.

The expense associated with integration initiatives are included in Selling, general and administrative and the expense associated with restructuring activities are included in Restructuring expense in the Condensed Consolidated Statements of Comprehensive Income. Non-cash costs related to debt extinguishment in the financing of the transaction is recorded in Other expense (income), net in the Condensed Consolidated Statements of Comprehensive Income.

Knoll Integration:

Following the Knoll merger the Company announced a multi-year program (the "Knoll Integration") designed to reduce costs, integrate and optimize the combined organization. The Company currently expects that the Knoll Integration will result in pre-tax costs that are expected not to exceed approximately \$100 million, comprised of the following categories:

- Severance and employee benefit costs associated with plans to integrate our operating structure, resulting in workforce reductions. These costs will primarily include: severance and employee benefits (cash severance, non-cash severance, including accelerated stock-compensation award expense and other termination benefits).
- Exit and disposal activities include those incurred as a direct result of integration activities, primarily including contract and lease terminations and asset impairment charges.
- Other integration costs include professional fees and other incremental third-party expenses, including a loss on extinguishment of debt associated with financing of the merger.

For the six months ended November 27, 2021, we have incurred \$95.8 million of costs related to the Knoll Integration including: \$46.4 million of severance and employee benefit costs, \$15.5 million of non-cash asset impairments, \$13.4 million of non-cash costs related to debt-extinguishment in the financing of the transaction, and \$20.5 million of other integration costs.

The following table provides an analysis of the changes in liability balance for Knoll Integration costs that qualify as exit and disposal costs under U.S. GAAP (i.e., severance and employee benefit costs and exit and disposal activities) for the six months ended November 27, 2021:

<i>(In millions)</i>	Severance and Employee Benefit	Exit and Disposal Activities	Total
May 29, 2021	\$ —	\$ —	\$ —
Integration Costs	46.4	15.5	61.9
Amounts Paid	(26.6)	—	(26.6)
Non-cash costs	(14.2)	(15.5)	(29.7)
November 27, 2021	\$ 5.6	\$ —	\$ 5.6

The Company's expects that a substantial portion of the liability for the Knoll Integration as of November 27, 2021 to be paid in fiscal year 2022.

The following is a summary of integration expenses by segment for the periods indicated:

(In millions)	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Americas Contract	\$ 3.4	\$ —	\$ 4.4	\$ —
International Contract	0.6	—	0.6	—
Retail	0.5	—	0.5	—
Knoll	11.6	—	56.5	—
Corporate	8.5	—	33.8	—
Total	\$ 24.6	\$ —	\$ 95.8	\$ —

Restructuring Activities:

During the fourth quarter of fiscal 2018, the Company announced a facilities consolidation plan related to its International Contract segment. This impacted certain office and manufacturing facilities in the United Kingdom and China. The plan is expected to generate cost savings of approximately \$3 million. To date, the Company recognized restructuring and impairment expenses of \$5.9 million, with a net credit of \$1.9 million recognized in fiscal 2021 and the remainder in fiscal 2020, 2019 and 2018. These expenses related to the facilities consolidation plan, comprised primarily of an asset impairment recorded against an office building in the United Kingdom that was vacated and the consolidation of the Company's manufacturing facilities in China. No future restructuring costs related to the plan are expected as the plan is substantially complete.

The office building and related assets in China were sold in the first quarter of fiscal 2021, resulting in a gain of approximately \$3.4 million. The office building and related assets in the United Kingdom were sold in the second quarter of fiscal 2021, resulting in a nominal gain. Both of these gains are included within "Restructuring expense" in the Condensed Consolidated Statements of Comprehensive Income.

In the second quarter of fiscal 2020, the Americas Contract segment initiated restructuring discussions with labor unions related to its Healthcare operation in Wisconsin. To date, the Company has recorded approximately \$3.1 million in pre-tax restructuring expense related to this plan, with a net credit of \$0.1 million recognized in fiscal 2021 and the remainder in fiscal 2020. The plan is complete and no future costs related to this plan are expected.

In the second quarter of fiscal 2020, the Company initiated a reorganization of the Global Sales and Product teams. The reorganization activities occurred primarily in the North America business with additional costs incurred internationally. To date, the Company has recorded a total of \$2.6 million in pre-tax restructuring expense related to this plan. The reorganization is complete and no future costs related to this plan are expected.

The following table provides an analysis of the changes in the restructuring costs reserve for the above plans for the six months ended November 27, 2021:

(In millions)	Severance and Employee-Related		Exit or Disposal Activities		Total
May 29, 2021	\$	0.9	\$	0.6	1.5
Restructuring Costs		—		—	—
Amounts Paid		(0.3)		—	(0.3)
November 27, 2021	\$	0.6	\$	0.6	1.2

In the fourth quarter of fiscal 2020, the Company announced a restructuring plan ("May 2020 restructuring plan") to substantially reduce expenses in response to the impact of the COVID-19 pandemic and related restrictions. These activities included voluntary and involuntary reductions in its North American and International workforces. Combined, these actions resulted in the elimination of approximately 400 full-time positions throughout the Company in various businesses and functions. As the result of these actions, the Company projects an annualized expense reduction of approximately \$40 million. To date, the Company incurred severance and related charges of \$18.7 million with \$3.4 million recognized in fiscal 2021 and the remainder in fiscal 2020. No material future restructuring costs related to the plan are expected and the remaining amounts will be paid in fiscal 2022.

The following table provides an analysis of the changes in the restructuring cost reserve for the May 2020 restructuring plan for the six months ended November 27, 2021:

<i>(In millions)</i>	Severance and Employee-Related	
May 29, 2021	\$	1.0
Restructuring Costs		—
Amounts Paid		(0.6)
November 27, 2021	\$	0.4

The following is a summary of restructuring expenses by segment for the periods indicated:

<i>(In millions)</i>	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Americas Contract	\$ —	\$ 0.8	\$ —	\$ 2.4
International Contract	—	1.6	—	(1.2)
Retail	—	—	—	—
Knoll	—	—	—	—
Total	\$ —	\$ 2.4	\$ —	\$ 1.2

18. Variable Interest Entities

The Company previously held a long-term note receivable with a third-party dealer that was deemed to be a variable interest in a variable interest entity. The carrying value of this long-term note receivable was \$1.2 million as of May 29, 2021 and was paid in full during the quarter ended August 28, 2021. The Company was not deemed to be the primary beneficiary of the variable interest entity as the entity controls the activities that most significantly impact the entity's economic performance, including sales, marketing, and operations.

Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

(Dollars in millions, except share data)

The following is management's discussion and analysis of certain significant factors that affected the Company's financial condition, earnings and cash flows during the periods included in the accompanying Condensed Consolidated Financial Statements and should be read in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended May 29, 2021. References to "Notes" are to the footnotes included in the accompanying Condensed Consolidated Financial Statements.

Business Overview

The Company researches, designs, manufactures, sells, and distributes furnishings and accessories, for use in various environments including office, healthcare, educational, and residential settings, and provides related services that support companies all over the world. The Company's products are sold through independent contract office furniture dealers as well as the following channels: direct customer sales, independent retailers, owned retail studios and stores, direct-mail catalogs, architects and designers, the Company's eCommerce platforms, and an owned contract furniture dealer. The following is a summary of results for the three months ended November 27, 2021:

- Net sales were \$1,026.3 million and orders were \$1,157.9 million, representing an increase of 63.9% and 83.9%, respectively, when compared to the same quarter of the prior year. The increase in net sales was driven by the consolidation of Knoll results, as well as growth across each of our segments, as compared to the same quarter of the prior year. On an organic basis, which excludes the impact of acquisitions and foreign currency translation, net sales were \$695.7 million^(*) and orders were \$795.7 million^(*), representing an increase of 11.1%^(*) and 26.4%^(*), respectively, when compared to the same quarter of the prior year.
- Gross margin was 34.2% as compared to 39.0% for the same quarter of the prior year. In the current year, this included the negative impact of charges totaling \$4.8 million related to the initial purchase accounting effects of the Company's acquisition of Knoll. The decrease in gross margin was also driven by commodity cost pressures as well as rising labor and freight expenses.
- Operating expenses increased by \$173.6 million or 100.2% as compared to the same quarter of the prior year. Operating expenses in the current quarter included \$41.1 million^(*) of transaction and integration related costs associated with the Knoll acquisition and \$11.3 million^(*) of charges related to the purchase accounting amortization effects of the merger. After excluding the impact of purchase accounting amortization and the transaction and integration related costs, the addition of Knoll increased operating expenses by \$99.1 million.
- The effective tax rate was 77.6% compared to 23.5% for the same quarter of the prior year.
- Diluted loss per share was \$0.05, a 105.7% decrease as compared to the prior year. Excluding transaction and integration related costs and the amortization of purchased intangible assets adjusted diluted earnings per share was \$0.51^(*), a 42.7%^(*) decrease as compared to prior year adjusted diluted earnings per share.

(*) Non-GAAP measurements; see accompanying reconciliations and explanations under the heading "Reconciliation of Non-GAAP Financial Measures."

The following summary includes the Company's view of the economic environment in which it operates:

- The Company has experienced operational challenges within its production facilities and supply networks. Broad-based shortages of production labor and rising material and freight expenses negatively impacted net sales and gross margins during the quarter.
- The Company's financial performance is sensitive to changes in certain input costs, including steel and steel component parts. The market price of steel in the second quarter of fiscal 2022 was higher than the same period of the prior year and negatively impacted consolidated results on a year-over-year basis. The price of steel is expected to continue to unfavorably impact consolidated gross margin in fiscal 2022. Ongoing cost reduction initiatives and price increases implemented in the first and second quarters of fiscal 2022 are expected to help offset these pressures over time.

- Following industry-wide declines in order volume within the North America contract furniture industry, we have had a rebound in activity in the first two quarters of the fiscal year driven by the implementation of initial return-to-office plans for many businesses. In addition, demand levels in the contract business outside North America continued to improve in the quarter relative to prior year levels.
- Overall demand levels within the Company's Global Retail business segment showed continued strength in the first two quarters of this fiscal year.

The remaining sections within Item 2 include additional analysis of the three and six months ended November 27, 2021, including discussion of significant variances compared to the prior year periods.

COVID-19 Update

The Company continues to respond to the challenges brought about by the COVID-19 pandemic. Workplace restrictions are regionally applied based on the recommendations of local government and health authorities. Demand for certain of the Company's products and services, particularly in the Contract channel of the business, has been impacted. In addition, the Company's ability to timely fulfill orders across all channels continues to be challenged by supply chain constraints. We believe the investments we've made in people, technology, and products have positioned us well to capitalize on emerging opportunities as our customers' needs have changed throughout the COVID-19 pandemic. This has allowed our Retail business to take advantage of the unanticipated emerging work-from-home trend as well as "home is my castle" trends as consumers are focusing on and upgrading their broader home environments. Despite this, the duration of the pandemic, supply chain constraints, future demand for our products, and related impacts remain difficult to estimate.

Employee Safety and Health

The health and well-being of our employees remains top of mind. We continue to take a regional approach to restrictions based on active COVID-19 case levels and recommendations from local health authorities. Contact tracing is active in all regions to help track and control the spread of the virus. We also continue to employ a variety of other safety measures including domestic and international travel restrictions, extensive cleaning protocols, temperature and health screenings, personal protective equipment, and visitor safety guidelines. We continue to encourage vaccinations with our employees.

Federal Contractor Vaccine Mandate

On September 9, 2021, President Biden signed Executive Order 14042, Ensuring Adequate COVID Safety Protocols for Federal Contractors (Order). The Order directs executive departments and agencies to contractually obligate federal contractors and their subcontractors to comply with certain workplace safety standards concerning COVID-19. To implement the Order, the Safer Federal Workforce Task Force (Task Force) issued its COVID-19 Workplace Safety Guidance for federal contractors on September 24, 2021. Through a series of subsequent orders and memoranda, the Federal Acquisition Regulation Council and other federal agencies published their own instructions for implementation of the Order by federal contractors and their subcontractors. The Order and subsequent guidance by the federal government are facing legal challenges in federal courts.

MillerKnoll is a party to numerous federal government contracts. We are actively monitoring instructions and guidance issued by the federal government regarding implementation of the Order as well as the impact of any pending legal challenges on our obligations under the mandate.

Customer Focus

We remain uniquely positioned to serve our customers through multiple channels with the most comprehensive portfolio of products in the industry. As our customers develop their post-pandemic work plans, there is a notable shift to work being done from a number of places, with the office as a destination – a place where employees want to be rather than are required to be. We are ready to capture the many opportunities caused by this shift as our commercial customers rethink their real estate portfolios, redesign their workplaces, and seek to provide healthy and productive home work environments.

Our focus and digital investments in the retail space continue to pay off as we meet customers where they are looking to do business with us. We have begun to offer products from MillerKnoll brands across websites. Investments in our retail operations and systems are making it easier for customers to do business with us, we are introducing new and enhanced eCommerce sites globally, and social media and email marketing continue to drive conversion.

We also are continuing to invest in brick-and-mortar retail spaces that allow our customers to experience our products firsthand. HAY's European stores, Knoll showrooms, and DWR studios continue to reflect positive momentum. Our Herman Miller

seating stores continue to exceed our initial revenue and operating profit expectations as we seek to educate customers about the health benefits of ergonomic seating.

Manufacturing and Retail Operations

Current labor and supply chain constraints have put pressure on the ability of our manufacturing operations to increase capacity as order volume has increased. We expect these constraints to ease over time; however, we will likely face similar capacity challenges throughout the balance of this fiscal year.

Manufacturing facilities and retail operations continue to operate with enhanced safety precautions. All facilities operate within the context of local guidance from government and health authorities, and we will continue to adjust to ensure we are acting in accordance with these guidelines.

Reconciliation of Non-GAAP Financial Measures

This report contains non-GAAP financial measures that are not in accordance with, nor an alternative to, generally accepted accounting principles (GAAP) and may be different from non-GAAP measures presented by other companies. These non-GAAP financial measures are not measurements of our financial performance under GAAP and should not be considered an alternative to the related GAAP measurement. These non-GAAP measures have limitations as analytical tools and should not be considered in isolation or as a substitute for analysis of our results as reported under GAAP. Our presentation of non-GAAP measures should not be construed as an indication that our future results will be unaffected by unusual or infrequent items. We compensate for these limitations by providing equal prominence of our GAAP results. Reconciliations of these non-GAAP measures to the most directly comparable financial measures calculated and presented in accordance with GAAP are provided in the financial tables included within this report. The Company believes these non-GAAP measures are useful for investors as they provide financial information on a more comparative basis for the periods presented.

The non-GAAP financial measures referenced within this presentation include: Adjusted Earnings per Share and Organic Sales Growth (Decline).

Adjusted Earnings per Share represents reported diluted earnings per share excluding the impact from adjustments related to acquisition and integration charges, amortization of purchased intangibles, debt restructuring charges, restructuring expenses and other special charges or gains, including related taxes. These adjustments are described further below.

Organic Sales Growth (Decline) represents the change in sales and orders, excluding currency translation effects and the impact of acquisitions.

Acquisition and Integration Charges: Costs related directly to the Knoll acquisition including legal, accounting and other professional fees as well as integration-related costs. Integration-related costs include severance, accelerated stock-based compensation expenses, asset impairment charges and other cost reduction efforts or reorganization initiatives.

Amortization of Purchased Intangibles: Includes expenses associated with the fair value adjustment to inventory and amortization of acquisition related intangibles acquired as part of the Knoll acquisition. The revenue generated by the associated intangible assets has not been excluded from the related non-GAAP financial measure. We exclude the impact of the amortization of purchased intangibles, including the fair value adjustment to inventory, as such non-cash amounts were significantly impacted by the size of the Knoll acquisition. Furthermore, we believe that this adjustment enables better comparison of our results as Amortization of Purchased Intangibles will not recur in future periods once such intangible assets have been fully amortized. Any future acquisitions may result in the amortization of additional intangible assets. Although we exclude the Amortization of Purchased Intangibles in these non-GAAP measures, we believe that it is important for investors to understand that such intangible assets were recorded as part of purchase accounting and contribute to revenue generation.

Debt Restructuring Charges: Includes expenses associated with the restructuring of debt as part of financing the Knoll acquisition. We excluded these items from our non-GAAP measures because they relate to a specific transaction and are not reflective of our ongoing financial performance.

Restructuring expenses: Include actions involving facilities consolidation and optimization, targeted workforce reductions, and costs associated with an early retirement program.

Special charges: Include certain costs arising as a direct result of COVID-19.

Tax Related Items: We excluded the income tax benefit/provision effect of the tax related items from our non-GAAP measures because they are not associated with the tax expense on our ongoing operating results.

