

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended February 26, 2021

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File Number 1-13873

STEELCASE INC.

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of
incorporation or organization)

901 44th Street SE
Grand Rapids, Michigan
(Address of principal executive offices)

38-0819050
(I.R.S. Employer Identification No.)

49508
(Zip Code)

Registrant's telephone number, including area code: (616) 247-2710
Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Class A Common Stock	SCS	New York Stock Exchange

Securities registered pursuant to 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

The aggregate market value of the voting and non-voting common equity of the registrant held by non-affiliates, computed by reference to the closing price of the Class A Common Stock on the New York Stock Exchange, as of August 28, 2020 (the last business day of the registrant's most recently completed second fiscal quarter) was approximately \$1.0 billion. There is no quoted market for registrant's Class B Common Stock, but shares of Class B Common Stock may be converted at any time into an equal number of shares of Class A Common Stock.

As of April 16, 2021, 90,050,455 shares of the registrant's Class A Common Stock and 25,613,944 shares of the registrant's Class B Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's definitive proxy statement for its 2021 Annual Meeting of Shareholders, to be held on July 14, 2021, are incorporated by reference in Part III of this Form 10-K.

STEELCASE INC.
FORM 10-K
YEAR ENDED FEBRUARY 26, 2021
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PART I

Item 1. Business:

The following business overview is qualified in its entirety by the more detailed information included elsewhere or incorporated by reference in this Annual Report on Form 10-K (“Report”). As used in this Report, unless otherwise expressly stated or the context otherwise requires, all references to “Steelcase,” “we,” “our,” “Company” and similar references are to Steelcase Inc., a Michigan corporation, and its subsidiaries in which a controlling interest is maintained. Unless the context otherwise indicates, reference to a year relates to the fiscal year, ended in February of the year indicated, rather than the calendar year, unless indicated by a month or specific date reference. Additionally, Q1, Q2, Q3 and Q4 reference the first, second, third and fourth quarter, respectively, of the fiscal year indicated. All amounts are in millions, except share and per share data, data presented as a percentage or as otherwise indicated.

Overview

At Steelcase, our purpose is to unlock human promise by transforming work, worker and workplace. Through our family of brands that include Steelcase®, Coalesse®, Designtex®, Smith System®, AMQ®, and Orangebox®, we offer a comprehensive portfolio of furniture, architectural and technology products designed to help people reach their full potential. Our solutions are inspired by the insights gained from our human-centered research process. We are a globally integrated enterprise, headquartered in Grand Rapids, Michigan, U.S.A., with approximately 11,100 employees. Steelcase was founded in 1912 and became publicly traded in 1998, and our Class A Common Stock is listed on the New York Stock Exchange under the symbol “SCS”.

We focus on translating our research-based insights into products, applications and experiences that help the world’s leading organizations amplify the performance of their people, teams and enterprise. We help our customers create workplace, healthcare and educational environments that support attraction and retention of talent, employee well-being and engagement, organizational culture and productivity, and other needs of their people, while also optimizing the value of their real estate investments. Our global scale and reach allow us to provide a consistent experience to global customers while offering local differentiation.

We market our products and services primarily through a network of independent and company-owned dealers and also sell directly to end-use customers. We also sell a selection of our products through web-based, retail and technology distribution channels, including direct sales of work-from-home and learn-from-home products to consumers in a number of markets.

Our Offerings

Our brands provide a comprehensive portfolio of furniture, architectural and technology products for individual and collaborative work across a range of price points. We have expanded our offerings through investments in product development, acquisitions and marketing partnerships. Our furniture portfolio includes furniture systems, seating, storage, fixed and height-adjustable desks, benches and tables and complementary products such as work accessories, lighting, mobile power and screens. Our seating products include task chairs which are highly ergonomic, seating that can be used in collaborative environments and casual settings and specialty seating for specific vertical markets such as healthcare and education. Our interior architectural products include full and partial height walls and architectural pods. Our technology solutions support group collaboration and workspace scheduling. We also offer services designed to enhance the performance of people, space and real estate. These services include workplace strategy consulting, data-driven space measurement, lease origination services and furniture and asset management.

Steelcase

Steelcase leverages insights from user-centered research to help our customers create high performing and sustainable work environments. We strive to be a trusted partner to those who seek to use space as a strategic asset to elevate their performance, support the wellbeing of their people and attract and retain talent. The Steelcase brand's core customers are leading organizations (such as corporations, healthcare organizations, schools, colleges and universities and government entities) that are forward-thinking, are often large with ever-changing complex needs and often have a global scale and operations.

Steelcase brand extensions include:

- *Steelcase Health*, which works with leading healthcare organizations to create places that deliver greater connection, empathy and well-being for everyone involved in the experience of health.
- *Steelcase Education*, which works with leading educational institutions to create places that enhance the success and well-being of students and educators.

Coalesse

Led by intuition, backed by research and driven by design, Coalesse creates thoughtful furnishings that bring new life to the modern workplace. The brand blends beauty and utility into their designs to help customers make great spaces that inspire great work, by empowering social connection, creative collaboration, focus and rejuvenation.

Smith System

Smith System is a designer and manufacturer of high quality furniture for the pre-K-12 education market. Smith System offers desking, seating and storage products. Smith System designs and manufactures products that support inspired learning – addressing the needs of the student, the demands of the curriculum and the realities of space, maintenance and budget.

Designtex

Designtex offers applied materials that enhance environments and is a leading resource for applied surfaces knowledge, innovation and sustainability. Designtex products include premium fabrics and surface materials and imaging solutions designed to enhance seating, walls, workstations and floors. These materials provide privacy, wayfinding, motivation, communications and artistic expression.

AMQ

AMQ offers high quality, affordable height-adjustable desking, benching, storage, tables and seating for workstations, collaborative environments and training rooms. AMQ specializes in furniture that ships in just five business days, for adaptable, quick, modern designs that fit contemporary, active office spaces.

Orangebox

Orangebox is a designer and manufacturer of furniture for the changing workplace with a focus on "Smartworking" solutions: furniture that fosters collaboration while providing contemporary aesthetics, visual and acoustic privacy and commercial-grade performance.

Reportable Segments

We operate on a worldwide basis within our Americas and EMEA reportable segments plus an Other category. Additional information about our reportable segments, including financial information about geographic areas and specific product categories, is contained in Item 7: *Management's Discussion and Analysis of Financial Condition and Results of Operations*, and Note 4 and Note 22 to the consolidated financial statements.

Americas Segment

Our Americas segment serves customers in the United States ("U.S."), Canada, the Caribbean Islands and Latin America. Our comprehensive portfolio of furniture, architectural and technology products is marketed to corporate, government, healthcare, education and retail customers through the Steelcase, Coalesse, Smith System, AMQ, and Orangebox brands.

We serve Americas customers mainly through approximately 400 Steelcase independent and company-owned dealer locations and other non-aligned dealers, and we also sell directly to end-use customers. Our end-use customers tend to be larger multinational, regional or local companies and are distributed across a broad range of industries and vertical markets, including education, financial services, government, healthcare, information technology, insurance and manufacturing.

Each of our dealers maintains its own sales force which is complemented by our sales representatives who work closely with our dealers throughout the selling process. The largest independent Steelcase dealer in the Americas accounted for approximately 5% of the segment's revenue in 2021, and the five largest independent Steelcase dealers collectively accounted for approximately 17% of the segment's revenue in 2021.

The Americas office furniture industry is highly competitive, with a number of competitors offering similar categories of products. The industry competes on a combination of insight, product performance, design, price, global service and relationships with customers, architects and designers. Our most significant competitors in the U.S. are Haworth, Inc., Herman Miller, Inc., HNI Corporation and Knoll, Inc.

EMEA Segment

Our EMEA segment serves customers in Europe, the Middle East and Africa primarily under the Steelcase, Orangebox and Coalesse brands, with a comprehensive portfolio of furniture, architectural and technology products. Our largest presence is in Western Europe, where we believe we are among the market leaders in Germany, France, Spain and the U.K.

We serve EMEA customers mainly through approximately 340 independent and company-owned Steelcase dealer locations and other non-aligned dealers, and we also sell directly to end-use customers. The largest independent Steelcase dealer in the EMEA segment accounted for less than 3% of the segment's revenue in 2021. The five largest Steelcase independent dealers collectively accounted for approximately 12% of the segment's revenue in 2021. Our end-use customers tend to be larger multinational, regional or local companies spread across a broad range of industries and vertical markets, including education, financial services, flexible real estate, government, healthcare and information technology.

The EMEA office furniture market is highly competitive and fragmented. We compete with many local and regional manufacturers in many different markets. In several cases, these competitors focus on specific product categories.

Other Category

The Other category includes Asia Pacific and Designtex.

Asia Pacific serves customers in Australia, China, India, Japan, Korea and other countries in Southeast Asia primarily under the Steelcase brand with a comprehensive portfolio of furniture, architectural and technology products. We primarily sell directly to end-use customers as well as through approximately 60 Steelcase independent dealer locations. Our end-use customers tend to be larger multinational, regional or local companies spread across a broad range of industries and are located in both mature and emerging markets. Our competition in Asia Pacific is fragmented and includes large global competitors as well as many regional and local manufacturers.

Designtex primarily sells textiles, wall coverings and surface imaging solutions specified by architects and designers directly to end-use customers through a direct sales force primarily in North America.

Corporate

Corporate costs include unallocated portions of shared service functions such as information technology, corporate facilities, finance, human resources, research, legal and customer aviation, plus deferred compensation expense and income or losses associated with company-owned life insurance ("COLI"). Corporate assets consist primarily of unallocated cash and cash equivalents, COLI balances, fixed assets and right-of-use assets related to operating leases.

Marketing Partnerships

We have entered into marketing partnerships with a number of companies, including Blu Dot, Bolia, Carl Hansen & Son, EMU, Extremis, FLOS, Mattiazzi, Microsoft, Mitchell Gold + Bob Williams, Moooi, Nanimarquina, PolyVision, Tom Dixon, Viccarbe and West Elm, that are intended to allow us to offer additional products and services to our dealers and customers which are complementary to our products and services and leverage our scale. These partnerships take several forms, the most common of which involves us purchasing and reselling the partner's products to our dealers and customers. In other situations, we market the partner's products to our dealers and customers and receive a fee from the partner, and we typically transport and deliver those products to our dealers and customers for a fee. We also have marketing partnerships where we co-develop products with our partner that we manufacture or source from third parties or where we and our partner agree to co-market our products and services to customers. Most of our marketing partnerships are on a regional basis.

Joint Ventures and Other Equity Investments

We occasionally enter into joint ventures and other equity investments to expand or maintain our geographic presence, support our distribution network or invest in new business ventures, complementary products or services. As of February 26, 2021, our investments in these unconsolidated joint ventures and other equity investments totaled \$51.5. Our share of the earnings from joint ventures and other equity investments is recorded in *Other income, net* on the Consolidated Statements of Income. See Note 12 to the consolidated financial statements for additional information.

Customer and Dealer Concentrations

Our largest customer accounted for approximately 2% of our consolidated revenue in 2021, and our five largest customers collectively accounted for approximately 6% of our consolidated revenue. However, these percentages do not include revenue from various U.S. federal government agencies. In 2021, our sales to U.S. federal government agencies represented approximately 3% of our consolidated revenue. We do not believe our business is dependent on any single or small number of end-use customers, the loss of which would have a material adverse effect on our business.

No single independent Steelcase dealer accounted for more than 4% of our consolidated revenue in 2021. The five largest independent Steelcase dealers collectively accounted for approximately 12% of our consolidated revenue in 2021. We do not believe our business is dependent on any single independent dealer, the loss of which would have a sustained material adverse effect on our business.

Manufacturing and Logistics

We have manufacturing operations throughout North America (in the U.S. and Mexico), Europe (in France, Germany, Spain, the U.K. and the Czech Republic) and Asia (in China, Malaysia and India). Our global manufacturing operations are largely centralized under a single organization to serve our customers' needs across multiple brands and geographies.

Our manufacturing model is predominately make-to-order with lead times typically ranging from two to six weeks. We manufacture our products using lean manufacturing principles, including continuous one-piece flow and platformed processes and products, which allow us to achieve efficiencies and cost savings and minimize the amount of inventory on hand. We largely purchase direct materials and components from a global network of integrated suppliers as needed to meet demand. We also purchase finished goods manufactured by third parties predominantly on a make-to-order basis.

We focus on enhancing the efficiency of our manufacturing operations, and we also seek to reduce costs through our global sourcing effort. We focus on platforming our product offering and capturing raw material and component cost savings available through lower cost suppliers around the globe. These efforts enhance our leverage with supply sources, and we have been able to reduce cycle times through improvements with our partners throughout our global supply chain.

Our physical distribution system utilizes commercial transport, dedicated fleet and company-owned delivery services. We utilize a network of regional distribution centers in the Americas and EMEA to maintain efficient freight and delivery costs and improve service to our dealers and customers.

Materials

Approximately 57% of our cost of sales in 2021 related to raw materials, components and finished goods purchased from a significant number of suppliers around the world. The raw materials that we purchase and that are used in the manufacture of the components and finished goods that we purchase include steel, petroleum-based products (including plastics and foam), aluminum, other metals, wood and particleboard. During 2021, the availability of steel was negatively impacted by shortages and disruption in the steel industry as a result of the COVID-19 pandemic, and during Q1 2022, the availability of foam in the U.S. has been negatively impacted by disruption in the foam supply chain as a result of a severe weather event. These reductions in availability have not had a significant impact on our ability to manufacture and supply products to our customers, but they have negatively impacted the cost of procuring such materials. In addition, the prices for many of the raw materials, components and finished goods we procure have fluctuated in recent years due to changes in global supply and demand, and the costs of these items can be impacted by changes in import tariffs and trade barriers. Our global supply chain team continually evaluates current market conditions, the financial viability of our suppliers and available supply options on the basis of quality, reliability of supply and cost.

Research, Design and Development

Our extensive global research—a combination of user observations, feedback sessions and sophisticated analyses—has helped us develop social, spatial and informational insights into work effectiveness. We maintain collaborative relationships with external world-class innovators, including leading universities, think tanks and knowledge leaders, to expand and deepen our understanding of how people work.

Understanding patterns of work enables us to identify and anticipate user needs across the globe. Our design teams explore and develop prototypical solutions to address these needs, which vary from furniture, architectural and technology solutions to single products or enhancements to existing products and across different vertical market applications such as healthcare and education. Organizationally, global design leadership directs strategy and project work, which is distributed to design studios around the world and sometimes involves external design services.

Our marketing team evaluates product concepts using several criteria, including financial return metrics, and chooses which products will be developed and launched. Designers then work closely with engineers and suppliers to co-develop products and processes that incorporate innovative user features with efficient manufacturing practices. Products are tested for performance, quality and compliance with applicable standards and regulations.

We incurred \$48.1, \$50.6 and \$53.7 in research, design and development expenses in 2021, 2020 and 2019, respectively. In addition, we sometimes pay royalties to external designers of our products as the products are sold, and these costs are not included in research and development expenses.

Human Capital Resources

We aspire to be a human-centered company committed to fostering a culture of integrity and trust, supported by our core values, which are:

- act with integrity,
- tell the truth,
- keep commitments,
- treat people with dignity and respect,
- promote positive relationships,
- protect the environment, and
- excel.

Our leaders play a critical role in curating our culture, and we have established a set of leadership pillars designed to promote empathic leadership and align leader actions with our core values and the culture we strive to create. These pillars are:

- build strong teams,
- unite in purpose,
- create clarity,
- cultivate resilience, and
- deliver results.

We believe our employees are one of our greatest assets, and we are dedicated to the continuous learning and professional development of every employee. We invest in our employees through multiple avenues, including providing competitive pay and benefits, sharing profits through annual bonus opportunities, offering career development and professional training programs, providing inspiring and supportive spaces for our employees to work and collaborate, and offering a range of services to support our employees' physical, emotional, cognitive and financial wellbeing.

Employees

As of February 26, 2021, we had approximately 11,100 employees, of which approximately 6,300 work in manufacturing and distribution and approximately 200 are part-time. Additionally, we had approximately 800 temporary workers who primarily work in manufacturing. Approximately 50 employees in the U.S. are covered by collective bargaining agreements. Outside of the U.S., approximately 2,600 employees are represented by unions or workers' councils that operate to promote the interests of workers.

Diversity, Equity and Inclusion

We strive to create an environment where employees around the globe are valued, respected, accepted and encouraged to be authentic and to fully participate in our organization. We believe our culture helps to unlock each employee's unique contributions and amplifies the power of the individual to better serve our customers and the communities in which we live and work. We are focused on enhancing a culture of diversity, equity and inclusion through the following key objectives:

- build diverse teams that reflect our communities,
- ensure equitable access to development opportunities across the organization, and
- develop a culture of inclusion that promotes curiosity and creativity.

Talent Development

Talent development is essential to our business strategy, and we are continually focused on providing all our employees with the resources they need to reach their full potential. We approach talent development through a variety of tools, practices and experiences, including:

- connecting our employees to digital learning experiences to help them thrive,
- identifying sought out skills from our employees and designing learning paths related to these skills,
- emphasizing an environment that values learning as an everyday practice across the organization, and
- frequent and purposeful conversations between employees and leaders that inspire achievement and growth.

Learning is how we work and how we lead. We aspire to be a learning organization that regenerates capabilities and adapts our culture as a competitive advantage.

Compensation and Employee Benefits

Our compensation philosophy is to value the contribution of our employees, motivate achievement of strategic objectives that will contribute to our company's success and share profits through broad-based incentive arrangements designed to reward performance for all employees. This philosophy is achieved through competitive pay and benefits and a variety of other offerings such as career development and wellbeing initiatives. We review pay ranges annually to ensure external competitiveness and internal equity. We also share profits with both salaried and hourly employees through an annual bonus opportunity based on company profitability. We believe our philosophy helps promote productive, inspired and committed individuals and teams that feel appreciated and rewarded for their contributions.

Supporting Our Employees Through the COVID-19 Pandemic

In response to the COVID-19 pandemic, we took actions to protect our employees' safety, health and wellbeing, including equipping employees with personal protective equipment, establishing social distancing practices, deep cleaning and sanitizing our manufacturing facilities and offices more frequently, installing additional physical barriers for personal workspaces, implementing temperature screening at our facilities, and instituting other measures aimed at stopping and preventing the spread of COVID-19 while maintaining business operations. Consistent with government mandates and requirements, our employees whose jobs could be performed remotely worked from home.

In addition to ensuring the physical wellbeing of our employees during the pandemic, we adopted policies to help them in a variety of other ways. We paid the full cost of health insurance premiums for our U.S. employees while they were on temporary layoffs or reduced working hours during 2021, and we offered part-time and flexible schedules to help employees navigate the demands of work and caregiving throughout the pandemic. We also provided a range of emotional wellbeing and mental health services and offered provisions for employees to manage their cash flow through temporary adjustments to our retirement and flexible spending account programs.

Intellectual Property

We generate and hold a significant number of patents in a number of countries in connection with the operation of our business. We also hold a number of trademarks that are very important to our identity and recognition in the marketplace. We do not believe that any material part of our business is dependent on the continued availability of any one or all of our patents or trademarks or that our business would be materially adversely affected by the loss of any of such, except the "Steelcase," "Coalesse," "Designtex," "Smith System," "AMQ" and "Orangebox" trademarks.

We occasionally enter into license agreements under which we pay a royalty to third parties for the use of patented products, designs or process technology. We have established a global network of intellectual property licenses with our subsidiaries.

Environmental Matters

We are subject to a variety of federal, state, local and foreign laws and regulations relating to the discharge of materials into the environment, or otherwise relating to the protection of the environment ("Environmental Laws"). We believe our operations are in substantial compliance with all Environmental Laws. We do not believe existing Environmental Laws have had or will have any material effects upon our capital expenditures, earnings or competitive position.

Under certain Environmental Laws, we could be held liable, without regard to fault, for the costs of remediation associated with our existing or historical operations. We could also be held responsible for third-party property and personal injury claims or for violations of Environmental Laws relating to contamination. We are a party to, or otherwise involved in, proceedings relating to several contaminated properties being investigated and remediated under Environmental Laws, including as a potentially responsible party in several Superfund site cleanups. Based on our information regarding the nature and volume of wastes allegedly disposed of or released at these properties, the total estimated cleanup costs and other financially viable potentially responsible parties, we do not believe the costs to us associated with these properties will be material, either individually or in the aggregate. We have established reserves that we believe are adequate to cover our anticipated remediation costs. However, certain events could cause our actual costs to vary from the established reserves. These events include, but are not limited to: a change in governmental regulations or cleanup standards or requirements; undiscovered information regarding the nature and volume of wastes allegedly disposed of or released at these properties; the

loss of other potentially responsible parties that are financially capable of contributing toward cleanup costs and other factors increasing the cost of remediation.

Available Information

We file annual reports, quarterly reports, current reports, proxy statements and other documents with the U.S. Securities and Exchange Commission (“SEC”) under the Securities Exchange Act of 1934 (the “Exchange Act”). The SEC maintains an Internet website at www.sec.gov that contains reports, proxy and information statements and other information regarding issuers, including Steelcase, that file electronically with the SEC. We also make available free of charge through our internet website, www.steelcase.com, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to these reports, as soon as reasonably practicable after we electronically file such reports with or furnish them to the SEC. In addition, our Corporate Governance Principles, Code of Ethics, Code of Business Conduct and the charters for the Audit, Compensation, Corporate Business Development and Nominating and Corporate Governance Committees are available free of charge through our website or by writing to Steelcase Inc., Investor Relations, GH-3E-12, PO Box 1967, Grand Rapids, Michigan, U.S.A. 49501-1967.

We are not including the information contained on our website as a part of, or incorporating it by reference into, this Report.

Item 1A. Risk Factors:

The following risk factors and other information included in this Report should be carefully considered. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we do not know about currently, or that we currently believe are less significant, may also adversely affect our business, operating results, cash flows and financial condition. If any of these risks actually occur, our business, operating results, cash flows and financial condition could be materially adversely affected.

Macroeconomic and Workplace Trends Risk Factors

The COVID-19 pandemic has had, and is expected to continue to have, a significant and adverse effect on our business.

The COVID-19 pandemic and the actions taken by various governments and third parties to combat the spread of COVID-19 (including, in some cases, mandatory quarantines and other suspensions of non-essential business operations) caused significant disruptions in our manufacturing and distribution operations and supply chains during 2021 and have required many office workers globally to work from home for an extended period of time, which has had a significant negative impact on global demand for office furniture and our revenue.

The severity of these various impacts on our business will depend in part on the extent and duration of government quarantine/stay-at-home orders and travel restrictions, the speed of vaccine deployment, the emergence of new variants of COVID-19, the availability of government benefits and other stimulus efforts to mitigate the effects of the pandemic, the timing of when companies have their employees return to the office, and the pace of the recovery of economic conditions globally and locally, all of which are highly uncertain and out of our control. The impacts of the COVID-19 pandemic are far-reaching, and the duration and intensity of the impacts on our business, our industry and the global economy are not yet fully known. We do not expect to see significant improvement in the demand for office furniture until companies make definitive plans for their employees to return to the office, and many companies may choose to delay making changes to their workplaces until employees have returned.

In response to the impacts of the pandemic on our business, we took a number of actions in 2021 to reduce our spending, including temporary and permanent layoffs, temporary pay reductions and reduced spending on product development and strategic initiatives. These actions have had and may continue to have a negative impact on our employee retention and our growth strategies in the future.

Our industry is influenced by cyclical macroeconomic factors and future downturns may adversely affect our revenue and profits.

Our revenue is generated predominantly from the office furniture industry, and demand for office furniture is influenced by macroeconomic factors such as corporate profits, non-residential fixed investment, white-collar employment and commercial office construction and vacancy rates. The U.S. and European office furniture industries have experienced three major declines in demand in the past twenty years, driven by global economic downturns including the current global economic downturn caused by the COVID-19 pandemic. During these downturns, our revenue declined substantially and our profitability was significantly reduced. Our revenues and profitability can be, and currently are being, impacted by adverse changes in these macroeconomic factors. These macroeconomic factors are difficult to predict, and if we are unsuccessful in further adapting our business as economic cyclical changes occur, our results may be adversely affected.

Failure to respond to changes in workplace trends and the competitive landscape may adversely affect our revenue and profits.

Advances in technology, the globalization of business, changing workforce demographics, shifts in work styles and behaviors and increased working from home have been changing the world of work and impacting the types of workplace products and services purchased by our customers. In recent years, these trends have resulted in changes such as:

- an increase in demand for products for working from home,
- an increase in demand for residential and lounge products for office settings,
- customer interest in a broader range of price points, quality levels and warranty coverage,
- shifting demand among product categories and
- more frequent refreshment of workplace settings.

These trends have also had an impact on our competitive landscape, including (1) the emergence of smaller office furniture competitors, (2) increased competition from residential furniture providers, (3) diversification by some of our larger competitors into other industries and (4) an increase in customers outsourcing workplace management to real estate management service firms and flexible real estate providers.

We compete on a variety of factors, including: brand recognition and reputation; insights from our research; the breadth of our global reach; product design and features; price, lead time, delivery and service; product quality; strength of our dealer network and other distributors, and relationships with customers and key influencers, such as architects, designers and facility managers. If we are unsuccessful in continuing to develop and offer a wide variety of solutions which respond to changes in workplace trends, or if we or our dealers are unsuccessful in competing with existing competitors and new competitive offerings which arise from outside our industry, our revenue and profits may be adversely affected.

We may not be able to successfully develop, implement and manage our growth strategies.

Our longer-term success depends on our ability to successfully develop, implement and manage our growth strategies, which include:

- translating our research to insights that inform our development of innovative products and customer solutions,
- growing our market share with existing dealers and customers in addition to serving new customers,
- realizing the value from acquisitions and investing in new acquisitions and business ventures,
- continuing our expansion into adjacent markets such as healthcare clinical spaces and learning environments,
- continuing to reinvest in growth opportunities in our Asia Pacific business,
- enhancing our capabilities to serve the work-from-home market,
- expanding our architectural and technology product offerings and

- developing and realizing growth from marketing partnerships.

If these strategies to increase our revenues are not sufficient, or if we do not execute these strategies successfully, our global market leadership and profitability may be adversely affected.

Manufacturing, Supply Chain and Distribution Risk Factors

Changes in tariffs, global trade agreements or government procurement could adversely affect our business.

We manufacture most of our products on a regional basis, and as a result, we often export products from where they are manufactured to where they are sold within the region. We also source raw materials, components and finished goods from a global network of suppliers. In particular in 2021, approximately 34% of the products we sold to customers in the U.S., including U.S. government agencies, were manufactured outside of the U.S., predominantly by our subsidiaries in Mexico, which operate as maquiladoras. Changes in tariffs or trade agreements could impact the cost of importing our products into the countries where they are sold and the cost of raw materials and components sourced from other countries, which in turn could adversely impact our gross margins and our price competitiveness. In addition, changes in U.S. government procurement rules requiring a certain amount of domestic content in goods, or requiring goods to be produced in the U.S., could have an adverse impact on our business, operating results or financial condition.

We are and may continue to be adversely affected by changes in raw material, commodity and other input costs.

We and our suppliers procure raw materials (including steel, petroleum-based products (including plastics and foam), aluminum, other metals, wood and particleboard) from a significant number of sources globally. These raw materials are not rare or unique to our industry. The costs of these commodities, as well as fuel, freight, energy, labor and other input costs can fluctuate due to changes in global, regional or local supply and demand, larger currency movements and changes in tariffs and trade barriers, which can also cause supply interruptions. During 2021, the availability of steel was negatively impacted by shortages and disruption in the steel industry as a result of the COVID-19 pandemic, and during Q1 2022, the availability of foam in the U.S. has been negatively impacted by disruption in the foam supply chain as a result of a severe weather event. These reductions in availability have not had a significant impact on our ability to manufacture and supply products to our customers, but they have negatively impacted the cost of procuring such materials. In the short-term, significant increases in raw material, commodity and other input costs can be very difficult to offset with price increases because of existing contractual commitments with our customers, and it is difficult to find effective financial instruments to hedge against such changes. As a result, our gross margins can be adversely affected in the short-term by significant increases in these costs. If we are not successful in passing along higher raw material, commodity and other input costs to our customers over the longer-term because of competitive pressures, our profitability could be negatively impacted.

The lack of redundant capabilities among our regional manufacturing facilities could adversely affect our business.

Many of our products are currently produced in only one location in each of the three geographic regions in which we operate (the Americas, EMEA and Asia Pacific), certain components are manufactured in only one location globally and our manufacturing model is predominately make-to-order. As a result, any issue which impacts the production capabilities of one of our manufacturing locations, such as natural disasters, severe weather events, pandemics, disruptions in the supply of materials or components, systems and equipment failures or disruptions caused by labor activities, could have an adverse impact on our business, operating results or financial condition.

We are reliant on a global network of suppliers that exposes us to certain risks outside of our control.

We are reliant on the timely flow of raw materials, components and finished goods from a global network of third-party suppliers. The flow of such materials, components and goods may be affected by:

- fluctuations in the availability and quality of raw materials,
- the financial solvency of our suppliers and their supply chains,
- disruptions caused by labor activities and
- damage or loss of production from accidents, natural disasters, severe weather events, pandemics, security concerns (including terrorist activity, armed conflict and civil or military unrest), trade embargoes, changes in tariffs, systems and equipment failures or disruptions, cyberattacks or security breaches, and other causes.

Any disruptions or fluctuations in the supply and delivery of raw materials, components and finished goods or deficiencies in our ability to manage our global network of suppliers could have an adverse impact on our business, operating results or financial condition. During 2021, the availability of steel was negatively impacted by shortages and disruption in the steel industry as a result of the COVID-19 pandemic, and during Q1 2022, the availability of foam in the U.S. has been negatively impacted by disruption in the foam supply chain as a result of a severe weather event. These reductions in availability have not had a significant impact on our ability to manufacture and supply products to our customers, but they have negatively impacted the cost of procuring such materials.

We rely largely on a network of independent dealers to market, deliver and install our products, and disruptions and increasing consolidations within our dealer network could adversely affect our business.

Our business is dependent on our ability to manage our relationships with our independent dealers. From time to time, we or a dealer may choose to terminate our relationship, or the dealer could face financial insolvency or difficulty in transitioning to new ownership, and establishing a new dealer in a market can take considerable time and resources. Disruption of dealer coverage within a specific local market could have an adverse impact on our business within the affected market. The loss or termination of a significant number of dealers or the inability to establish new dealers could cause difficulties in marketing and distributing our products and have an adverse effect on our business, operating results or financial condition. In the event that a dealer in a strategic market experiences financial difficulty, we may choose to make financial investments in the dealership, which would reduce the risk of disruption but increase our financial exposure. Alternatively, we may elect to purchase and operate dealers in certain markets which also would require use of our capital and increase our financial exposure.

We rely on our dealers to sell, deliver and install products to our customers, and their ability to perform and their financial conditions could be affected by events such as natural disasters, severe weather events, pandemics, systems and equipment failures or disruptions, cyberattacks or security breaches. A significant disruption in the operations of our dealers could have an adverse impact on our business, operating results or financial condition.

Our diversification and growth strategies into adjacent markets, such as healthcare and education, and the increasing complexity of our technology and architectural products are driving the need for our dealers to develop additional capabilities and invest in additional resources to support such products and markets. Some of our smaller dealers do not have the scale to leverage such investments, and as a result, we have seen and may continue to see increased consolidation within our dealer network. This increased concentration and size of dealers could increase our exposure to the risks discussed above.

Global Footprint Risk Factors

Our global presence subjects us to risks that may negatively affect our profitability and financial condition.

