

RELATED PERSON TRANSACTIONS POLICY OF STEELCASE INC.

Adopted on February 28, 2007

A. Policy Statement

Steelcase Inc. (the "Company") recognizes that Related Person Transactions (as defined below) may raise questions among shareholders as to whether those transactions are consistent with the best interests of the Company and its shareholders. It is the Company's policy to enter into or ratify Related Person Transactions only when the Company's Board of Directors, acting through the Nominating and Corporate Governance Committee or as otherwise described herein, determines that the Related Person Transaction in question is in, or is not inconsistent with, the best interests of the Company and its shareholders. This determination includes but is not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm's length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Accordingly, the Company has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions.

This Policy has been approved by the Nominating and Corporate Governance Committee of the Company's Board of Directors (the "Committee"). The Committee will review and may amend this Policy from time to time.

B. Related Person Transactions

For the purposes of this Policy, a "Related Person Transaction" is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and in which any Related Person had, has or will have a direct or indirect material interest.

1. Definition of Related Person. For purposes of this Policy, a "Related Person" means:
 - any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
 - any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
 - any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner,

and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and

- any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest (alone or aggregated with other Related Persons).

2. Excluded Transactions. For purposes of this Policy, certain categories of Related Person Transactions are permissible as involving no meaningful potential to cause disadvantage to the Company or give advantage to the Related Person, including the following:

- Transactions involving a Related Person who is (1) a director of the entity that is a party to the transaction and/or the owner, together with all other Related Persons, of less than 10% of the entity's equity or (2) a limited partner owning, together with all other Related Persons, a less than 10% interest in the partnership that is a party to the transaction.
- Transactions involving rates or charges that are determined by competitive bids or the rendering of services as a common or contract carrier, or a public utility, at rates or charges fixed in conformity with law or governmental authority.
- Transactions involving services as a bank depository of funds, transfer agent, registrar or trustee under a trust indenture or similar services.
- Transactions wherein the interest of the Related Person arises solely from the ownership of a class of equity securities of the Company, and all holders of that class of equity securities received the same benefit on a pro rata basis.
- Purchases or sales by the Company of products or services at prevailing prices in the ordinary course of business, if:
 - the Company's aggregate purchases or sales in any fiscal year from or to the Related Person do not exceed the lesser of five percent of the Related Person's consolidated gross revenues or five percent of the Company's consolidated gross revenues;
 - the Company's purchase or sale decision is not influenced by the Related Person while acting in any capacity with the Company; and
 - the Company's purchases or sales do not result in a commission, enhancement or bonus on an individual or business-unit basis, or other direct benefit to, to an individual Related Person.
- Transactions involving a Related Person (or its affiliates) that is an institutional shareholder holding the Company's securities with no purpose or effect of changing or influencing control of the Company (i.e., that is

eligible to file a Schedule 13G under Rule 13d-1(b) under the Securities Exchange Act of 1934).

- Donations to charitable or non-profit organizations in which a Related Person is not (a) actively involved in fundraising or (b) otherwise serving as an employee or officer or in a similar capacity.
- Other categories of transactions that may be identified by the Committee as having no meaningful risk to the Company or potential for undue advantage to the Related Person.

An employment relationship or transaction involving an executive officer of the Company and any related compensation solely resulting from that employment relationship or transaction will not be considered a Related Person Transaction provided that (a) the executive officer is not an immediate family member of a director or other executive officer of the Company and (b) such compensation has been approved by the Compensation Committee of the Company's Board of Directors. In addition, any compensation received by a director from the Company will not be considered a Related Person Transaction if such compensation is received pursuant to a plan, program or arrangement which has been approved by the Committee or the Company's Board of Directors.

The examples described above may not be dispositive. If a director or executive officer is aware of any additional facts or circumstances that would otherwise result in an "Excluded Transaction" being characterized as a Related Person Transaction, he or she should notify the Chief Legal Officer in accordance with Section D.

C. Identification of Related Persons

To monitor Related Person Transactions, the Chief Legal Officer will create and maintain a list of identified Related Persons (the "Related Persons List"). In order to do this:

1. On an annual basis, in connection with completing his or her annual disclosure questionnaire, each director and executive officer will submit to the Chief Legal Officer the following:

- information identifying each member of the reporting person's immediate family (as defined in Section B.1 above);
- information regarding the employment of the reporting person and his or her immediate family members;
- information regarding each entity in which the reporting person or any of his or her immediate family members is a general partner or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest; and
- information regarding each charitable or non-profit organization for which the reporting person or any of his or her immediate family members (a) is

actively involved in fundraising or (b) otherwise serves as an employee or officer or in a similar capacity.