The following tables reconcile net sales to organic net sales for the periods ended as indicated below:

	Three Months Ended November 27, 2021					
	Americas	International	Retail	Knoll	Intersegment Elimination	Total
Net Sales, as reported	\$ 361.5	\$ 125.1	\$ 210.0	\$ 336.3	\$ (6.6)	\$ 1,026.3
% change from PY	4.1 %	23.3 %	18.2 %	N/A	N/A	63.9 %
Adjustments						
Acquisitions	—	—	—	(336.3)	6.6	(329.7)
Currency Translation Effects (1)	(0.9)	(0.1)	0.1	—	—	(0.9)
Net Sales, organic	\$ 360.6	\$ 125.0	\$ 210.1	\$ —	\$ —	\$ 695.7
% change from PY	3.9 %	23.2 %	18.3 %	N/A	N/A	11.1 %

	Three Months Ended November 28, 2020					
	Americas	International	Retail	Knoll	Intersegment Elimination	Total
Net Sales, as reported	\$ 347.2	\$ 101.5	\$ 177.6	\$ —	\$ —	\$ 626.3

(1) Currency translation effects represent the estimated net impact of translating current period sales and orders using the average exchange rates applicable to the comparable prior year period

	Six Months Ended November 27, 2021					
	Americas	International	Retail	Knoll	Intersegment Elimination	Total
Net Sales, as reported	\$ 686.8	\$ 224.1	\$ 422.6	\$ 492.7	\$ (10.2)	\$ 1,816.0
% change from PY	(4.3) %	14.6 %	24.2 %	N/A	N/A	44.9 %
Adjustments						
Acquisitions	—	—	—	(492.7)	10.2	(482.5)
Currency Translation Effects (1)	(1.7)	(4.8)	(1.7)	—	—	(8.2)
Net Sales, organic	\$ 685.1	\$ 219.3	\$ 420.9	\$ —	\$ —	\$ 1,325.3
% change from PY	(4.5) %	12.2 %	23.7 %	N/A	N/A	5.8 %

	Six Months Ended November 28, 2020					
	Americas	International	Retail	Knoll	Intersegment Elimination	Total
Net Sales, as reported	\$ 717.2	\$ 195.5	\$ 340.3	\$ —	\$ —	\$ 1,253.0

(1) Currency translation effects represent the estimated net impact of translating current period sales and orders using the average exchange rates applicable to the comparable prior year period

The following table reconciles earnings per share - diluted to adjusted earnings per share - diluted for the three and six months ended:

	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
(Loss) Earnings per Share - Diluted	\$ (0.05)	\$ 0.87	\$ (0.92)	\$ 2.10
Non-comparable items:				
Add: Special charges, after tax	—	—	—	0.01
Add: Amortization of purchased intangibles, after tax	0.16	—	0.52	—
Add: Acquisition and integration charges, after tax	0.40	—	1.26	—
Add: Debt extinguishment, after tax	—	—	0.14	—
Add: Restructuring expenses, after tax	—	0.02	—	0.02
Adjusted Earnings per Share - Diluted	\$ 0.51	\$ 0.89	\$ 1.00	\$ 2.13
Weighted Average Shares Outstanding (used for Calculating Adjusted Earnings per Share) - Diluted	75,304,752	59,267,398	70,803,483	59,043,928

Note: The adjustments above are net of tax. For the three and six months ended November 27, 2021, the tax impact of the adjustments were \$0.20 and \$0.51. For the three and six months ended November 28, 2020, the tax impact of the adjustments was immaterial.

Analysis of Results for Three and Six Months

The following table presents certain key highlights from the results of operations for the three and six months ended:

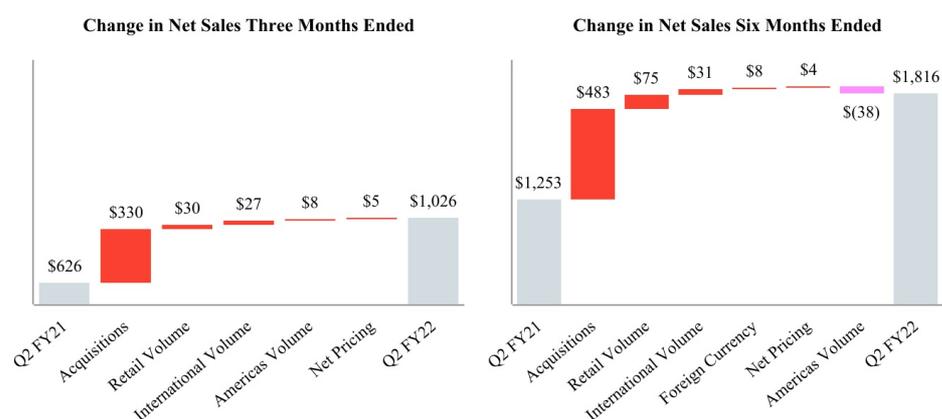
(In millions, except share data)	Three Months Ended			Six Months Ended		
	November 27, 2021	November 28, 2020	% Change	November 27, 2021	November 28, 2020	% Change
Net sales	\$ 1,026.3	\$ 626.3	63.9 %	\$ 1,816.0	\$ 1,253.0	44.9 %
Cost of sales	675.7	382.1	76.8 %	1,187.9	758.8	56.5 %
Gross margin	350.6	244.2	43.6 %	628.1	494.2	27.1 %
Operating expenses	346.8	173.2	100.2 %	677.1	327.8	106.6 %
Operating earnings (loss)	3.8	71.0	(94.6)%	(49.0)	166.4	(129.4)%
Other expenses, net	8.2	2.2	272.7 %	26.1	3.7	605.4 %
(Loss) Earnings before income taxes and equity income	(4.4)	68.8	(106.4)%	(75.1)	162.7	(146.2)%
Income tax (benefit) expense	(3.4)	16.2	(121.0)%	(14.1)	36.9	(138.2)%
Equity (loss) income from nonconsolidated affiliates, net of tax	(0.1)	0.2	(150.0)%	—	0.4	(100.0)%
Net (loss) earnings	(1.1)	52.8	(102.1)%	(61.0)	126.2	(148.3)%
Net earnings attributable to redeemable noncontrolling interests	2.3	1.5	n/a	3.9	2.0	n/a
Net (loss) earnings attributable to MillerKnoll, Inc.	\$ (3.4)	\$ 51.3	(106.6)%	\$ (64.9)	\$ 124.2	(152.3)%
(Loss) Earnings per share — diluted	\$ (0.05)	\$ 0.87	(105.7)%	\$ (0.92)	\$ 2.10	(143.8)%
Orders	\$ 1,157.9	\$ 629.7	83.9 %	\$ 2,074.4	\$ 1,185.7	75.0 %
Backlog	\$ 967.3	\$ 403.4	139.8 %			

The following table presents select components of the Company's Condensed Consolidated Statements of Comprehensive (Loss) Income as a percentage of net sales, for the three and six months ended:

	Three Months Ended		Six Months Ended	
	November 27, 2021	November 28, 2020	November 27, 2021	November 28, 2020
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales	65.8	61.0	65.4	60.6
Gross margin	34.2	39.0	34.6	39.4
Operating expenses	33.8	27.7	37.3	26.2
Operating earnings (loss)	0.4	11.3	(2.7)	13.3
Other expenses, net	0.8	0.4	1.4	0.3
(Loss) earnings before income taxes and equity income	(0.4)	11.0	(4.1)	13.0
Income tax (benefit) expense	(0.3)	2.6	(0.8)	2.9
Net (loss) earnings	(0.1)	8.4	(3.4)	10.1
Net earnings attributable to redeemable noncontrolling interests	0.2	0.2	0.2	0.2
Net (loss) earnings attributable to MillerKnoll, Inc.	(0.3)	8.2	(3.6)	9.9

Net Sales

The following charts present graphically the primary drivers of the year-over-year change in net sales for the three and six months ended November 27, 2021. The amounts presented in the graphs are expressed in millions and have been rounded.



Net sales increased \$400 million or 63.9% in the second quarter of fiscal 2022 compared to the second quarter of fiscal 2021. The following items contributed to the change:

- Increase of \$330 million due to the acquisition of Knoll.
- Increased sales volumes within the Global Retail, International Contract and Americas Contract segment contributed to sales growth in the quarter. The Global Retail segment saw continued growth from investments made to strengthen our operational foundation and drive new customer acquisition. The International and Americas contract segments' growth was driven by increased demand as customers accelerate return to workplace plans.

- Each area of the business experienced sales pressure during the quarter from the impact of supply chain and internal manufacturing capacity disruption in the quarter, which impacted the ability to ship orders.

Net sales increased \$563.0 million or 45% in the first six months of fiscal 2022 compared to the first six months of fiscal 2021. The following items led to the change:

- Increase of \$483 million due to the acquisition of Knoll.
- Increased sales volume within the Global Retail segment of approximately \$75 million.
- Increased sales volume within the International Contract segment of approximately \$31 million, which was driven by demand growth within each of the geographies and brands.
- Decreased sales volume within the Americas Contract ("Americas") segment of approximately \$38 million, primarily due to supply chain and manufacturing disruptions, which impacted the ability to ship orders.

Gross Margin

Gross margin was 34.2% in the second quarter of fiscal 2022 as compared to 39.0% in the second quarter of fiscal 2021. The following factors summarize the major drivers of the year-over-year change in gross margin percentage:

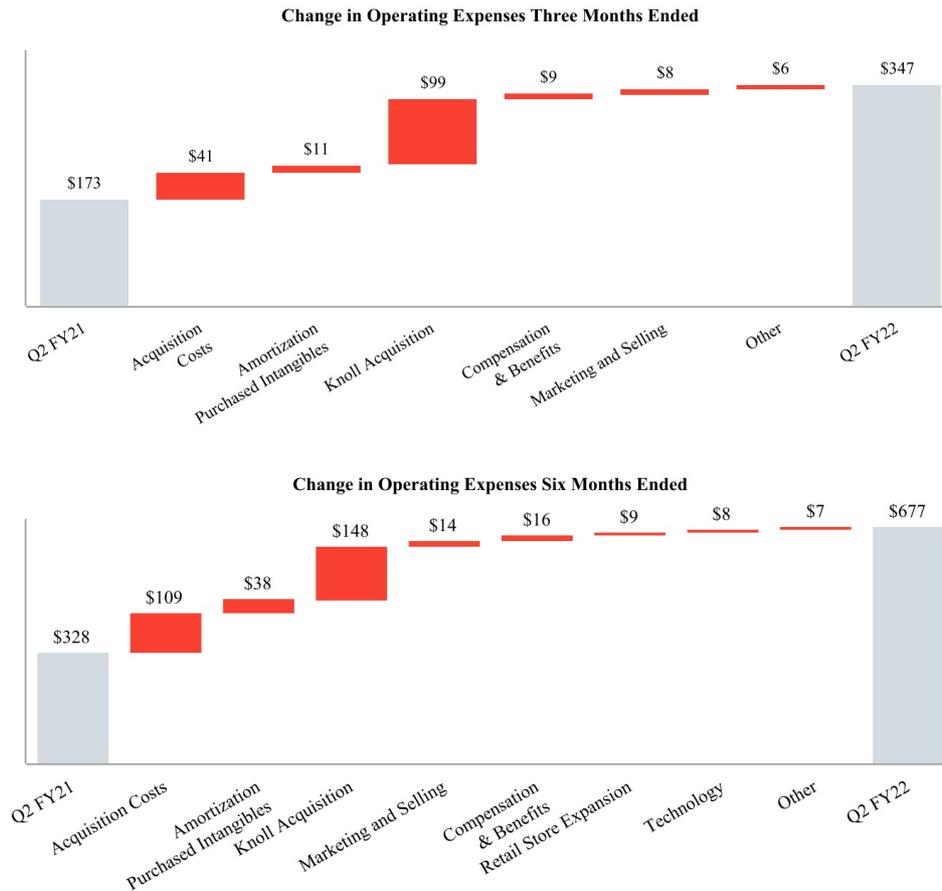
- Cost pressures from commodities, freight and product distribution costs had a negative impact on gross margin of approximately 330 basis points.
- Increased labor costs, including the impact of benefits reinstated at the end of the last fiscal year, had a negative impact on margin of approximately 70 basis points.
- Amortization of purchased intangibles related to the Knoll acquisition had a negative impact on gross margin of approximately 50 basis points.
- Unfavorable channel and product mix contributed to the remaining decrease in gross margin

Gross margin was 34.6% for the six month period ended November 27, 2021 as compared to 39.4% for the same period of the prior fiscal year. The following factors summarize the major drivers of the year-over-year change in gross margin percentage:

- Cost pressures from commodities, freight and product distribution costs had a negative impact on gross margin of approximately 310 basis points.
- Increased labor costs, including the impact of benefits reinstated at the end of the last fiscal year, had a negative impact on margin of approximately 80 basis points.
- Amortization of purchased intangibles related to the Knoll acquisition has a negative impact on gross margin of approximately 60 basis points.
- Unfavorable channel and product mix contributed to the remaining decrease in gross margin

Operating Expenses

The following charts present graphically the primary drivers of the year-over-year change in operating expenses for the three and six months ended November 27, 2021. The amounts presented in the graphs are expressed in millions and have been rounded.



Operating expenses increased by \$173.6 million or 100.2% in the second quarter of fiscal 2022 compared to the prior year period. The following factors contributed to the change:

- The acquisition of Knoll in the first quarter had the following impact on Operating Expenses as compared to the prior year.
 - \$41 million of acquisition and integration charges, which include severance and related expenses for employee separations, asset impairment charges and professional fees and other incremental third-party expenses directly related to the transaction and subsequent integration.
 - \$11 million of expenses related to the amortization of purchased intangibles from the Knoll acquisition

- Knoll operating expenses in the quarter, excluding integration related costs incurred by Knoll and amortization of purchased intangibles, contributed \$99 million to the increase as compared to the same quarter in the prior year
- Compensation and benefit costs increased approximately \$9 million as compared to the same period in the prior year due to the return of certain employee benefits that were temporarily suspended during the first quarter of the prior year to mitigate the financial impacts of the COVID-19 pandemic.
- Increased marketing and selling costs of approximately \$8 million, driven by both the Global Retail and Americas segments.

Operating expenses increased by \$349.3 million or 106.6% in the first six months of fiscal 2022 compared to the prior year period. The following factors contributed to the change:

- The acquisition of Knoll during the quarter had the following impact on Operating Expenses as compared to the prior year.
 - \$109 million of acquisition and integration related charges, which include severance and related charges for employee separations, asset impairment charges and professional fees and other incremental third-party expenses directly related to the transaction and subsequent integration.
 - \$38 million of expenses related to the amortization of purchased intangibles from the Knoll acquisition
 - Knoll operating expenses in the quarter, excluding integration related costs incurred by Knoll and amortization of purchased intangibles, contributed \$148 million to the increase as compared to the same quarter in the prior year
- Compensation and benefit costs increased approximately \$16 million as compared to the same period in the prior year due to the return of certain employee benefits that were temporarily suspended during the first quarter of the prior year to mitigate the financial impacts of the COVID-19 pandemic.
- Increased marketing and selling costs of approximately \$14 million, driven by both the Global Retail and Americas segments.

Other Income/Expense

During the three months ended November 27, 2021, net other expense was \$8.2 million, representing an unfavorable change of \$6.0 million compared to the same period in the prior year. The increase as compared to the prior year was driven by increased interest expense of \$5.7 million, related to higher levels of debt required to finance the acquisition of Knoll.

During the six months ended November 27, 2021, net other income/expense was \$26.1 million, representing an unfavorable change of \$22.4 million compared to the same period in the prior year. Other income/expense in the six months ended November 27, 2021 included a loss on extinguishment of debt of approximately \$13.4 million, which represented the premium on early redemption as well as an increase in interest expense of \$7.6 million, related to higher levels of debt required to finance the acquisition of Knoll, all of which contributed to the increased expense as compared to the same period in the prior year.

Income Taxes

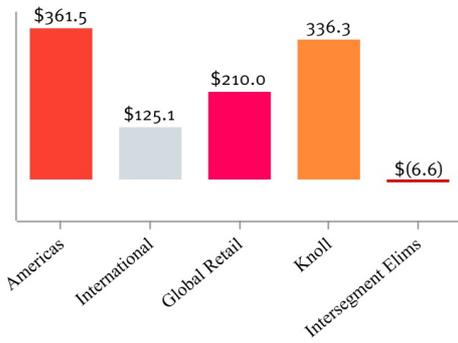
See Note 11 of the Condensed Consolidated Financial Statements for additional information.

Operating Segment Results

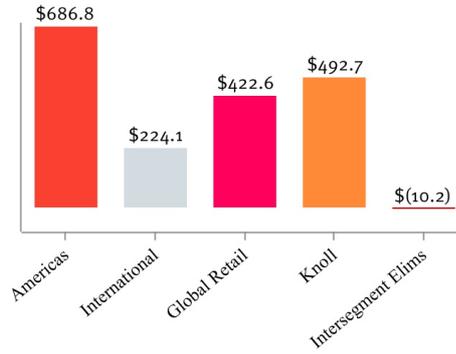
The business is comprised of various operating segments as defined by generally accepted accounting principles in the United States. These operating segments are determined on the basis of how the Company internally reports and evaluates financial information used to make operating decisions. The segments identified by the Company are Americas Contract, International Contract, Global Retail, and Knoll. Unallocated expenses are reported within the Corporate category. For descriptions of each segment, refer to Note 16 of the Condensed Consolidated Financial Statements.

The charts below present the relative mix of Net sales and Operating earnings across each of the Company's segments during the three and six month periods ended November 27, 2021. This is followed by a discussion of the Company's results, by reportable segment. The amounts presented in the charts are in millions and have been rounded.

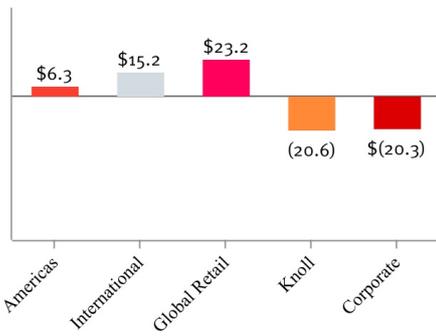
Net Sales by Operating Segment Three Months Ended



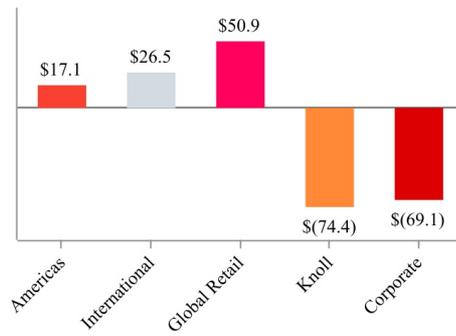
Net Sales by Operating Segment Six Months Ended



Operating Earnings by Operating Segment Three Months Ended



Operating Earnings by Operating Segment Six Months Ended



Americas Contract ("Americas")

(Dollars in millions)	Three Months Ended			Six Months Ended		
	November 27, 2021	November 28, 2020	Change	November 27, 2021	November 28, 2020	Change
Net sales	\$ 361.5	\$ 347.2	\$ 14.3	\$ 686.8	\$ 717.2	\$ (30.4)
Gross margin	101.2	123.6	(22.4)	201.3	262.6	(61.3)
Gross margin %	28.0 %	35.6 %	(7.6)%	29.3 %	36.6 %	(7.3)%
Operating earnings	6.3	39.1	(32.8)	17.1	97.0	(79.9)
Operating earnings %	1.7 %	11.3 %	(9.6)%	2.5 %	13.5 %	(11.0)%

For the three month comparative period, net sales increased \$14.3 million, or 3.9%^(*) on an organic basis, over the prior year period due to:

- Increased sales volumes within the segment of approximately \$8 million, due primarily to increased demand as customers implement return to workplace plans after reduced order volume during the COVID-19 pandemic and
- The favorable impact of price increases, net of incremental discounting of \$6 million and the favorable impact of foreign currency translation which increased sales by approximately \$1 million; partially offset by
- The impact of supply chain and internal manufacturing capacity disruption in the quarter, which impacted the ability to ship orders in the quarter. These disruptions are estimated to have impacted net sales for the Americas Contract segment by \$20 million in the quarter.