We have manufacturing facilities, sales locations and offices in many countries, and as a result, we are subject to risks associated with doing business globally. Our success depends on our ability to manage the complexity associated with designing, developing, manufacturing and selling our solutions in a variety of countries. Our global presence is also subject to market risks, which in turn could have an adverse effect on our business, operating results or financial condition, including:

- differing business practices, cultural factors and regulatory requirements,
- political, social and economic instability, natural disasters, security concerns, including terrorist activity, armed conflict and civil or military unrest and global health issues and

- intellectual property protection challenges.

Our global footprint makes us vulnerable to currency exchange rate fluctuations and currency controls.

We primarily sell our products in U.S. dollars and euros, but we generate some of our revenues and pay some of our expenses in other currencies. While we seek to manage our foreign exchange risk largely through operational means by matching revenue with same-currency costs, our results are affected by the strength of the currencies in countries where we manufacture or purchase goods relative to the strength of the currencies in countries where our products are sold. We use foreign currency derivatives to hedge some of the near-term volatility of these exposures. There can be no assurance that such hedging will be economically effective. If we are not successful in managing currency exchange rate fluctuations, it could have an adverse effect on our business, operating results or financial condition.

We operate globally in multiple currencies, but we translate our results into U.S. dollars for reporting purposes, and thus our reported results may be positively or negatively impacted by the strengthening or weakening of the other currencies in which we operate against the U.S. dollar.

In addition, we face restrictions in certain countries that limit or prevent the transfer of funds to other countries or the exchange of the local currency to other currencies, which could have a negative impact on our profitability. We also face risks associated with fluctuations in currency exchange rates that may lead to a decline in the value of the funds held in certain jurisdictions, as well as the value of intercompany balances denominated in foreign currencies.

Financial Risk Factors

We may be required to record impairment charges related to goodwill which would adversely affect our results of operations.

We have net goodwill of \$218.1 as of February 26, 2021. Goodwill is not amortized but is evaluated for impairment annually in Q4 or whenever an event occurs or circumstances change such that it is more likely than not that an impairment may exist. Poor performance in portions of our business where we have goodwill, including failure to achieve projected performance from acquisitions, or declines in the market value of our equity, may result in impairment charges, which would adversely affect our results of operations. In Q1 2021, a triggering event occurred which resulted in an interim impairment evaluation of goodwill for each of our reporting units, and as a result of such evaluation, we recorded a \$17.6 goodwill impairment charge in our Orangebox U.K. reporting unit.

Changes in corporate tax laws could adversely affect our business.

We are subject to income taxes in the U.S. and various foreign jurisdictions. Our future effective tax rate could be affected by changes in the mix of our earnings in countries with differing statutory tax rates, changes in the valuation of our deferred tax assets and liabilities or changes in tax laws or their interpretation. In addition, such tax law changes, if enacted, could have a material adverse effect on our business, operating results or financial position. A reduction in applicable tax rates may require us to revalue and write-down our net deferred tax assets. As of February 26, 2021, we had net deferred tax assets of \$106.3, and approximately 54% of our net deferred tax assets were subject to recovery in the U.S.

There may be significant limitations to our utilization of net operating loss and tax credit carryforwards to offset future taxable income.

We have deferred tax assets related to net operating loss ("NOL") and tax credit carryforwards totaling \$46.1 and \$22.0, respectively, against which valuation allowances totaling \$6.1 have been recorded. NOL carryforwards are primarily related to foreign jurisdictions. Tax credit carryforwards consist of U.S. foreign tax credits and foreign investment tax credits. We may be unable to generate sufficient taxable income from future operations in the jurisdictions in which we maintain deferred tax assets related to NOL and tax credit carryforwards, or implement tax, business or other planning strategies, to fully utilize the recorded value of our NOL and tax credit carryforwards. These deferred tax assets are recorded in various currencies that are also subject to foreign exchange risk, which could reduce the amount we may ultimately realize. Additionally, future changes in tax laws or interpretations of such tax laws may limit our ability to fully utilize our NOL and tax credit carryforwards.

Costs related to our participation in a multi-employer pension plan could increase.

Our subsidiary SC Transport Inc. previously contributed to the Central States, Southeast and Southwest Areas Pension Fund ("the Fund"), a multi-employer pension plan, based on obligations arising under a collective bargaining agreement ("CBA") that covered SC Transport Inc. employees and retirees. Under current law, an employer that withdraws or partially withdraws from a multi-employer pension plan may incur a withdrawal liability to the plan, which represents the portion of the plan's underfunding that is allocable to the withdrawing employer under very complex actuarial and allocation rules. In 2019, the Fund asserted that SC Transport Inc.'s absence of hiring additional union employees over the past ten years, coupled with restructuring of SC Transport Inc.'s business, constituted an adverse selection practice under the Fund and, if not remedied, would result in the assessment of a withdrawal liability. As a result of the Fund's assertion, SC Transport Inc. recorded an \$11.2 charge related to its estimated future obligations under a withdrawal liability.

In 2020, SC Transport Inc. finalized a new CBA with its employees that no longer requires it to contribute to the Fund after March 31, 2019 due to our withdrawal from the Fund. We notified the Fund of the new CBA, and the Fund issued a final assessment of our withdrawal liability during 2020. We appealed the amount of the assessment by the Fund and are now awaiting arbitration proceedings. The amount that may ultimately be required to settle any potential obligation may be lower or higher than the estimated liability, which will be adjusted as needed, if and when additional information becomes available. If actual settlements are significantly lower or higher than the estimated reserve, our results of operations may be materially affected. In addition, if the Fund were to experience a mass withdrawal within three years from the date of our withdrawal, our liability could increase by approximately \$13. A mass withdrawal could occur if all participating employers in the Fund withdraw at the same time, if the trustees terminate the Fund or if all union employees decertify the union.

General Risk Factors

We rely on the integrity and security of our information technology systems, and our business could be materially adversely impacted by extended disruptions, significant security breaches or other compromises of these systems.

We rely on information technology systems to operate and manage our business and to process, maintain and safeguard information essential to our business as well as information relating to our customers, dealers, suppliers and employees. These systems are vulnerable to events beyond our reasonable control, including cyberattacks and security breaches, telecommunication and internet failures, natural disasters and power loss. Such events could result in operational slowdowns, shutdowns or other difficulties; loss of revenues or market share; compromise or loss of sensitive or proprietary information; destruction or corruption of data; costs of remediation, repair or recovery; breaches of obligations to third parties under privacy laws or contracts; or damage to our reputation or customer relationships; each of which, depending on the extent or duration of the event, could materially adversely impact our business, operating results or financial condition. We maintain insurance coverage which may cover some of these risks, subject to the terms and conditions of the applicable policies, but such coverage may not be available or sufficient to cover all of the losses which may arise.

In Q3 2021, we detected a cyberattack that resulted in unauthorized access to our information technology systems. To protect our systems during that cyberattack, we temporarily shut down our global operations, which resulted in a delay of approximately \$60 in revenue from Q3 2021 to Q4 2021; however, we do not believe this incident had or will have a materially adverse impact on our business, operating results or financial condition or the effectiveness of our internal controls.

We may be adversely affected by security breaches, errors or disruptions relating to our software and software-as-a-service offerings.

We sell enterprise resource planning software and software-as-a-service offerings to our dealers, and we sell technology products and service offerings to our customers. In connection with some of these offerings, we collect and store data belonging to our dealers and customers, and we rely on third parties, such as cloud hosting providers and other service providers, to perform some of our obligations. If the security measures we and our third-party vendors use are breached, if there are errors in our software or if there are any service interruptions caused by other events, our offerings may not operate properly, dealer or customer data could be lost or compromised, and our dealers' businesses may be disrupted. In such events, we may incur legal liabilities, lost business or harm to our brand reputation, which could have a negative impact on our business, operating results or financial condition.

We may be adversely impacted by losses and reputational damage related to product defects.

Product defects can occur within our own product development and manufacturing processes or through our increasing reliance on third parties for product development and manufacturing activities. We incur various expenses related to product defects, including product warranty costs, product recall and retrofit costs and product liability costs, which can have an adverse impact on our results of operations. In addition, the reputation of our brands may be diminished by product defects and recalls.

We maintain a reserve for our product warranty costs based on certain estimates and our knowledge of current events and actions. While we have made significant investments to improve product quality and our warranty reserve has declined over the past five years based on historical claims experience, our actual warranty costs may exceed our reserve, resulting in a need to increase our accruals for warranty charges. We purchase insurance coverage to reduce our exposure to significant levels of product liability claims and maintain a reserve for our self-insured losses based upon estimates of the aggregate liability using claims experience and actuarial assumptions. Incorrect estimates or any significant increase in the rate of our product defect expenses could have a material adverse effect on our results of operations.

Item 1B. Unresolved Staff Comments:

None.

Item 2. Properties:

We have operations at locations throughout the U.S. and around the world. None of our owned properties are mortgaged or are held subject to any significant encumbrance. We believe our facilities are in good operating condition and, at present, are sufficient to meet our volume needs currently and for the foreseeable future. Our global headquarters is located in Grand Rapids, Michigan, U.S.A. Our owned and leased principal manufacturing and distribution center locations with greater than 100,000 square feet are as follows:

Segment/Category Primarily Supported	Number of Principal Locations	Owned	Leased
Americas	14	5	9
EMEA	6	5	1
Other category	3	—	3
Total	23	10	13

Item 3. Legal Proceedings:

We are involved in litigation from time to time in the ordinary course of our business. Based on known information, we do not believe we are a party to any lawsuit or proceeding that is likely to have a material adverse effect on the Company.

Item 4. Mine Safety Disclosures:

Not applicable.

Supplementary Item. Information About Our Executive Officers:

Our executive officers are:

Name	Age	Position
Guillaume M. Alvarez	61	Senior Vice President, EMEA
Sara E. Armbruster	50	Executive Vice President, Director
Donna K. Flynn	53	Vice President, Global Talent Management
Ulrich H. E. Gwinner	59	President, Asia Pacific
James P. Keane	61	President and Chief Executive Officer, Director
Robert G. Krestakos	59	Vice President, Global Operations
James N. Ludwig	57	Vice President, Global Design and Product Engineering
Lizbeth S. O'Shaughnessy	59	Senior Vice President, Chief Administrative Officer, General Counsel and Secretary
Eddy F. Schmitt	49	Senior Vice President, Americas
Allan W. Smith, Jr.	53	Vice President, Global Marketing
David C. Sylvester	56	Senior Vice President, Chief Financial Officer
Robin L. Zondervan	41	Vice President, Corporate Controller & Chief Accounting Officer

Guillaume M. Alvarez has been Senior Vice President, EMEA since March 2014 and has been employed by Steelcase since 1984.

Sara E. Armbruster has been Executive Vice President since April 2021. Ms. Armbruster was Vice President, Strategy, Research and Digital Transformation from February 2018 to April 2021 and Vice President, Strategy, Research and New Business Innovation from January 2014 to February 2018. Ms. Armbruster has been employed by Steelcase since 2007.

Donna K. Flynn has been Vice President, Global Talent Management since March 2020. Ms. Flynn was Vice President, WorkSpace Futures - Research from June 2015 to March 2020 and has been employed by Steelcase since 2011.

Ulrich H. E. Gwinner has been President, Asia Pacific since March 2014 and has been employed by Steelcase since 2000.

James P. Keane has been President and Chief Executive Officer since March 2014 and has been employed by Steelcase since 1997.

Robert G. Krestakos has been Vice President, Global Operations since February 2015 and has been employed by Steelcase since 1992.

James N. Ludwig has been Vice President, Global Design and Product Engineering since March 2014 and has been employed by Steelcase since 1999.

Lizbeth S. O'Shaughnessy has been Senior Vice President, Chief Administrative Officer, General Counsel and Secretary since June 2014 and has been employed by Steelcase since 1992.

Eddy F. Schmitt has been Senior Vice President, Americas since March 2014 and has been employed by Steelcase since 2003.

Allan W. Smith, Jr. has been Vice President, Global Marketing since September 2013 and has been employed by Steelcase since 1991.

David C. Sylvester has been Senior Vice President, Chief Financial Officer since April 2011 and has been employed by Steelcase since 1995.

Robin L. Zondervan has been Vice President, Corporate Controller & Chief Accounting Officer since April 2021. Ms. Zondervan was Corporate Controller & Chief Accounting Officer from December 2020 to April 2021, Corporate Controller from May 2018 to December 2020 and Assistant Corporate Controller from March 2014 to May 2018. Ms. Zondervan has been employed by Steelcase since 2011.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities:

Common Stock

Our Class A Common Stock is listed on the New York Stock Exchange under the symbol “SCS”. Our Class B Common Stock is not registered under the Exchange Act and there is no established public trading market. See Note 16 to the consolidated financial statements for additional information. As of the close of business on April 16, 2021, we had outstanding 115,664,399 shares of common stock with 5,130 shareholders of record. Of these amounts, 90,050,455 shares are Class A Common Stock with 5,062 shareholders of record and 25,613,944 shares are Class B Common Stock with 68 shareholders of record.

Fourth Quarter Share Repurchases

There were no share repurchases during Q4 2021. As of February 26, 2021, approximately \$56.4 remained in shares that may yet be purchased under the \$150 share repurchase program approved by our Board of Directors in January 2016. This program has no specific expiration date.

Item 6. Selected Financial Data:

Financial Highlights	Year Ended				
	February 26, 2021	February 28, 2020	February 22, 2019	February 23, 2018	February 24, 2017
Operating Results:					
Revenue	\$ 2,596.2	\$ 3,723.7	\$ 3,443.2	\$ 3,055.5	\$ 3,032.4
Gross profit (1)	762.8	1,215.2	1,087.9	1,005.2	1,007.6
Operating income (1)	43.0	257.0	183.6	155.2	196.2
Income before income tax expense	25.9	245.2	163.9	161.5	196.3
Net income	26.1	199.7	126.0	80.7	124.6
Supplemental Operating Data:					
Effective tax rate	(0.8)%	18.6 %	23.1 %	50.0 %	36.5 %
Restructuring costs	\$ (28.6)	\$ —	\$ —	\$ —	\$ (5.1)
Goodwill and intangible asset impairment charges	(17.6)	—	—	—	—
Capital expenditures	(41.3)	(73.4)	(81.4)	(87.9)	(61.1)
Share Data:					
Basic earnings per common share	\$ 0.22	\$ 1.67	\$ 1.06	\$ 0.68	\$ 1.03
Diluted earnings per common share	\$ 0.22	\$ 1.66	\$ 1.05	\$ 0.68	\$ 1.03
Weighted average shares outstanding - basic	117.5	119.6	119.1	119.2	120.7
Weighted average shares outstanding - diluted	117.8	120.2	119.5	119.4	121.2
Dividends paid per common share	\$ 0.37	\$ 0.58	\$ 0.54	\$ 0.51	\$ 0.48
Balance Sheet Data:					
Cash and cash equivalents	\$ 489.8	\$ 541.0	\$ 261.3	\$ 283.1	\$ 197.1
Short-term investments	—	—	—	—	73.4
COLI	169.5	160.0	156.1	172.2	168.8
Working capital (2)	530.4	497.9	353.4	299.2	295.8
Total assets	2,354.0	2,565.4	2,142.4	1,859.2	1,792.0
Total debt	483.9	484.3	487.0	295.0	297.4
Total liabilities	1,393.5	1,595.0	1,292.6	1,045.9	1,025.5
Total shareholders' equity	960.5	970.4	849.8	813.3	766.5
Statement of Cash Flow Data:					
Net cash provided by (used in):					
Operating activities	\$ 64.8	\$ 360.8	\$ 131.2	\$ 227.0	\$ 170.7
Investing activities	(30.6)	4.5	(271.6)	(47.5)	(48.4)
Financing activities	(87.8)	(81.9)	122.3	(97.5)	(105.9)

(1) Reflects the reclassification of net expenses from *Cost of sales* and *Operating expenses* to *Other income, net* of \$0.8 and \$4.0 for the years ended February 23, 2018 and February 24, 2017, respectively, as a result of our adoption of Accounting Standards Update No. 2017-07, *Compensation - Retirement Benefits (Topic 715)*, which was issued by the Financial Accounting Standards Board in March 2017.

(2) Working capital equals current assets minus current liabilities, as presented in the Consolidated Balance Sheets.

Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations:

The following review of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and accompanying notes thereto included elsewhere within this Report.

Non-GAAP Financial Measures

This item contains certain non-GAAP financial measures. A “non-GAAP financial measure” is defined as a numerical measure of a company’s financial performance that excludes or includes amounts so as to be different than the most directly comparable measure calculated and presented in accordance with GAAP in the consolidated statements of income, balance sheets or statements of cash flows of the company. Pursuant to the requirements of Regulation G, we have provided a reconciliation below of the non-GAAP financial measure to the most directly comparable GAAP financial measure.

The non-GAAP financial measures used are: (1) organic revenue growth (decline), which represents the change in revenue from the prior year excluding estimated currency translation effects, the impacts of acquisitions and divestitures and the impact of the additional week in 2020; and (2) adjusted operating income (loss), which represents operating income (loss) excluding goodwill impairment charges and restructuring costs. These measures are presented because management uses this information to monitor and evaluate financial results and trends. Therefore, management believes this information is also useful for investors.

Financial Summary
Results of Operations

Our reportable segments consist of the Americas segment, the EMEA segment and the Other category. Unallocated corporate expenses are reported as Corporate.

Statement of Operations Data— Consolidated	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Revenue	\$ 2,596.2	100.0 %	\$ 3,723.7	100.0 %	\$ 3,443.2	100.0 %
Cost of sales	1,822.8	70.2	2,508.5	67.4	2,355.3	68.4
Restructuring costs	10.6	0.4	—	—	—	—
Gross profit	762.8	29.4	1,215.2	32.6	1,087.9	31.6
Operating expenses	684.2	26.4	958.2	25.7	904.3	26.3
Goodwill impairment charge	17.6	0.6	—	—	—	—
Restructuring costs	18.0	0.7	—	—	—	—
Operating income	43.0	1.7	257.0	6.9	183.6	5.3
Interest expense	(27.1)	(1.1)	(27.3)	(0.7)	(37.5)	(1.0)
Investment income	1.4	0.1	5.4	0.1	2.9	0.1
Other income, net	8.6	0.3	10.1	0.3	14.9	0.4
Income before income tax expense (benefit)	25.9	1.0	245.2	6.6	163.9	4.8
Income tax expense (benefit)	(0.2)	—	45.5	1.2	37.9	1.1
Net income	\$ 26.1	1.0 %	\$ 199.7	5.4 %	\$ 126.0	3.7 %
Earnings per share:						
Basic	\$ 0.22		\$ 1.67		\$ 1.06	
Diluted	\$ 0.22		\$ 1.66		\$ 1.05	

Organic Revenue Growth (Decline) — Consolidated	Year Ended	
	February 26, 2021	February 28, 2020
Prior year revenue	\$ 3,723.7	\$ 3,443.2
Acquisitions	2.2	88.6
Divestitures	(61.5)	(0.9)
Impact of additional week**	(48.4)	—
Currency translation effects*	23.0	(34.8)
Prior year revenue, adjusted	3,639.0	3,496.1
Current year revenue	2,596.2	3,723.7
Impact of additional week**	—	(48.4)
Current year revenue, adjusted	2,596.2	3,675.3
Organic growth (decline) \$	\$ (1,042.8)	\$ 179.2
Organic growth (decline) %	(29)%	5 %

* Currency translation effects represent the net effect of translating prior year foreign currency revenues using the average exchange rate on a monthly basis during the current year.

** 2020 included 53 weeks of revenue in the Americas and Other category. EMEA ends its fiscal year on the last day of February, so the comparison to the prior year is generally consistent.

Reconciliation of Operating Income to Adjusted Operating Income	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Operating income	\$ 43.0	1.7 %	\$ 257.0	6.9 %	\$ 183.6	5.3 %
Add: goodwill impairment charge	17.6	0.6	—	—	—	—
Add: restructuring costs	28.6	1.1	—	—	—	—
Adjusted operating income	\$ 89.2	3.4 %	\$ 257.0	6.9 %	\$ 183.6	5.3 %

The current year results of operations are presented in comparison to the prior year within the sections below. For a discussion of the 2020 results of operations in comparison to 2019, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our 2020 Annual Report on Form 10-K.

Overview

During 2021, the COVID-19 pandemic, actions taken by various governments and third parties to combat the spread of COVID-19 and the related global economic uncertainty resulted in significant declines in our revenue and orders compared to the prior year. We took a number of actions to conserve capital and reduce our cost structure in response to such events, including significantly reducing salaries in the first half of the year and substantially reducing discretionary spending. By the end of Q2 2021, we restored most of our global salaried workforce to full pay, and in Q2 and Q3 2021, we implemented workforce reductions in the Americas which lowered our annualized costs by approximately \$40.

In 2021, our revenue declined 30% compared to the prior year, and we had \$43.0 of operating income. The impact of the decline in revenue was partially mitigated by savings from cost reduction actions and lower variable compensation expense, which supported our profitability in 2021 despite the economic challenges faced throughout the year.

We recorded net income of \$26.1 and diluted earnings per share of \$0.22 in 2021 compared to net income of \$199.7 and diluted earnings per share of \$1.66 in 2020. In 2021, the results included: (1) a goodwill impairment charge related to the EMEA segment, which had the effect of decreasing net income by \$17.6 and diluted earnings per share by \$0.15, and (2) restructuring costs in the Americas segment, which had the effect of decreasing net income by \$17.4 and diluted earnings per share by \$0.15. In 2020, the results included a gain from the sale of PolyVision Corporation ("PolyVision"), which had the effect of increasing net income by \$19.7 after taking into account related variable compensation expense and tax benefits. Operating income of \$43.0 in 2021 represented a decrease of \$214.0 compared to the prior year. The decrease was due to lower revenue across all segments, restructuring costs and the goodwill impairment charge, partially offset by lower operating expenses and overhead costs. Excluding the impact of the restructuring costs and the impairment charge, adjusted operating income decreased by \$167.8 compared to the prior year.

Revenue of \$2,596.2 in 2021 represented a decrease of \$1,127.5, or 30%, compared to the prior year. The decline was broad-based across all segments due to the impacts of the COVID-19 pandemic. Revenue declined by 31% in the Americas, 24% in EMEA and 38% in the Other category. After adjusting for a \$61.5 impact from the divestiture of PolyVision, \$48.4 from an additional week in 2020, \$23.0 of currency translation effects and \$2.2 from an acquisition, the organic revenue decline was \$1,042.8 or 29% compared to the prior year. The organic revenue decline was 30% in the Americas, 26% in EMEA and 25% in the Other category.

Cost of sales as a percentage of revenue increased by 280 basis points to 70.2% of revenue in 2021 compared to 2020. Cost of sales as a percentage of revenue increased by 260 basis points in the Americas, 370 basis points in EMEA and 190 basis points in the Other category compared to the prior year. The year-over-year increase was driven by the decrease in revenue and approximately \$15 of higher costs related to direct labor and logistics inefficiencies as a result of disruptions and supply chain challenges experienced throughout the year, partially offset by:

- an approximately \$47 reduction in overhead costs,
- a \$35.0 reduction in variable compensation expense (\$4.3 of which related to the gain on the sale of PolyVision in the prior year), and
- pricing benefits.

Operating expenses of \$684.2 in 2021 represented a decrease of \$274.0 compared to the prior year. The primary drivers of the year-over-year decrease included:

- approximately \$112 of lower discretionary spending,
- approximately \$69 of lower wage and benefit expenses related to workforce reductions and temporary salary reductions,
- a \$69.3 reduction in variable compensation expense (\$9.1 of which related to the gain on the sale of PolyVision in the prior year),
- \$10.4 related to the additional week in 2020,
- \$6.7 of gains from the sale of land in 2021, and
- \$6.2 of higher COLI income in 2021.

The year-over-year decrease in operating expenses was partially offset by a \$21.0 gain from the sale of PolyVision in 2020. Operating expenses decreased by \$206.0 in the Americas, \$40.9 in EMEA and \$16.7 in the Other category (which had a \$20.6 benefit in 2020 from the gain on the sale of PolyVision, net of related variable compensation expense).

We recorded restructuring costs of \$28.6 in 2021 in the Americas related to workforce reduction actions taken as a result of reduced demand due to the COVID-19 pandemic. See Note 23 to the consolidated financial statements for further information.

Our 2021 effective tax rate was (0.8)% compared to a 2020 effective tax rate of 18.6%. The 2021 rate reflected \$11.7 of benefits related to the U.S. Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") and the non-deductible nature of the \$17.6 goodwill impairment charge. The 2020 rate reflected \$8.7 of net tax benefits related to the sale of PolyVision and a \$3.1 reversal of a valuation allowance in the U.K. See Note 17 to the consolidated financial statements for additional information.

Interest Expense, Investment Income and Other Income, Net

Interest Expense, Investment Income and Other Income, Net	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Interest expense	\$ (27.1)	\$ (27.3)	\$ (37.5)
Investment income	1.4	5.4	2.9
Other income (expense), net:			
Equity in income of unconsolidated affiliates	9.3	12.3	13.7
Foreign exchange gain (loss)	(2.3)	0.3	0.3
Net periodic pension and post-retirement credit (expense), excluding service cost	(0.3)	0.9	3.7
Miscellaneous income (expense), net	1.9	(3.4)	(2.8)
Total other income, net	8.6	10.1	14.9
Total interest expense, investment income and other income, net	\$ (17.1)	\$ (11.8)	\$ (19.7)

Investment income decreased by \$4.0 in 2021 compared to the prior year primarily due to lower market interest rates. Miscellaneous income (expense), net in 2021 included a \$2.8 gain related to additional proceeds received in 2021 from the partial sale of an investment in an unconsolidated affiliate in 2018.

Business Segment Disclosure

See Note 22 to the consolidated financial statements for additional information regarding our business segments.

Americas

The Americas segment serves customers in the U.S., Canada, the Caribbean Islands and Latin America with a comprehensive portfolio of furniture, architectural and technology products marketed to corporate, government, healthcare, education and retail customers through the Steelcase, Coalesse, Smith System, AMQ and Orangebox brands.

Statement of Operations Data— Americas	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Revenue	\$ 1,848.5	100.0 %	\$ 2,672.9	100.0 %	\$ 2,470.2	100.0 %
Cost of sales	1,285.1	69.5	1,789.1	66.9	1,673.5	67.7
Restructuring costs	10.6	0.6	—	—	—	—
Gross profit	552.8	29.9	883.8	33.1	796.7	32.3
Operating expenses	437.8	23.7	643.8	24.1	586.8	23.8
Goodwill impairment charge	—	—	—	—	—	—
Restructuring costs	18.0	1.0	—	—	—	—
Operating income	\$ 97.0	5.2 %	\$ 240.0	9.0 %	\$ 209.9	8.5 %

Organic Revenue Growth (Decline) — Americas	Year Ended	
	February 26, 2021	February 28, 2020
Prior year revenue	\$ 2,672.9	\$ 2,470.2
Acquisitions	2.2	43.6
Divestitures	—	—
Impact of additional week**	(42.7)	—
Currency translation effects*	(0.8)	(1.8)
Prior year revenue, adjusted	2,631.6	2,512.0
Current year revenue	1,848.5	2,672.9
Impact of additional week**	—	(42.7)
Current year revenue, adjusted	1,848.5	2,630.2
Organic growth (decline) \$	\$ (783.1)	\$ 118.2
Organic growth (decline) %	(30)%	5 %

* Currency translation effects represent the net effect of translating prior year foreign currency revenues using the average exchange rate on a monthly basis during the current year.

** 2020 included 53 weeks of revenue.

Reconciliation of Operating Income to Adjusted Operating Income - Americas	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Operating income	\$ 97.0	5.2 %	\$ 240.0	9.0 %	\$ 209.9	8.5 %
Add: goodwill impairment charge	—	—	—	—	—	—
Add: restructuring costs	28.6	1.6	—	—	—	—
Adjusted operating income	\$ 125.6	6.8 %	\$ 240.0	9.0 %	\$ 209.9	8.5 %

Operating income in the Americas declined by \$143.0 in 2021 compared to the prior year. The 2021 results included \$28.6 of restructuring costs. The remaining decrease was driven by lower revenue, partially offset by cost reductions. Excluding the impact of the restructuring costs, adjusted operating income decreased by \$114.4 compared to the prior year.

The Americas revenue represented 71.2% of consolidated revenue in 2021. Revenue for 2021 of \$1,848.5 represented a decrease of \$824.4 or 31% compared to 2020. The decline was driven by reduced industry demand due to the COVID-19 pandemic. After adjusting for the \$42.7 impact from the additional week in 2020, \$2.2 from an acquisition and \$0.8 of currency translation effects, revenue in 2021 declined by \$783.1 or 30% on an organic basis compared to the prior year.

Cost of sales as a percentage of revenue increased by 260 basis points to 69.5% of revenue in 2021 compared to the prior year. The year-over-year increase was driven by the decrease in revenue and approximately \$14 of higher costs related to direct labor and logistics inefficiencies as a result of disruptions and supply chain challenges experienced throughout the year, partially offset by:

- an approximately \$39 reduction in overhead costs,
- \$32.3 of lower variable compensation expense, and
- pricing benefits.

Operating expenses decreased by \$206.0 in 2021 compared to the prior year. The year-over-year comparison reflected the following:

- approximately \$75 of lower discretionary spending,
- \$55.3 of lower variable compensation expense,
- approximately \$48 of lower wage and benefit expenses related to workforce reductions and temporary salary reductions,
- \$7.2 related to the additional week in 2020, and
- \$6.7 from gains on the sale of land in 2021.

We recorded restructuring costs of \$28.6 in 2021 related to workforce reduction actions taken as a result of reduced demand due to the COVID-19 pandemic. See Note 23 to the consolidated financial statements for additional information.

EMEA

The EMEA segment serves customers in Europe, the Middle East and Africa primarily under the Steelcase, Orangebox and Coalesse brands, with a comprehensive portfolio of furniture, architectural and technology products.

Statement of Operations Data — EMEA	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Revenue	\$ 511.3	100.0 %	\$ 669.6	100.0 %	\$ 617.0	100.0 %
Cost of sales	380.4	74.4	473.2	70.7	448.7	72.7
Restructuring costs	—	—	—	—	—	—
Gross profit	130.9	25.6	196.4	29.3	168.3	27.3
Operating expenses	145.6	28.5	186.5	27.8	175.2	28.4
Goodwill impairment charge	17.6	3.4	—	—	—	—
Restructuring costs	—	—	—	—	—	—
Operating income (loss)	\$ (32.3)	(6.3)%	\$ 9.9	1.5 %	\$ (6.9)	(1.1)%

Organic Revenue Growth (Decline) — EMEA	Year Ended	
	February 26, 2021	February 28, 2020
Prior year revenue	\$ 669.6	\$ 617.0
Acquisitions	—	45.0
Divestitures	—	(0.9)
Impact of additional week**	—	—
Currency translation effects*	24.3	(28.5)
Prior year revenue, adjusted	693.9	632.6
Current year revenue	511.3	669.6
Impact of additional week**	—	—
Current year revenue, adjusted	511.3	669.6
Organic growth (decline) \$	\$ (182.6)	\$ 37.0
Organic growth (decline) %	(26)%	6 %

* Currency translation effects represent the net effect of translating prior year foreign currency revenues using the average exchange rate on a monthly basis during the current year.

