CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS OF STEELCASE INC.

Adopted as of December 18, 2002
Last Revised: April 12, 2012

I. Purpose of the Committee

The purposes of the Nominating & Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Steelcase Inc. (the "Company") shall be to recommend to the Board individuals qualified to serve as Directors of the Company and on committees of the Board; to advise the Board with respect to the Board composition, procedures and committees; to advise the Board with respect to the corporate governance principles applicable to the Company; to oversee the evaluation of the Board and the Company's management; and review and approve all related person transactions as required by Item 404 of Regulation S-K in accordance with the Company's Related Person Transactions Policy (the "Related Person Transaction Policy").

II. Composition of the Committee

The Committee shall be comprised of three or more Directors who qualify under applicable listing standards of the New York Stock Exchange (the "NYSE"), including any applicable independence requirements.

The members of the Committee shall be elected annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of stockholders. Vacancies on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. The Board shall designate one member of the Committee as its Chair.

III. Meetings and Procedures of the Committee

The Committee shall meet at least two times annually or more frequently as circumstances require. The Chair of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment (by means of which all persons participating in the meeting can communicate with each other) shall constitute a quorum. In lieu of a meeting, the Committee may take action by unanimous written consent.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate power and authority to such subcommittees as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any Directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

IV. Duties of the Committee

A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees.

1. To establish procedures for evaluating the suitability of potential Director nominees proposed by management or shareholders.

2. To recommend to the Board the Director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-laws of the Company, and to recommend to the Board the class of Directors in which the nominee should serve. In selecting nominees for recommendation, the Committee shall take into consideration such criteria as it deems appropriate, including integrity, diversity or the possession of such knowledge, experience, skills or expertise so as to enhance the Board's ability to direct the affairs and business of the Company, including, when applicable, to enhance the ability of the Board and any of its committees to fulfill their duties and/or to satisfy any requirements imposed by law, regulation or listing requirement.

3. To review the suitability for continued service as a Director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend to the Board whether or not the Director should continue to serve or be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

1. To review annually with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and meets all listing standards of the NYSE, including any applicable independence requirements.

2. To review periodically the size of the Board and to recommend to the Board any appropriate changes.

3. To make recommendations on the frequency and structure of Board meetings.

4. To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

1. To make recommendations to the Board regarding the size and composition of each standing committee of the Board of Directors (including the Committee), including the identification of each individual Director (i) recommended to serve as a member of each committee (ii) recommended to serve as the chairperson of each committee and (iii) recommended to fill any vacancy that might occur on any committee.

2. To monitor the functioning of the committees of the Board and to make recommendations for any changes, including the creation and elimination of committees.

3. To review annually committee assignments and the policy with respect to the rotation of committee membership and/or chairpersonships, and to report any recommendations to the Board.

4. To recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual Director, to make such a recommendation at any time.

D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

1. To develop and recommend to the Board a set of corporate governance principles for the Company, which shall be consistent with any applicable laws, regulations and listing standards. At a minimum, the corporate governance principles developed and recommended by the Committee shall address the following:

    (a) Director qualification standards. The qualification standards established by the Committee must reflect any applicable independence requirements of the NYSE. The Committee shall also develop policies regarding Director tenure, retirement, removal and succession, and shall consider whether it is in the best interest of the Company to limit the number of corporate boards on which a Director may serve.

    (b) Director responsibilities.

    (c) Director access to management and, as necessary and appropriate, independent advisors.

    (d) Director compensation, including principles for determining the form and amount of Director compensation, and for reviewing those principles, as appropriate.

    (e) Director orientation and continuing education.

    (f) Management succession, including policies and principles for the selection and performance review of the chief executive officer, as well as policies regarding succession in the event of an emergency or the retirement of the chief executive officer.

    (g) Annual performance evaluation of the Board.

2. To review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company, and to recommend any desirable changes to the Board.

3. To consider any other corporate governance issues that arise from time to time, and to develop appropriate recommendations for the Board.

E. Evaluation of the Board and Chief Executive Officer

The Committee shall be responsible for overseeing the evaluation of the Board and the Chief Executive Officer of the Company. The Committee shall establish forms and procedures to allow this function to be fulfilled. The Committee shall recommend changes to the Board's policies or procedures arising from the evaluation.

F. Director Compensation

The Committee shall be responsible for determining the amount of compensation paid to non-executive Directors for their service on the Board.

The Committee will periodically review the level and form of the Company's Director compensation, including how such compensation relates to Director compensation of companies of comparable size, industry and complexity. Changes to Director compensation will be proposed to the full Board for consideration.

Directors who are also employees of the Company shall not receive additional compensation for their service as a Director.

G. Other Duties or Responsibilities

The following shall also be responsibilities of the Committee:

1. To administer the Board's policy on disclosing and managing conflicts of interest.

2. To consider and evaluate information concerning Directors potentially impacting their service on the Board or any of its committees, including information disclosed by the Director in response to the annual Director and Officer Questionnaire.

3. To review the annual budget established for the Board and monitor the spending against such budget.

4. To fulfill any other duties or responsibilities delegated to the Committee by the Board form time to time.

V. Policy and Procedures With Respect to Related Person Transactions

The Committee shall be responsible for reviewing and approving all related person transactions as required by Item 404 of Regulation S-K in accordance with the Company's Related Person Transaction Policy. The Committee may review and amend the Related Person Transaction Policy from time to time. The Chair of the Committee shall have delegated power and authority to act in accordance with the terms of the Related Person Transaction Policy between meetings of the Committee.

VI. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance under this Charter. In conducting its evaluation, the Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. In conducting its evaluation, the Committee shall also determine whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend to the Board any improvements to the Committee's charter deemed necessary or desirable by the Committee. The Committee shall deliver to the Board a written or oral report setting forth the results of its evaluation.

VII. Investigations and Studies; Outside Advisors

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.

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