For the six month comparative period, net sales decreased \$30.4 million, or 4.5%^(*) on an organic basis, over the prior year period due to:

- Decreased sales volumes within the segment of approximately \$37.5 million, due primarily to the continued impact of the COVID-19 pandemic as well as supply chain and internal manufacturing capacity disruption, which impacted the ability to ship orders; partially offset by
- The favorable impact of price increases, net of incremental discounting of \$5 million and the favorable impact of foreign currency translation which increased sales by approximately \$2 million.

For the three month comparative period, operating earnings decreased \$32.8 million, or 83.9%, over the prior year period due to:

- Decreased gross margin of \$22.4 million due to a decrease in gross margin percentage of 760 basis points. The decrease in gross margin percentage was due primarily to the impact of higher commodity, labor, freight and product distribution costs; and
- Increased operating expenses of \$10.4 million driven primarily by Knoll integration related severance charges of approximately \$4 million, increased marketing and selling expenses of approximately \$2 million, and increased expense from digital and technology programs of \$2 million.

For the six month comparative period, operating earnings decreased \$79.9 million, or 82.4%, over the prior year period due to:

- Decreased gross margin of \$61.3 million due to decreased sales volumes and decreased gross margin percentage of 730 basis points. The decrease in gross margin percentage was due primarily to the impact of higher commodity, labor, freight and product distribution costs; and
- Increased operating expenses of \$18.6 million driven primarily by \$4 million of integration expenses related to the Knoll acquisition, increased marketing and selling expenses of approximately \$5 million, increased compensation and benefit expenses of \$5 million, and increased product development expense of \$4 million.

(*) Non-GAAP measurements; see accompanying reconciliations and explanations under the heading "Reconciliation of Non-GAAP Financial Measures."

International Contract ("International")

(Dollars in millions)	Three Months Ended			Six Months Ended		
	November 27, 2021	November 28, 2020	Change	November 27, 2021	November 28, 2020	Change
Net sales	\$ 125.1	\$ 101.5	\$ 23.6	\$ 224.1	\$ 195.5	\$ 28.6
Gross margin	40.5	35.2	5.3	74.2	68.5	5.7
Gross margin %	32.4 %	34.7 %	(2.3)%	33.1 %	35.0 %	(1.9)%
Operating earnings	15.2	12.9	2.3	26.5	29.1	(2.6)
Operating earnings %	12.2 %	12.7 %	(0.5)%	11.8 %	14.9 %	(3.1)%

For the three month comparative period, net sales increased \$23.6 million, or 23.2%^(*) on an organic basis, over the prior year period due to:

- Increased sales volume of approximately \$27 million, driven by growth across all geographies within the segment; partially offset by
- Price increases, net of incremental discounting, which reduced sales by \$3 million. The impact of discounting was driven by larger average project sizes across the business this quarter, as well as increased sales volume, as a percentage of total mix, from geographies with generally higher discounting.

For the six month comparative period, net sales increased \$28.6 million, or decreased 12.2%^(*) on an organic basis, over the prior year period due to:

- Increased sales volume of approximately \$31 million, driven by growth across all geographies within the segment; partially offset by
- Price increases, net of incremental discounting, which reduced sales by \$6 million. The impact of discounting was driven by larger average project sizes across the business this quarter, as well as increased sales volume, as a percentage of total mix, from geographies with generally higher discounting.

For the three month comparative period, operating earnings increased \$2.3 million, or 17.8%, over the prior year period due to:

- Increased gross margin of \$5.3 million due to the increase in sales explained above, offset in part by decreased gross margin percentage of 230 basis points due primarily to unfavorable changes in channel and product mix as well as increased freight and distribution costs; offset by
- Increased operating expenses of approximately \$3.0 million driven primarily by increased compensation and benefit costs as well as increased costs associated with product development, technology and digital related activities.

For the six month comparative period, operating earnings decreased \$2.6 million, or 8.9%, over the prior year period due to:

- Increased gross margin of \$5.7 million due to the increase in sales explained above, offset in part by decreased gross margin percentage of 190 basis points due primarily to unfavorable changes in channel and product mix as well as increased freight and distribution costs; offset by
- Increased operating expenses of approximately \$8.3 million driven primarily by increased compensation and benefit costs as well as increased costs associated with product development, technology and digital related activities.

(*) Non-GAAP measurements; see accompanying reconciliations and explanations under the heading "Reconciliation of Non-GAAP Financial Measures."

Global Retail

(Dollars in millions)	Three Months Ended			Six Months Ended		
	November 27, 2021	November 28, 2020	Change	November 27, 2021	November 28, 2020	Change
Net sales	\$ 210.0	\$ 177.6	\$ 32.4	\$ 422.6	\$ 340.3	\$ 82.3
Gross margin	92.1	85.4	6.7	184.7	163.1	21.6
Gross margin %	43.9 %	48.1 %	(4.2)%	43.7 %	47.9 %	(4.2)%
Operating earnings	23.2	29.3	(6.1)	50.9	60.8	(9.9)
Operating earnings %	11.0 %	16.5 %	(5.5)%	12.0 %	17.9 %	(5.9)%

For the three month comparative period, net sales increased \$32.4 million, or 18.3%^(*) on an organic basis, over the prior year period due to:

- Increased sales volumes of approximately \$30 million which were driven primarily by increased demand within the DWR, International and Global Hay businesses; and
- Incremental list price increases, net of discounting, of approximately \$2 million.

For the six month comparative period, net sales increased \$82.3 million or 23.7%^(*), on an organic basis, over the prior year period due to:

- Increased sales volumes of approximately \$75 million which were driven primarily by broad growth across the brands and geographies within the segment; and
- Incremental list price increases, net of discounting, of approximately \$5 million

For the three month comparative period, operating earnings decreased \$6.1 million or 20.8% over the prior year period due to:

- Increased operating expenses of \$12.8 million driven primarily by increased store costs associated with the opening of new locations, increased compensation and benefit costs as certain benefits suspended in the prior year were returned, increased marketing and selling related costs, and higher IT costs driven by increased investments within the Company's digital and eCommerce platforms; partially offset by
- Increased gross margin of \$6.7 million due to the increase in sales explained above, offset in part by a decrease in gross margin percentage of 420 basis points due primarily to the unfavorable impact of increased freight and product distribution costs and unfavorable changes in product mix.

For the six month comparative period, Operating earnings decreased \$9.9 million, or 16.3%, over the prior year period due to:

- Increased Operating expenses of \$31.5 million driven primarily by increased store costs associated with the opening of new locations, increased compensation and benefit costs as certain benefits suspended in the prior year were returned, increased marketing and selling related costs, and higher IT costs driven by increased investments within the Company's digital and eCommerce platforms; partially offset by
- Increased Gross margin of \$21.6 million due to the increase in sales explained above, offset in part by a decrease in gross margin percentage of 420 basis points due primarily to the unfavorable impact of increased freight and product distribution costs, pressure from increased product material costs and unfavorable changes in product mix.

^(*) Non-GAAP measurements; see accompanying reconciliations and explanations under the heading "Reconciliation of Non-GAAP Financial Measures."

Knoll

(Dollars in millions)	Three Months Ended			Six Months Ended		
	November 27, 2021	November 28, 2020	Change	November 27, 2021	November 28, 2020	Change
Net sales	\$ 336.3	\$ —	\$ 336.3	492.7	\$ —	\$ 492.7
Gross margin	116.8	—	116.8	167.9	—	167.9
Gross margin %	34.7 %	— %	34.7 %	34.1 %	— %	34.1 %
Operating (loss)	(20.6)	—	(20.6)	(74.4)	—	(74.4)
Operating earnings %	(6.1)%	— %	(6.1)%	(15.1)%	— %	(15.1)%

The Company acquired Knoll on July 19, 2021 and has consolidated the financial results of Knoll from the acquisition date through the period ended November 27, 2021. Knoll contributed \$336.3 million in sales for the quarter and \$116.8 million of gross margin.

Knoll operating loss of \$20.6 million for the three months ended includes the following items:

- \$27 million related to integration related costs, which includes severance and related charges for employee separations and asset impairment charges.
- \$16 million related to the impact of amortization expense of acquisition-related intangible assets.

Knoll operating loss of \$74.4 million for the six months ended includes the following items:

- \$49 million related to the impact of amortization of acquisition-related intangible assets
- \$57 million related to integration related costs, which include severance and related charges for employee separations and asset impairment charges.

Corporate

Corporate unallocated expenses totaled \$20.3 million for the second quarter of fiscal 2022, an increase of \$10.0 million from the second quarter of fiscal 2021. The increase was driven by \$9.5 million of integration and transaction costs related to the Knoll acquisition in the quarter.

Corporate unallocated expenses totaled \$69.1 million for the first six months of fiscal 2022, an increase of \$48.6 million from the same period of fiscal 2021. The increase was driven primarily by \$48.0 million of integration and transaction costs recorded in the quarter related to the Knoll acquisition.

Liquidity and Capital Resources

The table below summarizes the net change in cash and cash equivalents for the six months ended as indicated.

(In millions)	November 27, 2021	November 28, 2020
Cash (used in) provided by:		
Operating activities	\$ (57.6)	\$ 214.6
Investing activities	(1,133.8)	(24.4)
Financing activities	1,035.5	(276.9)
Effect of exchange rate changes	(13.2)	10.6
Net change in cash and cash equivalents	\$ (169.1)	\$ (76.1)

Cash Flows - Operating Activities

Cash used in operating activities for the six months ended November 27, 2021 was \$57.6 million, as compared to cash provided of \$214.6 million in the same period of the prior year. The change in cash from operating activities as compared to the prior year, was primarily due to:

- a decrease in net earnings of 187.2 million largely driven by acquisition and integration related charges of \$110.0 million;
- an increase in current assets of \$166.7 million compared to a decrease in current assets of \$2.3 million in the prior year period. The increase in current assets in the current year was driven by an increase in accounts receivable and

inventory as sales volumes increased from the end of fiscal 2021 as well as an increase in prepaid taxes driven by an expected benefit for the current year.

The increases above were offset by an increase of depreciation and amortization in the current period of \$109.9 million related to the amortization of purchased intangible assets as part of the Knoll acquisition as well as an increase in stock based compensation of \$22.1 million. The increase in stock based compensation included the impact of accelerated vesting for employee separations associated with the Knoll acquisition.

Cash Flows - Investing Activities

Cash used in investing activities for the six months ended November 27, 2021 was \$1,133.8 million, as compared to \$24.4 million in the same period of the prior year. The increase in cash outflow in the current year, compared to the prior year, was primarily due to the acquisition of Knoll, which drove a cash outflow, net of cash acquired, of \$1,088.5 million.

At the end of the second quarter of fiscal 2022, there were outstanding commitments for capital purchases of \$14.3 million. The Company plans to fund these commitments through a combination of cash on hand and cash flows from operations. The Company expects full-year capital purchases to be between \$130 million and \$140 million, which will be primarily related to investments in the Company's facilities and equipment along with the inclusion of Knoll in fiscal year 2022. This compares to full-year capital spending of \$59.8 million in fiscal 2021.

Cash Flows - Financing Activities

Cash provided from financing activities for the six months ended November 27, 2021 was \$1,035.5 million, as compared to cash used in financing activities of \$276.9 million in the same period of the prior year. The increase in cash provided in the current year, compared to the prior year, was primarily due to net borrowings of \$1,007.0 million from the credit agreement the Company entered into during Q1 and proceeds of \$587.5 million on the Company's credit facility.

These increases were offset by:

- payments of \$63.4 million related to the extinguishment of the Company's former debt agreement
- payments of \$449.4 million on the Company's credit facility
- dividends paid of \$25.4 million and stock repurchases of \$14.4 million.

Sources of Liquidity

In addition to steps taken to protect its workforce and manage business operations, the Company has taken actions to safeguard its capital position in the current environment. The Company is closely managing spending levels, capital investments, and working capital, and has temporarily suspended open market share repurchase activity as part of managing cash flows.

At the end of the second quarter of fiscal 2022, the Company had a well-positioned balance sheet and liquidity profile. The Company has access to liquidity through credit facilities, cash and cash equivalents, and short-term investments. These sources have been summarized below. For additional information, refer to Note 14 to the Condensed Consolidated Financial Statements.

<i>(In millions)</i>	November 27, 2021	May 29, 2021
Cash and cash equivalents	\$ 227.3	\$ 396.4
Marketable securities	7.4	7.7
Availability under syndicated revolving line of credit	346.5	265.2
Total liquidity	\$ 581.2	\$ 669.3

Of the cash and cash equivalents noted above at the end of the second quarter of fiscal 2022, the Company had \$208.9 million of cash and cash equivalents held outside the United States. In addition, the Company had marketable securities of \$7.4 million held by one of its international wholly-owned subsidiaries.

The Company's syndicated revolving line of credit, which matures in July, 2026, provides the Company with up to \$725 million in revolving variable interest borrowing capacity and allows the Company to borrow incremental amounts, at its option, subject to negotiated terms as outlined in the agreement. Outstanding borrowings bear interest at rates based on the prime rate, federal funds rate, LIBOR or negotiated terms as outlined in the agreement.

As of November 27, 2021, the total debt outstanding related to borrowings under the syndicated revolving line of credit was \$363.1 million with available borrowings against this facility of \$346.5 million.

The subsidiary holding the Company's marketable securities is taxed as a United States taxpayer at the Company's election. Consequently, for tax purposes, all United States tax impacts for this subsidiary have been recorded. The Company intends to repatriate \$60.1 million in cash held in certain foreign jurisdictions and as such has recorded a deferred tax liability related to foreign withholding taxes on these future dividends received in the U.S. from foreign subsidiaries of \$9.5 million. The Company intends to remain indefinitely reinvested in the remaining undistributed earnings outside the U.S.

The Company believes that its financial resources will allow it to manage the impact of COVID-19 on business operations for the foreseeable future which could include materially reduced revenue and profits. The Company will continue to evaluate its financial position in light of future developments, particularly those relating to COVID-19.

Contractual Obligations

Contractual obligations associated with ongoing business and financing activities will require cash payments in future periods. A table summarizing the amounts and estimated timing of these future cash payments as of May 29, 2021 was provided in the Company's annual report on Form 10-K for the year ended May 29, 2021.

There have been material changes in certain obligations since that date as a result of the acquisition of Knoll. See the following Notes for additional discussion: Short-Term Borrowings and Long-Term Debt, Leases, Acquisitions and Fair Value Measurements.

The following table summarizes the amounts and estimated timing of these future cash payments for obligations of the Company as of November 27, 2021 for which there were material changes since May 29, 2021.

(in millions)	Payments due by fiscal year				
	Total	2022	2023-2024	2025-2026	Thereafter
Short-term borrowings and long-term debt ⁽¹⁾	\$ 1,265.0	\$ 103.1	\$ 57.5	\$ 87.5	\$ 1,016.9
Estimated interest on debt obligations ⁽¹⁾	169.7	29.2	55.4	52.8	32.3
Operating leases	511.4	89.2	158.1	115.3	148.8
Pension and other post employment benefit plans funding ⁽²⁾	26.3	1.2	5.1	5.4	14.6
Shareholder dividends ⁽³⁾	14.9	14.9	—	—	—
Other liabilities ⁽⁴⁾	25.2	5.0	14.4	1.4	4.4
Total	\$ 2,012.5	\$ 242.6	\$ 290.5	\$ 262.4	\$ 1,217.0

(1) Includes the current portion of long-term debt. Contractual cash payments on long-term debt obligations are disclosed herein based on the amounts borrowed as of November 27, 2021 and the maturity date of the underlying debt. Estimated future interest payments on our outstanding interest bearing debt obligations are based on interest rates as of November 27, 2021. Actual cash outflows may differ significantly due to changes in borrowings or interest rates.

(2) Pension funding commitments are known for a 12-month period for those plans that are funded; unfunded pension and post-retirement plan funding amounts are equal to the estimated benefit payments.

(3) Represents the dividend payable as of November 27, 2021. Future dividend payments are not considered contractual obligations until declared.

(4) Other contractual obligations include an earn-out liability related to the Knoll acquisition of Fully. The maximum earn-out liability is \$10.3 million and is based on certain revenue and earnings before interest, taxes, depreciation and amortization targets within the next two years. Additionally, other contractual obligations include long-term commitments related to deferred and supplemental employee compensation benefits, and other post-employment benefits.

Guarantees

See Note 13 to the Condensed Consolidated Financial Statements.

Variable Interest Entities

See Note 18 to the Condensed Consolidated Financial Statements.

Contingencies

See Note 13 to the Condensed Consolidated Financial Statements.

Critical Accounting Policies

The Company strives to report financial results clearly and understandably. The Company follows accounting principles generally accepted in the United States in preparing its consolidated financial statements, which require certain estimates and judgments that affect the financial position and results of operations for the Company. The Company continually reviews the accounting policies and financial information disclosures. A summary of the more significant accounting policies that require the use of estimates and judgments in preparing the financial statements is provided in the Company's Annual Report on Form 10-K for the year ended May 29, 2021.

New Accounting Standards

See Note 2 to the Condensed Consolidated Financial Statements.