** EMEA ends its fiscal year on the last day of February, so the comparison to the prior year is generally consistent.

Reconciliation of Operating Income (Loss) to Adjusted Operating Income (Loss) - EMEA	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Operating income (loss)	\$ (32.3)	(6.3)%	\$ 9.9	1.5 %	\$ (6.9)	(1.1)%
Add: goodwill impairment charge	17.6	3.4	—	—	—	—
Add: restructuring costs	—	—	—	—	—	—
Adjusted operating income (loss)	<u>\$ (14.7)</u>	<u>(2.9)%</u>	<u>\$ 9.9</u>	<u>1.5 %</u>	<u>\$ (6.9)</u>	<u>(1.1)%</u>

EMEA operating results declined by \$42.2 in 2021 compared to the prior year. The decrease was driven by lower revenue and a \$17.6 goodwill impairment charge related to the Orangebox U.K. reporting unit in Q1 2021, partially offset by lower operating expenses. Excluding the impact of the goodwill impairment charge, the 2021 adjusted operating loss of \$14.7 represented a decline of \$24.6 compared to the prior year.

EMEA revenue represented 19.7% of consolidated revenue in 2021. Revenue decreased by \$158.3 or 24% compared to the prior year. The decrease was broad-based across most markets due to reduced demand from the COVID-19 pandemic, partially offset by \$24.3 of favorable currency translation effects. Adjusted for the currency translation effects, revenue in 2021 declined by \$182.6 or 26% on an organic basis compared to the prior year.

Cost of sales as a percentage of revenue increased by 370 basis points to 74.4% in 2021 compared to the prior year. The increase was driven by lower revenue and unfavorable shifts in business mix (which included a higher mix of project business), partially offset by approximately \$8 of lower overhead costs.

Operating expenses decreased by \$40.9 in 2021 compared to the prior year. The decrease was driven by approximately \$21 from lower discretionary spending, approximately \$12 of lower wage and benefit expenses primarily related to temporary work hour reductions and \$8.2 of lower variable compensation expense.

Other

The Other category includes Asia Pacific and Designtex. Asia Pacific serves customers in Australia, China, India, Japan, Korea and other countries in Southeast Asia primarily under the Steelcase brand with a comprehensive portfolio of furniture, architectural and technology products. Designtex primarily sells textiles, wall coverings and surface imaging solutions specified by architects and designers directly to end-use customers through a direct sales force primarily in North America. In 2020 and 2019, the Other category also included PolyVision which was sold in Q4 2020.

Statement of Operations Data — Other	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Revenue	\$ 236.4	100.0 %	\$ 381.2	100.0 %	\$ 356.0	100.0 %
Cost of sales	157.3	66.5	246.2	64.6	233.1	65.5
Restructuring costs	—	—	—	—	—	—
Gross profit	79.1	33.5	135.0	35.4	122.9	34.5
Operating expenses	78.9	33.4	95.6	25.1	108.6	30.5
Goodwill impairment charge	—	—	—	—	—	—
Restructuring costs	—	—	—	—	—	—
Operating income	<u>\$ 0.2</u>	<u>0.1 %</u>	<u>\$ 39.4</u>	<u>10.3 %</u>	<u>\$ 14.3</u>	<u>4.0 %</u>

Organic Revenue Growth (Decline) — Other	Year Ended	
	February 26, 2021	February 28, 2020
Prior year revenue	\$ 381.2	\$ 356.0
Acquisitions	—	—
Divestitures	(61.5)	—
Impact of additional week**	(5.7)	—
Currency translation effects*	(0.5)	(4.5)
Prior year revenue, adjusted	313.5	351.5
Current year revenue	236.4	381.2
Impact of additional week**	—	(5.7)
Current year revenue, adjusted	236.4	375.5
Organic growth (decline) \$	\$ (77.1)	\$ 24.0
Organic growth (decline) %	(25)%	7 %

* Currency translation effects represent the net effect of translating prior year foreign currency revenues using the average exchange rate on a monthly basis during the current year.

** 2020 included 53 weeks of revenue.

Reconciliation of Operating Income to Adjusted Operating Income - Other	Year Ended					
	February 26, 2021		February 28, 2020		February 22, 2019	
Operating income	\$ 0.2	0.1 %	\$ 39.4	10.3 %	\$ 14.3	4.0 %
Add: goodwill impairment charge	—	—	—	—	—	—
Add: restructuring costs	—	—	—	—	—	—
Adjusted operating income	\$ 0.2	0.1 %	\$ 39.4	10.3 %	\$ 14.3	4.0 %

Operating income in the Other category decreased by \$39.2 in 2021 compared to the prior year, which included a \$20.4 benefit from the gain on the sale of PolyVision, net of related variable compensation expense, and a \$7.0 negative impact from the PolyVision divestiture. The remaining decrease was driven by lower revenue, partially offset by lower operating expenses.

Revenue in the Other category represented 9.1% of consolidated revenue in 2021. Revenue in 2021 decreased by \$144.8 or 38% compared to the prior year. The decrease was driven by lower revenue in both Asia Pacific and Designtex as a result of reduced demand due to the COVID-19 pandemic and a \$61.5 impact from the PolyVision divestiture. After adjusting for the impact of the divestiture, \$5.7 related to the additional week in 2020 and \$0.5 of currency translation effects, the organic revenue decline was \$77.1 or 25%, compared to the prior year.

Operating expenses decreased by \$16.7 compared to the prior year. The decrease was driven by approximately \$14 of lower discretionary spending, an \$11.8 impact from the PolyVision divestiture, and approximately \$9 of lower wage and benefit expenses related to temporary salary reductions, partially offset by the gain from the sale of PolyVision in Q4 2020, net of related variable compensation expense, of \$20.6.

Corporate

Corporate costs include unallocated portions of shared service functions such as information technology, corporate facilities, finance, human resources, research, legal and customer aviation, plus deferred compensation expense and income or losses associated with COLI.

Statement of Operations Data — Corporate	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Operating expenses	\$ 21.9	\$ 32.3	\$ 33.7

The decrease in operating expenses in 2021 was driven by \$6.2 of higher COLI income, approximately \$3 of lower discretionary spending, \$2.8 of lower variable compensation expense and approximately \$2 of lower wage and benefit expenses related to temporary salary reductions and lower discretionary spending, partially offset by a \$4.2 increase in deferred compensation expense.

Liquidity and Capital Resources

Liquidity

Cash and cash equivalents are used to fund day-to-day operations, including seasonal disbursements, particularly the annual payment of accrued variable compensation and retirement plan contributions in Q1 of each fiscal year. During normal business conditions, we target a range of \$75 to \$175 for cash and cash equivalents to fund operating requirements. In addition, we may carry additional liquidity for potential investments in strategic initiatives and as a cushion against economic volatility, and from time to time, we may allow our cash and cash equivalents to temporarily fall below our targeted range to fund acquisitions and other growth initiatives.

Liquidity Sources	February 26, 2021	February 28, 2020
Cash and cash equivalents	\$ 489.8	\$ 541.0
Company-owned life insurance	169.5	160.0
Availability under credit facilities	265.9	273.3
Total liquidity sources available	<u>\$ 925.2</u>	<u>\$ 974.3</u>

As of February 26, 2021, we held \$489.8 in cash and cash equivalents. Of that total, 87% was located in the U.S. and the remaining 13%, or \$63.5, was located outside of the U.S., primarily in China (including Hong Kong), Mexico, the U.K., Malaysia and India.

COLI investments are recorded at their net cash surrender value. Our investments in COLI policies are intended to be utilized as a long-term funding source for long-term benefit obligations. However, COLI can also be used as a source of liquidity. We believe the financial strength of the issuing insurance companies associated with our COLI policies is sufficient to meet their obligations. See Note 10 to the consolidated financial statements for additional information.

Availability under credit facilities may be reduced related to compliance with applicable covenants. See *Liquidity Facilities* for more information.

The following table summarizes our consolidated statements of cash flows:

Cash Flow Data	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Net cash flow provided by (used in):			
Operating activities	\$ 64.8	\$ 360.8	\$ 131.2
Investing activities	(30.6)	4.5	(271.6)
Financing activities	(87.8)	(81.9)	122.3
Effect of exchange rate changes on cash and cash equivalents	2.1	(1.1)	(2.7)
Net increase (decrease) in cash, cash equivalents and restricted cash	(51.5)	282.3	(20.8)
Cash, cash equivalents and restricted cash, beginning of period	547.1	264.8	285.6
Cash, cash equivalents and restricted cash, end of period	<u>\$ 495.6</u>	<u>\$ 547.1</u>	<u>\$ 264.8</u>

Cash provided by operating activities

Cash Flow Data—Operating Activities	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Net income	\$ 26.1	\$ 199.7	\$ 126.0
Depreciation and amortization	85.2	85.6	81.6
Goodwill impairment charge	17.6	—	—
Restructuring costs	28.6	—	—
Changes in accounts receivable, inventories and accounts payable	79.0	11.8	(81.9)
Employee compensation liabilities	(138.7)	36.7	21.1
Employee benefit obligations	(22.6)	(3.1)	4.0
Other	(10.4)	30.1	(19.6)
Net cash provided by operating activities	<u>\$ 64.8</u>	<u>\$ 360.8</u>	<u>\$ 131.2</u>

The decrease in cash provided by operating activities in 2021 as compared to 2020 was primarily due to lower net income. Annual payments related to accrued variable compensation and retirement plan contributions, typically made in Q1 each year for the preceding year, totaled \$148.0 in 2021 compared to \$114.3 in 2020. In 2021, we paid \$28.2 related to severance and other separation-related benefits for workforce reductions in our Americas segment which is reflected in the change in employee compensation liabilities. Changes in other operating assets and liabilities in 2021 reflects a net \$40.2 increase in income taxes receivable related to the tax loss that we recorded in the U.S. in the current year which can be carried back.

Cash provided by (used in) investing activities

Cash Flow Data—Investing Activities	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Capital expenditures	\$ (41.3)	\$ (73.4)	\$ (81.4)
Proceeds from disposal of fixed assets	7.4	1.8	20.5
Proceeds from business divestitures, net of costs to sell	—	72.6	(0.3)
Acquisitions, net of cash acquired	(3.8)	(3.7)	(226.2)
Other	7.1	7.2	15.8
Net cash provided by (used in) investing activities	<u>\$ (30.6)</u>	<u>\$ 4.5</u>	<u>\$ (271.6)</u>

Capital expenditures in 2021 were lower compared to 2020 due to our reduced spending during the COVID-19 pandemic and were primarily related to investments in manufacturing operations, product development and customer-facing facilities. We sold land for proceeds of \$7.1 in 2021. Other investing activities included \$3.3 of additional proceeds received in 2021 from the partial sale of an investment in an unconsolidated affiliate in 2018. Remaining proceeds from other investing activities primarily relate to COLI policy maturities.

In 2020, we sold PolyVision for net proceeds of \$72.6. See Note 21 to the consolidated financial statements for additional information.

Cash provided by (used in) financing activities

Cash Flow Data—Financing Activities	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Dividends paid	\$ (43.5)	\$ (69.1)	\$ (64.3)
Common stock repurchases	(42.7)	(8.7)	(4.2)
Borrowings on lines of credit	250.0	—	323.1
Repayments on lines of credit	(250.0)	—	(323.1)
Borrowing of long-term debt	—	—	450.0
Repayments of long-term debt	(2.4)	(2.9)	(252.7)
Other	0.8	(1.2)	(6.5)
Net cash provided by (used in) financing activities	<u>\$ (87.8)</u>	<u>\$ (81.9)</u>	<u>\$ 122.3</u>

We paid dividends of \$0.07 per common share in Q1 2021 and dividends of \$0.10 per common share in each of Q2 2021, Q3 2021 and Q4 2021. We paid dividends of \$0.145 per common share during each quarter in 2020. On March 23, 2021, our Board of Directors declared a dividend of \$0.10 per common share to be paid in Q1 2022.

In Q1 2021, we borrowed \$250.0 under our global credit facility to provide additional liquidity in light of the uncertainty related to the COVID-19 pandemic. We repaid the full \$250.0 borrowed by the end of Q3 2021.

During 2021 and 2020, we made common stock repurchases of \$42.7 and \$8.7, respectively, all of which related to our Class A Common Stock. These common stock repurchases included repurchases of Class A Common Stock of \$4.0 and \$4.8 in 2021 and 2020, respectively, which were made to satisfy participants' tax withholding obligations upon the issuance of shares under equity awards, pursuant to the terms of our Incentive Compensation Plan.

As of February 26, 2021, we had \$56.4 of remaining availability under the \$150 share repurchase program approved by our Board of Directors in 2016.

Capital Resources
Off-Balance Sheet Arrangements

In certain cases, we guarantee completion of contracts by our dealers or other third parties. Due to the contingent nature of guarantees, the full value of the guarantees is not recorded in our Consolidated Balance Sheets. We record reserves to cover potential losses related to guarantees when appropriate based upon the applicable accounting guidance. As of February 26, 2021 and February 28, 2020, there were no reserves for guarantees recorded in the Consolidated Balance Sheets.

Contractual Obligations

Our contractual obligations as of February 26, 2021 were as follows:

Contractual Obligations	Payments Due by Period				
	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt and short-term borrowings	\$ 483.9	\$ 4.7	\$ 34.8	\$ —	\$ 444.4
Estimated interest on debt obligations	185.2	24.3	47.2	46.2	67.5
Operating leases	275.9	52.0	84.5	67.7	71.7
Committed capital expenditures	26.9	26.9	—	—	—
Purchase obligations	59.4	28.8	26.4	4.2	—
Other liabilities	0.8	0.8	—	—	—
Employee benefit and compensation obligations	192.2	62.9	32.5	23.6	73.2
Total	<u>\$ 1,224.3</u>	<u>\$ 200.4</u>	<u>\$ 225.4</u>	<u>\$ 141.7</u>	<u>\$ 656.8</u>

Total consolidated debt as of February 26, 2021 was \$483.9 which primarily consists of \$444.1 in term notes due in 2029 and \$37.5 related to a term loan secured by our two corporate aircraft which is due in 2024.

We have commitments related to corporate offices, sales offices, showrooms, manufacturing facilities and equipment under non-cancelable operating leases that expire at various dates through 2031. Minimum payments under operating leases, net of sublease rental income, are presented in the table above.

Committed capital expenditures represent obligations we have related to property, plant and equipment purchases.

Purchase obligations represent obligations under non-cancelable contracts to purchase goods or services beyond the needs of meeting current backlog or production.

Other liabilities represent obligations for foreign exchange forward contracts.

Employee benefit and compensation obligations represent contributions and benefit payments expected to be made for our post-retirement, pension, deferred compensation, defined contribution, severance arrangements and variable compensation plans. Our obligations related to post-retirement benefit plans are not contractual, and the plans could be amended at the discretion of the Compensation Committee of our Board of Directors. We limited our disclosure of post-retirement and pension contributions and benefit payments to 10 years as information beyond this time period was not available. See Note 15 to the consolidated financial statements for additional information.

The contractual obligations table above is presented as of February 26, 2021. The amounts of these obligations could change materially over time as new contracts or obligations are initiated and existing contracts or obligations are terminated or modified. We anticipate the cash expected to be generated from future operations and current cash and cash equivalents, funds available under our credit facilities and funds available from COLI will be sufficient to fulfill our existing contractual obligations.

Liquidity Facilities

Our total liquidity facilities as of February 26, 2021 were as follows:

Liquidity Facilities	February 26, 2021
Global committed bank facility	\$ 250.0
Other committed bank facility	2.7
Various uncommitted lines	18.3
Total credit lines available	271.0
Less: Borrowings outstanding	(1.4)
Less: Other guarantees	(3.7)
Available capacity	<u>\$ 265.9</u>

We have a \$250.0 global committed bank facility in effect through 2025. As of February 26, 2021, there were no borrowings outstanding under the facility, \$3.7 of guarantees which reduced our availability, and we were in compliance with all covenants under the facility.

We have a \$12.5 committed credit facility related to a subsidiary, which has current availability of \$2.7 based on eligible accounts receivable of the subsidiary. As of February 26, 2021, \$1.4 was outstanding under the facility.

The various uncommitted lines may be changed or canceled by the applicable lenders at any time. There were no borrowings outstanding under the uncommitted facilities as of February 26, 2021.

In addition, we have revolving credit agreements of \$40.7 which can be utilized to support bank guarantees, letters of credit or foreign exchange contracts. As of February 26, 2021, we had \$12.9 in outstanding bank guarantees and standby letters of credit against these agreements. There were no draws against our letters of credit during 2021 or 2020.

Total consolidated debt as of February 26, 2021 was \$483.9. Our debt primarily consists of \$444.1 in term notes due in 2029 with an effective interest rate of 5.6%. In addition, we have a term loan with a balance as of February 26, 2021 of \$37.5. This term loan has a floating interest rate based on 30-day LIBOR plus 1.20% and is due in 2024. The term notes are unsecured, and the term loan is secured by our two corporate aircraft. The term notes and the term loan contain no financial covenants and are not cross-defaulted to our other debt facilities.

See Note 13 to the consolidated financial statements for additional information.

Liquidity Outlook

At February 26, 2021, our total liquidity, which is comprised of cash and cash equivalents and the cash surrender value of COLI, aggregated to \$659.3. Our liquidity position, funds available under our credit facilities and cash generated from operations are expected to be sufficient to finance our known and foreseeable liquidity needs.

Our significant funding requirements include operating expenses, non-cancelable operating lease obligations, capital expenditures, variable compensation and retirement plan contributions, dividend payments and debt service obligations. We have flexibility over some of these uses of cash, including capital expenditures and discretionary operating expenses, to preserve our liquidity position. We expect capital expenditures in 2022 will not exceed \$70 as compared to \$41.3 in 2021.

During 2021, we took a number of actions to protect our liquidity as a result of the COVID-19 pandemic, including eliminating travel and events, temporary labor, overtime and scaling back project spending. We maintained these cost reduction efforts through the end of 2021 and have continued to maintain them going into 2022 as we monitor incoming order patterns and as our customers begin to return to their offices, while resuming some project spending to stay invested in our growth initiatives.

On March 23, 2021, we announced a quarterly dividend on our common stock of \$0.10 per share, or approximately \$12, to be paid in Q1 2022. Future dividends will be subject to approval by our Board of Directors.

Critical Accounting Estimates

Management's Discussion and Analysis of Financial Condition and Results of Operations is based upon our consolidated financial statements and accompanying notes. Our consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. These principles require the use of estimates and assumptions that affect amounts reported and disclosed in the consolidated financial statements and accompanying notes. Although these estimates are based on historical data and management's knowledge of current events and actions it may undertake in the future, actual results may differ from the estimates if different conditions occur. The accounting estimates that typically involve a higher degree of judgment and complexity are listed and explained below. These estimates were discussed with the Audit Committee of our Board of Directors and affect all of our segments.

Business Combinations and Goodwill

We allocate the fair value of purchase consideration to tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. The excess of the fair value of purchase consideration over the fair values of these identifiable assets and liabilities is allocated to goodwill. The allocation of the purchase consideration requires management to make significant estimates and assumptions, especially with respect to intangible assets. These estimates are reviewed with our advisors and can include, but are not limited to, future expected cash flows related to acquired dealer relationships, trademarks and know-how/designs and require estimation of useful lives and discount rates. Our estimates of fair value are based upon assumptions believed to be reasonable but which are inherently uncertain and unpredictable, and as a result, actual results may differ from these estimates. During the measurement period, which is up to one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings. During 2021, there were no material acquisitions. See Note 20 to the consolidated financial statements for additional information.

Annually in Q4, or earlier if conditions indicate it is necessary, the carrying value of each reporting unit is compared to an estimate of its fair value. If the estimated fair value of the reporting unit is less than the carrying value, the difference is recorded as an impairment charge. Goodwill is assigned to and the fair value is tested at the reporting unit level. In 2021, we evaluated goodwill using eight reporting units: the Americas, Red Thread, EMEA, Asia Pacific, Designtex, AMQ, Smith System and Orangebox U.K.

During Q4 2021, we performed our annual impairment assessment of goodwill in our reporting units. In the test for potential impairment, we measured the estimated fair values of our reporting units using a discounted cash flow ("DCF") valuation method. The DCF analysis calculated the present value of projected cash flows and a residual value using discount rates that ranged from 8% to 13%. Considerable management judgment is necessary to evaluate the impact of operating changes and to estimate future cash flows in measuring fair value. Assumptions used in our impairment valuations, such as discount rates, forecasted revenue growth rates, expected operating margins and estimated capital investment, are consistent with our internal projections as of the time of the assessment. These assumptions could change over time, which may result in future impairment charges. We corroborated the results of the DCF analysis with a market-based approach that used observable comparable company information to support the appropriateness of the fair value estimates.

In Q1 2021, we recorded a goodwill impairment charge related to the Orangebox U.K. reporting unit. There were no other goodwill impairments recorded for the year ended February 26, 2021. See Note 11 to the consolidated financial statements for additional information.

As of February 26, 2021, we had remaining goodwill recorded on our Consolidated Balance Sheet as follows:

Reportable Segment	Goodwill
Americas	\$ 207.4
EMEA	—
Other category	10.7
Total	<u>\$ 218.1</u>

As of the valuation date, the enterprise value available for goodwill determined as described above is substantially in excess of the underlying reported value of goodwill for all reporting units. See Note 2 and Note 11 to the consolidated financial statements for additional information.

Income Taxes

Our annual effective tax rate is based on income, statutory tax rates and tax planning strategies in various jurisdictions in which we operate. Tax laws are complex and subject to different interpretations by the taxpayer and respective governmental taxing authorities. Significant judgment is required in determining our tax expense and in evaluating tax positions.

We are audited by the U.S. Internal Revenue Service under the Compliance Assurance Process (“CAP”). Under CAP, the U.S. Internal Revenue Service works with large business taxpayers to identify and resolve issues prior to the filing of a tax return. Accordingly, we expect to record minimal liabilities for U.S. Federal uncertain tax positions. Tax positions are reviewed regularly for state, local and non-U.S. tax liabilities associated with uncertain tax positions.

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. These assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to reverse. In evaluating our ability to recover deferred tax assets within the jurisdiction from which they arise, we consider all positive and negative evidence. These expectations require significant judgment and are developed using forecasts of future taxable income that are consistent with the internal plans and estimates we are using to manage the underlying business as of the time of the evaluation. Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future.

Future tax benefits are recognized to the extent that realization of these benefits is considered more likely than not. As of February 26, 2021, we recorded tax benefits from net operating loss carryforwards of \$46.1. We also have recorded valuation allowances totaling \$3.0 against these assets, which reduced our recorded tax benefit to \$43.1. It is considered more likely than not that a \$43.1 cash benefit will be realized on these carryforwards in future periods. This determination is based on the expectation that related operations will be sufficiently profitable or various tax, business and other planning strategies will enable us to utilize the carryforwards. To the extent that available evidence raises doubt about the realization of a deferred tax asset, a valuation allowance would be established or adjusted. A change in judgment regarding our expected ability to realize deferred tax assets would be accounted for as a discrete tax expense or benefit in the period in which it occurs.

Additionally, we have deferred tax assets related to tax credit carryforwards of \$22.0 comprised primarily of United States foreign tax credits and investment tax credits granted by the Czech Republic. The U.S. foreign tax credit carryforward period is 10 years, and utilization of foreign tax credits is restricted to 21% of foreign source taxable income in that year. We have projected our pretax domestic earnings and foreign source income and expect to utilize \$12.9 of excess foreign tax credits within the allowable carryforward period. The carryforward period for the Czech Republic investment tax credits is also 10 years. We have projected our pretax earnings in the Czech Republic and expect to utilize the entire \$6.0 of credits within the allowable carryover period. Valuation allowances are recorded to the extent realization of the tax credit carryforwards is not more likely than not.

See Note 17 to the consolidated financial statements for additional information.

Pension and Other Post-Retirement Benefits

We sponsor a number of domestic and foreign plans to provide pension, medical and life insurance benefits to retired employees. As of February 26, 2021 and February 28, 2020, the fair value of plan assets, benefit plan obligations and funded status of these plans were as follows:

	Defined Benefit Pension Plans		Post-Retirement Plans	
	February 26, 2021	February 28, 2020	February 26, 2021	February 28, 2020
Fair value of plan assets	\$ 33.2	\$ 31.3	\$ —	\$ —
Benefit plan obligations	85.9	82.5	42.7	44.3
Funded status	<u>\$ (52.7)</u>	<u>\$ (51.2)</u>	<u>\$ (42.7)</u>	<u>\$ (44.3)</u>

The post-retirement medical and life insurance plans are unfunded. As of February 26, 2021, approximately 61% of our unfunded defined benefit pension obligations is related to our non-qualified supplemental retirement plan that is limited to a select group of management approved by the Compensation Committee of our Board of Directors and is unfunded. The post-retirement medical and life insurance plans were frozen to new participants in 2003. The non-qualified supplemental retirement plan was frozen to new participants in 2016, and the benefits were capped for existing participants. A portion of our investments in whole life and variable life COLI policies with a net cash surrender value of \$169.5 as of February 26, 2021 are intended to be utilized as a long-term funding source for post-retirement medical benefits, deferred compensation and defined benefit pension plan obligations. The asset values of the COLI policies are not segregated in a trust specifically for the plans and thus are not considered

plan assets. Changes in the values of these policies have no effect on the post-retirement benefits expense, defined benefit pension expense or benefit obligations recorded in the consolidated financial statements.

We recognize the cost of benefits provided during retirement over the employees' active working lives. Inherent in this approach is the requirement to use various actuarial assumptions to predict and measure costs and obligations many years prior to the settlement date. Key actuarial assumptions that require significant management judgment and have a material impact on the measurement of our consolidated benefits expense and benefit obligations include, among others, the discount rate and health care cost trend rates. These and other assumptions are reviewed with our actuaries and updated annually based on relevant external and internal factors and information, including, but not limited to, benefit payments, expenses paid from the plan, rates of termination, medical inflation, regulatory requirements, plan changes and governmental coverage changes.

To conduct our annual review of discount rates, we perform a matching exercise of projected plan cash flows against spot rates on a yield curve comprised of high quality corporate bonds as of the measurement date (the Ryan ALM Top Third curve). The measurement dates for our retiree benefit plans are consistent with the last day in February. Accordingly, we select discount rates to measure our benefit obligations that are consistent with market indices at the end of February.

Based on consolidated benefit obligations as of February 26, 2021, a one percentage point decline in the weighted-average discount rate used for benefit plan measurement purposes would have changed the 2021 consolidated benefit obligations by approximately \$16. All obligation-related actuarial gains and losses are amortized using a straight-line method over the average remaining service period of active plan participants.

To conduct our annual review of healthcare cost trend rates, we model our actual claims cost data over a historical period, including an analysis of the pre-65 age group and other important demographic components of our covered retiree population. This data is adjusted to eliminate the impact of plan changes and other factors that would tend to distort the underlying healthcare cost inflation trends. Our initial healthcare cost trend rate is reviewed annually and adjusted as necessary to remain consistent with recent historical experience and our expectations regarding short-term future trends. As of February 26, 2021, our initial rate of 6.00% for pre-age 65 retirees was trended downward by each year, until the ultimate trend rate of 4.50% was reached. The ultimate trend rate is adjusted annually, as necessary, to approximate the current economic view on the rate of long-term inflation plus an appropriate healthcare cost premium. Post-age 65 trend rates are not applicable as our plan provides a fixed subsidy for post-age 65 benefits.

Despite the previously described policies for selecting key actuarial assumptions, we periodically experience material differences between assumed and actual experience. Our consolidated net unamortized prior service credits and net actuarial losses of \$0.9 and \$21.9, respectively, are recorded in *Accumulated other comprehensive income (loss)* in the Consolidated Balance Sheets.

See Note 15 to the consolidated financial statements for additional information.

Forward-Looking Statements

From time to time, in written and oral statements, we discuss our expectations regarding future events and our plans and objectives for future operations. These forward-looking statements discuss goals, intentions and expectations as to future trends, plans, events, results of operations or financial condition, or state other information relating to us, based on current beliefs of management as well as assumptions made by, and information currently available to, us. Forward-looking statements generally are accompanied by words such as "anticipate," "believe," "could," "estimate," "expect," "forecast," "intend," "may," "possible," "potential," "predict," "project," or other similar words, phrases or expressions. Although we believe these forward-looking statements are reasonable, they are based upon a number of assumptions concerning future conditions, any or all of which may ultimately prove to be inaccurate. Forward-looking statements involve a number of risks and uncertainties that could cause actual results to vary from our expectations because of factors such as, but not limited to, competitive and general economic conditions domestically and internationally; acts of terrorism, war, governmental action, natural disasters, pandemics and other Force Majeure events, cyberattacks; the COVID-19 pandemic and the actions taken by various governments and third parties to combat the pandemic; changes in the legal and regulatory environment; changes in and availability of raw material, commodity and other input costs; currency fluctuations; changes in customer demands; and the other risks and contingencies detailed in this Report and our other filings with the SEC. We undertake no obligation to update, amend or clarify forward-looking statements, whether as a result of new information, future events or otherwise.

Recently Issued Accounting Standards

See Note 3 to the consolidated financial statements for information regarding recently issued accounting standards.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk:

We are exposed to market risks from foreign currency exchange, interest rates, commodity prices and fixed income and equity prices, which could affect our operating results, financial position and cash flows.

Foreign Currency Exchange Risk

We are exposed to foreign currency exchange rate risk primarily on sales and cost commitments, anticipated sales and purchases and assets and liabilities denominated in currencies other than the functional currency of the operating entity. We seek to manage our foreign exchange risk largely through operational means, including matching revenue with same-currency costs and assets with same-currency liabilities. We transacted business globally in 16 primary currencies in 2021 and 2020, of which the most significant were the U.S. dollar, the euro, the U.K. pound sterling, Chinese renminbi, the Canadian dollar, Malaysian ringgit, Indian rupee and Mexican peso. Revenue from foreign locations represented approximately 33% of our consolidated revenue in 2021 and 34% in 2020. We actively manage the foreign currency exposures that are associated with committed foreign currency purchases and sales created in the normal course of business at the local entity level. Exposures that cannot be naturally offset within a local entity to an immaterial amount are often netted with offsetting exposures at other entities or hedged with foreign currency derivatives. We do not use foreign currency derivatives for trading or speculative purposes. Our results are affected by the strength of the currencies in countries where we manufacture or purchase goods relative to the strength of the currencies in countries where our products are sold.

We estimate that an additional 10% strengthening of the U.S. dollar against local currencies would have increased operating income by approximately \$10 in 2021 and by less than \$5 in 2020. These estimates assume no changes other than the U.S. dollar exchange rate itself. However, this quantitative measure has inherent limitations. The sensitivity analysis disregards the possibility that U.S. dollar and other exchange rates can move in opposite directions and that gains from one currency may or may not be offset by losses from another currency.

The translation of the assets and liabilities of our international subsidiaries is completed using the foreign currency exchange rates as of the end of the fiscal year. Translation adjustments are not included in determining net income but are included in *Accumulated other comprehensive income (loss)* within shareholders' equity in the Consolidated Balance Sheets until a sale or substantially complete liquidation of the net investment in the international subsidiary takes place. In certain markets, we could recognize a significant gain or loss related to unrealized cumulative translation adjustments if we were to exit the market and liquidate our net investment. As of February 26, 2021 and February 28, 2020, the cumulative net currency translation adjustments reduced shareholders' equity by \$26.1 and \$57.5, respectively.

Foreign currency exchange gains and losses reflect transaction gains and losses, which arise from monetary assets and liabilities denominated in currencies other than a business unit's functional currency and are recorded in *Other income, net* in the Consolidated Statements of Income. In 2021, net foreign currency exchange losses were \$2.3 and in 2020, net foreign currency exchange gains were \$0.3.

See Note 2 to the consolidated financial statements for additional information.