2. Any person nominated to stand for election as a director or any newly elected or appointed directors or executive officers shall submit to the Chief Legal Officer the information described above promptly upon the request of the Chief Legal Officer.

3. Directors and executive officers are expected to notify the Chief Legal Officer promptly of any updates to the information provided pursuant to Sections C.1 and C.2 above.

D. Notification Duty

Directors and executive officers must (a) inform the Chief Legal Officer at the earliest practicable time of any plan or proposal to engage in or continue any transaction or event that potentially could be a Related Person Transaction and (b) supply the Chief Legal Officer with full details regarding the terms and circumstances of the transaction.

E. Distribution of Related Persons List

The Chief Legal Officer shall distribute the Related Persons List annually to the Controller. In addition, the Chief Legal Officer shall distribute the portion of the Related Persons List containing the names of charitable and non-profit organizations to the Vice President, Global Community Relations and the Executive Director of the Steelcase Foundation. The Chief Legal Officer shall distribute updates to the Related Persons List as appropriate.

The recipients of the Related Persons List shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this Policy on an on-going basis and shall notify the Chief Legal Officer of any transaction that (a) is currently in place, (b) was in place during the last fiscal year or (c) is proposed that, in each case, may be considered a Related Person Transaction.

F. Approval Procedures

If the Chief Legal Officer determines that a proposed transaction may be considered a Related Person Transaction, the Chief Legal Officer shall notify the Chair of the Committee (the "Chair") and the Company's Chief Executive Officer ("CEO"). The Committee shall consider such transaction at the next Committee meeting or, in those instances in which it is not practicable or desirable for the Company to wait until the next Committee meeting, the Chair, to whom the Committee delegates authority to act between Committee meetings in accordance with this Policy, shall consider such transaction.

The Committee, or where submitted to the Chair, the Chair, shall consider all of the relevant facts and circumstances available to the Committee or the Chair, including (if applicable) but not limited to:

- the benefits to the Company;

- the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or employee;
- the availability of other sources for comparable products or services;
- the terms of the transaction; and
- the terms available to unrelated third parties or to employees generally for comparable transactions.

No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her immediate family members is the Related Person.

The Committee (or the Chair) is authorized to approve those Related Person Transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee (or the Chair) determines in good faith. The Committee or Chair, as applicable, shall convey the decision to the Chief Legal Officer, who shall convey the decision to the appropriate persons within the Company. The Chair shall report to the Committee at the next Committee meeting any Related Person Transaction the Chair has approved under this Policy pursuant to delegated authority.

G. Ratification Procedures

In the event the Company's CEO, Chief Financial Officer or Chief Legal Officer becomes aware of a Related Person Transaction that has not been previously approved or previously ratified under this Policy:

1. If the transaction is pending or ongoing, it will be submitted to the Committee or Chair promptly and shall be considered in accordance with the factors described in Section F. Based on the conclusions reached, the Committee or the Chair shall evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction; and

2. If the transaction is completed, the Committee or Chair shall evaluate the transaction, taking into account the same factors described in Section F, to determine if rescission of the transaction and/or any other action is appropriate and shall request that the Chief Legal Officer evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee or Chair for prior approval and whether any changes to such controls and procedures are recommended.

H. Review of Ongoing Transactions

At the Committee's first meeting of each fiscal year, the Committee shall review and assess any previously approved or ratified ongoing Related Person Transactions and shall determine if it is in the best interests of the Company and its shareholders to continue, modify or terminate the Related Person Transactions.

I. Charitable Contributions

Other than non-discretionary contributions made pursuant to the Company's matching contribution program for employees and directors, proposed contributions or pledges by the Company to a charitable or non-profit organization identified on the Related Persons List shall be subject to prior review and approval by the Committee at the next Committee meeting or, in those instances in which it is not practicable or desirable for the Company to wait until the next Committee meeting, by the Chair.

J. Employment of Family Members

No immediate family member of a director or executive officer shall be hired as an employee of the Company unless the employment arrangement is approved by the CEO and by the Committee at the next Committee meeting or, in those instances in which it is not practicable or desirable for the Company to wait until the next Committee meeting, by the Chair. In the event a person becomes a director or executive officer of the Company and an immediate family member of such person is already an employee of the Company, such relationship shall be disclosed to the CEO, the Chair and the Committee promptly, and no material change in the terms of employment, including compensation, may be made without the prior approval of the CEO and the Committee (except, if the immediate family member is himself or herself an executive officer of the Company, any proposed change in the terms of his or her employment shall be reviewed and approved in the same manner as other executive officer compensatory arrangements).

K. Disclosure

All Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.

L. Legal Strategies Team

The Chief Legal Officer may delegate power and authority to one or more members of the Legal Strategies Team to carry out the responsibilities of the Chief Legal Officer in accordance with the terms of this Policy.