Safe Harbor Provisions

Certain statements in this report are not historical facts but are "forward-looking statements" as defined under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on management's beliefs, assumptions, current expectations, estimates, and projections about the industries in which the Company operates, the economy, and the Company itself. Words like "anticipates," "believes," "confident," "estimates," "expects," "forecasts," "likely," "plans," "projects," "could," and "should," variations of such words, and similar expressions identify such forward-looking statements. These statements do not guarantee future performance and involve certain risks, uncertainties, and assumptions that are difficult to predict with regard to timing, extent, likelihood, and degree of occurrence. These risks include, without limitation, the success of our growth strategy, our success in initiatives aimed at achieving long-term profit optimization goals, employment and general economic conditions, the pace of economic recovery in the U.S. and in our International markets, the increase in white-collar employment, the willingness of customers to undertake capital expenditures, the types of products purchased by customers, competitive-pricing pressures, the availability and pricing of raw materials, our reliance on a limited number of suppliers, our ability to expand globally given the risks associated with regulatory and legal compliance challenges and accompanying currency fluctuations, changes in future tax legislation or interpretation of current tax legislation, the ability to increase prices to absorb the additional costs of raw materials, changes in global tariff regulations, the financial strength of our dealers and the financial strength of our customers, our ability to locate new retail studios and negotiate favorable lease terms for new and existing locations and implement our studio portfolio transformation, our ability to attract and retain key executives and other qualified employees, our ability to continue to make product innovations, the success of newly-introduced products, our ability to serve all of our markets, possible acquisitions, divestitures or alliances, our ability to integrate and benefit from acquisitions and investments, the pace and level of government procurement, the outcome of pending litigation or governmental audits or investigations, political risk in the markets we serve, natural disasters, public health crises, disease outbreaks, and other risks identified in our filings with the Securities and Exchange Commission. Therefore, actual results and outcomes may materially differ from what we express or forecast. We undertake no obligation to update, amend or clarify forward-looking statements.

Item 3: Quantitative and Qualitative Disclosures About Market Risk

The information concerning quantitative and qualitative disclosures about market risk contained in the Company's Annual Report on Form 10-K for the year ended May 29, 2021 has not changed materially. The nature of market risks from interest rates and commodity prices has not changed materially during the first six months of fiscal 2022.

Foreign Exchange Risk

The Company primarily manufactures its products in the United States, Canada, United Kingdom, Italy, China and India. It also sources completed products and product components from outside the United States. The Company's completed products are sold in numerous countries around the world. Sales in foreign countries as well as certain expenses related to those sales are transacted in currencies other than the Company's reporting currency, the U.S. dollar. Accordingly, production costs and profit margins related to these sales are affected by the currency exchange relationship between the countries where the sales take place and the countries where the products are sourced or manufactured. These currency exchange relationships can also impact the Company's competitive positions within these markets.

In the normal course of business, the Company enters into contracts denominated in foreign currencies. The principal foreign currencies in which the Company conducts its business are the British pound sterling, euro, Canadian dollar, Japanese yen, Mexican peso, Hong Kong dollar, Chinese renminbi, and the Danish krone. Changes in the fair value of such contracts are reported in earnings in the period the value of the contract changes. The net gain or loss upon settlement and the change in fair value of outstanding contracts is recorded as a component of Other (income) expense, net.

Item 4: Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including the Company's Chief Executive Officer and Chief Financial Officer, management has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of November 27, 2021, and the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of that date, the Company's disclosure controls and procedures are effective.

Changes in Internal Control Over Financial Reporting

On July 19, 2021, the Company completed its acquisition of Knoll. The Company is currently in the process of integrating Knoll's internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)). Except for the inclusion of Knoll, there has been no change in our internal control over financial reporting that occurred during the quarterly period ended November 27, 2021, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1: Legal Proceedings

There have been no material changes in the Company's legal proceedings from those set forth in the Company's Annual Report on Form 10-K for the year ended May 29, 2021.

Item 1A: Risk Factors

The risk factor set forth below updates the risk factors in our Annual Report on Form 10-K for the year ended May 29, 2021. In addition to the risk factor below, you should carefully consider the risk factors discussed in our most recent Form 10-K report, which could materially affect our business, operating results, cash flows, and financial condition. The risks and uncertainties described in our Annual Report on Form 10-K and below are not the only ones we face; others, either unforeseen or currently deemed not material, may also have a negative impact on our Company.

A continued shortage of qualified labor could negatively affect our business and materially reduce earnings.

We have experienced shortages of qualified labor across our operations. Outside suppliers that we rely on have also experienced shortages of qualified labor. The future success of our operations depends on our ability, and the ability of third parties on which we rely, to identify, recruit, develop and retain qualified and talented individuals in order to supply and deliver our products. Any shortage of qualified labor could have a negative impact on our business. Employee recruitment, development and retention efforts that we or such third parties undertake may not be successful, which could result in a shortage of qualified individuals in future periods. Any such shortage could decrease our ability to effectively produce and meet customer demand. Such a shortage would also likely lead to higher wages for employees (or higher costs to purchase the services of such third parties) and a corresponding reduction in our results of operations. In the current operating environment, we are experiencing a shortage of qualified labor in certain geographies, particularly with plant production workers, resulting in increased costs from certain temporary wage actions, such as hiring and referral bonus programs. A continuation of such shortages for a prolonged period of time could have a material adverse effect on our operating results.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

The Company has one outstanding share repurchase plan, which was authorized by the Board of Directors on January 16, 2019, and provides a share repurchase authorization of \$250.0 million with no specified expiration date. No repurchase plans expired or were terminated during the second quarter of fiscal 2022, nor do any plans exist under which the Company does not intend to make further purchases.

The following is a summary of share repurchase activity during the quarter ended November 27, 2021.

Period	(a) Total Number of Shares (or Units) Purchased	(b) Average price Paid per Share or Unit	(c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may yet be Purchased Under the Plans or Programs (in millions)
8/29/21-9/25/21	25,588	\$ 42.34	25,588	\$ 224,594,065
9/26/21-10/30/21	18,455	\$ 39.23	18,455	\$ 223,870,034
10/31/21-11/27/21	40,063	\$ 38.57	40,063	\$ 222,324,990
Total	<u>84,106</u>		<u>84,106</u>	

The Company may repurchase shares from time to time for cash in open market transactions, privately negotiated transactions, pursuant to accelerated share repurchase programs or otherwise in accordance with applicable federal securities laws. The timing and amount of the repurchases will be determined by the Company's management based on their evaluation of market conditions, share price and other factors. The share repurchase program may be suspended or discontinued at any time.

Item 6: Exhibits

The following exhibits (listed by number corresponding to the Exhibit table as Item 601 in Regulation S-K) are filed with this Report:

Exhibit Number Document

- 3 Articles of Incorporation and Bylaws
 - (a) [MillerKnoll, Inc. Restated Articles of Incorporation.](#)
 - (b) [MillerKnoll, Inc. Amended and Restated Bylaws.](#)
 - 10.1* [Amended and Restated MillerKnoll, Inc. Director Deferred Compensation Plan](#)
 - 31.1 [Certificate of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
 - 31.2 [Certificate of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)
 - 32.1 [Certificate of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
 - 32.2 [Certificate of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)
 - 101.INS The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL Document.
 - 101.SCH XBRL Taxonomy Extension Schema Document
 - 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
 - 101.LAB XBRL Taxonomy Extension Label Linkbase Document
 - 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
 - 101.DEF XBRL Taxonomy Extension Definition Linkbase Document
 - 104 Cover Page Interactive Data File (embedded within the Inline XBRL Document)
- * Denotes compensatory plan or arrangement.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MillerKnoll, Inc.

January 5, 2022

/s/ Andrea R. Owen

Andrea R. Owen
President and Chief Executive Officer
(Duly Authorized Signatory for Registrant)

January 5, 2022

/s/ Jeffrey M. Stutz

Jeffrey M. Stutz
Chief Financial Officer
(Duly Authorized Signatory for Registrant)

RESTATED ARTICLES OF INCORPORATION

OF

HERMAN MILLER, INC.

The following Restated Articles of Incorporation are executed by the undersigned Corporation pursuant to the provisions of Act 284, Public Acts of 1972, as amended:

1. The present name of the Corporation is: Herman Miller, Inc.
2. The identification number assigned by the Bureau is: 800242699.
3. All former names of the Corporation are: Herman Miller Michigan, Inc.
4. The date of filing of the original Articles of Incorporation was: July 21, 1981.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation of the Corporation:

ARTICLE I

The name of the Corporation is MillerKnoll, Inc.

ARTICLE II

The purpose or purposes for which the Corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Michigan Business Corporation Act.

ARTICLE III

The total number of shares of all classes of stock which the Corporation shall have authority to issue is two hundred fifty million (250,000,000) shares, of which two hundred forty million (240,000,000) shares shall be common stock of the par value of \$.20 per share and ten million (10,000,000) shares shall be series preferred stock, without par value.

The authorized shares of common stock of the par value of twenty cents (\$.20) per share are all of one class with equal voting power, and each such share shall be equal to every other such share.

The shares of series preferred stock may be divided into one or more series. Except as hereinafter provided, the Board of Director is hereby authorized to cause the preferred stock to be issued from time to time in one or more series, with such designations and such relative voting, dividend, liquidation, and other rights, preferences and limitations as shall be stated and expressed in the resolution providing for the issue of such preferred stock adopted by the Board of Directors. The Board of Directors by a vote of the majority of the whole Board is expressly

authorized to adopt such resolution or resolutions and issue such stock from time to time as it may deem desirable.

ARTICLE IV

The address of the registered office, which is the same as the mailing address, is 855 East Main Avenue, Zeeland, Michigan 49464. The name of the resident agent at the registered office is Jacqueline Rice.

ARTICLE V

Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation, a subsidiary or otherwise) in which a director or officer is a witness or which is brought against a director or officer in his or her capacity as a director, officer, employee, agent or fiduciary of the Corporation or of any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which the director or officer was serving at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the Corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article. The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions occurring before or after the adoption hereof, and to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the directors, officers and other persons referred to in this Article. The right of indemnity provided pursuant to this Article shall not be exclusive and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any director, officer, employee or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in these Restated Articles of Incorporation inconsistent with this Article V shall not adversely affect any indemnification right or protection of a director or officer of the Corporation existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE VI

The affirmative vote or consent of two-thirds of the outstanding stock of this Corporation entitled to vote on any proposed dissolution of the Corporation shall be required to authorize and approve the same or to amend this Article VI.

ARTICLE VII

Approval of Business Combinations

The stockholder vote required to approve Business Combinations (hereinafter defined) shall be as set forth in this Article VII.

Section 1. Higher Vote for Business Combinations. In addition to any affirmative vote required by law or these Restated Articles of Incorporation, and except as otherwise expressly provided in Section 3 of this Article VII:

A. any merger or consolidation of the Corporation or any Subsidiary (as hereinafter defined) with (i) any Interested Stockholder (as hereinafter defined) or (ii) any other corporation (whether or not itself an Interested Stockholder) which is, or after such merger or consolidation would be, an Affiliate (as hereinafter defined) of an Interested Stockholder; or

B. any sale, lease, exchange, mortgage, pledge, transfer or other disposition (in one transaction or a series of transactions) to or with any Interested Stockholder or any Affiliate of any Interested Stockholder of any assets of the Corporation or any Subsidiary having an aggregate Fair Market Value of \$5,000,000 or more; or

C. the issuance or transfer by the Corporation or any Subsidiary (in one transaction or a series of transactions) of any securities of the Corporation or any Subsidiary to any Interested Stockholder or any Affiliate of any Interested Stockholder in exchange for cash, securities or other property (or a combination thereof) having an aggregate Fair Market Value of \$5,000,000 or more; or

D. the adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Interested Stockholder or any Affiliate of any Interested Stockholder; or

E. any reclassification of securities (including any reverse stock split), or recapitalization of the Corporation, or any merger or consolidation of the Corporation with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Stockholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Corporation or any Subsidiary which is directly or indirectly owned by any Interested Stockholder or any Affiliate of any Interested Stockholder;

shall require the affirmative vote of the holders of at least eighty percent (80%) of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock"), voting together as a single class, including the affirmative vote of the holders of not less than fifty percent (50%) of the outstanding Voting Stock not owned directly or indirectly by any Interested Stockholder. Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that a lesser percentage

may be specified, by law, in any other Article of these Restated Articles of Incorporation or in any agreement with any national securities exchange or otherwise.

Section 2. Definition of "Business Combination". The term "Business Combination" as used in this Article VII shall mean any transaction which is referred to in any one or more of paragraphs A through E of Section 1.

Section 3. When Higher Vote Is Not Required. The provisions of Section I of this Article VII shall not be applicable to any particular Business Combination, and such Business Combination shall require only such affirmative vote as is required by law and any other provision of these Restated Articles of Incorporation if in the case of a Business Combination that does not involve any cash or other consideration being received by the stockholders of the Corporation, solely in their capacities as stockholders, the condition specified in the following paragraph A is met, or if in the case of any other Business Combination, the conditions specified in either of the following paragraphs A or B are met;

A. Approval by Continuing Directors. The Business Combination shall have been approved by a majority of the Continuing Directors (as hereinafter defined).

B. Price and Procedure Requirements. All of the following conditions shall have been met:

(i) The aggregate amount of the cash and the Fair Market Value (as hereinafter defined) as of the date of the consummation of the Business Combination (the "Consummation Date") of the consideration other than cash to be received per share by holders of Common Stock in such Business Combination shall be an amount at least equal to the higher of the following (it being intended that the requirements of this paragraph B(i) shall be required to be met with respect to all shares of Common Stock outstanding, whether or not the Interested Stockholder has previously acquired any shares of the Common Stock):

(a) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder for any shares of Common Stock acquired by it (1) within the two-year period immediately prior to the first public announcement of the proposal of the Business Combination (the "Announcement Date") or (2) in the transaction in which it became an Interested Stockholder, whichever is higher, plus interest compounded annually from the date on which the Interested Stockholder became an Interested Stockholder through the Consummation Date at the prime rate of interest of Citibank, N.A. (or other major bank headquartered in New York City selected by a majority of the Continuing Directors) from time to time in effect in New York City, less the aggregate amount of any cash dividends paid, and the Fair Market Value of any dividends paid in other than cash, per share of Common Stock from the date on which the Interested Stockholder became an Interested Stockholder through the Consummation Date in an amount up to but not exceeding the amount of

such interest payable per share of Common Stock; or

(b) the Fair Market Value per share of Common Stock on the Announcement Date.

(ii) The aggregate amount of the cash and the Fair Market Value as of the Consummation Date of the consideration other than cash to be received per share by holders of shares of any class of outstanding Voting Stock, other than the Common Stock, in such Business Combination shall be an amount at least equal to the highest of the following (it being intended that the requirements of this paragraph B(ii) shall be required to be met with respect to all shares of every such other class of outstanding Voting Stock, whether or not the Interested Stockholder has previously acquired any shares of a particular class of Voting Stock):

(a) the highest per share price (including any brokerage commissions, transfer taxes and soliciting dealers' fees) paid by the Interested Stockholder for any shares of such class of Voting Stock acquired by it (1) within the two-year period immediately prior to the Announcement Date or (2) in the transaction in which it became an Interested Stockholder, whichever is higher, plus interest compounded annually from the date on which the Interested Stockholder became an Interested Stockholder through the Consummation Date at the prime rate of interest of Citibank, N.A. (or other major bank headquartered in New York City selected by a majority of the Continuing Directors) from time to time in effect in New York City, less the aggregate amount of any cash dividends paid, and the Fair Market Value of any dividends paid in other than cash, per share of such class of Voting Stock from the date on which the Interested Stockholder became an Interested Stockholder through the Consummation Date in an amount up to but not exceeding the amount of such interest payable per share of such class of Voting Stock;

(b) the Fair Market Value per share of such class of Voting Stock on the Announcement Date; or

(c) The highest preferential amount per share, if any, to which the holders of shares of such class of Voting Stock are entitled in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation.

(iii) The consideration to be received by holders of a particular class of outstanding Voting Stock (including Common Stock) shall be in cash or in the same form as the Interested Stockholder has previously paid for shares of such class of Voting Stock. If the Interested Stockholder has paid for shares of any class of Voting Stock with varying forms of consideration, the form of consideration for such class of Voting Stock shall be either cash or the form used to acquire the largest number of shares of such class of Voting Stock previously acquired by it.

(iv) After such Interested Stockholder has become an Interested Stockholder and prior to the consummation of such Business Combination: (a) except as approved by a majority of the Continuing Directors, there shall have been no failure to declare and pay at the regular date therefor any full quarterly dividends (whether or not cumulative) on any outstanding Preferred Stock; (b) there shall have been (1) no reduction in the annual rate of dividends paid on the Common Stock (except as necessary to reflect any subdivision of the Common Stock), except as approved by a majority of the Continuing Directors, and (2) an increase in such annual rate of dividends as necessary to reflect any reclassification (including any reverse stock split), recapitalization, reorganization or any similar transaction which has the effect of reducing the number of outstanding shares of the Common Stock, unless the failure so to increase such annual rate is approved by a majority of the Continuing Directors; and (c) such Interested Stockholder shall have not become the beneficial owner of any additional shares of Voting Stock except as part of the transaction which results in such Interested Stockholder becoming an Interested Stockholder.

(v) After such Interested Stockholder has become an Interested Stockholder, such Interested Stockholder shall not have received the benefit, directly or indirectly (except proportionately as a stockholder), of any loans, advances, guarantees, pledges or other financial assistance or any tax credits or other tax advantages provided by the Corporation.

(vi) A proxy or information statement describing the proposed Business Combination and complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder (or any subsequent provisions replacing such Act, rules or regulations) shall be mailed to all stockholders of the Corporation at least 30 days prior to the consummation of such Business Combination (whether or not such proxy or information statement is required to be mailed pursuant to such Act or subsequent provisions).

Section 4. Certain Definitions. For the purposes of this Article VII:

- A. A "person" shall mean any individual, firm, corporation or other entity.
- B. "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:
 - (i) is the beneficial owner, directly or indirectly, of more than 10% of the voting power of the outstanding Voting Stock; or
 - (ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then outstanding Voting Stock;

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purposes of determining whether a person is an Interested Stockholder pursuant to paragraph B of this Section 4, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 4 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on July 1, 1983.

F. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in paragraph B of this Section 4, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

G. "Continuing Director" means any member of the Board of Directors of the Corporation (the "Board") who is unaffiliated with the Interested Stockholder and was a member of the Board prior to the time that the Interested Stockholder became an Interested Stockholder, and any successor of a Continuing Director who is unaffiliated with the Interested Stockholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

H. "Fair Market Value" means: (i) in the case of stock, the highest closing sale price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange-Listed Stocks, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange, or, if such stock is not listed on such Exchange, on the principal United States securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed, or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to a share of such stock during the 30-day period preceding the date in question on the National Association of Securities Dealers, Inc., Automated Quotations System or any system then in use, or if no such quotations are available, the fair market value on the date in question of a share of such stock as determined by a majority of the Continuing Directors in good faith; and (ii) in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by a majority of the Continuing Directors in good faith.

I. In the event of any Business Combination in which the Corporation survives, the phrase "consideration other than cash to be received" as used in paragraphs B(i) and (ii) of Section 3 of this Article VII shall include the shares of Common Stock and/or the shares of any other class of outstanding Voting Stock retained by the holders of such shares.

Section 5. Powers of Continuing Directors. A majority of the Continuing Directors of the Corporation shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article VII, including without limitation (A) whether a person is an Interested Stockholder, (B) the number of shares of Voting Stock beneficially owned by any person, (C) whether a person is an Affiliate or Associate of another, (D) whether the requirements of paragraph B of Section 3 have been met with respect to any Business Combination, and (E) whether the assets which are the subject of any Business Combination have, or the consideration to be received for the issuance or transfer of securities by the Corporation or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of \$5,000,000 or more; and the good faith determination of a majority of the Continuing Directors on such matters shall be conclusive and binding for all the purposes of this Article VII.

Section 6. No Effect on Fiduciary Obligations of Interested Stockholders. Nothing contained in this Article VII shall be construed to relieve the Board of Directors or any Interested Stockholder from any fiduciary obligation imposed by law.

Section 7. Amendment, Repeal, etc. Notwithstanding any other provisions of these Restated Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that a lesser percentage may be specified by law, these Restated Articles of Incorporation or the Bylaws of the Corporation), the affirmative vote of the holders of eighty percent (80%) or more of the voting power of the shares of the then outstanding Voting Stock, voting together as a single class, including the affirmative vote of the holders of not less than fifty percent (50%) of the Voting Stock not owned directly or indirectly by any Interested Stockholder, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article VII of these

Restated Articles of Incorporation; provided, however, that the preceding provisions of this Section 7 shall not be applicable to any amendment to this Article VII of these Restated Articles of Incorporation, and such amendment shall require only such affirmative vote as is required by law and any other provisions of these Restated Articles of Incorporation, if such amendment shall have been approved by a majority of the Continuing Directors.

ARTICLE VIII

Board of Directors

Section 1. Authority and Size of Board. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors of the Corporation (exclusive of directors to be elected by the holders of any one or more series of the Preferred Stock voting separately as a class or classes) that shall constitute the Board of Directors shall be ten (10), unless otherwise determined from time to time by resolution adopted by the affirmative vote of:

- A. At least eighty percent (80%) of the Board of Directors, and
- B. A majority of the Continuing Directors (as hereinafter defined).

Section 2. Classification of Board and Filling of Vacancies. Subject to applicable law, the directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible. The term of office of Directors of the first class shall expire at the annual meeting of stockholders to be held in 1984 and until their respective successors are duly elected and qualified or their resignation or removal. The term of office of Directors of the second class shall expire at the annual meeting of stockholders to be held in 1985 and until their respective successors are duly elected and qualified or their resignation or removal. The term of office of Directors of the third class shall expire at the annual meeting of stockholders to be held in 1986 and until their respective successors are duly elected and qualified or their resignation or removal. Subject to the foregoing, at each annual meeting of stockholders, commencing at the annual meeting to be held in 1984, the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting and until their successors shall be duly elected and qualified or their resignation or removal. Any vacancies in the Board of Directors for any reason, and any newly created directorships resulting from any increase in the number of directors, may be filled only by the Board of Directors, acting by vote of eighty percent (80%) of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next annual meeting of stockholders and until their respective successors shall be duly elected and qualified or their resignation or removal. No decrease in the number of directors shall shorten the term of any incumbent director. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, (i) the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders and vacancies created with respect to any directorship of the directors so elected may be filled in the manner specified by such Preferred Stock, and (ii) this Article VIII shall be deemed to be construed and/or modified so as to permit the full implementation of the terms and

conditions relating to election of directors of any series of Preferred Stock that has been or may be designated by the Board of Directors.

Section 3. Removal of Directors. Notwithstanding any other provisions of these Restated Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Restated Articles of Incorporation or the Bylaws of the Corporation), any one or more directors of the Corporation may be removed at any time, with or without cause, but only by either (1) the affirmative vote of a majority of the Continuing Directors and at least eighty percent (80%) of the Board of Directors or (2) the affirmative vote, at a meeting of the stockholders called for that purpose, of the holders of at least eighty percent (80%) of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (the "Voting Stock") voting together as a single class.

Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provision of this Section 3 shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

Section 4. Certain Definitions. For the purposes of this Article VIII:

A. A "person" shall mean any individual, firm, corporation or other entity.

B. "Interested Stockholder" shall mean any person (other than the Corporation or any Subsidiary) who or which:

(i) is the beneficial owner, directly or indirectly, of more than ten percent (10%) of the voting power of the outstanding Voting Stock; or

(ii) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of ten percent (10%) or more of the voting power of the then outstanding Voting Stock; or

(iii) is an assignee of or has otherwise succeeded to any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by any Interested Stockholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

C. A person shall be a "beneficial owner" of any Voting Stock:

(i) which such person or any of its Affiliates or Associates (as hereinafter defined) beneficially owns, directly or indirectly; or

(ii) which such person or any of its Affiliates or Associates has (a) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding; or

(iii) which are beneficially owned, directly or indirectly, by any other person with which such person or any of its Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting or disposing of any shares of Voting Stock.

D. For the purposes of determining whether a person is an Interested Stockholder pursuant to paragraph B of this Section 4, the number of shares of Voting Stock deemed to be outstanding shall include shares deemed owned through application of paragraph C of this Section 4 but shall not include any other shares of Voting Stock which may be issuable pursuant to any agreement, arrangement or understanding, or upon exercise of conversion rights, warrants or options, or otherwise.

E. "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on July 1, 1983.

F. "Subsidiary" means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Interested Stockholder set forth in paragraph B of this Section 4, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

G. "Continuing Director" means any member of the Board of Directors of the Corporation (the "Board") who is unaffiliated with the Interested Stockholder and was a member of the Board prior to the time that the Interested Stockholder became an Interested Stockholder, and any successor of a Continuing Director who is unaffiliated with the Interested Stockholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

Section 5. Powers of Continuing Directors. A majority of the Continuing Directors of the Corporation shall have the power and duty to determine, on the basis of information known to them after reasonable inquiry, all facts necessary to determine compliance with this Article VIII, including without limitation (A) whether a person is an Interested Stockholder, (B) the number of shares of Voting Stock beneficially owned by any person, and (C) whether a person is an Affiliate or Associate of another; and the good faith determination of a majority of the Continuing Directors on such matters shall be conclusive and binding for all the purposes of this Article VIII.

Section 6. Amendment, Repeal, etc. Notwithstanding any other provisions of these Restated Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding the

fact that a lesser percentage may be specified by law, these Restated Articles of Incorporation or the Bylaws of the Corporation), the affirmative vote of the holders of eighty percent (80%) or more of the voting power of the shares of the then outstanding Voting Stock, voting together as a single class, shall be required to amend or repeal, or adopt any provisions inconsistent with, this Article VIII of these Restated Articles of Incorporation; provided, however, that the preceding provisions of this Section 6 shall not be applicable to any amendment to this Article VIII of these Restated Articles of Incorporation, and such amendment shall require only such affirmative vote as is required by law and any other provisions of these Restated Articles of Incorporation, if such amendment shall have been approved by a majority of the Continuing Directors.

ARTICLE IX

Board Evaluation of Certain Offers

Section 1. Matters to be Evaluated. The Board of Directors of this Corporation shall not approve, adopt or recommend any offer of any person or entity, other than the Corporation, to make a tender or exchange offer for any capital stock of the Corporation, to merge or consolidate the Corporation with any other entity or to purchase or otherwise acquire all or substantially all of the assets or business of the Corporation unless and until the Board of Directors shall have first evaluated the offer and determined that the offer would be in compliance with all applicable laws and that the offer is in the best interests of the Corporation and its stockholders. In connection with its evaluation as to compliance with laws, the Board of Directors may seek and rely upon an opinion of legal counsel independent from the offeror and it may test such compliance with laws in any state or federal court or before any state or federal administrative agency which may have appropriate jurisdiction. In connection with its evaluation as to the best interests of the Corporation and its stockholders, the Board of Directors shall consider all factors which it deems relevant, including without limitation: (i) the adequacy and fairness of the consideration to be received by the Corporation and/or its stockholders under the offer considering historical trading prices of the Corporation's stock, the price that might be achieved in a negotiated sale of the Corporation as a whole, premiums over trading prices which have been proposed or offered with respect to the securities of other companies in the past in connection with similar offers and the future prospects for this Corporation and its business; (ii) the potential social and economic impact of the offer and its consummation on this Corporation, its employees, customers and vendors; and (iii) the potential social and economic impact of the offer and its consummation on the communities in which the Corporation and any subsidiaries operate or are located.

Section 2. Amendment, Repeal, etc. Notwithstanding any other provision of these Restated Articles of Incorporation or the Bylaws of the Corporation to the contrary (and notwithstanding the fact that a lesser percentage may be specified by law, these Restated Articles of Incorporation or the Bylaws of the Corporation), the affirmative vote of the holders of eighty percent (80%) or more of the outstanding shares of capital stock entitled to vote for the election of directors, voting together as a single class, shall be required to amend, repeal, or adopt any provision inconsistent with, this Article IX; provided, however, that this Article IX shall be of no force or effect if the proposed amendment, repeal or other action has been recommended for approval by at least eighty percent (80%) of all directors then holding office.

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for a breach of fiduciary duty as a director. However, this Article X shall not eliminate or limit the liability of a director for any breach of duty, act or omission for which the elimination or limitation of liability is not permitted by the Michigan Business Corporation Act, as amended from time to time. No amendment, alteration, modification, repeal or adoption of any provision in these Restated Articles of Incorporation inconsistent with this Article X shall have any effect to increase the liability of any director of the Corporation with respect to any act or omission of such director occurring prior to such amendment, alteration, modification, repeal or adoption.

ARTICLE XI

The Bylaws of the Corporation may provide that, to the extent provided in such Bylaws, each director of the Corporation shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, subject to the terms and conditions set forth within such Bylaws. For purposes of clarity, the provisions of the foregoing sentence do not apply to vacancies or newly created directorships filled by a vote of the Board of Directors.

These Restated Articles of Incorporation were duly adopted on October 11, 2021, in accordance with the provisions of Section 642 of the Michigan Business Corporation Act by the shareholders at a meeting in accordance with section 611(3) of the Act.

The filing of these Restated Articles of Incorporation shall be effective November 1, 2021.

Signed this 19th day of October, 2021.

/s/ Andrea Owen _____
Andrea Owen
President

MillerKnoll, Inc.

Amended and Restated Bylaws

(Dated Effective November 1, 2021)

ARTICLE I **OFFICES**

Section 1. Registered Office. The registered office of the Corporation shall be as specified in the Articles of Incorporation or such other place as determined by the Board of Directors upon filing proper notice thereof with the State of Michigan. The Corporation shall keep records containing the names and addresses of all shareholders, the number, class and series of shares held by each, and the dates when they respectively became holders of record thereof, at its registered office or at the office of its transfer agent.

Section 2. Other Offices. The business of the Corporation may be transacted in such locations other than the registered office, within or outside the State of Michigan, as the Board of Directors may from time to time determine, or as the business of the Corporation may require.

ARTICLE II **CAPITAL STOCK**

Section 1. Issuance of Stock and Stock Certificates. The Board of Directors, in its sole discretion and as necessary, may authorize the issuance of some or all of any class or series of the Corporation's shares without certificates representing such shares. Such authorization shall not affect shares already represented by certificates until such certificates are surrendered to the Corporation. After the issuance of shares without certificates and within a reasonable time, the Corporation shall send the shareholder a written statement of the information normally required on certificates as mandated under the Michigan Business Corporation Act. Certificates, if specially requested by a shareholder, representing shares of the Corporation may be issued and shall be in such form as is approved by the Chief Executive Officer and the Vice President of Legal Affairs. Certificates signed by the chairman of the Board of Directors, vice chairman of the Board of Directors, president or a vice president, and may also be signed by another officer of the Corporation. The certificate may be sealed with the seal of the Corporation, or a facsimile thereof. The signatures of the officers may be facsimiles. If an officer who has signed, or whose facsimile signature has been placed upon, a certificate ceases to be such officer before the certificate is issued, it may be issued by the Corporation with the same effect as if he or she were such officer at the date of issue. The Corporation's records containing the names and addresses of all shareholders, the number, class and series of shares held by each, and the date when they respectively became holders of record thereof, shall be final and binding upon the shareholders and their successors and assigns for the purposes of determining the identity and location of each shareholder and the number, class and series of shares held by each shareholder.

Section 2. Replacement of Lost or Destroyed Certificates. If a stock certificate is lost or destroyed, no new certificate shall be issued in place thereof until the Corporation has received from the registered holder such assurances, representations, warranties, and/or guarantees as the Board of Directors, in its sole discretion, shall deem advisable, and until the Corporation receives sufficient indemnification protecting it against any claim that may be made on account of such lost or destroyed certificate, or the issuance of any new certificate in place thereof, including an indemnity bond in such amount and with sureties, if any, as the Board of Directors, in its sole discretion, deems advisable.

Section 3. Transfer of Shares. Shares of stock of the Corporation shall be transferable only upon the books of the Corporation. The old certificates, if any, shall be surrendered to the Corporation by delivery thereof to the person in charge of the stock transfer books of the Corporation or to such other person as the Board of Directors may designate, properly endorsed for transfer, and such certificates shall be canceled if certificates are being used. If the Board has authorized the issuance of shares without certificates, after the transfer of shares and within a reasonable time, the Corporation rather than issue a certificate, may send the transferee shareholder a written statement of the information normally required on certificates as mandated under the Michigan Business Corporation Act. The Board of Directors may issue a new certificate if the transferred shareholder specifically requests it. The Corporation shall keep records containing the names and addresses of all shareholders, the number, class, and series of Shares held by each, and the date when they respectively became holders of record thereof, at its registered office. The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof for all purposes, and shall not be bound to recognize any equitable or other claim with respect thereto, regardless of any notice thereof, except as may be specifically required by the laws of the State of Michigan.

Section 4. Rules Governing Stock Certificates. The Board of Directors shall have the power and authority to make all such rules and regulations as they may deem expedient concerning the issue, transfer and registration of certificates of stock, and may appoint a transfer agent and/or a registrar of transfer, and may require all such certificates to bear the signature of such transfer agent and/or of such registrar of transfers.

Section 5. Record Date for Share Dividends, Distributions and Other Actions. For the purpose of determining shareholders entitled to receive payment of a share dividend or distribution, or allotment of a right, or for the purpose of any other action, the Board of Directors may fix a record date which shall not precede the date on which the resolution fixing the record date is adopted by the Board. The date shall not be more than sixty (60) days before the payment of the share dividend or distribution or allotment of a right or other action. If a record date is not fixed, the record date shall be the close of business on the day on which the resolution of the Board relating to the corporate action is adopted. Only shareholders of record on the date so fixed shall be entitled to receive payment of such Dividend or other distribution or allotment or rights or exercise such rights, as the case may be, notwithstanding the transfer of any Shares on the books of the Corporation after such record date.

Section 6. Dividends. The Board of Directors, in its discretion, may from time to time declare and make a distribution to shareholders in respect of the Corporation's outstanding shares, payable in cash, the Corporation's shares or indebtedness, or the Corporation's other property, including the shares or

indebtedness of other corporations; provided, however, no such distribution shall be made if, after giving effect to the distribution, the Corporation would not be able to pay its debts as they become due in the usual course of business, or the Corporation's total assets would be less than its total liabilities plus the amount that would be needed if the Corporation were to be dissolved at the time of the distribution to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distributions.

In addition, the Board of Directors, in its discretion from time to time may declare and direct the payment of a share dividend of the Corporation's shares, issued pro rata and without consideration, to the Corporation's shareholders or to the shareholders of one or more classes or series; provided, however, shares of one class or series may not be issued as a share dividend in respect of shares of another class or series unless (a) the Articles of Incorporation so authorize, (b) a majority of the votes entitled to be cast by the class or series to be issued approve the issue, or (c) there are no outstanding shares of the class or series to be issued.

Section 7. Acquisition of Shares. Subject to the limitations of the Michigan Business Corporation Act, the Board of Directors may authorize the Corporation to acquire its own shares, and shares so acquired shall constitute authorized but unissued shares, except that shares of the Corporation acquired by it may be pledged as security for the payment of the purchase price of the shares and, until the purchase price is paid by the Corporation, such shares are not canceled and do not constitute authorized but unissued shares.

In such event, the acquired and pledged shares shall not be voted directly or indirectly at any meeting or otherwise, shall not be counted in determining the total number of issued shares entitled to vote at any given time, and upon payment of the purchase price, shall be canceled and constitute authorized but unissued shares.