Interest Rate Risk

We are exposed to interest rate risk primarily on our cash and cash equivalents, long-term investments and short-term and long-term borrowings. Our cash equivalents are primarily held in money market funds invested in U.S. government debt securities. The risk on our short-term and long-term borrowings is primarily related to a floating interest rate loan with a balance of \$37.5 and \$39.9 as of February 26, 2021 and February 28, 2020, respectively. This loan bears a floating interest rate based on 30-day LIBOR plus 1.20%.

We estimate a 1% increase in interest rates would have increased our net income by less than \$2 in 2021 and 2020, mainly as a result of higher interest income on our cash equivalents and long-term investments. However, this quantitative measure has inherent limitations since not all of our investments are in similar asset classes.

See Note 7 and Note 13 to the consolidated financial statements for additional information.

Commodity Price Risk

We are exposed to commodity price risk on raw material, component and finished good purchases. The raw materials that we purchase and that are used in the manufacture of the components and finished goods are not rare or unique to our industry. The cost of steel, petroleum-based products (including plastics and foam), aluminum, other metals, wood, particleboard and other commodities, such as fuel and energy, have fluctuated due to changes in global supply and demand. Our gross margins could be affected if these types of costs continue to fluctuate or changes in global supply and demand force us to procure materials from outside our current supply chains. We actively manage these raw material costs through global sourcing initiatives and price increases on our products. However, in the short-term, significant increases in raw material costs, commodity and other input costs can be very difficult to offset with price increases because of contractual agreements with our customers, and it is difficult to find effective financial instruments to hedge against such changes.

As a result of changes in commodity costs, cost of sales decreased approximately \$8 during 2021 and decreased approximately \$18 in 2020. The decrease in commodity costs during 2021 was driven primarily by lower steel and plastic costs, which reflected reductions throughout the first three quarters of the fiscal year and rising costs in the fourth quarter. The decrease in commodity costs during 2020 was driven primarily by lower steel costs. We estimate that a 1% increase in commodity prices, assuming no offsetting benefit of price increases, would have decreased our operating income by approximately \$11 in 2021 and approximately \$13 in 2020. This quantitative measure has inherent limitations given the likelihood of implementing pricing actions to offset significant increases in commodity prices.

Fixed Income and Equity Price Risk

We are exposed to fixed income and equity price risk primarily on the cash surrender value associated with our investments in variable life COLI policies, which totaled \$58.2 as of February 26, 2021. Our variable life COLI policies were allocated at approximately 50% fixed income and 50% equity investments as of February 26, 2021.

We estimate a 10% adverse change in the value of the equity portion of our variable life COLI investments would reduce our net income by approximately \$3 in 2021 and approximately \$4 in 2020. However, given that a portion of the investments in COLI policies are intended to be utilized as a long-term funding source for deferred compensation obligations, and the related earnings associated with these obligations are driven by participant investment elections that often include equity market allocations, any adverse change in the equity portion of our variable life COLI investments may be partially offset by reductions in deferred compensation liabilities. We estimate that the risk of changes in the value of the variable life COLI investments due to other factors, including changes in interest rates, yield curve and portfolio duration, would not have a material impact on our results of operations or financial condition. This quantitative measure has inherent limitations since not all of our investments are in similar asset classes.

See Note 10 to the consolidated financial statements for additional information.

Item 8. Financial Statements and Supplementary Data:

MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining effective internal control over financial reporting. This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and the Board of Directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect all misstatements. Further, because of changes in conditions, effectiveness of internal control over financial reporting may vary over time.

Management assessed the effectiveness of the system of internal control over financial reporting based on the framework in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management determined that our system of internal control over financial reporting was effective as of February 26, 2021.

Deloitte & Touche LLP, the independent registered certified public accounting firm that audited our financial statements included in this annual report on Form 10-K, also audited the effectiveness of our internal control over financial reporting, as stated in their report which is included herein.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Steelcase Inc.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of Steelcase Inc. and subsidiaries (the "Company") as of February 26, 2021, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of February 26, 2021, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended February 26, 2021, of the Company and our report dated April 20, 2021, expressed an unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP

Grand Rapids, Michigan

April 20, 2021

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Steelcase Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Steelcase Inc. and subsidiaries (the "Company") as of February 26, 2021 and February 28, 2020, the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows, for each of the three years in the period ended February 26, 2021, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of February 26, 2021 and February 28, 2020, and the results of its operations and its cash flows for each of the three years in the period ended February 26, 2021, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of February 26, 2021, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated April 20, 2021, expressed an unqualified opinion on the Company's internal control over financial reporting.

Change in Accounting Principle

As discussed in Note 2 to the financial statements, in the first quarter of 2020, the Company adopted FASB Accounting Standards Update 2016-02, *Leases* (Topic 842), using the modified retrospective approach.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Goodwill – AMQ and Orangebox U.K. Reporting Units – Refer to Notes 2 and 11 to the financial statements

Critical Audit Matter Description

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company used the income approach with the discounted cash flow valuation method to estimate fair value, which requires management to make significant estimates and assumptions related to discount rates, forecasted revenue growth rates and expected operating margins. Changes in these assumptions could have a significant impact on either the fair value, the amount of any goodwill impairment charge, or both. The Company corroborates the results determined using the income approach with a market-based approach that uses observable comparable company information to support the appropriateness of the fair value estimates.

In the first quarter of 2021, the Company determined that a triggering event occurred which resulted in an interim impairment evaluation of goodwill for each reporting unit. As a result of the interim goodwill impairment evaluation, the Company determined that the carrying value of the Orangebox U.K. reporting unit ("Orangebox U.K.") exceeded its fair value, resulting in a \$17.6 million goodwill impairment charge recorded in the first quarter of 2021. Following the charge, Orangebox U.K. had no remaining goodwill. Based on the results of the Company's interim and annual goodwill impairment evaluations, the Company concluded that no other goodwill impairment existed for the year ended February 26, 2021. The consolidated goodwill balance was \$218.1 million as of February 26, 2021, of which \$31.5 million was allocated to the AMQ Reporting Unit ("AMQ") and \$0.0 million was allocated to Orangebox U.K.

We identified goodwill for AMQ and Orangebox U.K. as a critical audit matter because of the significant judgments made by management to estimate the fair values of AMQ and Orangebox U.K. given the sensitivity of operating changes on future cash flows for these reporting units. This required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists, when performing audit procedures to evaluate the reasonableness of management's estimates and assumptions related to selection of the discount rates, forecasted revenue growth rates and expected operating margins.

How the Critical Audit Matter Was Addressed in the Audit

Our audit procedures related to discount rates, forecasted revenue growth rates and expected operating margins used by management to estimate the fair values of AMQ and Orangebox U.K. included the following, among others:

- We tested the effectiveness of controls over management's goodwill impairment evaluations, including those over the determination of the fair values of AMQ and Orangebox U.K., such as controls related to management's selection of discount rates, forecasted revenue growth rates and expected operating margins.
- We evaluated management's ability to accurately forecast revenue growth rates and operating margins by comparing actual results to management's historical forecasts.
- We evaluated the reasonableness of management's forecasted revenue growth rates and expected operating margins by comparing the forecasts to:
 - Historical revenues and operating margins.
 - Internal communications to management and the Board of Directors.
 - Forecasted information included in Company press releases as well as in analyst, industry, and macroeconomic reports.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the (1) valuation methodology and (2) discount rates by:
 - Testing the source information underlying the determination of the discount rates and the mathematical accuracy of the calculation.
 - Developing a range of independent estimates and comparing those to the discount rates selected by management.

/s/ Deloitte & Touche LLP

Grand Rapids, Michigan

April 20, 2021

We have served as the Company's auditor since 2009.

STEELCASE INC.
CONSOLIDATED STATEMENTS OF INCOME
(in millions, except per share data)

	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Revenue	\$ 2,596.2	\$ 3,723.7	\$ 3,443.2
Cost of sales	1,822.8	2,508.5	2,355.3
Restructuring costs	10.6	—	—
Gross profit	762.8	1,215.2	1,087.9
Operating expenses	684.2	958.2	904.3
Goodwill impairment charge	17.6	—	—
Restructuring costs	18.0	—	—
Operating income	43.0	257.0	183.6
Interest expense	(27.1)	(27.3)	(37.5)
Investment income	1.4	5.4	2.9
Other income, net	8.6	10.1	14.9
Income before income tax expense (benefit)	25.9	245.2	163.9
Income tax expense (benefit)	(0.2)	45.5	37.9
Net income	\$ 26.1	\$ 199.7	\$ 126.0
Earnings per share:			
Basic	\$ 0.22	\$ 1.67	\$ 1.06
Diluted	\$ 0.22	\$ 1.66	\$ 1.05

See accompanying notes to the consolidated financial statements.

STEELCASE INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in millions)

	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Net income	\$ 26.1	\$ 199.7	\$ 126.0
Other comprehensive income (loss), gross:			
Unrealized gain (loss) on investments	0.5	(0.1)	0.4
Pension and other post-retirement liability adjustments	(4.3)	(16.9)	(6.6)
Derivative adjustments	1.3	1.3	(12.9)
Foreign currency translation adjustments	31.4	(10.1)	(22.7)
Total other comprehensive income (loss), gross	<u>28.9</u>	<u>(25.8)</u>	<u>(41.8)</u>
Other comprehensive income (loss), tax (expense) benefit:			
Unrealized gain (loss) on investments	(0.1)	—	(0.1)
Pension and other post-retirement liability adjustments	0.8	4.1	1.6
Derivative adjustments	(0.3)	(0.3)	3.3
Foreign currency translation adjustments	—	—	—
Total other comprehensive income, tax benefit	<u>0.4</u>	<u>3.8</u>	<u>4.8</u>
Other comprehensive income (loss), net:			
Unrealized gain (loss) on investments	0.4	(0.1)	0.3
Pension and other post-retirement liability adjustments	(3.5)	(12.8)	(5.0)
Derivative amortization	1.0	1.0	(9.6)
Foreign currency translation adjustments	31.4	(10.1)	(22.7)
Total other comprehensive income (loss), net	<u>29.3</u>	<u>(22.0)</u>	<u>(37.0)</u>
Comprehensive income	<u>\$ 55.4</u>	<u>\$ 177.7</u>	<u>\$ 89.0</u>

See accompanying notes to the consolidated financial statements.

STEELCASE INC.
CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	February 26, 2021	February 28, 2020
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 489.8	\$ 541.0
Accounts receivable	279.0	381.8
Allowance for doubtful accounts	(8.7)	(9.4)
Inventories	193.5	215.0
Prepaid expenses	20.9	21.6
Other current assets	70.9	38.8
Total current assets	1,045.4	1,188.8
Property, plant and equipment, net of accumulated depreciation of \$1,063.2 and \$977.7	410.8	426.3
Company-owned life insurance ("COLI")	169.5	160.0
Deferred income taxes	113.3	124.6
Goodwill	218.1	233.6
Other intangible assets, net of accumulated amortization of \$73.3 and \$56.7	90.4	102.9
Investments in unconsolidated affiliates	51.5	52.3
Right-of-use operating lease assets	225.4	237.9
Other assets	29.6	39.0
Total assets	\$ 2,354.0	\$ 2,565.4
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 181.3	\$ 244.3
Short-term borrowings and current portion of long-term debt	4.7	2.9
Current operating lease obligations	43.8	43.1
Accrued expenses:		
Employee compensation	90.1	191.7
Employee benefit plan obligations	24.9	44.7
Accrued promotions	27.8	35.3
Customer deposits	33.7	28.6
Other	108.7	100.3
Total current liabilities	515.0	690.9
Long-term liabilities:		
Long-term debt less current maturities	479.2	481.4
Employee benefit plan obligations	152.9	148.3
Long-term operating lease obligations	199.5	214.0
Other long-term liabilities	46.9	60.4
Total long-term liabilities	878.5	904.1
Total liabilities	1,393.5	1,595.0
Shareholders' equity:		
Preferred stock-no par value; 50,000,000 shares authorized, none issued and outstanding	—	—
Class A common stock-no par value; 475,000,000 shares authorized, 88,646,419 and 89,589,111 issued and outstanding	—	—
Class B common stock-no par value, convertible into Class A common stock on a one-for-one basis; 475,000,000 shares authorized, 26,262,257 and 27,612,889 issued and outstanding	—	—
Additional paid-in capital	12.5	28.4
Accumulated other comprehensive income (loss)	(40.0)	(69.3)
Retained earnings	988.0	1,011.3
Total shareholders' equity	960.5	970.4
Total liabilities and shareholders' equity	\$ 2,354.0	\$ 2,565.4

See accompanying notes to the consolidated financial statements.

STEELCASE INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(in millions, except share and per share data)

	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Changes in common shares outstanding:			
Common shares outstanding, beginning of period	117,202,000	116,766,610	116,157,443
Common stock issuances	64,107	41,941	53,029
Common stock repurchases	(3,288,795)	(524,379)	(287,328)
Performance and restricted stock units issued as common stock	931,364	917,828	843,466
Common shares outstanding, end of period	114,908,676	117,202,000	116,766,610
Changes in paid-in capital (1):			
Paid-in capital, beginning of period	\$ 28.4	\$ 16.4	\$ 4.6
Common stock issuances	0.8	0.7	0.8
Common stock repurchases	(36.8)	(8.7)	(4.2)
Performance and restricted stock units expense	20.1	16.0	16.9
Other	—	4.0	(1.7)
Paid-in capital, end of period	12.5	28.4	16.4
Changes in accumulated other comprehensive income (loss):			
Accumulated other comprehensive income (loss), beginning of period	(69.3)	(47.3)	(10.3)
Other comprehensive income (loss)	29.3	(22.0)	(37.0)
Accumulated other comprehensive income (loss), end of period	(40.0)	(69.3)	(47.3)
Changes in retained earnings:			
Retained earnings, beginning of period	1,011.3	880.7	819.0
Net income	26.1	199.7	126.0
Dividends paid	(43.5)	(69.1)	(64.3)
Common stock repurchases	(5.9)	—	—
Retained earnings, end of period	988.0	1,011.3	880.7
Total shareholders' equity	\$ 960.5	\$ 970.4	\$ 849.8

(1) Shares of our Class A and Class B common stock have no par value; thus, there are no balances for common stock.

See accompanying notes to the consolidated financial statements.

STEELCASE INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in millions)

	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
OPERATING ACTIVITIES			
Net income	\$ 26.1	\$ 199.7	\$ 126.0
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	85.2	85.6	81.6
Goodwill impairment charge	17.6	—	—
Restructuring costs	28.6	—	—
(Gain)/loss on business divestitures	—	(19.6)	0.4
Deferred income taxes	15.9	12.1	(0.8)
Non-cash stock compensation	20.9	16.7	17.7
Equity in income of unconsolidated affiliates	(9.3)	(12.2)	(13.7)
Dividends received from unconsolidated affiliates	8.1	12.5	9.1
Loss on derivative instruments	—	—	(13.0)
Other	(13.3)	(0.2)	(12.9)
Changes in operating assets and liabilities, net of acquisitions and divestitures			
Accounts receivable	120.9	7.2	(66.4)
Inventories	27.1	(6.2)	(24.0)
Other assets	(22.9)	(1.9)	10.2
Accounts payable	(69.0)	10.8	8.5
Employee compensation liabilities	(138.7)	36.7	21.1
Employee benefit obligations	(22.6)	(3.1)	4.0
Accrued expenses and other liabilities	(9.8)	22.7	(16.6)
Net cash provided by operating activities	<u>64.8</u>	<u>360.8</u>	<u>131.2</u>
INVESTING ACTIVITIES			
Capital expenditures	(41.3)	(73.4)	(81.4)
Proceeds from disposal of fixed assets	7.4	1.8	20.5
Proceeds from COLI policies	2.2	4.2	22.1
Proceeds from business divestitures, net of costs to sell	—	72.6	(0.3)
Acquisitions, net of cash acquired	(3.8)	(3.7)	(226.2)
Other	4.9	3.0	(6.3)
Net cash provided by (used in) investing activities	<u>(30.6)</u>	<u>4.5</u>	<u>(271.6)</u>
FINANCING ACTIVITIES			
Dividends paid	(43.5)	(69.1)	(64.3)
Common stock repurchases	(42.7)	(8.7)	(4.2)
Borrowings on lines of credit	250.0	—	323.1
Repayments on lines of credit	(250.0)	—	(323.1)
Borrowing of long-term debt	—	—	450.0
Repayments of long-term debt	(2.4)	(2.9)	(252.7)
Other	0.8	(1.2)	(6.5)
Net cash provided by (used in) financing activities	<u>(87.8)</u>	<u>(81.9)</u>	<u>122.3</u>
Effect of exchange rate changes on cash and cash equivalents	2.1	(1.1)	(2.7)
Net increase (decrease) in cash, cash equivalents and restricted cash	<u>(51.5)</u>	<u>282.3</u>	<u>(20.8)</u>
Cash and cash equivalents and restricted cash, beginning of period (1)	547.1	264.8	285.6
Cash and cash equivalents and restricted cash, end of period (2)	<u>\$ 495.6</u>	<u>\$ 547.1</u>	<u>\$ 264.8</u>
Supplemental Cash Flow Information:			
Income taxes paid, net of refunds received	\$ 24.6	\$ 26.7	\$ 36.2
Interest paid, net of amounts capitalized	\$ 25.4	\$ 24.5	\$ 34.5

(1) These amounts include restricted cash of \$6.1, \$3.5 and \$2.5 as of February 28, 2020, February 22, 2019 and February 23, 2018, respectively.

(2) These amounts include restricted cash of \$5.8, \$6.1 and \$3.5 as of February 26, 2021, February 28, 2020 and February 22, 2019, respectively.

Restricted cash primarily represents funds held in escrow for potential future workers' compensation and product liability claims. The restricted cash balance is included as part of *Other assets* in the Consolidated Balance Sheets.

See accompanying notes to the consolidated financial statements.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

Steelcase is the global leader in furnishing the work experience in office environments. Founded in 1912, we are headquartered in Grand Rapids, Michigan, U.S.A. and employ approximately 11,100 employees. We operate manufacturing and distribution center facilities in 23 principal locations. We distribute products through various channels, including Steelcase independent and company-owned dealers in approximately 800 locations throughout the world, and have led the global office furniture industry in revenue every year since 1974. We operate under the Americas and EMEA reportable segments plus an "Other" category. See Note 22 for additional information related to our reportable segments.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Steelcase Inc. and its subsidiaries. We consolidate entities in which we maintain a controlling interest. All intercompany transactions and balances have been eliminated in consolidation. We also consolidate variable interest entities when appropriate.

Investments in entities where our equity ownership falls between 20% and 50%, or where we otherwise have significant influence, are accounted for under the equity method of accounting. All other investments in unconsolidated affiliates are accounted for under the cost method of accounting. These investments are reported as *Investments in unconsolidated affiliates* on the Consolidated Balance Sheets, and income from equity method investments and any adjustments to cost method investments are reported in *Other income, net* on the Consolidated Statements of Income. See Note 12 for additional information.

Fiscal Year

Our fiscal year ends on the last Friday in February, with each fiscal quarter typically including 13 weeks. The fiscal years ended February 26, 2021 and February 22, 2019 contained 52 weeks. The fiscal year ended February 28, 2020 contained 53 weeks, with Q4 2020 containing 14 weeks. Reference to a year relates to the fiscal year, ended in February of the year indicated, rather than the calendar year, unless indicated by a month or specific date reference. Additionally, Q1, Q2, Q3 and Q4 reference the first, second, third and fourth quarter, respectively, of the fiscal year indicated. All amounts are in millions, except share and per share data, data presented as a percentage or as otherwise indicated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts and disclosures in the consolidated financial statements and accompanying notes. Although these estimates are based on historical data and management's knowledge of current events and actions we may undertake in the future, actual results may differ from these estimates under different assumptions or conditions.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Cash and Cash Equivalents

Cash and cash equivalents include demand bank deposits and highly liquid investment securities with an original maturity of three months or less. Cash equivalents are reported at cost and approximate fair value. Outstanding checks in excess of funds on deposit are classified as *Accounts payable* on the Consolidated Balance Sheets. Our restricted cash balance as of February 26, 2021 and February 28, 2020 was \$5.8 and \$6.1, respectively, and consisted primarily of funds held in escrow for potential future workers' compensation and product liability claims. Our restricted cash balance is classified in *Other assets* on the Consolidated Balance Sheets.

Allowances for Credit Losses

Allowances for credit losses related to accounts receivable and notes receivable are maintained at a level considered by management to be adequate to absorb an estimate of probable future losses existing at the balance sheet date. In estimating probable losses, we review accounts that are past due or in bankruptcy. We consider an accounts receivable or notes receivable balance past due when payment is not received within the stated terms. We review accounts that may have higher credit risk using information available about the debtor, such as financial statements, news reports and published credit ratings. We also use general information regarding industry trends, the economic environment and information gathered through our network of field-based employees. Using an estimate of current fair market value of any applicable collateral and other credit enhancements, such as third party guarantees, we arrive at an estimated loss for specific concerns and estimate an additional amount for the remainder of trade balances based on historical trends and other factors previously referenced. Receivable balances are written off when we determine the balance is uncollectible. Subsequent recoveries, if any, are credited to bad debt expense when received.

Concentrations of Credit Risk

Our trade receivables are due from independent dealers as well as direct customers. We monitor and manage the credit risk associated with individual dealers and direct customers. Dealers are responsible for assessing and assuming credit risk of their customers and may require their customers to provide deposits, letters of credit or other credit enhancement measures. Some sales contracts are structured such that the customer payment or obligation is direct to us. In those cases, we typically assume the credit risk. Whether from dealers or direct customers, our trade credit exposures are not concentrated with any particular entity or industry.

Inventories

Inventories are stated at the lower of cost or net realizable value. The Americas segment primarily uses the last in, first out ("LIFO") method to value its inventories. The EMEA segment values inventories primarily using the first in, first out method ("FIFO"). Businesses within the Other category primarily use the FIFO or the average cost inventory valuation methods. See Note 8 for additional information.

Property, Plant and Equipment

Property, plant and equipment are stated at cost. Major improvements that materially extend the useful lives of the assets are capitalized. Expenditures for repairs and maintenance are charged to expense as incurred. Depreciation is provided using the straight-line method over the estimated useful lives of the assets. See Note 9 for additional information.

Long-lived assets such as property, plant and equipment are tested for impairment when conditions indicate that the carrying value may not be recoverable. We evaluate several conditions, including, but not limited to, the following: a significant decrease in the market price of an asset or an asset group; a significant adverse change in the extent or manner in which a long-lived asset is being used, including an extended period of idleness; and a current expectation that, more likely than not, a long-lived asset or asset group will be sold or otherwise disposed of significantly before the end of its previously estimated useful life. We review the carrying value of our held and used long-lived assets utilizing estimates of future undiscounted cash flows. If the carrying value of a long-lived asset is considered impaired, an impairment charge is recorded for the amount by which the carrying value of the long-lived asset exceeds its estimated fair value.

STEELCASE INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

When assets are classified as “held for sale,” losses are recorded for the difference between the carrying amount of the property, plant and equipment and the estimated fair value less estimated selling costs. Assets are considered “held for sale” when it is expected that the asset is going to be sold within twelve months.

Goodwill and Other Intangible Assets

Goodwill represents the difference between the purchase price and the related underlying tangible and identifiable intangible net asset fair values resulting from business acquisitions. Annually in Q4, or earlier if conditions indicate it is necessary, the carrying value of the reporting unit is compared to an estimate of its fair value. If the estimated fair value of the reporting unit is less than the carrying value, goodwill is impaired and is written down to its estimated fair value. Goodwill is assigned to and the fair value is tested at the reporting unit level. In 2021, we evaluated goodwill and intangible assets using eight reporting units: the Americas, Red Thread, EMEA, Asia Pacific, Designtex, AMQ, Smith System and Orangebox U.K. In 2020, we evaluated goodwill and intangible assets using ten reporting units: the Americas, Red Thread, EMEA, Asia Pacific, Designtex, PolyVision, AMQ, Smith System, Orangebox U.K. and Orangebox U.S. See Note 11 for additional information.

Other intangible assets subject to amortization consist primarily of dealer relationships, trademarks, know-how/designs, proprietary technology and non-compete agreements and are amortized over their estimated useful economic lives using the straight-line method. Other intangible assets not subject to amortization are accounted for and evaluated for potential impairment using an income approach based on the cash flows attributable to the related products. See Note 11 for additional information.

Contingencies

Loss contingencies are accrued if the loss is probable and the amount of the loss can be reasonably estimated. Legal costs associated with potential loss contingencies are expensed as incurred. We are involved in litigation from time to time in the ordinary course of our business. Based on known information, we do not believe we are party to any lawsuit or proceeding, individually and in the aggregate, that is likely to have a material adverse impact on the consolidated financial statements.

Self-Insurance

We are self-insured for certain losses relating to domestic workers’ compensation, product liability and short-term disability claims. We purchase insurance coverage to reduce our exposure to significant levels of uncertainty for these claims. Self-insured losses are accrued based upon estimates of the aggregate liability for uninsured claims incurred as of the balance sheet date using current and historical claims experience and certain actuarial assumptions. These estimates are subject to uncertainty due to a variety of factors, including extended lag times in the reporting and resolution of claims, and trends or changes in claim settlement patterns, insurance industry practices and legal interpretations. As a result, actual costs could differ significantly from the estimated amounts. Adjustments to estimated reserves are recorded in the period in which the change in estimate occurs.

	Year Ended	
	February 26, 2021	February 28, 2020
Net Reserve for Estimated Domestic Workers’ Compensation Claims		
Assets:		
Long-term - <i>Other assets</i>	\$ 4.6	\$ 4.2
Liabilities:		
Current - <i>Accrued expenses - other</i>	2.1	2.7
Long-term - <i>Other long-term liabilities</i>	10.5	11.6
	12.6	14.3
Net reserve	\$ 8.0	\$ 10.1

The other long-term asset balance represents the portion of claims expected to be paid by a third party insurance provider.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Net Reserve for Estimated Product Liability Claims	Year Ended	
	February 26, 2021	February 28, 2020
Assets:		
Long-term - <i>Other long-term assets</i>	\$ 0.7	\$ 1.3
Liabilities:		
Current - <i>Accrued expenses - other</i>	0.5	0.6
Long-term - <i>Other long-term liabilities</i>	2.2	3.5
	2.7	4.1
Net reserve	\$ 2.0	\$ 2.8

The other long-term asset balance represents the portion of claims expected to be paid by a third party insurance provider.

Product Warranties

We offer warranties ranging from 3 years to lifetime for most products, subject to certain exceptions. These warranties provide for the free repair or replacement of any covered product, part or component that fails during normal use because of a defect in materials or workmanship. The accrued liability for product warranties is based on an estimated amount needed to cover product warranty costs, including product recall and retrofit costs, incurred as of the balance sheet date determined by historical claims experience and our knowledge of current events and actions. These estimates are subject to uncertainty due to a variety of factors, including changes in claim rates and patterns. As a result, actual costs could differ significantly from the estimated amounts. Adjustments to estimated reserves are recorded in the period in which the change in estimate occurs.

Roll-Forward of Accrued Liability for Product Warranties	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Balance as of beginning of period	\$ 26.7	\$ 31.0	\$ 36.8
Accruals related to product warranties, recalls and retrofits	2.8	8.1	6.1
Reductions for settlements	(2.4)	(12.3)	(11.6)
Adjustments related to changes in estimates	(4.9)	—	—
Currency translation adjustments	0.3	(0.1)	(0.3)
Balance as of end of period	\$ 22.5	\$ 26.7	\$ 31.0

Our reserve for estimated settlements expected to be paid beyond one year as of February 26, 2021 and February 28, 2020 was \$11.4 and \$14.3, respectively, and is included in *Other long-term liabilities* on the Consolidated Balance Sheets.

Pension and Other Post-Retirement Benefits

We sponsor a number of domestic and foreign plans to provide pension benefits and medical and life insurance benefits to retired employees. We measure the net over-funded or under-funded positions of our defined benefit pension plans and post-retirement benefit plans as of the end of each fiscal year and display that position as an asset or liability on the Consolidated Balance Sheets. Any unrecognized prior service credit (cost) or actuarial gains (losses) are reported, net of tax, as a component of *Accumulated other comprehensive income (loss)* in shareholders' equity. See Note 15 for additional information.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Environmental Matters

Environmental expenditures related to current operations are expensed. Expenditures related to an existing condition allegedly caused by past operations, and not associated with current or future revenue generation, are also expensed. Generally, the timing of these accruals coincides with completion of a feasibility study or our commitment to a formal plan of action. Liabilities are recorded on a discounted basis as site-specific plans indicate the amount and timing of cash payments which are fixed and reliably determinable. We have ongoing monitoring and identification processes to assess how known exposures are progressing against the accrued cost estimates, as well as processes to identify other potential exposures.

Environmental Contingencies	Year Ended	
	February 26, 2021	February 28, 2020
Current:		
Accrued expenses - other	\$ 0.7	\$ 1.0
Long-term:		
Other long-term liabilities	2.0	1.9
Total environmental contingencies (discounted)	<u>\$ 2.7</u>	<u>\$ 2.9</u>

The environmental liabilities were discounted using a rate of 2.5% and 3.0% as of February 26, 2021 and February 28, 2020. Our undiscounted liabilities were \$2.8 and \$3.1 as of February 26, 2021 and February 28, 2020, respectively. Based on our ongoing evaluation of these matters, we believe we have accrued sufficient reserves to absorb the costs of all known environmental assessments and the remediation costs of all known sites.

Asset Retirement Obligations

We record all known asset retirement obligations for which the liability's fair value can be reasonably estimated. We also have known conditional asset retirement obligations that are not reasonably estimable due to insufficient information about the timing and method of settlement of the obligation. Accordingly, these obligations have not been recorded in the consolidated financial statements. A liability for these obligations will be recorded in the period when sufficient information regarding timing and method of settlement becomes available to make a reasonable estimate of the liability's fair value. In addition, there may be conditional asset retirement obligations we have not yet discovered, and therefore, these obligations also have not been included in the consolidated financial statements.

Revenue Recognition

Our revenue consists substantially of product sales and related service revenue. Product sales are reported net of discounts and are recognized when control, consisting of the rights and obligations associated with the sale, passes to the purchaser. For sales to our dealers, this typically occurs when product is shipped from our manufacturing or distribution facilities. In cases where we sell directly to customers, control is typically transferred upon delivery to the customer. Service revenue is recognized when the services have been rendered. We account for shipping and handling activities as fulfillment activities even if those activities are performed after the control of the product has been transferred. We expense shipping and handling costs at the time revenue is recognized. Revenue does not include sales tax or any other taxes assessed by a governmental authority that are imposed on and concurrent with a specific sale, such as use, excise, value-added, and franchise taxes (collectively referred to as consumption taxes). We consider ourselves a pass-through entity for collecting and remitting these consumption taxes.

Cost of Sales

Cost of sales includes material, labor and overhead. Included within these categories are such items as compensation expense, logistics costs (including shipping and handling costs), facilities expense, depreciation and warranty expense.

STEELCASE INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Operating Expenses

Operating expenses include selling, general and administrative expenses not directly related to the procurement, manufacturing and delivery of our products. Included in these expenses are items such as employee compensation expense, research and development expense, facilities expense, depreciation, royalty expense, information technology services, professional services and travel and entertainment expense.

Research and Development Expenses

Research and development expenses, which we define as expenses related to the investigative activities we conduct to improve existing products and procedures or to lead to the development of new products and procedures, are expensed as incurred and were \$48.1 for 2021, \$50.6 for 2020 and \$53.7 for 2019.

Income Taxes

Deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to temporary differences between the consolidated financial statements carrying amounts of existing assets and liabilities and their respective tax bases. These deferred income tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to reverse. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in the Consolidated Statements of Income in the period that includes the enactment date.

We establish valuation allowances against deferred tax assets when it is more likely than not that all or a portion of the deferred tax assets will not be realized. All evidence, both positive and negative, is identified and considered in making the determination. Future realization of the existing deferred tax asset depends, in part, on the existence of sufficient taxable income of appropriate character within the carryforward period available under tax law applicable in the jurisdiction in which the related deferred tax assets were generated.

We have net operating loss carryforwards available in certain jurisdictions to reduce future taxable income. Future tax benefits associated with net operating loss carryforwards are recognized to the extent that realization of these benefits is considered more likely than not. This determination is based on the expectation that related operations will be sufficiently profitable or various tax, business and other planning strategies will enable us to utilize the net operating loss carryforwards. In making this determination we consider all available positive and negative evidence. To the extent that available evidence raises doubt about the realization of a deferred income tax asset, a valuation allowance is established.

We record reserves for uncertain tax positions except to the extent it is more likely than not that the tax position will be sustained on audit, based on the technical merits of the position. Periodic changes in reserves for uncertain tax positions are reflected in the provision for income taxes. See Note 17 for additional information.

Share-Based Compensation

Our share-based compensation consists of restricted stock units and performance units. Our policy is to expense share-based compensation using the fair-value based method of accounting for all awards granted, modified or settled. Restricted stock units and performance units are credited to shareholders' equity as they are expensed over the related service periods based on the grant date fair value of the shares expected to be issued or achievement of certain performance criteria. See Note 18 for additional information.

Leases

In Q1 2020, we adopted Accounting Standards Update ("ASU") 2016-02, *Leases (Topic 842)*, and related amendments to accounting standards codification ("ASC") 842 using the modified retrospective approach. The effects of the initial application of ASC 842 did not result in a cumulative adjustment to retained earnings. The lease terms utilized in determining right-of-use assets and lease liabilities include the noncancellable portion of the underlying leases along with any reasonably certain lease periods associated with available renewal periods. Our leases do not contain any residual value guarantees or material restrictive covenants. As most of our leases do not provide an implicit discount rate, we use an estimated incremental borrowing rate based on the information available at the lease commencement date in determining the present value of the lease payments. The estimated

STEELCASE INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

incremental borrowing rate represents the estimated rate of interest we would have had to pay to borrow on a collateralized basis an amount equal to the lease payments for a similar period of time.

We do not separate non-lease components of a contract from the lease components to which they relate for all classes of lease assets except for embedded leases, which were immaterial in 2021. A right-of-use asset or lease liability is not recorded for leases with an initial expected period of 12 months or less. See Note 19 for additional information.

Financial Instruments

The carrying amounts of our financial instruments, consisting of cash and cash equivalents, accounts and notes receivable, accounts and notes payable and certain other liabilities, approximate their fair value due to their relatively short maturities. Our foreign exchange forward contracts and long-term investments are measured at fair value on the Consolidated Balance Sheets. Our total debt is carried at cost and was \$483.9 and \$484.3 as of February 26, 2021 and February 28, 2020, respectively. The fair value of our total debt is measured using a discounted cash flow analysis based on current market interest rates for similar types of instruments and was approximately \$568.1 and \$560.0 as of February 26, 2021 and February 28, 2020, respectively. The estimation of the fair value of our total debt is based on Level 2 fair value measurements. See Note 7 and Note 13 for additional information.

We may use derivative financial instruments to manage exposures to movements in interest rates and foreign exchange rates. The use of these financial instruments modifies the exposure of these risks with the intention to reduce our risk of volatility. In advance of issuing new debt in 2019, the Company entered into a treasury rate lock agreement to manage our exposure to changes in interest rates and our overall cost of borrowing. We do not use derivatives for speculative or trading purposes. See Note 14 for additional information.

Foreign Currency

For most foreign operations, local currencies are considered the functional currencies. We translate assets and liabilities of these subsidiaries to their U.S. dollar equivalents at exchange rates in effect as of the balance sheet date. Translation adjustments are not included in determining net income but are recorded in *Accumulated other comprehensive income (loss)* on the Consolidated Balance Sheets unless and until a sale or a substantially complete liquidation of the net investment in the international subsidiary takes place. We translate Consolidated Statements of Income accounts at average exchange rates for the applicable period.

Foreign currency transaction gains and losses, net of derivative impacts, arising primarily from changes in exchange rates on foreign currency denominated intercompany loans and other intercompany transactions and balances between foreign locations, are recorded in *Other income, net* on the Consolidated Statements of Income.

Foreign Exchange Forward Contracts

A portion of our revenue and earnings is exposed to changes in foreign exchange rates. We seek to manage our foreign exchange risk largely through operational means, including matching revenues with same currency costs and assets with same currency liabilities. Foreign exchange risk is also partially managed through the use of derivative instruments. Foreign exchange forward contracts serve to reduce the risk of conversion or translation of certain foreign denominated transactions, assets and liabilities. We primarily use derivatives for intercompany transactions (including loans) and certain forecasted currency flows from foreign-denominated transactions. The foreign exchange forward contracts relate to the euro, the Mexican peso, the United Kingdom ("U.K.") pound sterling, the Canadian dollar, the Australian dollar, the Malaysian ringgit and the Chinese renminbi. See Note 7 for additional information.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Assets and liabilities related to foreign exchange forward contracts as of February 26, 2021 and February 28, 2020 are summarized below:

Consolidated Balance Sheets	February 26, 2021	February 28, 2020
Other current assets	\$ 1.1	\$ 1.2
Accrued expenses	(0.8)	(0.5)
Total net fair value of foreign exchange forward contracts (1)	<u>\$ 0.3</u>	<u>\$ 0.7</u>

- (1) The notional amounts of the outstanding foreign exchange forward contracts were \$58.8 as of February 26, 2021 and \$117.6 as of February 28, 2020.

Net gains (losses) recognized from foreign exchange forward contracts in 2021, 2020 and 2019 are summarized below:

Gain (Loss) Recognized in Consolidated Statements of Income	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Cost of sales	\$ 0.1	\$ 1.8	\$ 1.5
Operating expenses	(0.1)	0.5	0.3
Other income, net	0.8	3.1	2.7
Total net gain (loss)	<u>\$ 0.8</u>	<u>\$ 5.4</u>	<u>\$ 4.5</u>

The net gains or losses recognized from foreign exchange forward instruments in *Other income, net* are largely offset by related foreign currency gains or losses on our intercompany loans and intercompany accounts payable.

3. NEW ACCOUNTING STANDARDS

Adoption of New Accounting Standards

In December 2019, the Financial Accounting Standards Board ("FASB") issued ASU No. 2019-12, *Income Taxes (Topic 740)*, which is intended to enhance various aspects of the accounting for income taxes. The new guidance updates the calculation of income taxes in an interim period when year-to-date losses exceed the anticipated loss for the year. We adopted this guidance in Q1 2021 on a prospective basis. The adoption of this guidance did not have a material effect on our consolidated financial statements.

In August 2018, the FASB issued ASU No. 2018-14, *Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans*, which amends ASC 715-20, *Compensation - Retirement Benefits - Defined Benefit Plans - General*. The amended guidance modifies the disclosure requirements for employers that sponsor defined benefit pension or other post-retirement plans by removing and adding certain disclosures for these 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. We adopted this guidance in Q4 2021. The adoption of this guidance modified our disclosures included in Note 15 but did not have a material effect on our consolidated financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)*, which replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses. We adopted this guidance in Q1 2021 using a modified retrospective transition approach. The adoption of this guidance did not have a material effect on our consolidated financial statements or significantly impact our accounting policies or methods utilized to determine the allowance for credit losses. See Note 2 for additional information regarding our accounting policies related to the allowance for credit losses.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

4. REVENUE

Disaggregation of Revenue

The following table provides information about disaggregated revenue by product category for each of our reportable segments:

Product Category Data	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Americas			
Desking, benching, systems and storage	\$ 912.0	\$ 1,377.5	\$ 1,233.9
Seating	559.4	784.2	706.3
Other (1)	377.1	511.2	530.0
EMEA			
Desking, benching, systems and storage	196.4	254.4	233.2
Seating	185.9	235.6	187.1
Other (1)	129.0	179.6	196.7
Other			
Desking, benching, systems and storage	49.8	63.6	59.1
Seating	69.1	94.1	93.6
Other (1)	117.5	223.5	203.3
	<u>\$ 2,596.2</u>	<u>\$ 3,723.7</u>	<u>\$ 3,443.2</u>

- (1) The Other product category data by segment consists primarily of products sold by consolidated dealers, textiles and surface materials, worktools, architecture, technology, other uncategorized product lines and services.

In the Americas segment, no industry or vertical market individually represented more than 16%, 15% or 14% of Americas revenue in 2021, 2020 and 2019, respectively.

Reportable geographic information is as follows:

Reportable Geographic Revenue	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
United States	\$ 1,739.5	\$ 2,469.7	\$ 2,170.3
Foreign locations	856.7	1,254.0	1,272.9
	<u>\$ 2,596.2</u>	<u>\$ 3,723.7</u>	<u>\$ 3,443.2</u>

In the EMEA segment, approximately 86%, 87% and 88% of revenue was from Western Europe in 2021, 2020 and 2019, respectively. No individual country in the EMEA segment represented more than 5% of our consolidated revenue in 2021.

No single customer represented more than 5% of our consolidated revenue in 2021, 2020 or 2019.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)
Contract Balances

At times, we receive deposits from customers before revenue is recognized, resulting in the recognition of a contract liability (*Customer deposits*) presented in the Consolidated Balance Sheets.

Changes in the *Customer deposits* balance during the year ended February 26, 2021 are as follows:

	Customer Deposits
Balance as of February 28, 2020	\$ 28.6
Recognition of revenue related to beginning of year customer deposits	(27.4)
Customer deposits received, net of revenue recognized during the period	32.5
Balance as of February 26, 2021	<u>\$ 33.7</u>

5. EARNINGS PER SHARE

Earnings per share is computed using the two-class method. The two-class method determines earnings per share for each class of common stock and participating securities according to dividends or dividend equivalents and their respective participation rights in undistributed earnings. Participating securities represent restricted stock units in which the participants have non-forfeitable rights to dividend equivalents during the performance period. Diluted earnings per share includes the effects of certain performance units in which the participants have forfeitable rights to dividend equivalents during the performance period.

Computation of Earnings per Share	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Net income	\$ 26.1	\$ 199.7	\$ 126.0
Adjustment for earnings attributable to participating securities	(0.6)	(3.9)	(2.5)
Net income used in calculating earnings per share	<u>\$ 25.5</u>	<u>\$ 195.8</u>	<u>\$ 123.5</u>
Weighted-average common shares outstanding including participating securities (in millions)	117.5	119.6	119.1
Adjustment for participating securities (in millions)	(2.6)	(2.3)	(2.4)
Shares used in calculating basic earnings per share (in millions)	114.9	117.3	116.7
Effect of dilutive stock-based compensation (in millions)	0.3	0.6	0.4
Shares used in calculating diluted earnings per share (in millions)	<u>115.2</u>	<u>117.9</u>	<u>117.1</u>
Earnings per share:			
Basic	<u>\$ 0.22</u>	<u>\$ 1.67</u>	<u>\$ 1.06</u>
Diluted	<u>\$ 0.22</u>	<u>\$ 1.66</u>	<u>\$ 1.05</u>
Total common shares outstanding at period end (in millions)	<u>114.9</u>	<u>117.2</u>	<u>116.8</u>
Anti-dilutive performance units excluded from the computation of diluted earnings per share (in millions)	<u>—</u>	<u>—</u>	<u>0.2</u>

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

6. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in accumulated balances of other comprehensive income (loss) during the years ended February 26, 2021 and February 28, 2020:

	Unrealized gain (loss) on investments	Pension and other post-retirement liability adjustments	Derivative adjustments	Foreign currency translation adjustments	Total
Balance as of February 22, 2019	\$ —	\$ 9.7	\$ (9.6)	\$ (47.4)	\$ (47.3)
Other comprehensive income (loss) before reclassifications	0.4	(10.4)	—	(10.8)	(20.8)
Amounts reclassified from accumulated other comprehensive income (loss)	(0.5)	(2.4)	1.0	0.7	(1.2)
Net other comprehensive income (loss) during period	(0.1)	(12.8)	1.0	(10.1)	(22.0)
Balance as of February 28, 2020	\$ (0.1)	\$ (3.1)	\$ (8.6)	\$ (57.5)	\$ (69.3)
Other comprehensive income (loss) before reclassifications	0.4	(2.7)	—	31.0	28.7
Amounts reclassified from accumulated other comprehensive income (loss)	—	(0.8)	1.0	0.4	0.6
Net other comprehensive income (loss) during period	0.4	(3.5)	1.0	31.4	29.3
Balance as of February 26, 2021	\$ 0.3	\$ (6.6)	\$ (7.6)	\$ (26.1)	\$ (40.0)

The following table provides details about reclassifications out of accumulated other comprehensive income (loss) for the years ended February 26, 2021 and February 28, 2020:

Detail of Accumulated Other Comprehensive Income (Loss) Components	Amount Reclassified from Accumulated Other Comprehensive Income (Loss)		Affected Line in the Consolidated Statements of Income
	Year Ended		
	February 26, 2021	February 28, 2020	
Realized gain on sale of investment	\$ —	\$ (0.7)	Investment income
	—	0.2	Income tax expense (benefit)
	—	(0.5)	
Amortization of pension and other post-retirement liability adjustments			
Actuarial losses (gains)	(1.1)	(3.0)	Other income, net
Prior service cost (credit)	—	(0.1)	Other income, net
	0.3	0.7	Income tax expense (benefit)
	(0.8)	(2.4)	
Derivative adjustments	1.3	1.3	Interest expense
	(0.3)	(0.3)	Income tax expense (benefit)
	1.0	1.0	
Foreign currency translation	0.5	0.6	Operating expense
	(0.1)	0.1	Other income, net
	0.4	0.7	
Total reclassifications	\$ 0.6	\$ (1.2)	

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

7. FAIR VALUE

Fair value measurements are classified under the following hierarchy:

Level 1 — Inputs based on quoted market prices for identical assets or liabilities in active markets at the measurement date.

Level 2 — Inputs based on quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs or significant value-drivers are observable in active markets.

Level 3 — Inputs reflect management's best estimate of what market participants would use to price the asset or liability at the measurement date in model-driven valuations. The inputs are unobservable in the market and significant to the instrument's valuation.

Fair value measurements are classified according to the lowest level input or value-driver that is significant to the valuation. A measurement may therefore be classified within Level 3 even though there may be other significant inputs that are readily observable.

Assets and liabilities measured at fair value in our Consolidated Balance Sheets as of February 26, 2021 and February 28, 2020 are summarized below:

Fair Value of Financial Instruments	February 26, 2021			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$ 489.8	\$ —	\$ —	\$ 489.8
Restricted cash	5.8	—	—	5.8
Foreign exchange forward contracts	—	1.1	—	1.1
Auction rate security	—	—	2.6	2.6
	<u>\$ 495.6</u>	<u>\$ 1.1</u>	<u>\$ 2.6</u>	<u>\$ 499.3</u>
Liabilities:				
Foreign exchange forward contracts	\$ —	\$ (0.8)	\$ —	\$ (0.8)
	<u>\$ —</u>	<u>\$ (0.8)</u>	<u>\$ —</u>	<u>\$ (0.8)</u>

Fair Value of Financial Instruments	February 28, 2020			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents	\$ 541.0	\$ —	\$ —	\$ 541.0
Restricted cash	6.1	—	—	6.1
Foreign exchange forward contracts	—	1.2	—	1.2
Auction rate security	—	—	2.1	2.1
	<u>\$ 547.1</u>	<u>\$ 1.2</u>	<u>\$ 2.1</u>	<u>\$ 550.4</u>
Liabilities:				
Foreign exchange forward contracts	\$ —	\$ (0.5)	\$ —	\$ (0.5)
	<u>\$ —</u>	<u>\$ (0.5)</u>	<u>\$ —</u>	<u>\$ (0.5)</u>

Foreign Exchange Forward Contracts

From time to time, we enter into forward contracts to reduce the risk of translation into U.S. dollars of certain foreign-denominated transactions, assets and liabilities. We primarily use derivatives for intercompany transactions (including loans) and certain forecasted currency flows from foreign-denominated transactions. The fair value of foreign exchange forward contracts is based on a valuation model that calculates the differential between the contract price and the market-based forward rate.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Auction Rate Security

As of February 26, 2021, we held an auction rate security (“ARS”) investment with a total par value of \$3.2 and an adjusted fair value of \$2.6. The difference between par value and fair value is comprised of other-than-temporary impairment losses and unrealized gains on our ARS investment of \$0.9 and \$0.3, respectively. The ARS was impaired due to general credit declines, and the impairments were recorded in *Investment income* in the Consolidated Statements of Income. The unrealized gains are due to changes in interest rates and are expected to fluctuate over the contractual term of the instruments. Unrealized gains are recorded in *Accumulated other comprehensive income (loss)* on the Consolidated Balance Sheets.

While there has been no payment default with respect to our ARS, this investment is not widely traded and therefore does not currently have a readily determinable market value. To estimate fair value, we used an internally-developed discounted cash flow analysis. Our discounted cash flow analysis considers, among other factors, (i) the credit ratings of the ARS, (ii) the credit quality of the underlying securities or the credit rating of issuers, (iii) the estimated timing and amount of cash flows, (iv) the formula applicable to each security which defines the penalty interest rate and (v) discount rates equal to the sum of (a) the yield on U.S. Treasury securities with a term through the estimated workout date plus (b) a risk premium based on similarly rated observable securities.

A deterioration in market conditions or the use of different assumptions could result in a different valuation and additional impairments. For example, an increase to the discount rate of 100 basis points would reduce the estimated fair value of our ARS investment by approximately \$0.4.

Below is a roll-forward of assets and liabilities measured at estimated fair value using Level 3 inputs for the years ended February 26, 2021 and February 28, 2020:

Roll-forward of Fair Value Using Level 3 Inputs	Auction Rate Security
Balance as of February 22, 2019	\$ 3.9
Unrealized loss on investments	(0.1)
Realized gain on investment	0.5
Redemption of auction rate security	(2.2)
Balance as of February 28, 2020	\$ 2.1
Unrealized gain on investment	0.5
Balance as of February 26, 2021	<u>\$ 2.6</u>

There were no other-than-temporary impairments or transfers into or out of Level 3 during either 2021 or 2020. Our policy is to value any transfers between levels of the fair value hierarchy based on end of period fair values.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

8. INVENTORIES

Inventories	February 26, 2021	February 28, 2020
Raw materials and work-in-process	\$ 126.0	\$ 122.0
Finished goods	86.4	112.8
	212.4	234.8
Revaluation to LIFO	18.9	19.8
	<u>\$ 193.5</u>	<u>\$ 215.0</u>

The portion of inventories determined by the LIFO method aggregated \$89.1 and \$93.8 as of February 26, 2021 and February 28, 2020, respectively.

9. PROPERTY, PLANT AND EQUIPMENT

Property, Plant and Equipment	Estimated Useful Lives (Years)	February 26, 2021	February 28, 2020
Land		\$ 36.4	\$ 34.4
Machinery and equipment	3 – 15	790.4	755.5
Buildings and improvements	10 – 40	405.4	393.4
Capitalized software	3 – 10	76.2	67.0
Furniture and fixtures	5 – 8	63.2	58.5
Leasehold improvements	3 – 15	77.8	72.6
Construction in progress		24.6	22.6
		1,474.0	1,404.0
Accumulated depreciation		(1,063.2)	(977.7)
		<u>\$ 410.8</u>	<u>\$ 426.3</u>

A majority of the net book value of property, plant and equipment relates to machinery and equipment of \$187.9 and \$201.4 and buildings and improvements of \$99.7 and \$104.7 as of February 26, 2021 and February 28, 2020, respectively. Depreciation expense on property, plant and equipment was \$68.8 for 2021, \$73.2 for 2020 and \$69.3 for 2019. The estimated cost to complete construction in progress was \$26.9 and \$29.8 as of February 26, 2021 and February 28, 2020, respectively.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

10. COMPANY-OWNED LIFE INSURANCE

Our investments in company-owned life insurance (“COLI”) policies are recorded at their net cash surrender value.

Our investments in COLI are intended to be utilized as a long-term funding source for post-retirement medical benefits, deferred compensation and defined benefit pension plan obligations. The designation of our COLI investments as funding sources for our long-term benefit plan obligations does not result in these investments representing a committed funding source for these obligations. They are subject to claims from creditors, and we can designate any portion of them to another purpose at any time.

The net returns in cash surrender value, normal insurance expenses and any maturity benefits related to our investments in COLI policies (“COLI income”) are recorded in *Operating expenses* on the Consolidated Statements of Income. COLI income is intended to offset the expense associated with long-term benefit plan obligations which are also recorded in *Operating expenses* on the Consolidated Statements of Income. COLI income totaled \$12.3 in 2021, \$6.6 in 2020 and \$7.5 in 2019.

The balances of our COLI investments as of February 26, 2021 and February 28, 2020 were as follows:

Type	Ability to Choose Investments	Net Return	Target Asset Allocation as of February 26, 2021	Net Cash Surrender Value	
				February 26, 2021	February 28, 2020
Whole life COLI policies	No ability	A rate of return set periodically by the insurance companies	Not applicable	\$ 111.3	\$ 110.3
Variable life COLI policies	Can allocate across a set of choices provided by the insurance companies	Fluctuates depending on performance of underlying investments	50% fixed income; 50% equity	58.2	49.7
				<u>\$ 169.5</u>	<u>\$ 160.0</u>

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

11. GOODWILL & OTHER INTANGIBLE ASSETS

A summary of the changes in goodwill during the years ended February 26, 2021 and February 28, 2020, by reportable segment, is as follows:

Goodwill	Americas	EMEA	Other	Total
Balance as of February 22, 2019	\$ 203.6	\$ 18.7	\$ 18.5	\$ 240.8
Acquisition (1)	1.0	—	—	1.0
Goodwill on divestitures (2)	—	—	(68.6)	(68.6)
Accumulated impairment losses on divestitures (2)	—	—	60.8	60.8
Currency translation adjustments	(0.2)	(0.2)	—	(0.4)
Goodwill	206.1	283.5	47.9	537.5
Accumulated impairment losses	(1.7)	(265.0)	(37.2)	(303.9)
Balance as of February 28, 2020	\$ 204.4	\$ 18.5	\$ 10.7	\$ 233.6
Impairment charge (3)	—	(17.6)	—	(17.6)
Acquisition (4)	2.5	—	—	2.5
Currency translation adjustments	0.5	(0.9)	—	(0.4)
Goodwill	209.1	282.6	47.9	539.6
Accumulated impairment losses	(1.7)	(282.6)	(37.2)	(321.5)
Balance as of February 26, 2021	\$ 207.4	\$ —	\$ 10.7	\$ 218.1

- (1) In 2020, we completed a small acquisition of an independent dealer, resulting in a goodwill addition in the Americas segment.
- (2) In 2020, we sold PolyVision Corporation ("PolyVision"), resulting in a decrease to goodwill and related accumulated impairment losses in the Other segment. See Note 21 for additional information.
- (3) In Q1 2021, we recorded a goodwill impairment charge in the EMEA segment related to the Orangebox U.K. reporting unit.
- (4) In 2021, we completed a small acquisition of a dealer, resulting in a goodwill addition in the Americas segment.

We evaluate goodwill for impairment annually in Q4, or earlier if conditions indicate it is necessary. We compare the fair value of each reporting unit to its carrying value. If the fair value of the reporting unit exceeds the carrying value, goodwill is not impaired, and no further testing is required. If the fair value of the reporting unit is less than the carrying value, the difference is recorded as an impairment charge. We estimate the fair value of our reporting units using the income approach, which calculates the fair value of each reporting unit based on the present value of its estimated future cash flows. Cash flow projections are based on management's estimates of revenue growth rates and operating margins, taking into consideration industry and market conditions. The discount rates used are based on the weighted-average cost of capital adjusted for the relevant risk associated with business-specific characteristics and the uncertainty related to the reporting units' ability to execute on the projected cash flows. We corroborate the results determined using the income approach with a market-based approach that uses observable comparable company information to support the appropriateness of the fair value estimates. The estimation of the fair value of our reporting units represents a Level 3 measurement.

In Q1 2021, we determined that a triggering event occurred which resulted in an interim impairment evaluation of goodwill for each of our reporting units. During Q1 2021, the market price of our Class A Common Stock declined significantly in connection with overall stock market trends related to the global economic impact of the COVID-19 pandemic. The reduction in revenue in Q1 2021 and changes to our forecasted revenue growth rates and expected operating margins related to the economic disruption of the COVID-19 pandemic were also factors that led to the completion of our interim impairment analysis.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

As a result of our interim goodwill impairment analysis, we determined that the carrying value of the Orangebox U.K. reporting unit exceeded its fair value, resulting in a \$17.6 goodwill impairment charge in Q1 2021. Following the charge, the reporting unit had no remaining goodwill. During Q1 2021, we also tested the recoverability of the Orangebox U.K. long-lived assets (other than goodwill) and concluded that those assets were not impaired.

Based on the results of the annual impairment tests in Q4, we concluded that no additional impairment to goodwill existed as of February 26, 2021, and no impairment to goodwill was recorded in 2020. We will continue to evaluate goodwill, on an annual basis in Q4, and whenever events or changes in circumstances, such as significant adverse changes in business climate or operating results, changes in management's business strategy, significant declines in our stock price or other triggering events, indicate that there may be a potential of impairment.

As of February 26, 2021 and February 28, 2020, our other intangible assets and related accumulated amortization consisted of the following:

Other Intangible Assets	Weighted Average Useful Life (Years)	February 26, 2021			February 28, 2020		
		Gross	Accumulated Amortization	Net	Gross	Accumulated Amortization	Net
Intangible assets subject to amortization:							
Dealer relationships	11.0	\$ 58.7	\$ 14.9	\$ 43.8	\$ 56.7	\$ 9.3	47.4
Trademarks (1)	8.3	\$ 44.0	\$ 19.8	24.2	35.4	13.7	21.7
Proprietary technology	9.9	15.8	13.6	2.2	15.8	13.1	2.7
Know-how/designs	9.0	21.4	6.1	15.3	20.8	3.6	17.2
Non-compete agreements	6.1	1.3	1.3	—	1.2	1.2	—
Other (2)	4.7	22.4	17.6	4.8	20.8	15.8	5.0
		<u>163.6</u>	<u>73.3</u>	<u>90.3</u>	<u>150.7</u>	<u>56.7</u>	<u>94.0</u>
Intangible assets not subject to amortization:							
Trademarks and other (1)	n/a	0.1	—	0.1	8.9	—	8.9
		<u>\$ 163.7</u>	<u>\$ 73.3</u>	<u>\$ 90.4</u>	<u>\$ 159.6</u>	<u>\$ 56.7</u>	<u>\$ 102.9</u>

- (1) In 2021, we transferred trademarks not subject to amortization to trademarks subject to amortization within the Americas segment.
(2) In 2021, we completed a small acquisition of a dealer, resulting in an increase of intangible assets in the Americas segment.

In 2021 and 2020, no intangible asset impairment charges were recorded. We recorded amortization expense on intangible assets subject to amortization of \$16.3 in 2021, \$12.4 in 2020 and \$12.3 for 2019. Based on the current amount of intangible assets subject to amortization, the estimated amortization expense for each of the following five years is as follows:

Fiscal Year Ending in February	Amount
2022	14.2
2023	14.1
2024	11.3
2025	11.5
2026	11.3
	<u>\$ 62.4</u>

Future events, such as acquisitions, dispositions or impairments, may cause these amounts to vary.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

12. INVESTMENTS IN UNCONSOLIDATED AFFILIATES

We occasionally enter into joint ventures and other equity investments to expand or maintain our geographic presence, support our distribution network or invest in new business ventures, complementary products and services. Our investments in unconsolidated affiliates and related direct ownership interests are summarized below:

Investments in Unconsolidated Affiliates	February 26, 2021		February 28, 2020	
	Investment Balance	Ownership Interest	Investment Balance	Ownership Interest
Equity method investments				
Dealer relationships	\$ 28.3	25%-40%	\$ 29.6	25%-40%
Manufacturing joint venture	7.8	49%	8.3	49%
IDEO and other	6.0	5%-24%	6.0	5%-21%
	<u>42.1</u>		<u>43.9</u>	
Cost method investments				
Dealer relationship	5.8	Less than 10%	5.8	Less than 10%
Other	3.6	Less than 10%	2.6	Less than 10%
	<u>9.4</u>		<u>8.4</u>	
Total investments in unconsolidated affiliates	<u>\$ 51.5</u>		<u>\$ 52.3</u>	

Our equity in earnings of unconsolidated affiliates is recorded in *Other income, net* on the Consolidated Statements of Income and is summarized below:

Equity in Earnings of Unconsolidated Affiliates	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Dealer relationships	\$ 8.0	\$ 9.8	\$ 9.9
Manufacturing joint venture	0.7	1.4	2.8
IDEO and other	0.6	1.0	1.0
Total equity in earnings of unconsolidated affiliates	<u>\$ 9.3</u>	<u>\$ 12.2</u>	<u>\$ 13.7</u>

Dealer Relationships

We have occasionally invested in dealers to expand or maintain our geographic presence and support our distribution network.

Manufacturing Joint Ventures

We have occasionally entered into manufacturing joint ventures to expand or maintain our geographic presence. Our only current manufacturing joint venture is Steelcase Jeraisy Company Limited, which is located in the Kingdom of Saudi Arabia and is engaged in the manufacturing of wood and metal office furniture systems, seating, accessories and related products for the Kingdom.

IDEO

IDEO LP is an innovation and design firm that uses a human-centered, design-based approach to generate new offerings and build new capabilities for its customers. IDEO serves Steelcase and a variety of other organizations within consumer products, financial services, healthcare, information technology, government, transportation and other industries. As of February 26, 2021 and February 28, 2020, we owned a 5% equity interest in IDEO.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the combined accounts of our equity method investments in unconsolidated affiliates:

Consolidated Balance Sheets	February 26, 2021	February 28, 2020
Total current assets	\$ 198.7	\$ 250.3
Total non-current assets	130.6	132.7
Total assets	\$ 329.3	\$ 383.0
Total current liabilities	\$ 141.3	\$ 204.2
Total long-term liabilities	31.1	19.6
Total liabilities	\$ 172.4	\$ 223.8

Statements of Income	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Revenue	\$ 695.4	\$ 838.0	\$ 806.4
Gross profit	204.9	252.6	235.6
Income before income tax expense	37.8	62.3	64.2
Net income	35.6	58.5	60.3

Supplemental Information	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Dividends received from unconsolidated affiliates	\$ 8.1	\$ 12.5	\$ 9.1
Sales to unconsolidated affiliates	201.5	305.7	302.6
Amount due from unconsolidated affiliates	6.4	14.4	11.4

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

13. SHORT-TERM BORROWINGS AND LONG-TERM DEBT

Debt Obligations	Interest Rate as of February 26, 2021	Fiscal Year Maturity	February 26, 2021	February 28, 2020
U.S. dollar obligations:				
Senior notes	5.125%	2029	\$ 444.1	\$ 443.3
Notes payable	Various	Various	38.1	40.5
Other committed bank facility	3.25%	2022	1.4	—
			483.6	483.8
Foreign currency obligations:				
Notes payable and bank overdraft	Various	Various	0.3	0.5
Total short-term borrowings and long-term debt			483.9	484.3
Short-term borrowings and current portion of long-term debt (1)			4.7	2.9
Long-term debt			\$ 479.2	\$ 481.4

(1) The weighted-average interest rate for short-term borrowings and the current portion of long-term debt was 2.6% as of February 26, 2021 and 2.5% as of February 28, 2020.