ARTICLE III **SHAREHOLDERS**

Section 1. Place of Meetings. Meetings of shareholders shall be (a) held at the registered office of the Corporation or at such other place, within or outside the State of Michigan, as may be determined from time to time by the Board of Directors, provided, however, if a meeting of shareholders is to be held at a place other than the registered office of the Corporation the notice of the meeting shall designate such place and provided further a shareholder may not participate in such meeting by a conference telephone or by other means of remote communication except to the extent and in the manner determined by the Board of Directors or (b) conducted solely by means of remote communication, as may be determined from time to time by the Board of Directors.

Section 2. Annual Meeting. Annual meetings of shareholders for election of directors and for such other business as may come before the meeting shall be held at a date and time designated by the Board of Directors after the end of each fiscal year of the Corporation. If the annual meeting is not held on the date and at the time so designated, the Board of Directors shall cause the meeting to be held as soon thereafter as is convenient.

Section 3. Special Meetings. Special meetings of shareholders may be called by the chairman or vice chairman of the Board, the president or secretary and shall be called by one of them pursuant to

resolution therefor by the Board of Directors, or upon receipt by them of a request in writing, stating the purpose or purposes thereof, and signed by more than half of the non-employee directors.

Section 4. Record Date for Notice and Vote. For the purpose of determining shareholders entitled to notice of and to vote at a meeting of shareholders or an adjournment of a meeting, the Board of Directors may fix a record date which shall not precede the date on which the resolution fixing the record date is adopted by the Board. The date shall be not more than sixty (60) nor less than ten (10) days before the date of the meeting. If a record date is not fixed, the record date for determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be the close of business on the day next preceding the day on which notice is given or, if no notice is given, the day next preceding the day on which the meeting is held. When a determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders has been made as provided in this Section 4, the determination applies to any adjournment of the meeting, unless the Board fixes a new record date under this section for the adjourned meeting.

For the purpose of determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, the Board of Directors may fix a record date which shall not precede the date on which the resolution fixing the record date is adopted by the Board and shall not be more than ten (10) days after the Board resolution. If a record date is not fixed and prior action by the Board is required with respect to the corporate action to be taken without a meeting, the record date shall be the close of business on the day on which the resolution of the Board is adopted. If a record date is not fixed and prior action by the Board is not required, the record date shall be the first date on which a signed written consent is delivered to the Corporation as provided in Section 47 of the Michigan Business Corporation Act.

Section 5. Notice of Shareholders Meetings. Written notice of the time, place and purposes of any meeting of shareholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each shareholder of record entitled to vote at the meeting. Such notice may be given by delivery in person to such shareholders or by mailing or electronically transmitting such notice to shareholders at their addresses as the same appear on the stock books of the Corporation.

A shareholder's attendance at a meeting, in person or by proxy, constitutes a waiver of the shareholder's objection to lack of notice or defective notice of the meeting unless, at the beginning of the meeting, the shareholder objects to holding the meeting or transacting business at the meeting, and constitutes a waiver of the shareholder's objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the shareholder objects to considering the matter when it is presented.

Section 6. Voting Lists. The Corporation's officer or agent having charge of its stock transfer books shall prepare and certify a complete list of the shareholders entitled to vote at a shareholders' meeting or any adjournment thereof, which list shall be arranged alphabetically within each class and series, and shall show the address of and number of shares held by each shareholder. The list shall be produced at the time and place of the meeting of shareholders and be subject to inspection by any shareholder at any time during the meeting. The list shall be prima facie evidence as to who are the shareholders entitled to examine the list or to vote at the meeting. If for any reason the requirements with respect to the shareholder list specified in this Section 6 of Article III have not

been complied with, any shareholder, either in person or by proxy, who in good faith challenges the existence of sufficient votes to carry any action at the meeting, may demand that the meeting be adjourned and the same shall be adjourned until the requirements are complied with, provided however, that failure to comply with such requirements does not affect the validity of any action taken at the meeting before such demand is made.

Section 7. Voting. Except as may otherwise be provided in the Articles of Incorporation or Bylaws of the Corporation, each shareholder entitled to vote at a meeting of shareholders, or to express consent or dissent without a meeting, shall be entitled to one (1) vote, in person or by proxy, for each share of stock entitled to vote held by such shareholder, provided however, no proxy shall be voted after three (3) years from its date unless such proxy provides for a longer period. For purposes of this section, without limiting the manner in which a shareholder may authorize another person or persons to act as proxy, a proxy granted by execution of a writing, facsimile, or other means of electronic transmission to the person or persons who will hold the proxy or to a proxy solicitation firm, proxy support service organization, or similar agent fully authorized by the person who will hold the proxy to receive that transmission, shall constitute valid means of granting proxy authority. A vote may be cast either orally or in writing as announced or directed by the chairperson of the meeting prior to the taking of the vote. When an action is to be taken by vote of the shareholders, it shall be authorized by a majority of the votes cast by the holders of shares entitled to vote thereon, unless a greater vote is required by express requirement of the Michigan Business Corporation Act, the Articles of Incorporation or these Bylaws, in which case such express provision shall govern and control the decision of such question.

Section 8. Quorum; Adjournments; Postponement. Except as may otherwise be provided in the Articles of Incorporation, shares entitled to cast a majority of the votes at a meeting constitute a quorum. Any meeting of the shareholders may be adjourned from time to time, whether or not there is a quorum, at any time, by a vote of a majority of the shares present or by the chairman of the meeting or pursuant to a resolution of the Board of Directors. Shareholders present in person or by proxy at any meeting of shareholders at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum. No notice of the time and place of adjourned meetings need be given except as required by the Michigan Business Corporation Act. At any adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Board of Directors acting by resolution may postpone and reschedule any previously scheduled meeting of the shareholders.

Section 9. Conduct of Meetings. The chairman of the Board of Directors or the chairman's designee shall call meetings of the shareholders to order and shall act as chairman of such meetings. The secretary of the Corporation shall act as secretary of all meetings of shareholders but, in the absence of the secretary at any meeting of shareholders or the secretary's inability or election not to act as secretary, the chairman may appoint any person to act as secretary of the meeting. The Board of Directors may, to the extent not prohibited by law, adopt by resolution such rules and regulations for the conduct of a meeting of the shareholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the chairman of the meeting shall have the right and authority to prescribe such rules, regulations or procedures and to do all acts as, in the judgment of the chairman of the meeting, are appropriate for the proper conduct of a meeting of the shareholders. Such rules, regulations or procedures, whether adopted by the Board

of Directors or prescribed by the chairman of the meeting, may to the extent not prohibited by law include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to shareholders of record of the Corporation, their duly authorized and constituted proxies (which shall be reasonable in number) or such other persons as the chairman of the meeting shall determine; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (e) limitations on the time allotted to questions or comments by participants.

Section 10. Inspector of Elections. The Board of Directors may, in advance of meeting of shareholders, appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed or an appointed inspector fails to appear or act, the person presiding at the meeting of shareholders may and, on request of a shareholder entitled to vote thereat, shall appoint one or more persons to fill such vacancy or vacancies, or to act as inspector. The inspector(s) shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum, the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine challenges and questions arising in connection with the right to vote, count and tabulate votes, ballots or consents, determine the results, and do such acts as are proper to conduct the election or vote with fairness to all shareholders.

Section 11. Notification of Nominations. Nominations for the election of directors may be made by the Board of Directors or by a shareholder entitled to vote in the election of directors. A shareholder entitled to vote in the election of directors, however, may make such a nomination only if written notice of such shareholder's intent to do so has been given, either by personal delivery or by United States mail, postage prepaid, and received by the Corporation (a) with respect to an election to be held at an annual meeting of shareholders, not earlier than the close of business on the one hundred twentieth (120th) day and not later than the close of business on the ninetieth (90th) day prior to the first anniversary of the preceding year's annual meeting, and (b) with respect to an election to be held at a special meeting of shareholders called for that purpose, not later than the close of business on the tenth (10th) day following the date on which the date of the meeting was first publicly announced or if there was no public announcement, the tenth (10th) day following the date on which notice of the special meeting was first mailed to the shareholders by the Corporation.

Each shareholder's notice of intent to make a nomination must:

(a) set forth, as to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination is made (i) the names and addresses of such shareholder, as they appear on the Corporation's books, and of such beneficial owner, if any, (ii) the following information concerning the securities of the Corporation or derivatives thereof (A) the class or series and number of shares of the Corporation which are, directly or indirectly, owned beneficially and of record by such shareholder and such beneficial owner, (B) any option, warrant, swap, convertible security, stock appreciation right, or similar right contract, arrangement, or device with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class or series of shares of the Corporation, or with a value derived in whole or in part from the value of any class or series of shares of the Corporation, whether or not such instrument, right, contract, arrangement, or device shall be subject to settlement in the underlying class or series of capital stock of the Corporation or otherwise and whether or not the holder of or party to such instrument, right, contract, arrangement

or device would be deemed to be the beneficial owner of any security of the Corporation (a "Derivative Instrument") directly or indirectly owned beneficially by such shareholder and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation, (C) any proxy, contract, arrangement, understanding, or relationship pursuant to which such shareholder has a right to vote any shares of any security of the Corporation, including the right to vote shares borrowed to cover a short position, (D) any short interest in any security of the Corporation (for purpose of this Bylaw a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security), (E) any rights to dividends on the shares of the Corporation owned beneficially by such shareholder that are separated or separable from the underlying shares of the Corporation, (F) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such shareholder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner and (G) any performance-related fees (other than an asset-based fee) to which such shareholder is entitled based on any increase or decrease in the value of shares of the Corporation or Derivatives Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such shareholder's immediate family sharing the same household which information shall be supplemented by such shareholder and beneficial owner, if any, not later than ten (10) days after the record date for the meeting to disclose such ownership of the record date;

(b) a representation that the shareholder (i) is a holder of record of stock of the Corporation entitled to vote at such meeting, (ii) will continue to hold such stock through the date on which the meeting is held, and (iii) intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; and

(c) set forth, as to each person whom the shareholder proposes to nominate for election or reelection to the Board of Directors (i) all information relating to such person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors in a contested election pursuant to the Section 14 of the Exchange Act and the rules and regulations promulgated thereunder (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected) and (ii) a description of all direct and indirect compensation and other material monetary agreements, agreements, and understandings during the past three (3) years, and any other material relationships, between or among such shareholder and beneficial owner, if any, and their respective affiliates and associates, or others acting in concert therewith, on the one hand, and each proposed nominee, and his or her respective affiliates and associates, or others acting in concert therewith, on the other hand, including without limitation all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the shareholder making the nomination and any beneficial owner on whose behalf the nomination is made, if any, or any affiliate or associate thereof or person acting in concert therewith, were the "registrant" for purposes of such rule and the nominee were a director or executive officer of such registrant;

(d) with respect to each nominee for election or reelection to the Board of Directors, include a completed and signed questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request), and a written

representation (in the form provided by the Secretary upon written request) that such person (i) is not and will not become a party to (A) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as a director of Corporation, will act or vote on any issue or matter (a "Voting Agreement") that has not been disclosed to the Corporation or (B) any Voting Agreement that could limit or interfere with such person's ability to comply, if elected as a director of the Corporation, with such person's fiduciary duties, (ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with his or her service as a Director of the Corporation, and (iii) in his or her individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as a director of the Corporation, and will comply with all applicable corporate governance, conflict of interest, confidentiality and other policies and guidelines of the Corporation.

The chairman of the meeting may refuse to acknowledge the nomination of any person nominated by a shareholder whose nomination is not made in strict compliance with the foregoing procedure.

Section 12. Notification of Other Shareholder Proposals. The Board of Directors of the Corporation shall submit for consideration and vote by the shareholders, at any meeting of the shareholders, only those proposals that are first brought before the meeting by or at the direction of the Board of Directors, or by any shareholder entitled to vote at such meeting (a) who submits to the Corporation a timely Notice of Proposal, in accordance with the requirements of this Section 12 and the proposal is a proper subject for action by shareholders under Michigan law, or (b) whose proposal is included in the Corporation's proxy materials in compliance with all the requirements set forth in the applicable rules and regulations of the Securities and Exchange Commission.

Each shareholder's Notice of Proposal shall at a minimum set forth the following information:

- (a) The information required to be set forth in a notice under subsection (a) of Section 11;
- (b) A representation that the shareholder (i) is a holder of record of stock of the Corporation entitled to vote at such meeting, (ii) will continue to hold such stock through the date on which the meeting is held, and (iii) intends to appear in person or by proxy at the meeting to submit the proposal for shareholder vote;
- (c) A brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting and any material interest of such shareholder and beneficial owner, if any, in such business; and
- (d) A description of all agreements, arrangements and understandings (including their names) in connection with the proposal of such business by such shareholder.

A Notice of Proposal must be given, either by personal delivery or by United States mail postage prepaid, and received by the Corporation with respect to an annual meeting of shareholders, not earlier than the close of business on the one hundred twentieth (120th) day and not later than the close of business on the ninetieth (90th) day, prior to the first anniversary of the preceding year's annual meeting. A Notice of Proposal to be considered at a special meeting of shareholders must be given in the manner set forth above and be received not later than the close of business on the tenth

(10th) day following the date on which the meeting was first publicly announced or if there was no public announcement, not later than the close of business on the tenth (10th) day following the date on which the notice of the scheduled meeting was first mailed to the shareholders. No Notice of Proposal may be in excess of five hundred (500) words. The Secretary of the Corporation shall notify a shareholder in writing whether his or her Notice of Proposal has been made in accordance with all the requirements of this Section 12. The chairman of the meeting may refuse to acknowledge the proposal of any shareholder not made in strict compliance with all such requirements.

ARTICLE IV **DIRECTORS**

Section 1. Authority and Size of Board. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors of the Corporation (exclusive of directors to be elected by the holders of any one or more series of the preferred stock voting separately as a class or classes) that shall constitute the Board of Directors shall be that number determined by the Board of Directors from time to time, but not less than nine (9) directors nor more than thirteen (13) directors.

Section 2. Classification of Board and Filling of Vacancies. Subject to applicable law, the directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible. The directors of the first class shall hold office until the annual meeting of stockholders to be held in 1984 and until their respective successors are duly elected and qualified or their resignation or removal. The directors of the second class shall hold office until the annual meeting of stockholders to be held in 1985 and until their respective successors are duly elected and qualified or their resignation or removal. The directors of the third class shall hold office until the annual meeting of stockholders to be held in 1986 and until their respective successors are duly elected and qualified or their resignation or removal. Subject to the foregoing and to the last sentence of this first paragraph of Section 2 of Article IV, at each annual meeting of stockholders, commencing at the annual meeting to be held in 1984, the successors to the class of directors whose term shall then expire shall be elected to hold office until the third succeeding annual meeting and until their successors shall be duly elected and qualified or their resignation or removal. Any vacancies in any class of the Board of Directors for any reason, and any newly created directorships resulting from any increase in the number of directors, may be filled only by the Board of Directors, acting by vote of a majority of the Continuing Directors and at least eighty percent (80%) of the Board of Directors, and any directors so chosen shall hold office until the next annual meeting and until their respective successors shall be duly elected and qualified or their resignation or removal. No decrease in the number of directors shall shorten the term of any incumbent director. No person shall be elected as a director after he or she attains age seventy-two (72), and a director who attains age seventy-two (72) while in office shall be required to tender his or her written resignation, which resignation shall be effective as of (or no later than) the annual meeting of stockholders at or immediately after which such person attains age seventy-two (72).

Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of preferred stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation (a) the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of stockholders and vacancies created with respect to any directorship of the directors so elected may be filled in the manner specified

by such preferred stock, and (b) this Section 2 of Article IV shall be deemed to be construed and/or modified so as to permit the full implementation of the terms and conditions relating to election of directors of any series of preferred stock that has been or may be designated by the Board of Directors.

Section 3. Resignation and Removal of Directors. A director may resign by written notice to the Corporation, which resignation is effective upon its receipt by the Corporation or at a subsequent time as set forth in the written notice of resignation. Notwithstanding any other provisions of the Articles of Incorporation or the Bylaws of the Corporation, any one or more directors of the Corporation may be removed at any time, with or without cause, but only by either (a) the affirmative vote of a majority of the Continuing Directors and at least eighty percent (80%) of the Board of Directors, or (b) the affirmative vote, at a meeting of the stockholder called for that purpose, of the holders of at least eighty percent (80%) of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors voting together as a single class.

Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of preferred stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provision of this Section 3 of Article IV shall not apply with respect to the director or directors elected by such holders of preferred stock.

Section 4. Place of Meetings and Records. The directors shall hold their meetings and maintain the minutes of the proceedings of meetings of shareholders, Board of Directors, and committees, if any, and keep the books of records of account for the Corporation in such place or places, within or outside the State of Michigan, as the Board may from time to time determine.

Section 5. Annual Meetings of Directors. The Board of Directors shall meet annually, without notice other than this bylaw, at the same place and immediately after the annual meeting of the shareholders, or at such other time and place as may be fixed by resolution of the Board of Directors.

Section 6. Regular Meetings of the Board. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board or by the chairman or vice chairman of the Board of Directors, or the president. Any notice given of a regular meeting need not specify the business to be transacted or the purpose of the meeting.

Section 7. Special Meetings of the Board. Special meetings of the Board may be called by the chairman or vice chairman of the Board of Directors or the president on at least two (2) days' notice to each director by mail or overnight courier or twenty-four (24) hours' notice either personally, by telephone, by telegram, by facsimile or by electronic transmission. Special meetings shall be called by any one of them in like manner and on like notice on the written request of any two (2) directors. The notice need not specify the business to be transacted or the purpose of the special meeting. The notice shall specify the place of the special meeting.

Section 8. Meeting Attendance or Participation as Waiver of Notice. A director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or upon his or her arrival, objects to the meeting or the

transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

Section 9. Meeting Participation by Means of Communication Equipment. Members of the Board of Directors or any committee designated by the Board of Directors may participate in a meeting of the Board of Directors or of such committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can communicate with the other participants, and participation in a meeting pursuant to this paragraph shall constitute presence in person at such meeting.

Section 10. Quorum and Vote. At all meetings of the Board or a committee thereof, a majority of the members of the Board of Directors then in office or members of such committee, but not less than two (2) (if there are at least two members of the Board or such committee) shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board of Directors or the committee. If a quorum shall not be present at any meeting of the Board of Directors or a committee, the members present may adjourn the meeting from time to time and to another place without notice other than announcement at the meeting until a quorum shall be present.