The annual maturities of short-term borrowings and long-term debt for each of the following five years are as follows:

Fiscal Year Ending in February	Amount
2022	\$ 4.7
2023	2.6
2024	32.2
2025	—
2026	—
Thereafter	444.4
	\$ 483.9

Senior Notes

In 2019, we issued \$450.0 of unsecured unsubordinated senior notes, due in January 2029 (“2029 Notes”). The 2029 Notes rank equally with all of our other unsecured unsubordinated indebtedness, and they contain no financial covenants. The 2029 Notes were issued at 99.213% of par value. The bond discount of \$3.5 and direct debt issuance costs of \$4.0 were deferred and are being amortized over the life of the 2029 Notes. Although the coupon rate of the 2029 Notes is 5.125%, the effective interest rate is 5.6% after taking into account the impact of the direct debt issuance costs, a deferred loss on an interest rate lock related to the debt issuance and the bond discount. During each of 2021 and 2020, amortization expense related to the discount and debt issuance costs on the 2029 Notes was \$0.8.

We may redeem some or all of the 2029 Notes at any time. The redemption price would equal the greater of: (1) the principal amount of the notes being redeemed or (2) the present value of the remaining scheduled payments of principal and interest discounted to the redemption date on a semi-annual basis at the comparable U.S. Treasury rate plus 40 basis points; plus, in both cases, accrued and unpaid interest. If the notes are redeemed within 3 months of maturity, the redemption price would be equal to the principal amount of the notes being redeemed plus accrued and unpaid interest.

STEELCASE INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Notes Payable

We have the following notes payable as of February 26, 2021:

- a \$37.5 note payable with an original amount of \$50.0 at a floating interest rate based on 30-day LIBOR plus 1.20%. As of February 26, 2021, the interest rate was 1.32%. The loan has a term of seven years and requires fixed monthly principal payments of \$0.2 on a 20-year amortization schedule with a \$31.8 balloon payment due in 2024. The loan is secured by our two corporate aircraft, contains no financial covenants and is not cross-defaulted to our other debt facilities. This note matures in 2024;
- a \$0.6 note payable with a 7.00% interest rate, maturing in 2022; and
- other foreign denominated notes payable totaling \$0.3, which includes a note with an interest rate of 2.75%.

Global Committed Bank Facility

We have a \$250.0 global committed bank facility, which was entered into in 2020. The bank facility expires in 2025. At our option, and subject to certain conditions, we may increase the aggregate commitment under the facility by up to \$125 by obtaining at least one commitment from one or more lenders. We can use borrowings under the facility for general corporate purposes, including friendly acquisitions. Interest on borrowings is based on the rate, as selected by us, between the following two options:

- the applicable margin as set forth in the credit agreement, plus the greatest of (i) the prime rate, (ii) the federal funds effective rate plus 0.5%, (iii) the Eurocurrency rate for one-month interest period plus 1% and (iv) a 0.75% floor; or
- the Eurocurrency rate, with a floor of zero, plus the applicable margin as set forth in the credit agreement.

The facility requires us to satisfy two financial covenants:

- A maximum leverage ratio covenant, which is measured by the ratio of (x) indebtedness less liquidity to (y) trailing four fiscal quarter adjusted EBITDA and is required to be less than 3.5:1. In the context of certain permitted acquisitions, we have a one-time ability, subject to certain conditions, to increase the maximum ratio to 4.0:1 for four consecutive quarters.
- A minimum interest coverage ratio covenant, which is measured by the ratio of (y) trailing four quarter adjusted EBITDA to (z) trailing four quarter interest expense and is required to be no less than 3.0:1.

The facility does not include any restrictions on cash dividend payments or share repurchases.

During 2021, we borrowed and repaid \$250.0 under the facility. As of February 26, 2021, there were no borrowings outstanding under the facility, \$3.7 of guarantees which reduced our availability, and we were in compliance with all covenants under the facility. As of February 28, 2020, there were no borrowings outstanding under the facility, our availability to borrow under the facility was not limited, and we were in compliance with all covenants under the facility.

Other Credit Facilities

We have the following other bank and credit facilities as of February 26, 2021:

- a committed bank facility of \$12.5 related to a subsidiary, which has a current availability of \$2.7 based on eligible accounts receivable of the subsidiary. As of February 26, 2021, \$1.4 was outstanding under the facility;
- unsecured uncommitted short-term credit facilities of up to \$3.9 of U.S. dollar obligations and up to \$14.4 of foreign currency obligations with various financial institutions available for working capital purposes as of February 26, 2021. Interest rates are variable and determined at the time of borrowing. These credit facilities have no stated expiration date but may be changed or canceled by the banks at any time. There were no borrowings on these facilities as of February 26, 2021 or February 28, 2020; and
- revolving credit agreements of \$40.7 which can be utilized to support bank guarantees, letters of credit and foreign exchange contracts. As of February 26, 2021, we had \$12.9 in outstanding bank guarantees and standby letters of credit against these agreements. There were no draws against our letters of credit in 2021 or 2020.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

14. DERIVATIVE INSTRUMENTS

From time to time, we enter into derivative financial instruments to manage exposure to movements in interest rates and the impact to our overall cost of borrowing. The use of these instruments modifies the exposure of these risks with the intent of reducing our risk of volatility. We do not use derivatives for speculative trading purposes.

Interest Rate Lock

In November 2018, we entered into an interest rate lock to hedge potential movements in the then-current interest rate on 10-year U.S. Treasury notes in anticipation of the issuance of our 2029 Notes, which were issued in January 2019. The derivative position was terminated when the 2029 Notes were priced on January 16, 2019. The interest rate lock was for an aggregate notional amount of \$400.0 and a fixed rate of 3.1%. The interest rate lock was designated as a cash flow hedge.

We documented our cash flow hedging strategy and risk management objective to reduce interest rate risk on anticipated future interest payments for this contract in anticipation of our future debt issuance. Upon termination of the interest rate lock, we recorded a loss of \$13.0, which was recorded in *Accumulated other comprehensive income (loss)* on the Consolidated Balance Sheets as of February 22, 2019. The loss is being amortized over the 10-year life of the 2029 Notes. There were no gains or losses recognized against earnings for hedge ineffectiveness related to the interest rate lock in 2021, 2020 or 2019.

15. EMPLOYEE BENEFIT PLAN OBLIGATIONS

Employee Benefit Plan Obligations (net)	February 26, 2021	February 28, 2020
Defined contribution retirement plans	\$ 12.1	\$ 28.1
Post-retirement medical benefits	42.7	44.3
Defined benefit pension plans	62.5	61.8
Deferred compensation plans and agreements	60.5	58.8
	<u>\$ 177.8</u>	<u>\$ 193.0</u>
Employee benefit plan obligations		
Current portion	\$ 24.9	\$ 44.7
Long-term portion	152.9	148.3
	<u>\$ 177.8</u>	<u>\$ 193.0</u>

Defined Contribution Retirement Plans

Substantially all of our U.S. employees are eligible to participate in defined contribution retirement plans, primarily the Steelcase Inc. Retirement Plan (the "Retirement Plan"). Company contributions, including discretionary profit sharing and 401(k) matching contributions, and employee 401(k) pre-tax contributions fund the Retirement Plan. All contributions are made to a trust which is held for the sole benefit of participants.

Total expense under all defined contribution retirement plans was \$19.3 for 2021, \$37.5 for 2020 and \$35.3 for 2019. We expect to fund approximately \$21.6 related to our defined contribution plans in 2022, including funding related to our 2021 discretionary profit sharing contributions.

Post-Retirement Medical Benefits

We maintain post-retirement benefit plans that provide medical and life insurance benefits to certain North American-based retirees and eligible dependents. The plans were frozen to new participants in 2003. We accrue the cost of post-retirement benefits during the service periods of employees based on actuarial calculations for each plan. These plans are unfunded. Our investments in COLI policies are intended to be utilized as a long-term funding source for these benefit obligations. See Note 10 for additional information.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Defined Benefit Pension Plans

Our defined benefit pension plans include various qualified foreign retirement plans as well as domestic non-qualified supplemental retirement plans that are limited to a select group of management approved by the Compensation Committee. The benefit plan obligations for the non-qualified supplemental retirement plans are primarily related to the Steelcase Inc. Executive Supplemental Retirement Plan. This plan, which is unfunded, was frozen to new participants in 2016, and the benefits were capped for existing participants. The funded status of our defined benefit pension plans (excluding our investments in COLI policies) is as follows:

Defined Benefit Pension Plan Obligations	February 26, 2021		February 28, 2020	
	Qualified Plans	Non-qualified Supplemental Retirement Plans	Qualified Plans	Non-qualified Supplemental Retirement Plans
	Foreign		Foreign	
Plan assets	\$ 33.2	\$ —	\$ 31.3	\$ —
Projected benefit plan obligations	53.7	32.2	49.5	33.0
Funded status	<u>\$ (20.5)</u>	<u>\$ (32.2)</u>	<u>\$ (18.2)</u>	<u>\$ (33.0)</u>
Current liability	\$ (0.3)	\$ (3.0)	\$ (0.1)	\$ (2.8)
Long-term liability	(20.2)	(29.2)	(18.1)	(30.2)
Total benefit plan obligations	<u>\$ (20.5)</u>	<u>\$ (32.2)</u>	<u>\$ (18.2)</u>	<u>\$ (33.0)</u>
Accumulated benefit obligation	<u>\$ 48.5</u>	<u>\$ 32.1</u>	<u>\$ 44.6</u>	<u>\$ 32.9</u>

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Summary Disclosures for Defined Benefit Pension and Post-Retirement Plans

The following tables summarizes our defined benefit pension and post-retirement plans:

	Defined Benefit Pension Plans		Post-Retirement Plans	
	February 26, 2021	February 28, 2020	February 26, 2021	February 28, 2020
Change in plan assets:				
Fair value of plan assets, beginning of year	\$ 31.3	\$ 30.0	\$ —	\$ —
Actual return on plan assets	(0.3)	1.6	—	—
Employer contributions	4.1	4.9	3.5	4.0
Plan participants' contributions	—	—	2.3	1.9
Currency changes	2.9	(0.3)	—	—
Benefits paid	(4.8)	(4.9)	(5.8)	(5.9)
Fair value of plan assets, end of year	<u>33.2</u>	<u>31.3</u>	<u>—</u>	<u>—</u>
Change in benefit obligations:				
Benefit plan obligations, beginning of year	82.5	76.2	44.3	40.7
Service cost	1.9	1.8	0.1	0.1
Interest cost	1.3	2.0	1.1	1.6
Amendments	0.1	—	—	—
Net actuarial loss (1)	—	8.2	0.5	5.9
Plan participants' contributions	—	—	2.3	1.9
Currency changes	4.9	(0.8)	0.2	—
Benefits paid	(4.8)	(4.9)	(5.8)	(5.9)
Benefit plan obligations, end of year	<u>85.9</u>	<u>82.5</u>	<u>42.7</u>	<u>44.3</u>
Funded status	<u>\$ (52.7)</u>	<u>\$ (51.2)</u>	<u>\$ (42.7)</u>	<u>\$ (44.3)</u>
Amounts recognized on the Consolidated Balance Sheets:				
Current liability	\$ (3.3)	\$ (2.9)	\$ (3.6)	\$ (3.3)
Long-term liability	(49.4)	(48.3)	(39.1)	(41.0)
Net amount recognized	<u>\$ (52.7)</u>	<u>\$ (51.2)</u>	<u>\$ (42.7)</u>	<u>\$ (44.3)</u>
Amounts recognized in accumulated other comprehensive income (loss) — pretax:				
Actuarial loss (gain)	\$ 21.9	\$ 20.3	\$ (11.1)	\$ (13.6)
Prior service cost	0.9	0.7	—	—
Total amounts recognized in accumulated other comprehensive income (loss) — pretax	<u>\$ 22.8</u>	<u>\$ 21.0</u>	<u>\$ (11.1)</u>	<u>\$ (13.6)</u>

(1) In 2021 and 2020, the net actuarial loss includes amounts resulting from changes in actuarial assumptions utilized to calculate our benefit plan obligations such as weighted-average discount rates and recent census data.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

	Pension Plans			Post-Retirement Plans		
	Year Ended			Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019	February 26, 2021	February 28, 2020	February 22, 2019
Components of expense:						
Service cost	\$ 1.9	\$ 1.8	\$ 2.2	\$ 0.1	\$ 0.1	\$ 0.1
Interest cost	1.3	2.0	2.1	1.1	1.6	1.6
Amortization of net loss (gain)	1.1	0.4	0.3	(2.1)	(3.3)	(3.8)
Amortization of prior year service credit	—	(0.1)	(0.2)	—	—	(2.2)
Expected return on plan assets	(0.9)	(1.3)	(1.5)	—	—	—
Net expense (credit) recognized in Consolidated Statements of Income	3.4	2.8	2.9	(0.9)	(1.6)	(4.3)
Other changes in plan assets and benefit obligations recognized in other comprehensive income (pre-tax):						
Net actuarial loss (gain)	1.2	7.9	1.0	0.5	5.9	(0.8)
Prior service cost	0.1	—	1.0	—	—	—
Amortization of gain (loss)	(1.1)	(0.4)	(0.3)	2.1	3.4	3.8
Amortization of prior year service credit	—	0.1	0.2	—	—	2.2
Other	—	—	—	—	—	0.1
Total recognized in other comprehensive income	0.2	7.6	1.9	2.6	9.3	5.3
Total recognized in net periodic benefit cost and other comprehensive income (pre-tax)	\$ 3.6	\$ 10.4	\$ 4.8	\$ 1.7	\$ 7.7	\$ 1.0

Pension and Other Post-Retirement Accumulated Other Comprehensive Income (Loss) Changes	Before Tax Amount	Tax (Expense) Benefit	Net of Tax Amount
Balance as of February 22, 2019	\$ 9.5	\$ 0.2	\$ 9.7
Amortization of prior service cost (credit) included in net periodic pension cost	(0.1)	—	(0.1)
Net prior service (cost) credit during period	(0.1)	—	(0.1)
Net actuarial gain (loss) arising during period	(13.9)	3.4	(10.5)
Amortization of net actuarial (gain) loss included in net periodic pension cost	(3.0)	0.7	(2.3)
Net actuarial gain (loss) during period	(16.9)	4.1	(12.8)
Foreign currency translation adjustments	0.1	—	0.1
Current period change	(16.9)	4.1	(12.8)
Balance as of February 28, 2020	\$ (7.4)	\$ 4.3	\$ (3.1)
Prior service (cost) credit from plan amendment arising during period	(0.1)	—	(0.1)
Net prior service (cost) credit during period	(0.1)	—	(0.1)
Net actuarial gain (loss) arising during period	(1.7)	0.3	(1.4)
Amortization of net actuarial (gain) loss included in net periodic pension cost	(1.1)	0.3	(0.8)
Net actuarial gain (loss) during period	(2.8)	0.6	(2.2)
Foreign currency translation adjustments	(1.4)	0.2	(1.2)
Current period change	(4.3)	0.8	(3.5)
Balance as of February 26, 2021	\$ (11.7)	\$ 5.1	\$ (6.6)

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Weighted-Average Assumptions	Pension Plans			Post-Retirement Plans		
	Year Ended			Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019	February 26, 2021	February 28, 2020	February 22, 2019
Weighted-average assumptions used to determine benefit obligations:						
Discount rate	1.70 %	1.70 %	2.90 %	2.58 %	2.58 %	4.08 %
Rate of salary progression	3.50 %	3.50 %	3.60 %			
Weighted-average assumptions used to determine net periodic benefit cost:						
Discount rate	1.70 %	2.70 %	2.90 %	2.56 %	4.06 %	3.95 %
Expected return on plan assets	3.00 %	3.00 %	4.60 %			
Rate of salary progression	3.40 %	3.50 %	3.40 %			

The measurement dates for our retiree benefit plans are consistent with our fiscal year-end. Accordingly, we select discount rates to measure our benefit obligations that are consistent with market indices at the end of each year. In evaluating the expected return on plan assets, we consider the expected long-term rate of return on plan assets based on the specific allocation of assets for each plan, an analysis of current market conditions and the views of leading financial advisors and economists.

The assumed healthcare cost trend was 5.84% for pre-age 65 retirees as of February 26, 2021, gradually declining to 4.50% after seven years. As of February 28, 2020, the assumed healthcare cost trend was 6.51% for pre-age 65 retirees, gradually declining to 4.50% after eight years. Post-age 65 trend rates are not applicable as our plan provides a fixed subsidy for post-age 65 benefits.

Plan Assets

The investments of the foreign plans are managed by third-party investment managers who follow local regulations. In general, the investment strategy is designed to accumulate a diversified portfolio among markets, asset classes or individual securities in order to reduce market risk and assure that the pension assets are available to pay benefits as they come due.

Our pension plans' weighted-average investment allocation strategies and weighted-average target asset allocations by asset category as of February 26, 2021 and February 28, 2020 are reflected in the following table. The target allocations are established by the investment committees of each plan in consultation with external advisors after consideration of the associated risk and expected return of the underlying investments.

Asset Category	February 26, 2021		February 28, 2020	
	Actual Allocations	Target Allocations	Actual Allocations	Target Allocations
Equity securities	70 %	40 %	60 %	40 %
Debt securities	25	30	35	30
Real estate	4	—	4	—
Other (1)	1	30	1	30
Total	100 %	100 %	100 %	100 %

(1) Primarily represents money market funds.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The fair value of the pension plan assets as of February 26, 2021 and February 28, 2020, by asset category are as follows:

Fair Value of Pension Plan Assets	February 26, 2021			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 0.2	\$ —	\$ —	\$ 0.2
Equity securities - International	—	23.5	—	23.5
Fixed income securities - Bond funds	—	8.3	—	8.3
Other investments - Property and property funds	—	1.2	—	1.2
	<u>\$ 0.2</u>	<u>\$ 33.0</u>	<u>\$ —</u>	<u>\$ 33.2</u>

Fair Value of Pension Plan Assets	February 28, 2020			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 0.2	\$ —	\$ —	\$ 0.2
Equity securities - International	—	18.9	—	18.9
Fixed income securities - Bond funds	—	11.1	—	11.1
Other investments - Property and property funds	—	1.1	—	1.1
	<u>\$ 0.2</u>	<u>\$ 31.1</u>	<u>\$ —</u>	<u>\$ 31.3</u>

There were no transfers between Level 1 and Level 2 of the fair value hierarchy for any periods presented.

We expect to contribute approximately \$4.2 to our pension plans and fund approximately \$3.6 related to our post-retirement plans in 2022. The estimated future benefit payments under our pension and post-retirement plans are as follows:

Fiscal Year Ending in February	Pension Plans	Post-retirement Plans
2022	\$ 4.2	\$ 3.6
2023	4.8	3.5
2024	4.9	3.4
2025	4.4	3.3
2026	5.2	3.2
2027 - 2031	21.7	13.8

Multi-Employer Pension Plan

Our subsidiary, SC Transport Inc., previously contributed to the Central States, Southeast and Southwest Areas Pension Fund (the "Fund") based on an obligation arising from a collective bargaining agreement ("CBA") that covered SC Transport Inc. employees and retirees. Under current law, an employer that withdraws or partially withdraws from a multi-employer pension plan may incur a withdrawal liability to the plan, which represents the portion of the plan's underfunding that is allocable to the withdrawing employer under very complex actuarial and allocation rules.

In 2019, the Fund asserted that SC Transport Inc.'s absence of hiring additional union employees over the past ten years, coupled with restructuring of SC Transport Inc.'s business, constituted an adverse selection practice under the Fund and, if not remedied, would result in an assessment of a withdrawal liability. As a result of the Fund's assertion, SC Transport Inc. recorded an \$11.2 charge in 2019, which was based on our best estimate from our analysis of available information and pension regulations which specify that the liability will be paid out in installments over a period of up to 20 years. The withdrawal liability was discounted using a rate of 3.5%. The balance of the liability as of February 26, 2021 was \$9.8.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

In 2020, SC Transport Inc. finalized a new CBA with its employees that no longer requires it to contribute to the fund after March 31, 2019 due to its withdrawal from the Fund. We notified the Fund of the new CBA, and the Fund issued a final assessment of our withdrawal liability during 2020. We appealed the amount of the assessment by the Fund and are now awaiting arbitration proceedings. The amount that may ultimately be required to settle any potential obligation may be lower or higher than our estimated liability, which we will adjust if needed, if and when additional information becomes available. If the Fund were to experience a mass withdrawal within three years from the date of our withdrawal, our liability could increase by approximately \$13. A mass withdrawal could occur if all participating employers in the Fund withdraw at the same time, if the trustees terminate the Fund or if all union employees decertify the union. Our participation in the plan in 2019 is outlined in the table below. Expense was recognized at the time our contributions were funded in accordance with applicable accounting standards.

Pension Fund	EIN - Pension Plan Number	Plan Month / Day End Date	Pension Protection Act Zone Status (1)	FIP/RP Status Pending / Implemented (2)	Contributions	Surcharges Imposed or Amortization Provisions
			2019		2019	
Central States, Southeast and Southwest Areas Pension Fund	366044243-001	12/31	Red	Implemented	\$0.2	No

- (1) The most recent Pension Protection Act Zone Status available in 2019 relates to the plan's most recent fiscal year-end. The zone status is based on information received from the plan certified by the plan's actuary. Among other factors, red zone status plans are generally less than 65 percent funded and are considered in critical status.
- (2) The FIP/RP Status Pending/Implemented column indicates plans for which a financial improvement plan or a rehabilitation plan is either pending or has been implemented by the trustees of the plan.

Deferred Compensation Programs

We maintain four deferred compensation programs. The first deferred compensation program is closed to new entrants. In this program, certain employees elected to defer a portion of their compensation in return for a fixed benefit to be paid in installments beginning when the participant reaches age 70. Under the second plan, certain employees may elect to defer a portion of their compensation. The third plan is intended to restore retirement benefits that would otherwise be paid under the Retirement Plan but are precluded as a result of the limitations on eligible compensation under Internal Revenue Code Section 401(a)(17). Under the fourth plan, our non-employee directors may elect to defer all or a portion of their board retainer and committee fees. The deferred amounts in the last three plans earn a return based on the investment option selected. These deferred compensation obligations are unfunded.

Deferred compensation expense, which represents annual participant earnings on amounts that have been deferred, and expense related to restoration retirement benefits were \$7.7 for 2021, \$3.3 for 2020 and \$4.6 for 2019.

STEELCASE INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

16. CAPITAL STRUCTURE***Terms of Class A Common Stock and Class B Common Stock***

The holders of common stock are generally entitled to vote as a single class on all matters upon which shareholders have a right to vote, subject to the requirements of applicable laws and the rights of any outstanding series of preferred stock to vote as a separate class. Each share of Class A Common Stock entitles its holder to one vote, and each share of Class B Common Stock entitles its holder to 10 votes. Each share of Class B Common Stock is convertible into a share of Class A Common Stock on a one-for-one basis (i) at the option of the holder at any time, (ii) upon transfer to a person or entity which is not a Permitted Transferee (as defined in our Second Restated Articles of Incorporation, as amended), (iii) with respect to shares of Class B Common Stock acquired after February 20, 1998, at such time as a corporation, partnership, limited liability company, trust or charitable organization holding such shares ceases to be controlled or owned 100% by Permitted Transferees and (iv) on the date on which the number of shares of Class B Common Stock outstanding is less than 15% of all of the then outstanding shares of common stock (calculated without regard to voting rights).

Except for the voting and conversion features described above, the terms of Class A Common Stock and Class B Common Stock are generally similar. That is, the holders are entitled to equal dividends when declared by our Board of Directors and generally will receive the same per share consideration in the event of a merger and be treated on an equal per share basis in the event of a liquidation or winding up of Steelcase Inc. In addition, we are not entitled to issue additional shares of Class B Common Stock, or issue options, rights or warrants to subscribe for additional shares of Class B Common Stock, except that we may make a pro rata offer to all holders of common stock of rights to purchase additional shares of the class of common stock held by them, and any dividend payable in common stock will be paid in the form of Class A Common Stock to Class A holders and Class B Common Stock to Class B holders. Neither class of stock may be split, divided or combined unless the other class is proportionally split, divided or combined.

Preferred Stock

Our Second Restated Articles of Incorporation, as amended, authorize our Board of Directors, without any vote or action by our shareholders, to create one or more series of preferred stock up to the limit of our authorized but unissued shares of preferred stock and to fix the designations, preferences, rights, qualifications, limitations and restrictions thereof, including the voting rights, dividend rights, dividend rate, conversion rights, terms of redemption (including sinking fund provisions), redemption price or prices, liquidation preferences and the number of shares constituting any series.

Share Repurchases and Conversions

The 2021 and 2020 activity for share repurchases is as follows (share data in millions):

Share Repurchases	Year ended			
	February 26, 2021		February 28, 2020	
	Total number of shares	Price Paid	Total number of shares	Price Paid
Class A Common Stock	3.3	\$ 42.7	0.5	\$ 8.7
Class B Common Stock	—	\$ —	—	\$ —

During 2021 and 2020, 1.4 million and 1.6 million shares of our Class B Common Stock were converted to Class A Common Stock, respectively.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

17. INCOME TAXES

In Q1 2021, the U.S. government enacted tax legislation to provide economic stimulus and support to businesses during the COVID-19 pandemic, referred to as the Coronavirus Aid, Relief and Economic Security Act (the "CARES Act"), which enabled companies to carry back tax losses to years prior to the enactment of the Tax Cuts and Jobs Act when the federal statutory income tax rate was 35%. Additionally, the CARES Act included an administrative correction of the depreciation recovery period for qualified improvement property which impacted certain leasehold improvement costs that resulted in the acceleration of depreciation on these assets retroactively to 2018.

Provision for Income Taxes

The provision for income taxes on income before income tax expense (benefit) consists of:

Provision for Income Tax Expense (Benefit)	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Current income tax expense (benefit):			
Federal	\$ (30.4)	\$ 6.8	\$ 18.4
State and local	1.9	10.9	6.0
Foreign	12.9	15.4	14.6
	<u>(15.6)</u>	<u>33.1</u>	<u>39.0</u>
Deferred income tax expense (benefit):			
Federal	13.7	10.3	(3.6)
State and local	(1.1)	(2.8)	1.2
Foreign	2.8	4.9	1.3
	<u>15.4</u>	<u>12.4</u>	<u>(1.1)</u>
Income tax expense (benefit)	<u>\$ (0.2)</u>	<u>\$ 45.5</u>	<u>\$ 37.9</u>

Income taxes were based on the following sources of income (loss) before income tax expense (benefit):

Source of Income (Loss) Before Income Tax Expense (Benefit)	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Domestic	\$ (10.1)	\$ 195.8	\$ 119.4
Foreign	36.0	49.4	44.5
	<u>\$ 25.9</u>	<u>\$ 245.2</u>	<u>\$ 163.9</u>

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The total income tax expense (benefit) we recognized is reconciled to that computed by applying the U.S. federal statutory tax rate of 21.0%, as follows:

Income Tax Provision Reconciliation	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Tax expense at the U.S. federal statutory rate	\$ 5.4	\$ 51.5	\$ 34.4
State and local income taxes, net of federal	0.6	6.4	5.7
Impact of the CARES Act	(11.7)	—	—
Sale of PolyVision (1)	—	(11.6)	—
Valuation allowance provisions and adjustments (2)	0.4	(1.3)	(1.3)
Goodwill impairment charge (3)	3.4	—	—
COLI income (4)	(2.7)	(1.4)	(1.6)
Foreign operations, less applicable foreign tax credits (5)	5.4	4.9	7.8
Impact of change to non-U.S. federal statutory tax rates (6)	0.4	(1.2)	(0.8)
Officer compensation limitation	1.9	1.1	1.0
Research tax credit	(3.0)	(2.9)	(2.9)
Other	(0.3)	—	(4.4)
Total income tax expense (benefit) recognized	\$ (0.2)	\$ 45.5	\$ 37.9

- (1) The tax basis of PolyVision exceeded the book equity of the entity. For U.S. federal tax purposes, this generated a capital loss and related benefit, which varied from the expected U.S. federal tax expense on the financial statement gain on disposal.
- (2) The valuation allowance provisions and adjustments are based on current year activity, which are further detailed below.
- (3) We recorded a goodwill impairment charge related to our Orangebox U.K. reporting unit which is non-deductible for tax purposes.
- (4) The increase in the cash surrender value of COLI policies, net of normal insurance expenses, plus maturity benefits are non-taxable.
- (5) The foreign operations, less applicable foreign tax credits, amounts include the rate differential between local statutory rates and the U.S. rate on foreign operations.
- (6) A cancellation of scheduled changes to the statutory tax rates in the U.K. and France resulted in the revaluation of certain deferred tax assets in those jurisdictions.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Deferred Income Taxes

The significant components of deferred income taxes are as follows:

Deferred Income Taxes	February 26, 2021	February 28, 2020
Deferred income tax assets:		
Employee benefit plan obligations and deferred compensation	\$ 57.6	\$ 68.9
Operating lease obligations	62.7	64.2
Foreign and domestic net operating loss carryforwards	45.2	39.1
Reserves and accruals	15.1	17.1
Tax credit carryforwards	22.0	19.1
Other, net	15.0	17.1
Total deferred income tax assets	<u>217.6</u>	<u>225.5</u>
Valuation allowances	(6.6)	(5.7)
Net deferred income tax assets	<u>211.0</u>	<u>219.8</u>
Deferred income tax liabilities:		
Right-of-use operating lease assets	57.4	61.4
Property, plant and equipment	32.3	28.6
Intangible assets	13.0	9.8
Prepaid expenses	2.0	2.2
Total deferred income tax liabilities	<u>104.7</u>	<u>102.0</u>
Net deferred income taxes	<u>\$ 106.3</u>	<u>\$ 117.8</u>
Net deferred income taxes is comprised of the following components:		
Deferred income tax assets—non-current	113.3	124.6
Deferred income tax liabilities—non-current	7.0	6.8

As of February 26, 2021, the valuation allowance of \$6.6 included \$3.5 relating to foreign deferred tax assets. In updating our assessment of the ultimate realization of deferred tax assets, we considered the following factors:

- recent financial performance including cumulative losses,
- the predictability of future income,
- prudent and feasible tax planning strategies that could be implemented to protect the loss of the deferred tax assets and
- the effect of reversing taxable temporary differences.

Based on our evaluation of these factors, particularly cumulative losses, we were unable to assert that it is more likely than not that the deferred tax assets in our owned dealers and sales offices in France, Australia, Morocco and Hong Kong would be realized as of February 26, 2021. During 2021, we liquidated our owned dealer in Brazil, requiring the reversal of the valuation allowance on its deferred tax assets, which reduced tax expense by \$1.0. During 2020, we determined that it was more likely than not that all of the deferred tax assets, including net operating losses, of our owned dealer in the U.K. would be utilized, and the reversal of the valuation allowance on these items reduced tax expense by \$3.1. Also during 2020, we determined that it was not more likely than not that all of the deferred tax assets, including net operating losses, of our owned dealer in Australia would be utilized, and recorded a valuation allowance which increased tax expense by \$1.2.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We have the ability to repatriate foreign subsidiary earnings to our U.S. parent without incurring additional U.S. federal income tax. We have provided deferred income taxes where appropriate on earnings of subsidiaries expected to be distributed. However, we have not recorded deferred taxes on any remaining historical outside basis differences in non-U.S. subsidiaries as we continue to assert indefinite reinvestment on those basis differences that are not related to amounts previously taxed in the U.S. or undistributed earnings generated after 2018.