Section 11. Action Without Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors then in office or of such committee consent thereto in writing. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors or committee. The consent has the same effect as a vote of the Board of Directors or such committee for all purposes.

Section 12. Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member of any committee. In the absence or in the event of the disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. A committee and each member thereof shall serve at the pleasure of the Board.

Any committee, to the extent provided in the resolution of the Board or in these Bylaws, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. No committee, however, shall have the power or authority to amend the Articles of Incorporation or Bylaws of the Corporation, adopt an agreement of merger or share exchange, recommend to the shareholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommend to the shareholders a dissolution of the Corporation or a revocation of a dissolution, or fill vacancies in the Board of Directors. No committee shall have the power or authority to declare a distribution, dividend or authorize the issuance of shares unless such power is granted to such committee by specific resolution of the Board of Directors. Such committee or committees shall have such name or names as may be determined from time to time by resolution

adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. If a committee is designated as an Executive Committee, its members shall consist of the Chairman and/or Chief Executive Officer, and such other directors as shall be designated by the Board of Directors.

Section 13. Compensation. By affirmative vote of a majority of directors in office, and irrespective of the personal interest of any of them, the Board of Directors may establish reasonable compensation for directors for services to the Corporation as directors, officers, or members of committees. Directors may be paid a fixed sum for attendance at each meeting of the Board or of a committee, or an annual salary or retainer, or issued shares of company common stock or any combination of the above. Directors may also be reimbursed for reasonable expenses incurred in attending each meeting of the Board or meeting of a committee.

Section 14. Directors Emeritus. A director who has served the Corporation with distinction and who has retired from the Board may be elected a Director Emeritus by the affirmative vote of a majority of the full Board of Directors. A Director Emeritus shall be elected for life, subject only to his or her resignation or removal by a vote of a majority of the full Board of Directors. A Director Emeritus shall not have any of the responsibilities or liabilities of a director, or any of a director's rights, powers, privileges, or compensation. Reference in these Bylaws to "directors" shall not mean or include Directors Emeritus.

Section 15. Evaluation of Certain Offers. The Board of Directors shall not approve, adopt or recommend any offer of any person or entity, other than the Corporation, to make a tender or exchange offer for any capital stock of the Corporation, to merge or consolidate the Corporation with any other entity or to purchase or otherwise acquire all or substantially all of the assets or business of the Corporation unless and until the Board of Directors shall have first evaluated the offer and determined that the offer would be in compliance with all applicable laws and that the offer is in the best interests of the Corporation and its stockholders. In connection with its evaluation as to compliance with laws, the Board of Directors may seek and rely upon an opinion of legal counsel independent from the offeror and it may test such compliance with laws in any state or federal court or before any state or federal administrative agency which may have appropriate jurisdiction. In connection with its evaluation as to the best interests of the Corporation and its stockholders, the Board of Directors shall consider all factors which it deems relevant, including without limitation:

- (a) The adequacy and fairness of the consideration to be received by the Corporation and/or its stockholders under the offer considering historical trading prices of the Corporation's stock, the price that might be achieved in a negotiated sale of the Corporation as a whole, premiums over trading prices which have been proposed or offered with respect to the securities of other companies in the past in connection with similar offers and the future prospects for this Corporation and its business;
- (b) The potential social and economic impact of the offer and its consummation on this Corporation, its employees, customers and vendors; and
- (c) The potential social and economic impact of the offer and its consummation on the communities in which the Corporation and any subsidiaries operate or are located.

Section 16. Election.

(a) Except as set forth in this Section 16, a majority of the votes cast at any meeting of the shareholders for the election of directors at which a quorum is present shall elect directors. For purposes of this Bylaw, a "majority of the votes cast" means that the number of shares voted "for" a director's election exceeds 50% of the number of votes cast with respect to that director's election. Votes cast shall include votes "for" and "against" that director's election and direction to withhold authority in each case and exclude abstentions and broker non-votes with respect to that director's election. In the event of a Contested Election (as defined herein), directors shall be elected by the vote of a plurality of the votes cast at any meeting for the election of directors at which a quorum is present. For purposes of this Bylaw, a "Contested Election" is an election of directors of the Corporation as to which the Chairman of the Board determines that, at the Determination Date (as defined herein), the number of persons properly nominated to serve as directors exceeds the number of directors to be elected in such election. The "Determination Date" is (i) the day after the meeting of the Board of Directors at which the nominees for director of the Board of Directors for such election are approved, when such meeting occurs after the last day on which a shareholder may propose the nomination of a director for election in such election pursuant to the Articles of Incorporation or these Bylaws, or (ii) the day after the last day on which a shareholder may propose the nomination of a director for election in such election pursuant to these Bylaws, when the last day for such a proposal occurs after the meeting of the Board of Directors at which the nominees for director of the Board of Directors for such election are approved, whichever of clause (i) or (ii) is applicable. This determination that an election is a Contested Election shall be determinative only as to the timeliness of a notice of nomination and not otherwise as to its validity. In all cases, once an election is determined to be a Contested Election, directors shall be elected by the vote of a plurality of the votes cast.

(b) If, in an election of directors that is not a Contested Election, neither an incumbent director nominated for election nor any successor to such incumbent is elected, such incumbent director shall, promptly following certification of the shareholder vote, offer his or her resignation to the Board of Directors for consideration. Promptly after the Board of Directors receives such a resignation, the Governance and Corporate Responsibility Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action is recommended. In reaching its decision, the Board of Directors will consider the Governance and Corporate Responsibility Committee's recommendation and may consider any other factors it deems relevant. The Board of Directors will act on the resignation within ninety (90) days following the certification of the shareholder vote for the meeting and will promptly publicly disclose its decision and rationale as to whether to accept the resignation (or the reasons for rejecting the resignation, if applicable) in a press release, in a filing with the Securities and Exchange Commission or by other public announcement, including a posting on the Corporation's website. Any director who tenders a resignation pursuant to this Section 16 will not participate in the deliberations of the Governance and Corporate Responsibility Committee or in the Board of Directors' consideration of the Governance and Corporate Responsibility Committee's recommendation with respect to such resignation. If a majority of the members of the Governance and Corporate Responsibility Committee tender a resignation pursuant to this Section 16 as a result of the same election, then the independent directors (as determined pursuant to the Board Governance Guidelines) who are on the Board of Directors who were not required to submit a resignation shall constitute a committee of the Board of Directors for the purpose of considering the tendered resignations, making recommendations to the Board of Directors to accept or reject the tendered resignations or making recommendations to take other

actions. If there are no such independent directors, then all of the independent directors, excluding the director whose tendered resignation is being considered, without further action of the Board of Directors, shall constitute a committee of the Board of Directors for the purpose of considering the tendered resignations, making recommendations to the Board of Directors to accept or reject the tendered resignations or making recommendations to take other actions. If an incumbent director's resignation is not accepted by the Board of Directors, such director shall continue to serve until the next annual meeting and until his or her successor is duly elected and qualified, or his or her earlier resignation or removal.

(c) If a director's resignation is accepted by the Board of Directors pursuant to this Section 16, then the Board of Directors may fill the resulting vacancy as provided under the Michigan Business Corporation Act and pursuant to the Articles of Incorporation or may decrease the size of the Board of Directors pursuant to the Articles of Incorporation and these Bylaws.

(d) Board of Directors will nominate for election or re-election as director only candidates who agree in writing to tender an irrevocable resignation that will be effective upon the Board of Director's acceptance of such resignation in accordance with this Section 16. In addition, the Board of Directors will fill director vacancies and new directorships only with candidates who agree in writing to tender the same form of resignation tendered by other directors in accordance with this Section 16.

ARTICLE V **OFFICERS**

Section 1. Officers. The officers of the Corporation shall consist of a president, a treasurer, and a secretary, all of whom shall be elected by the Board of Directors. In addition, the Board of Directors may elect a chairman of the Board of Directors, a vice chairman of the Board of Directors, and one or more vice presidents (the number thereof to be determined by the Board of Directors) and such assistant secretaries and assistant treasurers as desired. Each officer shall hold his office until his successor is elected and qualified or until his earlier resignation or removal. None of the officers of the Corporation, other than the chairman, the vice chairman, and the president need be directors. The officers shall be elected at the first meeting of the Board of Directors after each annual meeting of Shareholders and may be elected at any other meeting. Any two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law to be executed, acknowledged or verified by two or more officers.

Section 2. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem advisable, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Board may, by specific resolution, empower the chairman, the president or the Executive Committee, if such a committee has been designated by the Board, to appoint such officers or agents and to determine their powers and duties.

Section 3. Removal. The chairman, vice chairman and president may be removed at any time, with or without cause, but only by the affirmative vote of a majority of the whole Board of Directors. All vice presidents, the secretary and the treasurer may be removed at any time, with or without

cause, by the president or by majority vote of directors present at any meeting. Any assistant secretary or assistant treasurer, or subordinate officer or agent appointed pursuant to Section 2 of this Article, may be removed at any time, with or without cause, by majority vote of directors present at any meeting, by the president, or by any committee or other officer empowered so to do by resolution of the Board.

Section 4. Chairman and Vice Chairman. The chairman of the Board of Directors shall preside at all meetings of the Board of Directors and at all meetings of shareholders. The chairman shall also perform such other duties as from time to time may be assigned to him or her by the Board of Directors. If the chairman dies or is unable to perform the duties of the chairman for any other reason, the vice chairman shall preside at all meetings of the shareholders and at all meetings of the Board of Directors. The vice chairman shall not succeed to any of the other rights, powers or duties of the chairman. The vice chairman shall also perform such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 5. President. The president shall be the chief executive officer of the corporation, shall have general supervision, direction and control of the business of the Corporation and shall have the general powers and duties of management usually vested in or incident to the office of the president and chief executive officer of a corporation. The president shall be a member of the Executive Committee, if such a committee is designated by the Board of Directors. In the absence or inability to act of the chairman and vice chairman of the Corporation, the president shall preside at all meetings of the shareholders and all meetings of the Board of Directors. The president shall also have such other powers and duties as from time to time may be assigned to him or her by the Board of Directors. Except as the Board of Directors shall authorize the execution thereof in some other manner, the president shall execute bonds, mortgages and other contracts on behalf of the Corporation and shall cause the seal to be affixed to any instrument requiring it. If the president dies or becomes unable to perform the duties of this office for any other reason, the Board of Directors shall appoint a successor to be the president of the Corporation.

Section 6. Vice Presidents. Each vice president shall have such powers and shall perform such duties as shall be assigned to him or her by the Board of Directors, and may be designated by such special title as the Board of Directors shall approve.

Section 7. Treasurer. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or the president, taking proper vouchers for such disbursements. The treasurer shall render to the president and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation. In general, the treasurer shall perform all the duties incident to the office of treasurer and such other duties as may be assigned to him or her by the Board of Directors or the president.

Section 8. Secretary. The secretary shall give, or cause to be given, notice of all meetings of shareholders and directors required by law or by these Bylaws, and all other notices so required. If the secretary is absent or refuses or neglects, so to do, any such notice may be given by any person

directed to do so by the chairman or vice chairman of the Board of Directors, the president, or by the directors upon whose written request the meeting is called as provided in the Bylaws. Unless otherwise directed by the Board of Directors, the secretary shall record all the proceedings of the meetings of the Corporation and of the directors in one or more books to be kept for that purpose, and shall perform all duties incident to the office of the secretary and such other duties as may be assigned to him or her by the directors, the chairman of the Board of Directors, or the president. The secretary shall have the custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the directors, the chairman of the Board of Directors, or the president, and attest the same.

Section 9. Assistant Treasurers and Assistant Secretaries. Assistant treasurers and assistant secretaries, if any shall be elected, shall have such powers and shall perform such duties as shall be assigned to them, respectively, by the treasurer or the secretary, respectively, or by the president or the Board of Directors.

Section 10. Salaries. The salaries and other compensations of the officers shall be fixed from time to time by or under the direction of the Board of Directors. No officer shall be prevented from receiving a salary or other compensation by reason of the fact that he or she is also a director of the Corporation.

Section 11. Bonds. If the Board of Directors shall so require the treasurer, any assistant treasurer and any other officer or agent of the Corporation shall give bond to the Corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices and any other conditions approved by the Board of Directors.

ARTICLE VI

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII
MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of this Corporation shall end on the Saturday nearest the 31st day of May in each year.

Section 2. Notices. Whenever any written notice is required to be given under the provisions of any law, the Articles of Incorporation for this Corporation, or by these Bylaws, it shall not be construed or interpreted to mean personal notice, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given in writing by facsimile or other electronic transmission, overnight courier or first class mail, by depositing the same in a United States Post Office box, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the Corporation, and such notice shall be deemed to have been given (a) on the day of such electronic transmission or mailing, except as provided in Sections 11 and 12 of Article VII of these Bylaws, or (b) on the day of receipt of personal delivery (including by overnight courier) . Shareholders not entitled to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by law or these Bylaws.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of any law, or the Articles of Incorporation for this Corporation, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 4. Voting of Securities. Securities of another corporation, foreign or domestic, standing in the name of this Corporation, which are entitled to vote shall be voted, in person or by proxy, by the chairman of the Board or the president of this Corporation or by such other or additional persons as may be designated by the Board of Directors.

Section 5. Seal. The corporate seal of the Corporation shall be in such form as may be authorized and adopted by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VIII
INDEMNIFICATION

Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in the connection with any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the Corporation, a subsidiary or otherwise and whether formal or informal) in which a director or officer is a witness or which is brought against a director or officer in his or her capacity as a director, officer, employee, agent or fiduciary of the Corporation or of any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which the director or officer was serving at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation. The Corporation may purchase and maintain insurance to protect itself and any such director, officer or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the Corporation would have the power to indemnify

him or her against such liability by law or under the provisions of this Article. The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions occurring before or after the adoption hereof, and to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the directors, officers and other person referred to in this Article. The right of indemnity provided pursuant to this Article shall not be exclusive and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve. Any agreement for indemnification of any director, officer, employee or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in these Bylaws inconsistent with this Article VIII shall not adversely affect any indemnification right or protection of a director, officer, employee or other person of the Corporation existing at the time of such amendment, alteration, modification, repeal or adoption. In addition, in connection with an action or suit brought by or in the right of the Corporation as described in Section 562 of the Michigan Business Corporation Act, a director shall be indemnified as of right to the fullest extent permitted by law for expenses, including attorneys' fees, actually and reasonably incurred.

ARTICLE IX
FORUM FOR ADJUDICATION OF DISPUTES

Unless the Corporation consents in writing to the selection of an alternative forum, the courts of the State of Michigan located in Ottawa County, Michigan, and the United States District Court for the Western District of Michigan shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, or other employee of the Corporation to the Corporation or the Corporation's shareholders, (c) any action asserting a claim arising pursuant to any provision of the Michigan Business Corporation Act, as may be amended from time to time, or (d) any action asserting a claim governed by the internal affairs doctrine.

ARTICLE X
AMENDMENTS

Except as otherwise provided below, these Bylaws may be added to, altered, amended or repealed and new and other bylaws may be made, altered or added to by a vote of a majority of the members of the Board of Directors then in office at any regular or special meeting of the Board, and without prior notices of intent to do so, except that neither Section 2 or 3 of Article IV shall be amended unless such amendment is adopted by the affirmative vote of a majority of the Continuing Directors and at least eighty percent (80%) of the Board of Directors, and these Bylaws may also be added to, altered, amended or repealed and new or other bylaws made and adopted by vote of the holders of a majority of the voting shares of capital stock issued and outstanding at any annual or special meeting, unless a greater plurality is required by law or by the Articles of Incorporation, if notice of the proposed alteration or repeal of the bylaw to be made is contained in the notice of such meeting. Notwithstanding the foregoing, Section 1 of Article IV may not be modified except by the affirmative vote of the holders of the majority of the voting shares of capital stock issued and outstanding at any annual or special meeting.

The foregoing Bylaws, adopted by the Board of Directors of Herman Miller, Inc. on March 18, 1986, have been restated in their entirety to incorporate amendments adopted by the Board of Directors on November 17, 1987, December 22, 1987, May 10, 1988, July 11, 1990, and October 4, 1990, January 6, 1997, October 1, 2002, January 13, 2004 and April 25, 2005, September 24, 2007, April 22, 2008, July 21, 2008, April 18, 2011, October 6, 2014, July 2015, July 2018, April 2019, and November 1, 2021.

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**AMENDED AND RESTATED
MILLERKNOLL, INC.
DIRECTOR DEFERRED COMPENSATION PLAN**

The **MillerKnoll, Inc. Director Deferred Compensation Plan** (the “*Plan*”) is intended to allow nonemployee directors of MillerKnoll, Inc. (the “*Company*”) to defer a portion of their income from the Company into certain permitted investments. This is an amendment and restatement of the Plan dated November 17, 2021 (the “*Restatement Date*”). The Plan was formerly known as the Herman Miller, Inc. Nonemployee Officer and Director Deferred Compensation Plan.

1. **Purpose.** The purposes of the Plan are to:
 - (a) Allow nonemployee directors of the Company to defer a portion of their income from the Company into certain, permitted investments; and
 - (b) Attract and retain highly qualified individuals to serve as nonemployee directors of the Company.

To achieve these purposes, the Plan permits each nonemployee director of the Company to defer receipt of all or a portion of the total annual fees for Board or Committee chair services (collectively referred to as the “*Annual Fees*”) to his or her account under the Plan.