Taxes Payable or Receivable

Income taxes currently payable or receivable are reported on the Consolidated Balance Sheets as follows:

Income Taxes	February 26, 2021	February 28, 2020
Other current assets:		
Income taxes receivable	\$ 49.5	\$ 8.0
Other long-term assets:		
Income taxes receivable	\$ —	\$ 7.8
Accrued expenses:		
Income taxes payable	\$ 7.4	\$ 13.9

Net Operating Loss and Tax Credit Carryforwards

Operating loss and tax credit carryforwards expire as follows:

Fiscal Year Ending February	Net Operating Loss Carryforwards (Gross)			Net Operating Loss Carryforwards (Tax Effected)				Tax Credit Carryforwards
	Federal	State	International	Federal	State	International	Total	
2022	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
2023-2041	0.9	56.3	0.7	0.2	4.5	0.2	4.9	22.0
No expiration	—	—	173.2	—	—	41.2	41.2	—
	<u>\$ 0.9</u>	<u>\$ 56.3</u>	<u>\$ 173.9</u>	0.2	4.5	41.4	46.1	22.0
Valuation allowances				—	—	(3.0)	(3.0)	(3.1)
Net benefit				<u>\$ 0.2</u>	<u>\$ 4.5</u>	<u>\$ 38.4</u>	<u>\$ 43.1</u>	<u>\$ 18.9</u>

Future tax benefits for net operating loss and tax credit carryforwards are recognized to the extent that realization of these benefits is considered more likely than not. It is considered more likely than not that a benefit of \$62.0 will be realized on these net operating loss and tax credit carryforwards. This determination is based on the expectation that related operations will be sufficiently profitable or various tax, business and other planning strategies available to us will enable utilization of the carryforwards. We assess the available positive and negative evidence to estimate if sufficient future taxable income will be generated to utilize the existing deferred tax assets. Valuation allowances are recorded to the extent realization of these carryovers is not more likely than not.

Uncertain Tax Positions

We are subject to taxation in the U.S. and various states and foreign jurisdictions with varying statutes of limitation. Tax years that remain subject to examination by major tax jurisdictions include: the U.S. 2016 through 2021 (certain U.S. tax years are open to assessment due to the carryback of tax losses to those years), Canada 2017 through 2021, France 2015 through 2021 and Germany 2014 through 2021. We adjust these reserves, as well as the related interest and penalties, in light of changing facts and circumstances.

We are audited by the U.S. Internal Revenue Service under the Compliance Assurance Process (“CAP”). Under CAP, the U.S. Internal Revenue Service works with large business taxpayers to identify and resolve issues prior to the filing of a tax return. Accordingly, we record minimal liabilities for U.S. federal uncertain tax positions.

We recognize interest and penalties associated with uncertain tax positions in income tax expense (benefit), and these amounts were not material in 2021, 2020 or 2019.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

A reconciliation of the beginning and ending balances of unrecognized tax benefits is as follows:

Unrecognized Tax Benefits	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Balance as of beginning of period	\$ 2.0	\$ 2.0	\$ 2.2
Gross decreases—tax positions in prior period	—	—	—
Currency translation adjustment	0.3	—	(0.2)
Balance as of end of period	<u>\$ 2.3</u>	<u>\$ 2.0</u>	<u>\$ 2.0</u>

We have taken tax positions in a non-U.S. jurisdiction that do not meet the more likely than not test required under the uncertain tax position accounting guidance. Since the tax positions have increased net operating loss carryforwards, the underlying deferred tax asset is shown net of a \$2.3 liability for uncertain tax positions as of February 26, 2021. No other amounts are recorded as a liability for uncertain tax positions, including interest and penalties, on the Consolidated Balance Sheets.

Unrecognized tax benefits of \$2.3, if favorably resolved, would be recorded as an income tax benefit. We do not expect the amount of unrecognized tax benefits will significantly change due to expiring statutes or audit activity in the next twelve months.

18. SHARE-BASED COMPENSATION

The Steelcase Inc. Incentive Compensation Plan (the "Incentive Compensation Plan") provides for the issuance of share-based compensation awards to employees and members of our Board of Directors. There are 25,000,000 shares of Class A Common Stock reserved for issuance under our Incentive Compensation Plan, with 2,087,863 shares remaining for future issuance under our Incentive Compensation Plan as of February 26, 2021.

A variety of awards may be granted under the Incentive Compensation Plan, including stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance units, cash-based awards, phantom shares and other share-based awards. Outstanding awards under the Incentive Compensation Plan vest over a period of three years. Our Board of Directors may amend or terminate the Incentive Compensation Plan at its discretion subject to certain provisions as stipulated within the plan.

In the event of a "change in control", as defined in the Incentive Compensation Plan,

- any performance-based conditions imposed on outstanding awards will be deemed to be, immediately prior to the change in control, the greater of (1) the applicable performance achieved through the date of the change in control or (2) the target level of performance; and
- all restrictions imposed on all outstanding awards of restricted stock units and performance units will lapse if either (1) the awards are assumed by an acquirer or successor and the awardee experiences a qualifying termination during the two year period following the change in control or (2) the awards are not assumed by an acquirer or successor.

Share-based awards currently outstanding under the Incentive Compensation Plan are as follows:

Total Outstanding Awards	February 26, 2021
Performance units (1)	898,156
Restricted stock units	2,285,965
Total outstanding awards	<u>3,184,121</u>

- (1) This amount includes the maximum number of shares that may be issued under outstanding performance unit awards; however, the actual number of shares which may be issued will be determined based on the satisfaction of certain criteria, and therefore may be significantly lower.

STEELCASE INC.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Performance Units

Performance units ("PSUs") are earned after the applicable performance period and only if the performance criteria stated in the applicable award are achieved. After completion of the performance period, the number of PSUs earned will be issued as shares of Class A Common Stock. The aggregate number of shares of Class A Common Stock that ultimately may be issued under PSUs where the performance period has not been completed ranged from 0 to 898,156 shares as of February 26, 2021. The awards will be forfeited if a participant leaves the company for reasons other than retirement, disability or death or if the participant engages in any competition with us, as defined in the Incentive Compensation Plan.

A dividend equivalent is calculated based on the actual number of PSUs earned at the end of the performance period equal to the dividends that would have been payable on the earned PSUs had they been held during the entire performance period as Class A Common Stock. At the end of the performance period, the dividend equivalents are paid in the form of cash.

The expense for PSUs is determined based on the probability that the performance conditions will be met and, if applicable, the fair value of the market condition on the grant date. The PSUs are expensed and recorded in *Additional paid-in capital* on the Consolidated Balance Sheets over the remaining performance period.

During 2021, we awarded two sets of PSUs to certain employees. The first set, consisting of 303,973 PSUs, were earned in 2021 (the "2021 Short-Term PSUs"), and the second set, consisting of 529,500 PSUs, will be earned over a three-year performance period of 2021 through 2023 (the "2021 Long-Term PSUs"). The 2021 Short-Term PSUs were earned based on our Compensation Committee's qualitative assessment of management's performance in 2021 in a number of specified areas (collectively, the "2021 Performance Measures"). In Q4 2021, the Committee reviewed the 2021 Performance Measures and based on the Committee's assessment, the 2021 Short-Term PSUs were considered granted and earned at 100% of the target level, and 298,263 shares of Class A Common Stock were issued to participants under such awards. The 2021 Long-Term PSUs will be earned based on achievement of certain performance conditions and then modified based on achievement of certain total shareholder return results relative to a comparison group of companies, which is a market condition. The performance conditions for the 2021 Long-Term PSUs are established by the Compensation Committee within the first three months of the applicable fiscal year for each year of the performance period. When the performance conditions for a fiscal year are established (or, if the performance conditions involve a qualitative assessment, when such assessment has been made), one-third of the PSUs awarded are considered granted. The performance conditions for the first year of the performance period involved a qualitative assessment which was made in Q4 2021, and accordingly, one-third of the 2021 Long-Term PSUs were considered granted in Q4 2021.

The PSUs awarded in 2020 are earned over a three-year performance period of 2020 through 2022 (the "2020 PSUs"). The 2020 PSUs will be earned based on achievement of certain performance conditions and then modified based on achievement of certain total shareholder return results relative to a comparison group of companies, which is a market condition. The performance conditions for the 2020 PSUs are established by the Compensation Committee within the first three months of the applicable fiscal year for each year of the performance period. When the performance conditions for a fiscal year are established (or, if the performance conditions involve a qualitative assessment, when such assessment has been made), one-third of the PSUs awarded are considered granted. The performance conditions for the first year of the performance period were established in Q1 2020, and the performance conditions for the second year of the performance period involved a qualitative assessment which was made in Q4 2021. Accordingly, one-third of the 2020 PSUs were considered granted in each of Q1 2020 and Q4 2021.

The PSUs granted in 2019 were earned over a three-year period based on achievement of certain total shareholder return results relative to a comparison group of companies, which is a market condition. Based on actual results, the PSUs granted in 2019 were earned at 80.0% of the target level, and 147,120 shares of Class A Common Stock were issued to participants under such awards.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

We used the Monte Carlo simulation model to calculate the fair value of the market conditions on the respective grant dates, which resulted in a fair value of \$3.7, \$1.6 and \$3.3 for the PSUs with market conditions granted in 2021, 2020 and 2019, respectively. The Monte Carlo simulation was computed using the following assumptions:

	2021 Awards - Year 1	2020 Awards - Year 2	2020 Awards - Year 1	2019 Awards
Risk-free interest rate (1)	0.2 %	0.1 %	2.3 %	2.6 %
Expected term	2 years	1 year	3 years	3 years
Estimated volatility (2)	58.1 %	74.1 %	32.5 %	33.8 %

(1) Based on the U.S. Government bond benchmark on the grant date.

(2) Represents the historical price volatility of our Company's Class A Common Stock for the three-year period preceding the grant date.

The Monte Carlo simulation resulted in the following weighted-average grant date fair values per PSU with market conditions:

Grant Date Fair Value per PSU	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Weighted-average grant date fair value per share of PSUs granted under monte carlo	\$ 13.29	\$ 16.21	\$ 18.02

The total PSU expense and associated tax benefit for all outstanding awards in 2021, 2020 and 2019 are as follows:

Performance Units	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Expense	\$ 7.7	\$ 2.7	\$ 4.2
Tax benefit	2.0	0.7	1.1

The 2021 PSU activity is as follows:

Maximum Number of Nonvested Units	Total	Weighted-Average Grant Date Fair Value per Unit
Nonvested as of February 28, 2020	605,080	\$ 17.39
Granted	1,040,842	13.41
Vested	(742,056)	15.23
Forfeited	(5,710)	13.52
Nonvested as of February 26, 2021	898,156	\$ 14.06

As of February 26, 2021, there was \$0.4 of remaining unrecognized compensation cost related to nonvested PSUs. That cost is expected to be recognized over a remaining weighted-average period of 1.6 years.

The total fair value of PSUs vested during 2021, 2020 and 2019 was \$6.4, \$1.7 and \$0.0, respectively. The fair value was determined based upon the closing price of shares of our Class A Common Stock as of the date the Compensation Committee of our Board of Directors certified the awards.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Restricted Stock Units

During 2021 we awarded 1,371,077 restricted stock units ("RSUs") to certain employees. RSUs have restrictions on transfer which lapse three years after the date of grant, at which time RSUs are issued as unrestricted shares of Class A Common Stock. These awards will be forfeited if a participant leaves the company for reasons other than retirement, disability or death or if the participant engages in any competition with us, as defined in the Incentive Compensation Plan. RSUs are expensed and recorded in *Additional paid-in capital* on the Consolidated Balance Sheets over the requisite service period based on the value of the shares on the grant date.

The weighted-average grant date fair value per share of RSUs granted in 2021, 2020 and 2019 is as follows:

Grant Date Fair Value per Share	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Weighted-average grant date fair value per share of RSUs granted	\$ 9.49	\$ 15.84	\$ 14.67

The total RSU expense and associated tax benefit for all outstanding awards in 2021, 2020 and 2019 are as follows:

Restricted Stock Units	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Expense	\$ 12.4	\$ 13.3	\$ 12.7
Tax benefit	3.1	3.6	3.4

Holders of RSUs receive cash dividends equal to the dividends we declare and pay on our Class A Common Stock, which are included in *Dividends paid* on the Consolidated Statements of Cash Flows. The 2021 RSU activity is as follows:

Nonvested Units	Total	Weighted-Average Grant Date Fair Value per Share
Nonvested as of February 28, 2020	1,761,124	\$ 15.28
Granted	1,371,077	9.49
Vested	(800,068)	14.45
Forfeited	(46,168)	14.39
Nonvested as of February 26, 2021	<u>2,285,965</u>	<u>\$ 12.11</u>

There was \$6.7 of remaining unrecognized compensation cost related to RSUs as of February 26, 2021. That cost is expected to be recognized over a weighted-average period of 1.8 years.

The total fair value of RSUs vested was \$10.7, \$12.6 and \$15.4 during 2021, 2020 and 2019, respectively. The fair value was determined based upon the closing price of shares of our Class A Common Stock on the dates the awards vested.

Unrestricted Share Grants

Under the Incentive Compensation Plan, unrestricted shares of our Class A Common Stock may be issued to members of our Board of Directors as compensation for director's fees. We granted a total of 64,107, 41,941 and 53,029 unrestricted shares at a weighted average grant date fair value per share of \$12.21, \$17.31 and \$14.82 during 2021, 2020 and 2019, respectively.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

19. LEASES

We have operating leases for corporate offices, sales offices, showrooms, manufacturing facilities, vehicles and equipment that expire at various dates through 2031. Certain lease agreements include contingent rental payments based on per unit usage over contractual levels (e.g., miles driven or machine hours used) and others include rental payments adjusted periodically for inflationary indexes. Additionally, some leases include options to renew or terminate the leases which can be exercised at our discretion.

As a result of the COVID-19 pandemic, the FASB staff issued a question and answer document (the "Staff Q&A") on the application of lease accounting guidance related to lease concessions provided as a result of the pandemic. The Staff Q&A provides interpretive guidance allowing companies the option to account for lease concessions related to the pandemic consistent with how those concessions would be accounted for under ASU 2016-02, *Leases (Topic 842)*, as though enforceable rights and obligations for those concessions existed at the beginning of the contract (regardless of whether those enforceable rights and obligations for the concessions explicitly exist in the contract). This interpretive guidance was issued in order to reduce the costs and complexities of applying lease modification accounting under Topic 842 to leases impacted by the effects of the pandemic. We have elected to apply the interpretive guidance provided in the Staff Q&A to rent deferrals and abatements received related to the pandemic. Accordingly, we have not remeasured the related right-of-use asset or lease liability for the affected leases. The lease concessions were not material for the twelve months ended February 26, 2021.

The components of lease expense are as follows:

	Year Ended	
	February 26, 2021	February 28, 2020
Operating lease cost	\$ 51.8	\$ 51.9
Sublease rental income	(2.4)	(1.2)
	\$ 49.4	\$ 50.7

Supplemental cash flow and other information related to leases are as follows:

	Year Ended	
	February 26, 2021	February 28, 2020
Cash flow information:		
Operating cash flows used for operating leases	\$ 50.4	\$ 45.3
Leased assets obtained in exchange for new operating lease obligations	\$ 21.8	\$ 103.6
Other information:		
Weighted-average remaining term	6.6 years	7.1 years
Weighted-average discount rate	3.8 %	4.0 %

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the future minimum lease payments as of February 26, 2021:

Fiscal year ending in February	Amount (1)
2022	\$ 52.0
2023	44.9
2024	39.6
2025	37.6
2026	30.1
Thereafter	71.7
Total lease payments	\$ 275.9
Less interest	32.6
Present value of lease liabilities	\$ 243.3

- (1) Lease payments include options to extend lease terms that are reasonably certain of being exercised. The payments exclude legally binding minimum lease payments for leases signed but not yet commenced.

20. ACQUISITIONS

Orangebox

In 2019, we acquired Orangebox, a manufacturer of task seating, architectural pods, privacy solutions and collaborative furniture based in the U.K. The transaction included the purchase of all of the outstanding capital stock of Orangebox for \$78.9 (or £60.0) less an adjustment for working capital of \$0.5 in an all-cash transaction. Up to an additional \$3.9 (or £3.0) is payable to one of the sellers over three years, contingent upon the achievement of certain business performance obligations. The acquisition was funded by borrowings under our global committed bank facility. The goodwill resulting from the acquisition relates to the expected ability to provide customers with a broader range of furniture designed to boost collaboration at work and provide us with additional capability to develop innovative products.

Tangible assets and liabilities of Orangebox were valued as of the acquisition date using a market analysis and intangible assets were valued using a discounted cash flow analysis, which represents a Level 3 measurement. On the acquisition date, we recorded \$42.2 related to identifiable intangible assets, \$23.4 related to goodwill and \$16.7 related to tangible assets. The tangible assets mainly consisted of working capital (primarily accounts receivable, inventory and current liabilities), property, plant and equipment (primarily the land, building and equipment of two manufacturing locations in the U.K.) and deferred tax liabilities. Goodwill was recorded in EMEA and the Americas segments in the amounts of \$18.8 and \$4.6, respectively. The goodwill is not deductible for U.K. or U.S. income tax purposes. In 2021, we recorded a goodwill impairment charge related to Orangebox U.K. See Note 11 for additional information. Intangible assets are principally related to dealer relationships, the Orangebox trade name and internally-developed know-how and designs, which are being amortized over periods ranging between 9 to 11 years from the date of the acquisition. The purchase price allocation for the Orangebox acquisition was completed during 2020.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the acquired identified intangible assets and the respective fair value and useful life of each asset at the date of acquisition:

Other Intangible Assets	Weighted Average Useful Life (Years)	Fair Value
Dealer relationships	10.9	\$ 23.0
Trademark	9.0	13.2
Know-how/designs	9.0	5.0
Other	0.2	1.0
		<u>\$ 42.2</u>

The fair value of the acquired intangible assets will be amortized on a straight-line basis over the remaining useful lives. The estimated amortization expense for the next five years is as follows:

Fiscal Year Ending in February	Amount
2022	\$ 4.1
2023	4.1
2024	4.1
2025	4.2
2026	4.1
	<u>\$ 20.6</u>

Smith System

In 2019, we acquired Smith System, a Texas-based manufacturer of desking, seating and storage for the pre-K-12 education market. The transaction included the purchase of all of the outstanding capital stock of Smith System for \$140.0, payable in cash, plus a net adjustment for working capital of \$8.4. In addition, we funded \$5.0 to a third-party escrow account, which was to be paid to the seller at the end of two years after the sale based on continued employment. We paid this amount to the seller in 2021. The acquisition was funded through a combination of domestic cash on-hand and short-term borrowings under our global credit facility.

Smith System is an industry leader in the U.S. pre-K-12 education market. The acquisition is expected to advance our growth strategy in the education and office markets particularly as it relates to learning environments and collaborative spaces. The goodwill resulting from the acquisition is primarily related to the growth potential of Smith System as we offer their products through our distribution network.

Tangible assets and liabilities of Smith System were valued as of the acquisition date using a market analysis and intangible assets were valued using a discounted cash flow analysis, which represents a Level 3 measurement. On the acquisition date, we recorded \$44.1 related to identifiable intangible assets, \$79.3 related to goodwill and \$25.0 related to tangible assets, mainly consisting of working capital items such as accounts receivable, inventory and current liabilities. The entire amount recorded to goodwill is deductible for U.S. income tax purposes and is recorded in the Americas segment. Intangible assets are principally related to internally-developed know-how and designs, dealer relationships and the Smith System trade name, which are being amortized over periods ranging between 9 to 11 years from the date of the acquisition. The purchase price allocation for the Smith System acquisition was completed during 2020.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

The following table summarizes the acquired identified intangible assets and the respective fair value and useful life of each asset at the date of acquisition:

Other Intangible Assets	Weighted Average Useful Life (Years)	Fair Value
Know-how/designs	9.0	\$ 16.0
Dealer relationships	11.0	12.0
Trademark	9.0	12.0
Other	0.9	4.1
		<u>\$ 44.1</u>

The fair value of the acquired intangible assets will be amortized on a straight-line basis over the remaining useful lives. The estimated amortization expense for the next five years is as follows:

Fiscal Year Ending in February	Amount
2022	\$ 4.2
2023	4.2
2024	4.2
2025	4.3
2026	4.2
	<u>\$ 21.1</u>

21. DIVESTITURE

In 2020, we sold all outstanding capital stock of PolyVision for net proceeds of \$72.6. The transaction resulted in the disposition of the net assets of the PolyVision operating entities in the U.S. and Belgium, which totaled \$47.8. The net assets were primarily related to accounts receivable, inventory, property, plant and equipment and goodwill. In conjunction with the sale, we recorded a provision for \$3.8 related to minimum purchase commitments for three years following the date of the sale. The transaction resulted in a gain of \$21.0 in the Other category which reduced *Operating expenses* in the Consolidated Statements of Income. Subsequent to the sale, we continue to market certain PolyVision branded products to provide customers with a full suite of collaboration solutions.

Our Consolidated Statements of Income include the following in the Other category related to PolyVision:

	Year Ended	
	February 28, 2020	February 22, 2019
Revenue	\$ 61.5	\$ 61.9
Gross profit	18.6	18.9
Operating income	6.4	7.4

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

22. REPORTABLE SEGMENTS

Our reportable segments consist of the Americas segment, the EMEA segment and the Other category. Unallocated corporate expenses are reported as Corporate.

The Americas segment serves customers in the U.S., Canada, the Caribbean Islands and Latin America with a comprehensive portfolio of furniture, architectural and technology products marketed to corporate, government, healthcare, education and retail customers through the Steelcase, Coalesse, Smith System, AMQ and Orangebox brands.

The EMEA segment serves customers in Europe, the Middle East and Africa primarily under the Steelcase, Orangebox and Coalesse brands, with a comprehensive portfolio of furniture, architectural and technology products.

The Other category includes Asia Pacific and Designtex. Asia Pacific serves customers in Australia, China, India, Japan, Korea and other countries in Southeast Asia primarily under the Steelcase brand with a comprehensive portfolio of furniture, architectural and technology products. Designtex primarily sells textiles, wall coverings and surface imaging solutions specified by architects and designers directly to end-use customers through a direct sales force primarily in North America. In 2020 and 2019, the Other category also included PolyVision which we sold in Q4 2020.

We primarily review and evaluate revenue and operating income by segment in both our internal review processes and for our external financial reporting. We also allocate resources primarily based on revenue and operating income. Total assets by segment include manufacturing and other assets associated with each segment.

Corporate costs include unallocated portions of shared service functions such as information technology, corporate facilities, finance, human resources, research, legal and customer aviation, plus deferred compensation expense and income or losses associated with COLI. Corporate assets consist primarily of unallocated cash and cash equivalents, COLI balances, fixed assets and right-of-use assets related to operating leases.

Operating Segment Data	Americas	EMEA	Other	Corporate	Consolidated
2021					
Revenue	\$ 1,848.5	\$ 511.3	\$ 236.4	\$ —	\$ 2,596.2
Operating income (loss)	97.0	(32.3)	0.2	(21.9)	43.0
Total assets	1,015.3	414.4	211.3	713.0	2,354.0
Capital expenditures	17.0	10.8	8.7	4.8	41.3
Depreciation & amortization	54.2	22.3	6.1	2.6	85.2
2020					
Revenue	\$ 2,672.9	\$ 669.6	\$ 381.2	\$ —	\$ 3,723.7
Operating income (loss)	240.0	9.9	39.4	(32.3)	257.0
Total assets	1,067.3	454.5	225.6	818.0	2,565.4
Capital expenditures	24.3	18.5	19.1	11.5	73.4
Depreciation & amortization	54.3	21.6	6.8	2.9	85.6
2019					
Revenue	\$ 2,470.2	\$ 617.0	\$ 356.0	\$ —	\$ 3,443.2
Operating income (loss)	209.9	(6.9)	14.3	(33.7)	183.6
Total assets	1,044.4	420.1	220.4	457.5	2,142.4
Capital expenditures	24.6	21.3	12.6	22.9	81.4
Depreciation & amortization	53.6	20.0	6.2	1.8	81.6

The accounting policies of each of the reportable segments are the same as those described in Note 2. Revenue comparisons have been impacted by acquisitions and divestitures along with currency translation effects. See Note 4 for additional information.

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

Reportable geographic information is as follows:

Reportable Geographic Data	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Long-lived assets:			
United States	\$ 883.8	\$ 924.1	\$ 812.1
Foreign locations	303.0	319.0	237.5
	<u>\$ 1,186.8</u>	<u>\$ 1,243.1</u>	<u>\$ 1,049.6</u>

No country other than the U.S. represented greater than 10% of our long-lived assets in 2021, 2020 or 2019.

23. RESTRUCTURING ACTIVITIES

In Q2 2021, our Board of Directors approved a series of restructuring actions in response to continued order declines in the Americas compared to the prior year and continued economic uncertainty related to the COVID-19 pandemic. The restructuring actions included early retirements and voluntary and involuntary terminations of approximately 300 salaried employees and early retirements of approximately 160 hourly employees. We incurred \$27.2 in restructuring costs in the Americas segment in connection with these actions during 2021, consisting of cash severance payments and payment of other separation-related benefits. These restructuring actions are substantially complete.

In Q4 2021, we completed additional restructuring actions in the Americas segment which included early retirements and voluntary terminations of approximately 50 hourly employees. We incurred \$1.4 in restructuring costs in connection with these actions during 2021, consisting of cash severance payments and payment of other separation-related benefits.

The following table details the changes in the restructuring reserve balance as of February 26, 2021:

	Workforce reductions
Balance as of February 28, 2020	\$ —
Restructuring costs	28.6
Payments	(28.2)
Balance as of February 26, 2021	<u>\$ 0.4</u>

STEELCASE INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS—(Continued)

24. UNAUDITED QUARTERLY RESULTS

Unaudited Quarterly Results	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
2021					
Revenue	\$ 482.8	\$ 818.8	\$ 617.5	\$ 677.1	\$ 2,596.2
Gross profit	122.7	269.6	177.9	192.6	762.8
Operating income (loss)	(52.3)	88.6	—	6.7	43.0
Net income (loss)	(38.1)	55.5	2.1	6.6	26.1
Basic earnings (loss) per share	(0.33)	0.47	0.02	0.06	0.22
Diluted earnings (loss) per share	(0.33)	0.47	0.02	0.06	0.22
2020					
Revenue	\$ 824.3	\$ 998.0	\$ 955.2	\$ 946.2	\$ 3,723.7
Gross profit	258.4	333.5	316.1	307.2	1,215.2
Operating income	27.6	85.3	75.1	69.0	257.0
Net income	17.8	60.5	54.9	66.5	199.7
Basic earnings per share	0.15	0.50	0.46	0.56	1.67
Diluted earnings per share	0.15	0.50	0.46	0.55	1.66

Revenue comparisons have been impacted by currency translation effects, acquisitions and divestitures. See Note 20 and Note 21 for additional information.

Operating income and net income included a goodwill impairment charge in Q1 2021 and restructuring costs in Q2 2021, Q3 2021 and Q4 2021. See Note 11 and Note 23, respectively, for additional information. Operating income and net income in Q4 2020 included a gain on the sale of PolyVision. See Note 21 for additional information.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure:

None.

Item 9A. Controls and Procedures:

(a) Disclosure Controls and Procedures. Our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act, as amended), as of February 26, 2021. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of February 26, 2021, our disclosure controls and procedures were effective in (1) recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and (2) ensuring that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

(b) Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, we have included a report of management's assessment of the design and effectiveness of our internal control over financial reporting as part of this Report. The independent registered public accounting firm of Deloitte & Touche LLP also attested to, and reported on, the effectiveness of our internal control over financial reporting. Management's report and the independent registered public accounting firm's attestation report are included in this Report in Item 8: *Financial Statements and Supplementary Data* under the captions entitled "Management's Report on Internal Control Over Financial Reporting" and "Report of Independent Registered Public Accounting Firm."

(c) Internal Control Over Financial Reporting. There were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during our fourth fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information:

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance:

Certain information regarding executive officers required by this Item is set forth as a Supplementary Item at the end of Part I of this Report. Other information required by this item is contained in Item 1: *Business* under the caption “*Available Information*” or will be contained in our 2021 Proxy Statement under the captions “Proposal 1 — Election of Directors,” “Committees of the Board of Directors” and “Other Corporate Governance Matters” and is incorporated into this Report by reference.

Item 11. Executive Compensation:

The information required by Item 11 will be contained in our 2021 Proxy Statement, under the captions “Committees of the Board of Directors,” “Director Compensation,” “Compensation Committee Report,” “Compensation Discussion and Analysis” and “Executive Compensation, Retirement Programs and Other Arrangements” and is incorporated into this Report by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters:

The information required by Item 12 that is not listed below will be contained in our 2021 Proxy Statement, under the caption “Stock Ownership of Management and Certain Beneficial Owners,” and is incorporated into this Report by reference.

The following table shows information regarding securities authorized for issuance under equity compensation plans as of February 26, 2021.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	3,184,121 (1)	n/a (2)	2,087,863
Equity compensation plans not approved by security holders	—	n/a	—
Total	3,184,121	n/a	2,087,863

(1) This amount reflects the outstanding restricted stock units and the maximum number of shares that may be issued under outstanding performance units; however, the actual number of shares which may be issued will be determined based on the satisfaction of certain criteria, and therefore may be significantly lower.

(2) The weighted average exercise price excludes performance units and restricted stock units, as there is no exercise price associated with these awards. The only outstanding options, warrants or rights are performance units and restricted stock units.

All equity awards were granted under our Incentive Compensation Plan. See Note 18 to the consolidated financial statements for additional information.

Item 13. Certain Relationships and Related Transactions, and Director Independence:

The information required by Item 13 will be contained in our 2021 Proxy Statement, under the captions “Director Independence” and “Related Person Transactions” and is incorporated into this Report by reference.

Item 14. Principal Accounting Fees and Services:

The information required by Item 14 will be contained in our 2021 Proxy Statement under the caption “Fees Paid to Principal Independent Auditor” and is incorporated into this Report by reference.

PART IV**Item 15. Exhibits, Financial Statement Schedules:****(a) Financial Statements and Schedules**

The following documents are filed as part of this report:

1. Consolidated Financial Statements (Item 8)

- Management's Report on Internal Control Over Financial Reporting
- Reports of Independent Registered Public Accounting Firm
- Consolidated Statements of Income for the Years Ended February 26, 2021, February 28, 2020 and February 22, 2019
- Consolidated Statements of Comprehensive Income for the Years Ended February 26, 2021, February 28, 2020 and February 22, 2019
- Consolidated Balance Sheets as of February 26, 2021 and February 28, 2020
- Consolidated Statements of Changes in Shareholders' Equity for the Years Ended February 26, 2021, February 28, 2020 and February 22, 2019
- Consolidated Statements of Cash Flows for the Years Ended February 26, 2021, February 28, 2020 and February 22, 2019
- Notes to the Consolidated Financial Statements

2. Financial Statement Schedules (S-1)

Schedule II—Valuation and Qualifying Accounts

All other schedules required by Form 10-K have been omitted because they are not applicable or the required information is disclosed elsewhere in this Report.