2. **Effective Date and Term.** This restatement of the Plan is dated and effective as of the Restatement Date. The Plan shall remain in effect until terminated by the Board.
3. **Administration.** The Plan shall be administered by the Committee and the Committee shall have the authority to administer the Plan as set forth in Section 12(b).
4. **Eligibility and Participation.** Each nonemployee director of the Company shall be eligible to participate in the Plan. A nonemployee director may begin participation in the Plan by electing to defer the payment of Annual Fees in accordance with Section 5.
5. **Election to Participate.**
 - (a) **Time and Filing.** A nonemployee director may defer all (subject to the restrictions of any applicable Company policies) or a portion of the total Annual Fees for a Plan Year by filing with the Committee a completed election to participate for such Plan Year (an “*Election to Participate*”). The Election to Participate for a Plan Year must be submitted on or before December 15 of the previous calendar year. A person who first becomes eligible to participate in the Plan during a Plan Year must submit an Election to Participate within 30 days after becoming a nonemployee director, in order to be eligible to participate in the Plan for that Plan Year.
 - (b) **Form.** The Election to Participate shall be made in writing on a form prescribed by the Committee (the “*Election to Participate Form*”).

- (c) **Content.** On the Election to Participate Form, a Participant must:
- (i) Designate the dollar amount of the Annual Fees payable in cash to be deferred for the Plan Year (the “*Cash Deferred Amount*”);
 - (ii) Designate the percentage of the Cash Deferred Amount to be allocated to each of the various investment funds selected by the Company;
 - (iii) Designate the dollar amount of the Annual Fees payable in Common Stock to be deferred for the Plan Year (the “*Stock Deferred Amount*”);
 - (iv) Specify the year of payment, with payment to be made in January (the “*Deferred Termination Date*”);
 - (v) Elect one or more of the following payment events prior to the Deferred Termination Date (the events so elected, “*Alternative Payment Events*”):
 - (A) The termination of the Participant’s service as a director of the Company;
 - (B) The Participant’s death;
 - (C) The Participant’s Disability; or
 - (D) A Change in Control of the Company.
 - (vi) Designate the type of payment in accordance with Section 8(c);
and
 - (vii) Designate one or more Beneficiaries to receive any credits in the Participant’s Account as of the date of his or her death.

A Participant may change the Deferred Amount from Plan Year to Plan Year but may not change the Deferred Amount for a particular Plan Year after the election is made for that Plan Year.

A Participant may not change the type of payment or extend the Deferred Termination Date unless (i) the Participant elects to make such changes at least 12 months prior to the original Deferred Termination Date and (ii) payment under the new election may begin no sooner than five years after the original Deferred Termination Date, unless the distribution occurs as a result of the Participant’s Alternative Payment Event.

6. **Accounts.**

(a) **Individual Accounts.** The Company will create and maintain accounts to disclose the interest in the Plan of each Participant and Beneficiary. Credits and charges will be made to each account in accordance with the provisions of this Plan. Distributions and withdrawals will be charged to the account as of the date paid. Accounts will be adjusted for net income or loss from investments, including realized and unrealized gains and losses on securities and other investment transactions, less expenses paid. All assets

will be valued at their fair market value in determining unrealized gains and losses. If any assets are segregated for any purpose, the income from the segregated assets will not be included in account adjustments. The income of the account will be determined in accordance with the rules established by the Committee.

(b) **Cash Account Investments.** A Participant may direct the investment of the portion of his or her Account resulting from Cash Deferred Amounts (the "*Cash Account*") into hypothetical investment funds selected by the Company in its sole discretion, which shall not include Common Stock or other securities of the Company. (For clarification, the restriction in the preceding sentence does not limit the use of Stock Deferred Amounts for the investment in Common Stock Units under Section 6(c) that are ultimately payable in Common Stock.) The earnings, gains, and losses for a Participant shall be determined as if the portion of the Participant's Cash Account which was deemed to be invested in the investment fund had actually been invested in the investment fund during the relevant time period. The Company may add or remove hypothetical investment funds at any time. If a Cash Account is split between two or more investment funds, the Participant must specify the percentage of the Cash Account to be invested in each fund in accordance with the rules established by the Company. Each Participant may establish or revise investment directions as often as permitted by the Company and pursuant to the procedures established by the Company. The Company shall be under no obligation to make investments that correspond to the Participant's investment elections, even though the Participant's elections are used to determine the Participant's earnings, gains, and losses.

(c) **Stock Account Investments.** The portion of a Participant's account resulting from Stock Deferred Amounts (the "*Stock Account*") will be invested in Common Stock Units. "*Common Stock Units*" are hypothetical investments denominated in units of Common Stock. Participant's Stock Account will be credited with a number of Common Stock Units equal to number of shares of Company Common Stock deferred. Unless determined otherwise by the Company, each Common Stock Unit will entitle a Participant to one share of Common Stock upon payment. Each time a dividend is paid on Common Stock, a Participant shall receive a credit to his or her Stock Account. The amount of the dividend credit shall be a number of Common Stock Units equal to the number of shares (rounded to the nearest 100th of a share) determined by multiplying (1) the dividend amount per share by (2) the number of Common Stock Units credited to the Participant's Stock Account as of the record date for the dividend and dividing the product by the Fair Market Value on the dividend payment date. If the number of shares of Common Stock outstanding changes by reason of a stock dividend, stock split, recapitalization, or other general distribution of Common Stock or other securities to holders of Common Stock, the Company shall provide that the number of Common Stock

Units in Participants' Stock Accounts shall be adjusted in an equitable manner, as determined in the sole discretion of the Company.

7. **Vesting.** All amounts credited to a Participant's account shall at all times be fully vested and nonforfeitable.

8. **Payment.**

(a) **Time of Payment.** Payment to a Participant shall be made or, if installment payments have been elected, shall begin within 30 days after the Deferred Termination Date specified by the Participant in his or her Election to Participate or, if an Alternative Payment Event occurs prior to the Deferred Termination Date, 30 days after the first such Alternative Payment Event to occur.

(b) **Form of Payment.** Payments from a Participant's Cash Account will be made in the form of cash. Payments from a Participant's Stock Account will be made in the form of Common Stock.

(c) **Type of Payment.** If payment to a Participant is triggered by the occurrence of the Participant's Deferred Termination Date, payment will be made in whichever of the following methods the Participant elects in his or her Election to Participate Form (the "*Payment Election*"):

(i) A single lump sum payment within 30 days after the Deferred Termination Date; or

(ii) Payment in annual installments over a period not to exceed 10 years, as the Participant shall elect, beginning 30 days after the Deferred Termination Date and annually thereafter on each anniversary date of the first payment, until fully distributed.

If payment to a Participant is triggered by the occurrence of an Alternative Payment Event prior to the occurrence of the Participant's Deferred Termination Date, the Participant's entire account will be distributed in a single lump sum payment within 30 days after the Alternative Payment Event.

9. **Termination or Amendment of Plan.** At any time, the Board may terminate, suspend, or amend this Plan, with or without notice to Participants. If the Plan is terminated by the Board, no Deferrals may be credited after the effective date of such termination. The Board may make such changes in the design and administration of this Plan as may be necessary or appropriate to comply with the rules and regulations of any government authority.

10. **Unfunded Plan.** The Company may establish a deferred compensation fund for the amounts to be credited under this Plan. The Company will be the owner of the fund and may invest the assets of the fund with the other assets of the Company, or may invest the assets in a separate account or accounts as determined by the Company. The Company may establish a trust for the fund and transfer the assets of the fund to the trust, but the assets of the trust will remain subject to the claims of the creditors of the Company.

11. **Definitions.** Whenever used in the Plan, the following terms shall have the meanings set forth in this Section 11.

(a) “*Account*” means the account maintained to record a Participant’s share of contributions to the Plan and allocation of income with respect to these contributions.

(b) “*Alternative Payment Event*” has the meaning set forth in Section 5(c).

(c) “*Annual Fees*” means the standard annual fees payable to each nonemployee director for service as a director of the Company plus the additional fees, if any, payable by the Company for his or her services as the chairperson of any committee of the Board, including chairperson of the Board.

(d) “*Beneficiary*” means a person or persons, natural or otherwise, designated in accordance with the Plan to receive any death benefit payable under this Plan.

(e) “*Board*” means the Board of Directors of MillerKnoll, Inc., a Michigan corporation, at the time the term is applied.

(f) “*Cash Deferred Amount*” means the dollar amount of a Participant’s Annual Fees payable in cash which is deferred in a particular Plan Year in accordance with Section 5(c).

(g) “*Change in Control*” means the occurrence of one or more of the following:

(i) The acquisition, by any one person or more than one person “acting as a group” (as described in subparagraph (D), below), of Common Stock that, together with Common Stock held by such person or group, constitutes more than 50% of the total Fair Market Value or total voting power of Common Stock.

(A) If any one person, or more than one person acting as a group, is considered to own more than 50% of the total Fair Market Value or total voting power of Common Stock, the acquisition of additional Common Stock by the same person or persons is not a Change in Control of the Company.

(B) An increase in the percentage of Common Stock owned by any one person, or persons acting as a group, as a result of a transaction in which the Company acquires Common Stock in exchange for property will be treated as an acquisition of Common Stock for purposes of paragraph (i).

(C) Paragraph (i) applies only when there is a transfer of Common Stock (or issuance of Common Stock), and Common Stock remains outstanding after the transaction.

(D) For purposes of this subsection (g), persons will not be considered to be acting as a group solely because they purchase or own Common Stock at the same time, or as a result of the same public offering.

Persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase, or acquisition of stock, or similar business transaction with the Company. If a person, including an entity, owns both Common Stock and stock of another corporation and the Company and such corporation enter into a merger, consolidation, purchase, or acquisition of stock, or similar transaction, such shareholder is considered to be acting as a group with other shareholders in the Company prior to the transaction giving rise to the change and not with respect to the ownership interest in the other corporation.

(E) For purposes of this subsection (g), Section 318 of the Code applies to determine the ownership of Common Stock. Common Stock underlying a vested option is considered owned by the individual who holds the vested option, and the Common Stock underlying an unvested option is not considered owned by the individual who holds the unvested option. However, if a vested option is exercisable for Common Stock that is not “substantially vested” (as that term is defined in Section 1.83-3(b) and (j) of the Treasury Regulations), the Common Stock underlying the option is not treated as owned by the individual who holds the option.

(F) For purposes of this subsection (g), a “person” means an individual, a trust, estate, partnership, association, company, or corporation;

(ii) The acquisition, by any one person or more than one person acting as a group, or the acquisitions over a 12-month period ending on the date of the most recent acquisition by such person or persons, of Common Stock possessing 35% or more of the total voting power of the Common Stock. If any one person, or more than one person acting as a group, possesses 35% or more of the total voting power of the Common Stock, the acquisition of additional control of the Company by the same person or persons is not considered to cause a Change in Control of the Company under this paragraph (ii) or under paragraph (i). A Change in Control under this paragraph (ii) also may occur in any transaction in which either of the two corporations involved in the transaction has a Change in Control under paragraph (i) or (iv);

(iii) The replacement, during any 12-month period, of a majority of members of the Board by directors whose appointment or election is not endorsed by a majority of the members of the Board prior to the date of the appointment or election. A Change in Control under this paragraph (iii) also may occur in any transaction in which either of the two corporations involved in the transaction has a Change in Control under paragraph (i) or (iv); or

(iv) The acquisition by any one person or more than one person acting as a group, or the acquisitions over a 12-month period ending on the date of the most recent acquisition by such person or persons, of assets from the Company that have a total gross fair market value equal to or more than 40% of the total

gross fair market value of all of the assets of the Company immediately prior to such acquisition or acquisitions.

(A) For purposes of this paragraph (iv), “gross fair market value” means the value of the assets of the Company, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.

(B) A transfer of assets by the Company is not treated as a Change in Control if the assets are transferred to:

(I) A shareholder of the Company (immediately before the asset transfer) in exchange for or with respect to Common Stock;

(II) An entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by the Company;

(III) A person, or more than one person acting as a group, that owns, directly or indirectly, 50% or more of the total value or voting power of all the outstanding stock of the Company; or

(IV) An entity, at least 50% of the total value or voting power of which is owned, directly or indirectly, by a person described in clause (III).

For purposes of this subparagraph (B), a person’s status is determined immediately after the transfer of assets.

(h) “Code” means the Internal Revenue Code of 1986, as amended.

(i) “Committee” means the Governance and Corporate Responsibility Committee of the Board, or other Committee designated by the Board to be the administrator of the Plan, at the time the term is applied.

(j) “Common Stock” means the common stock of the Company, par value \$.20 per share.

(k) “Common Stock Unit” means a hypothetical investment denominated in units of Common Stock, as set forth in Section 6(c).

(l) “Company” means MillerKnoll, Inc., a Michigan corporation.

(m) “Deferred Amount” means the dollar amount of a Participant’s Annual Fees which is deferred in a particular Plan Year, including the Cash Deferred Amount and the Stock Deferred Amount, as applicable.

(n) “Deferred Termination Date” has the meaning set forth in Section 5(c).

(o) “*Disability*” means the inability to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to last for a continuous period of not less than 12 months.

(p) “*Fair Market Value*” means the consolidated closing bid price per share of Common Stock, as determined in accordance with NASDAQ Marketplace Rules.

(q) “*Participant*” means a nonemployee director of the Company who has filed an Election to Participate as provided in Section 5.

(r) “*Plan Year*” means the 12-month period beginning January 1 of any year and ending December 31 of that year. For purposes of the Plan, a Plan Year is the period during which the Annual Fees are payable.

(s) “*Stock Deferred Amount*” means the dollar amount of a Participant’s Annual Fees payable in Common Stock which is deferred in a particular Plan Year in accordance with Section 5(c).

12. **Miscellaneous.**

(a) **Designation of Beneficiaries.** A Participant may designate in writing a Beneficiary or Beneficiaries to receive any distribution under the Plan which becomes payable after the Participant’s death. A Beneficiary designation must be on a form provided or approved by the Company. A valid Beneficiary designation will be effective when received by the Company, and when received will automatically cancel all prior Beneficiary designations, but only if the Beneficiary designation is received during the participant’s lifetime. If a Participant fails to designate a Beneficiary, or if all Beneficiaries die before the Participant, the Beneficiary will be the Participant’s estate.

(b) **Administration.** Subject to the provisions of the Plan, the Committee shall administer the Plan, including the adoption of rules or the preparation of forms to be used in its operation, and to interpret and apply the provisions hereof as well as any rules which it may adopt. In addition, the Committee may appoint other individuals, firms, or organizations to act as agent of the Company carrying out administrative duties under the Plan. Except as may be provided in a Rabbi Trust, the decisions of the Committee, including, but not limited to, interpretations and determinations of amounts due under this Plan, shall be final and binding on all parties.

(c) **Withholding.** The Participant shall pay to the Company or make arrangements satisfactory to the Company to do so, regarding the payment of federal, state, local, or foreign taxes of any kind required by law to be withheld with respect to any amount includable in the Participant’s gross income with respect to his or her participation in the Plan.

(d) **Section 409A.** It is intended that the payments and benefits provided under this Plan shall comply with the requirements of Section 409A of the Code, and this Plan shall be construed in a manner that effects such intent. Neither any Participant nor the Company shall intentionally take any action to accelerate or delay the payment of any amounts in any manner which would not be in compliance with Section 409A without the

consent of the other party. Nevertheless, the tax treatment of the payments provided under this Plan is not warranted or guaranteed. Neither the Company, its Affiliates, nor their respective directors, officers, employees, or advisers (other than a Participant, as applicable) shall be held liable for any taxes, interest, penalties, or other monetary amounts owed by a Participant or any other taxpayer as a result of this Plan.

(e) **Governing Law.** The validity, construction, and effect of the Plan and any actions taken or relating to the Plan, shall be determined in accordance with the laws of the State of Michigan without regard to its conflict of law rules, and applicable federal law.

(f) **Notices.** All notices or other communications made or given pursuant to this Plan shall be in writing and shall be sufficiently made or given if hand delivered, or if mailed by certified mail, addressed to the Participant at the address contained in the records of the Company, or addressed to the Company or the Committee at the principal office of the Company, as applicable.

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Exhibit 31.1

**CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER
OF MILLERKNOLL, INC. (THE "REGISTRANT")**

I, Andrea R. Owen, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended November 27, 2021, of MillerKnoll, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 5, 2022

/s/ Andrea R. Owen

Andrea R. Owen
President and Chief Executive Officer

Exhibit 31.2

**CERTIFICATE OF THE CHIEF FINANCIAL OFFICER
OF MILLERKNOLL, INC. (THE "REGISTRANT")**

I, Jeffrey M. Stutz, certify that:

1. I have reviewed this quarterly report on Form 10-Q for the period ended November 27, 2021, of MillerKnoll, Inc;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 5, 2022

/s/ Jeffrey M. Stutz
Jeffrey M. Stutz
Chief Financial Officer

Exhibit 32.1

CERTIFICATE OF THE CHIEF EXECUTIVE OFFICER
OF MILLERKNOLL, INC. (THE "COMPANY")

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002:

I, Andrea R. Owen, President and Chief Executive Officer of the company, certify to the best of my knowledge and belief pursuant to Section 906 of Sarbanes-Oxley Act of 2002 that:

- (1) The quarterly report on Form 10-Q for the period ended November 27, 2021, which this statement accompanies, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this quarterly report on Form 10-Q for the quarterly period ended November 27, 2021, fairly presents, in all material respects, the financial condition and results of operations of the company

Dated: January 5, 2022

/s/ Andrea R. Owen

Andrea R. Owen
President and Chief Executive Officer

The signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to MillerKnoll, Inc. and will be retained by MillerKnoll, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

**CERTIFICATE OF THE CHIEF FINANCIAL OFFICER
OF MILLERKNOLL, INC. (THE "COMPANY")**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002:

I, Jeffrey M. Stutz, Chief Financial Officer of the company, certify to the best of my knowledge and belief pursuant to Section 906 of Sarbanes-Oxley Act of 2002 that:

- (1) The quarterly report on Form 10-Q for the period ended November 27, 2021, which this statement accompanies, fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this quarterly report on Form 10-Q for the quarterly period ended November 27, 2021, fairly presents, in all material respects, the financial condition and results of operations of the company.

Dated: January 5, 2022

/s/ Jeffrey M. Stutz
Jeffrey M. Stutz
Chief Financial Officer

The signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to MillerKnoll, Inc. and will be retained by MillerKnoll, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.