3. Exhibits Required by Securities and Exchange Commission Regulation S-K**Index of Exhibits**

Exhibit No.	Description
3.1	Second Restated Articles of Incorporation of the Company, as amended (1)
3.2	Amended By-laws of Steelcase Inc., as amended April 15, 2021 (2)
4.1	Indenture for Senior Debt Securities, dated as of August 7, 2006, between Steelcase Inc. as Issuer and J.P. Morgan Trust Company, National Association as Trustee (3)
4.2	Officers' Certificate of Steelcase Inc. establishing the terms of the 5.125% Senior Notes Due 2029 (4)
4.3	Description of Capital Stock (5)
10.1*	Third Amended and Restated Credit Agreement, dated as of February 27, 2020, among Steelcase Inc.; JPMorgan Chase Bank, N.A., as Administrative Agent; Bank of America, N.A., and Wells Fargo Bank, National Association, as Co-Syndication Agents; HSBC Bank USA, National Association, as Documentation Agent; and certain other lenders (6)
10.2**	Steelcase Inc. Restoration Retirement Plan (7)
10.3**	2015-1 Amendment to the Steelcase Inc. Restoration Retirement Plan (8)
10.4**	2016-1 Amendment to the Steelcase Inc. Restoration Retirement Plan (9)
10.5**	2017-1 Amendment to the Steelcase Inc. Restoration Retirement Plan (10)
10.6**	Steelcase Inc. Deferred Compensation Plan (11)
10.7**	2009-1 Amendment to the Steelcase Inc. Deferred Compensation Plan (12)
10.8**	2013-1 Amendment to the Steelcase Inc. Deferred Compensation Plan (13)
10.9**	2015-1 Amendment to the Steelcase Inc. Deferred Compensation Plan (14)
10.10**	Steelcase Inc. Non-Employee Director Deferred Compensation Plan, as amended and restated effective July 10, 2012 (15)

Exhibit No.	Description
10.11**	Steelcase Inc. Executive Severance Plan (16)
10.12**	2009-1 Amendment to the Steelcase Inc. Executive Severance Plan (17)
10.13**	2010-1 Amendment to the Steelcase Inc. Executive Severance Plan (18)
10.14**	2010-2 Amendment to the Steelcase Inc. Executive Severance Plan (19)
10.15**	Steelcase Inc. Executive Supplemental Retirement Plan, as amended and restated as of March 27, 2003 (20)
10.16**	2006-1 Amendment to the Steelcase Inc. Executive Supplemental Retirement Plan (21)
10.17**	2006-2 Amendment to the Steelcase Inc. Executive Supplemental Retirement Plan (22)
10.18**	2009-1 Amendment to the Steelcase Inc. Executive Supplemental Retirement Plan (23)
10.19**	2012-1 Amendment to the Steelcase Inc. Executive Supplemental Retirement Plan (24)
10.20**	2015-1 Amendment to the Steelcase Inc. Executive Supplemental Retirement Plan (25)
10.21**	Steelcase Inc. Management Incentive Plan, as amended and restated as of February 25, 2017 (26)
10.22**	Steelcase Inc. Incentive Compensation Plan, as amended and restated as of July 15, 2015 (27)
10.23**	Steelcase Inc. Incentive Compensation Plan Form of Performance Units Agreement (TSR) (FY 2019) (28)
10.24**	Steelcase Inc. Incentive Compensation Plan Form of Cash-Based Award Agreement (ROIC) (FY 2019) (29)
10.25**	Steelcase Inc. Incentive Compensation Plan Form of Restricted Stock Units Agreement (FY 2019) (30)
10.26**	Steelcase Inc. Incentive Compensation Plan Form of Performance Units Agreement (FY 2020) (31)
10.27**	Steelcase Inc. Incentive Compensation Plan Form of Restricted Stock Units Agreement (FY 2020 and 2021) (32)
10.28**	Steelcase Inc. Incentive Compensation Plan Form of Performance Units Agreement (1-year) (FY 2021) (33)
10.29**	Steelcase Inc. Incentive Compensation Plan Form of Performance Units Agreement (3-year) (FY 2021 and 2022) (34)
10.30**	Steelcase Inc. Incentive Compensation Plan Form of Restricted Stock Units Agreement (FY 2022)
10.31**	Summary of Steelcase Benefit Plan for Outside Directors, as updated January 15, 2020 (35)
10.32**	Summary of Compensation for the Board of Directors of Steelcase Inc., as updated August 28, 2020 (36)
10.33**	Letter agreement between Steelcase Inc. and James P. Keane, dated April 15, 2021 (37)
10.34**	Letter agreement between Steelcase Inc. and Sara E. Armbruster, dated April 15, 2021 (38)
10.35**	Retention Award Agreement between Steelcase Inc. and David C. Sylvester, dated April 15, 2021 (39)
21.1	Subsidiaries of the Registrant
23.1	Consent of Deloitte & Touche LLP
31.1	Certification of CEO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of CFO pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Schema Document
101.CAL	Inline XBRL Calculation Linkbase Document
101.LAB	Inline XBRL Labels Linkbase Document
101.PRE	Inline XBRL Presentation Linkbase Document
101.DEF	Inline XBRL Definition Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

* Schedules (or similar attachments) have been omitted pursuant to Item 601(a)(5) of Regulation S-K.

** Management contract or compensatory plan or arrangement.

- (1) Filed as Exhibit 3.1 to the Company's Current Report on Form 8-K, as filed with the Commission on July 15, 2011 (commission file number 001-13873), and incorporated herein by reference.
- (2) Filed as Exhibit 3.2 to the Company's Current Report on Form 8-K, as filed with the Commission on April 19, 2021 (commission file number 001-13873), and incorporated herein by reference.
- (3) Filed as Exhibit 4.1 to the Company's Current Report on Form 8-K, as filed with the Commission on August 7, 2006 (commission file number 001-13873), and incorporated herein by reference.
- (4) Filed as Exhibit 4.2 to the Company's Current Report on Form 8-K, as filed with the Commission on January 18, 2019 (commission file number 001-13873), and incorporated herein by reference.
- (5) Filed as Exhibit 4.3 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2020, as filed with the Commission on April 27, 2020 (commission file number 001-13873), and incorporated herein by reference.
- (6) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on February 28, 2020 (commission file number 001-13873), and incorporated herein by reference.
- (7) Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended November 28, 2008, as filed with the Commission on January 7, 2009 (commission file number 001-13873), and incorporated herein by reference.
- (8) Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on January 16, 2015 (commission file number 001-13873), and incorporated herein by reference.
- (9) Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 28, 2015, as filed with the Commission on September 29, 2015 (commission file number 001-13873), and incorporated herein by reference.
- (10) Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 25, 2017, as filed with the Commission on September 20, 2017 (commission file number 001-13873), and incorporated herein by reference.
- (11) Filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended November 28, 2008, as filed with the Commission on January 7, 2009 (commission file number 001-13873), and incorporated herein by reference.
- (12) Filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended November 28, 2008, as filed with the Commission on January 7, 2009 (commission file number 001-13873), and incorporated herein by reference.
- (13) Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 24, 2012, as filed with the Commission on October 1, 2012 (commission file number 001-13873), and incorporated herein by reference.
- (14) Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended November 28, 2014, as filed with the Commission on December 23, 2014 (commission file number 001-13873), and incorporated herein by reference.
- (15) Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 24, 2012, as filed with the Commission on October 1, 2012 (commission file number 001-13873), and incorporated herein by reference.
- (16) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on February 9, 2007 (commission file number 001-13873), and incorporated herein by reference.
- (17) Filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 29, 2008, as filed with the Commission on October 7, 2008 (commission file number 001-13873), and incorporated herein by reference.
- (18) Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 28, 2009, as filed with the Commission on October 5, 2009 (commission file number 001-13873), and incorporated herein by reference.
- (19) Filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended November 27, 2009, as filed with the Commission on January 5, 2010 (commission file number 001-13873), and incorporated herein by reference.

- (20) Filed as Exhibit 10.19 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2003, as filed with the Commission on May 16, 2003 (commission file number 001-13873), and incorporated herein by reference.
- (21) Filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended February 25, 2005, as filed with the Commission on May 6, 2005 (commission file number 001-13873), and incorporated herein by reference.
- (22) Filed as Exhibit 10.01 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended May 27, 2005, as filed with the Commission on July 1, 2005 (commission file number 001-13873), and incorporated herein by reference.
- (23) Filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 29, 2008, as filed with the Commission on October 7, 2008 (commission file number 001-13873), and incorporated herein by reference.
- (24) Filed as Exhibit 10.18 to the Company's Annual Report on Form 10-K for the fiscal year ended February 24, 2012, as filed with the Commission on April 23, 2012 (commission file number 001-13873), and incorporated herein by reference.
- (25) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on January 16, 2015 (commission file number 001-13873), and incorporated herein by reference.
- (26) Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on July 14, 2017 (commission file number 001-13873), and incorporated herein by reference.
- (27) Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 28, 2015, as filed with the Commission on September 29, 2015 (commission file number 001-13873), and incorporated herein by reference.
- (28) Filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended February 23, 2018, as filed with the Commission on April 10, 2018 (commission file number 001-13873), and incorporated herein by reference.
- (29) Filed as Exhibit 10.35 to the Company's Annual Report on Form 10-K for the fiscal year ended February 23, 2018, as filed with the Commission on April 10, 2018 (commission file number 001-13873), and incorporated herein by reference.
- (30) Filed as Exhibit 10.36 to the Company's Annual Report on Form 10-K for the fiscal year ended February 23, 2018, as filed with the Commission on April 10, 2018 (commission file number 001-13873), and incorporated herein by reference.
- (31) Filed as Exhibit 10.33 to the Company's Annual Report on Form 10-K for the fiscal year ended February 22, 2019, as filed with the Commission on April 12, 2019 (commission file number 001-13873), and incorporated herein by reference.
- (32) Filed as Exhibit 10.34 to the Company's Annual Report on Form 10-K for the fiscal year ended February 22, 2019, as filed with the Commission on April 12, 2019 (commission file number 001-13873), and incorporated herein by reference.
- (33) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on May 7, 2020 (commission file number 001-13873), and incorporated herein by reference.
- (34) Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on May 7, 2020 (commission file number 001-13873), and incorporated herein by reference.
- (35) Filed as Exhibit 10.31 to the Company's Annual Report on Form 10-K for the fiscal year ended February 28, 2020, as filed with the Commission on April 27, 2020 (commission file number 001-13873), and incorporated herein by reference.
- (36) Filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended August 28, 2020, as filed with the Commission on September 25, 2020 (commission file number 001-13873), and incorporated herein by reference.
- (37) Filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, as filed with the Commission on April 19, 2021 (commission file number 001-13873), and incorporated herein by reference.
- (38) Filed as Exhibit 10.2 to the Company's Current Report on Form 8-K, as filed with the Commission on April 19, 2021 (commission file number 001-13873), and incorporated herein by reference.

(39) Filed as Exhibit 10.3 to the Company's Current Report on Form 8-K, as filed with the Commission on April 19, 2021 (commission file number 001-13873), and incorporated herein by reference.

(b) Exhibits

See Item 15(a)(3) above.

(c) Financial Statement Schedules

The response to this portion of Item 15 is submitted as a separate section of this Report. See Item 15(a)(2) above.

Item 16. Form 10-K Summary:

None.

**SCHEDULE II
STEELCASE INC.
VALUATION AND QUALIFYING ACCOUNTS**

Allowance for Losses on Accounts Receivable	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Balance as of beginning of period	\$ 9.4	\$ 8.7	\$ 11.1
Additions:			
Charged to costs and expenses	6.2	7.3	5.5
Deductions (1)	(7.3)	(5.9)	(8.2)
Other adjustments (2)	0.4	(0.7)	0.3
Balance as of end of period	<u>\$ 8.7</u>	<u>\$ 9.4</u>	<u>\$ 8.7</u>

(1) Primarily represents changes in our estimated provision for bad debts and excess of accounts written off over recoveries.

(2) Primarily represents currency translation adjustments and \$0.5 related to the sale of PolyVision in 2020.

Valuation Allowance for Deferred Income Tax Assets	Year Ended		
	February 26, 2021	February 28, 2020	February 22, 2019
Balance as of beginning of period	\$ 5.7	\$ 7.8	\$ 9.5
Additions:			
Charged to costs and expenses	0.4	(1.9)	1.7
Deductions and expirations	—	—	(3.0)
Other adjustments (1)	0.5	(0.2)	(0.4)
Balance as of end of period	<u>\$ 6.6</u>	<u>\$ 5.7</u>	<u>\$ 7.8</u>

(1) Primarily represents currency translation adjustments.

THIS DOCUMENT CONSTITUTES PART OF A PROSPECTUS COVERING SECURITIES THAT HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933.

CONFIDENTIAL TO: ###Participant_Name###

You have been granted Restricted Stock Units (this “Award”) under the Steelcase Inc. Incentive Compensation Plan (the “Plan”). Each Restricted Stock Unit provides for the issuance of one (1) share of Class A common stock (“Share”) in accordance with the terms and conditions of this Award Agreement.

This Award Agreement provides additional information regarding your rights under the Plan and this Award. A copy of the Plan, the U.S. prospectus for the Plan and the local country tax supplement to the U.S. prospectus for the Plan (to the extent you are employed outside of the United States) has been provided or otherwise made available to you. If there is any inconsistency between this Award Agreement and the Plan, the Plan controls. Capitalized terms used in this Award Agreement are defined in the Plan or defined hereunder. For purposes of this Award Agreement, “Employer” shall mean the Company or any Affiliate that employs you on the applicable date (to the extent that you are not directly employed by the Company).

Overview of this Award

1. **Type of Award:** Restricted Stock Units, as permitted under Article 11 of the Plan.
2. **Number of Restricted Stock Units Granted under this Award:** ###Total_Awards###
3. **Grant Date:** ###Grant_Date###
4. **Period of Restriction:** Subject to the terms of the Plan and section 5 below, the Restricted Stock Units granted under this Award Agreement will vest as follows:

###Total_Awards### on ###Expiry_Date###

Each vesting date, as listed in your award summary, shall be referred to as the “Vesting Date”. The period that you hold your Restricted Stock Units prior to the Vesting Date shall be referred to as the “Period of Restriction.”

5. **Vesting Upon Death, Disability, Retirement Eligibility or Termination without Cause:**
 - a. **Death.** Your Restricted Stock Units will become fully vested if you die while an Employee after six (6) months from the Grant Date.
 - b. **Disability.** Your Restricted Stock Units will become fully vested if you become Disabled while an Employee after six (6) months from the Grant Date. A “Disability” or “become Disabled” means that, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, you are unable to engage in any substantial gainful activity or are receiving income replacement benefits under an accident and health plan covering employees of the Company and its Affiliates for a period of not less than three (3) months.
 - c. **Retirement Eligible.** Your Restricted Stock Units will become fully vested on the date you become Retirement Eligible during the Period of Restriction. The Company will then issue to you one (1) Share for each vested Restricted Stock Unit as soon as practicable following the original Vesting Date, as provided in your award summary (and not on the date you become Retirement Eligible and not on the date of Retirement), but in no event more than 60 days following the original Vesting Date. For purposes of the foregoing, “Retirement Eligible” means your age plus years of continuous service with the Company and its Affiliates total 80 or more and “Retirement” means your employment is terminated following becoming Retirement Eligible.
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- d. **Termination without Cause.** Your Restricted Stock Units will become fully vested if you are terminated without Cause by the Company or your Employer (a “Termination without Cause”); provided, that such termination of employment constitutes a “separation from service” under Section 409A of the Code.
 - e. **Provision of Services.** For purposes of the Restricted Stock Units, your employment or service relationship will be considered terminated as of the date you are no longer actively providing services to the Company, its Affiliates or your Employer (regardless of the reason for such termination and whether or not later found to be invalid or in breach of employment laws in the jurisdiction where you are employed or the terms of the your employment agreement, if any), and unless otherwise expressly provided in this Award Agreement or determined by the Company, your right to vest in the Restricted Stock Units under the Plan, if any, will terminate as of such date and will not be extended by any notice period (e.g., your period of service would not include any contractual notice period or any period of “garden leave” or similar period mandated under employment laws in the jurisdiction where you are employed or the terms of your employment agreement, if any). For purposes of the foregoing, the Committee shall have the exclusive discretion to determine when you are no longer actively providing services for purposes of your Restricted Stock Unit grant (including whether you may still be considered to be providing services while on a leave of absence).
6. **Change in Control:** Upon a Change in Control, this Award shall be treated in accordance with Article 16 of the Plan.
 7. **Settlement of Vested Restricted Stock Units:** Except as provided in sections 5(c), 6 and this section 7, upon the vesting of your Restricted Stock Units, the Company will issue you one (1) Share for each vested Restricted Stock Unit as soon as practicable, but in no event more than 60 days following the Vesting Date. Notwithstanding the foregoing, the Company may, in its sole discretion, settle your Restricted Stock Units in the form of Shares but require you to sell such Shares immediately or within a specified period of time following your termination of employment (in which case you hereby expressly authorize the Company to issue sales instructions to any brokerage firm and/or third party administrator engaged by the Company on your behalf).
 8. **Transferability:** The Restricted Stock Units granted under the Plan are not transferable.
 9. **Voting Rights, Dividend Rights and Dividend-Equivalents:**
 - a. **No Voting Rights or Dividend Rights.** You are not the owner of record of the Shares underlying your Restricted Stock Units until the Vesting Date. As such, you will have no voting rights or dividend rights on such Shares until the Vesting Date.
 - b. **Cash Dividend-Equivalents.** You will receive a cash payment equal to any cash dividends that the Company declares and pays with respect to the Shares underlying your outstanding Restricted Stock Units granted under this Award. The Company shall pay such cash dividend-equivalents at such time or times as it determines in its sole discretion; provided, the Company shall pay any cash dividend-equivalents within the calendar year in which the cash dividend-equivalent is declared.
 - c. **Stock Dividend-Equivalents.** You will be entitled to be credited with dividend-equivalents in the form of Shares of the Company with respect to your outstanding Restricted Stock Units, calculated as follows: on each date that a stock dividend is paid by the Company while your Restricted Stock Units are outstanding, you will be credited with an additional number of Restricted Stock Units equal to the number of whole Shares that would have been issued with respect to your outstanding Restricted Stock Units had the Restricted Stock Units been issued as Shares. The additional Restricted Stock Units credited under this paragraph will be subject to the same terms and conditions applicable to your Restricted Stock Units originally granted under this Award
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Agreement, including, without limitation, for purposes of crediting of additional dividend-equivalents.

10. Forfeiture of Awards:

- a. Your Restricted Stock Units will be forfeited if, during the Period of Restriction, you cease to be an Employee for any reason, except as set forth in sections 5 and 6 of this Award Agreement.

For the avoidance of doubt, if you separate from employment for any reason, other than for Cause, and you are Retirement Eligible, then the terms of your Restricted Stock Units will be governed by section 5(c).

- b. If you engage in any Competition (as defined in the Plan and determined by the Administrative Committee in its discretion)
- i. before the Vesting Date, you will forfeit all outstanding Restricted Stock Units granted under this Award Agreement, or
 - ii. between the Vesting Date, and the first (1st) anniversary of the Vesting Date, you must return to the Company all Shares that have been issued to you pursuant to this Award Agreement and you will forfeit all outstanding Restricted Stock Units, if any, granted under this Award Agreement. For purposes of the foregoing, you expressly and explicitly authorize the Company to issue instructions, on your behalf, to any brokerage firm and/or third party service provider engaged by the Company to hold your Shares and other amounts acquired under the Plan to re-convey, transfer or otherwise return such Shares and/or other amounts to the Company.

11. **Tax Withholding:** Regardless of any action the Company or your Employer takes with respect to any or all income tax (including U.S. federal, state and local taxes and/or non-U.S. taxes), social insurance, payroll tax, fringe benefits tax, payment on account or other tax-related items related to your participation in the Plan and legally applicable to you ("Tax-Related Items"), you acknowledge that the ultimate liability for all Tax-Related Items legally due by you is and remains your responsibility and may exceed the amount actually withheld by the Company or your Employer. You further acknowledge that the Company and your Employer: (a) make no representations or undertakings regarding the treatment of any Tax-Related Items in connection with any aspect of the Restricted Stock Units, including the grant of Restricted Stock Units, the vesting of Restricted Stock Units, the subsequent sale of any Shares acquired at vesting and the receipt of any dividends or dividend equivalents; and (b) do not commit to structure the terms of the grant or any aspect of the Restricted Stock Units to reduce or eliminate your liability for Tax-Related Items or achieve any particular tax result. Further, if you are subject to Tax-Related Items in more than one jurisdiction, you acknowledge that the Company and/or your Employer (or former employer, as applicable) may be required to account for Tax-Related Items in more than one jurisdiction.

Prior to the delivery of Shares upon the vesting of your Restricted Stock Units, if your country of residence (and/or the country of employment, if different) requires withholding of Tax-Related Items, the Company shall withhold a sufficient number of whole Shares otherwise issuable upon the vesting of the Restricted Stock Units that have an aggregate Fair Market Value sufficient to pay the Tax-Related Items required to be withheld with respect to the Shares or such amount that will not cause adverse accounting consequences for the Company and is permitted under applicable withholding rules promulgated by the Internal Revenue Service or another governmental entity. The cash equivalent of the Shares withheld will be used to settle the obligation to withhold the Tax-Related Items. In the event that withholding in Shares is prohibited or problematic under applicable law or otherwise may trigger adverse consequences to the Company or your Employer, your Employer may withhold the Tax-Related Items required to be withheld with respect to the Shares in cash from your regular salary and/or wages or any other amounts payable to you.

If you relocate to another jurisdiction during the lifetime of your Restricted Stock Units, you will be responsible for notifying the Company of such relocation and shall be responsible for compliance with all applicable tax requirements. By accepting this grant of Restricted Stock Units, you expressly consent to the withholding of Shares and/or withholding from your regular salary and/or wages or other amounts payable to you as provided for hereunder. All other Tax-Related Items related to the Restricted Stock Units and any Shares delivered in payment thereof are your sole responsibility.

Depending on the withholding method, the Company and/or your Employer may withhold or account for Tax-Related Items by considering applicable withholding rates, including maximum applicable rates, in which case you will receive a refund of any over-withheld amount in cash and will have no entitlement to the equivalent amount in Shares. If the obligation for Tax-Related Items is satisfied by withholding in Shares, for tax purposes, you shall be deemed to have been issued the full number of Shares subject to the vested Restricted Stock Unit, notwithstanding that a number of the Shares are held back solely for the purpose of paying the Tax-Related Items.

You agree to pay to the Company or your Employer any amount of Tax-Related Items that the Company or your Employer may be required to withhold or account for as a result of your participation in the Plan that cannot be satisfied by the means previously described. The Company may refuse to issue or deliver the Shares or the proceeds of the sale of Shares if you fail to comply with your obligations in connection with the Tax-Related Items.

12. **Administration:** This Award Agreement and your rights hereunder are subject to all the terms and conditions of the Plan, as the same may be amended from time to time, as well as to such rules and regulations as the Committee may adopt for administration of the Plan. It is expressly understood that the Committee or its designee is authorized to administer, construe, and make all determinations necessary or appropriate to the administration of the Plan and this Award Agreement, as it determines in its sole discretion, all of which will be binding upon you.
 13. **Amendment:** This Award Agreement may be amended or modified by the Committee as long as the amendment or modification does not materially adversely affect this Award. Notwithstanding anything to the contrary contained in the Plan or in this Award Agreement, to the extent that the Company determines that the Restricted Stock Units are subject to Section 409A of the Code and fail to comply with the requirements of Section 409A of the Code, the Company reserves the right to amend, restructure, terminate or replace the Restricted Stock Units in order to cause the Restricted Stock Units to either not be subject to Section 409A of the Code or to comply with the applicable provisions of such section.
 14. **Section 409A of the Code:**
 - a. The Restricted Stock Units are intended to comply with or be exempt from the requirements of Section 409A of the Code. The Plan and this Award Agreement shall be administered and interpreted in a manner consistent with this intent. If the Company determines that this Award Agreement is subject to Section 409A of the Code and that it does not comply with or is inconsistent with the applicable requirements, the Company may, in its sole discretion, and without your consent, amend this Award Agreement to cause it to comply with Section 409A of the Code or be exempt from Section 409A of the Code.
 - b. Notwithstanding any provision of this Award Agreement to the contrary, in the event that any settlement or payment of the Restricted Stock Units occurs as a result of your termination of employment and the Company determines that you are a "specified employee" (within the meaning of Section 409A of the Code) subject to Section 409A of the Code at the time of your termination of employment, and provided further that such payment or settlement does not otherwise qualify for an applicable exemption from Section 409A of the Code, then no such settlement or payment shall be paid to you until the date that is the earlier to occur of: (i) your death, or (ii) six (6) months and one (1) day following your termination of employment. Any portion of the Restricted Stock Units where settlement is delayed as a result of the foregoing, which is (i) in whole or in part, settled in cash and (ii) based on the value of a Share, shall be based
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on the value of a Share at the time the Restricted Stock Units otherwise would have been settled or paid without application of the delay described in the foregoing sentence. If the Restricted Stock Units do not otherwise qualify for an applicable exemption from Section 409A of the Code, the terms “Retirement,” “terminate,” “termination,” “termination of employment,” and variations thereof as used in this Award Agreement are intended to mean a “separation from service” as such term is defined under Section 409A of the Code.

- c. Although this Award Agreement and the payments provided hereunder are intended to be exempt from or to otherwise comply with the requirements of Section 409A of the Code, the Company does not represent or warrant that this Award Agreement or the payments provided hereunder will comply with Section 409A of the Code or any other provisions of federal, state, local, or non-U.S. law. Neither the Company, its Subsidiaries, your Employer or their respective directors, officers, employees or advisers shall be liable to you (or any other individual claiming a benefit through you) for any tax, interest, or penalties you may owe as a result of compensation paid under this Award Agreement, and the Company, its Affiliates and your Employer shall have no obligation to indemnify or otherwise protect you from the obligation to pay any taxes pursuant to Section 409A of the Code.
15. **No Guarantee of Employment:** Nothing in this Award Agreement or the Plan is intended to constitute or create a contract of employment with the Company, any of its Affiliates or your Employer. Moreover, neither this Award Agreement nor the Plan shall confer upon you any right to continuation of employment with the Company or your Employer, nor shall this Award Agreement or Plan interfere in any way with the Company's right or your Employer's right to terminate your employment at any time. Furthermore, neither this Award Agreement nor the Plan is part of your employment contract with the Company or your Employer, if any. The Plan and any awards granted thereunder are managed at the discretion of the Company and/or the Committee. The terms and conditions of future awards, if any, will be determined by the Company and/or the Committee if and when such new awards are to be made.
 16. **Commercial Relationship:** To the extent you are not directly employed by the Company, you expressly recognize that your participation in the Plan and the Company's grant of the Restricted Stock Units does not create an employment relationship between you and the Company. You have been granted the Restricted Stock Units as a consequence of the commercial relationship between the Company and your Employer, and your Employer is your sole employer. Based on the foregoing, (a) you expressly recognize the Plan and the benefits you may derive from participation in the Plan do not establish any rights between you and your Employer, (b) the Plan and the benefits you may derive from participation in the Plan are not part of the employment conditions and/or benefits provided by your Employer, and (c) any modifications or amendments of the Plan by the Company, or a termination of the Plan by the Company, shall not constitute a change or impairment of the terms and conditions of your employment with your Employer.
 17. **Acknowledgment of Nature of Plan and Restricted Stock Units:** In accepting the Restricted Stock Units and any Shares, you acknowledge that:
 - a. The Plan is established voluntarily by the Company, it is discretionary in nature and may be modified, amended, suspended or terminated by the Company at any time, as provided in the Plan and this Award Agreement;
 - b. The grant of Restricted Stock Units is exceptional, voluntary and occasional and does not create any contractual or other right to receive future grants of Restricted Stock Units, or benefits in lieu of Restricted Stock Units even if Restricted Stock Units have been awarded repeatedly in the past;
 - c. All decisions with respect to future awards, if any, will be at the sole discretion of the Company;
 - d. The Restricted Stock Units and any Shares acquired under the Plan, and the income and value of the same, are not intended to replace any pension rights or compensation;
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- e. The terms and conditions of future awards, if any, will be determined by the Company and will be reviewed and communicated to you if and when new grants are to be made;
 - f. Your participation in the Plan is voluntary;
 - g. The value of the Restricted Stock Units is an extraordinary item of compensation that is outside the scope of your employment contract, if any;
 - h. The Restricted Stock Units and any Shares acquired under the Plan, and the income and value of the same, are not part of normal or expected compensation or wages/salary for any purposes, including, but not limited to, calculation of any severance, resignation, termination, redundancy, dismissal, end of service payments, bonuses, holiday pay, long-service awards, pension or retirement benefits or payments or welfare benefits or similar payments and in no event should be considered as compensation for, or relating in any way to, past services to the Company, its Affiliates or your Employer;
 - i. The future value of the underlying Shares is unknown, indeterminable, and cannot be predicted with certainty;
 - j. If you receive Shares, the value of such Shares acquired may increase or decrease in value;
 - k. Unless otherwise provided in the Plan or by the Company in its discretion, the Restricted Stock Units and the benefits evidenced by this Award Agreement do not create any entitlement to have the Restricted Stock Units or any such benefits transferred to, or assumed by, another company nor to be exchanged, cashed out or substituted for, in connection with any corporate transaction affecting the Shares;
 - l. Unless otherwise agreed with the Company in writing, the Restricted Stock Units and any Shares acquired under the Plan, and the income and value of the same, are not granted as consideration for, or in connection with, the service you may provide as a director of any Subsidiary;
 - m. Neither the Company, its Affiliates or your Employer shall be liable for any foreign exchange rate fluctuation between your local currency and the U.S. dollar that may affect the value of the Restricted Stock Units or of any amounts due to you pursuant to the vesting of the Restricted Stock Units or the subsequent sale of any Shares acquired upon vesting; and
 - n. In consideration of the grant of the Restricted Stock Unit, no claim or entitlement to compensation or damages shall arise from termination of the Restricted Stock Unit or diminution in value of the Restricted Stock Unit or Shares acquired under the Restricted Stock Unit resulting from termination of your service with the Company and its Affiliates (for any reason whatsoever and whether or not in breach of local labor laws) and you irrevocably release the Company and its Affiliates from any such claim that may arise; if, notwithstanding the foregoing, any such claim is found by a court of competent jurisdiction to have arisen, then, by agreeing to this Award Agreement, you shall be deemed irrevocably to have waived your entitlement to pursue such claim.
18. ***Personal Data Activities: The Company is located at 901 44th St. SE in Grand Rapids, Michigan, United States of America, and grants Restricted Stock Units to employees of the Company and its Affiliates in its sole discretion. In conjunction with the Company's grant of the Restricted Stock Units and its ongoing administration of such awards, the Company is providing the following information about its data collection, processing and transfer practices. In accepting the grant of the Restricted Stock Units, you expressly and explicitly consent to the personal data activities as described herein.***
- a. ***Data Collection, Processing and Usage. The Company and your Employer collect, process and use your personal data, including your name, home address, email address, telephone number, date of birth, social insurance number or other identification number, salary, citizenship, job***
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title, details of all Restricted Stock Units or any other equity and cash compensation awards granted, canceled, exercised, vested, or outstanding in your favor, which the Company receives from you or your Employer. In granting the Restricted Stock Units, the Company will collect your personal data for purposes of implementing, administering and managing your Restricted Stock Units. The Company's legal basis for the collection, processing and usage of your personal data is your consent.

- b. ***Stock Plan Administration Service Provider.** The Company may transfer your personal data to Morgan Stanley Smith Barney LLC, an independent service provider based in the United States of America, which assists the Company with the implementation, administration and management of the Restricted Stock Units (the "Stock Plan Administrator"). In the future, the Company may select a different Stock Plan Administrator and share your personal data with another company that serves in a similar manner. The Stock Plan Administrator will open an account for you to receive and trade Shares acquired under the Plan and you will be asked to agree on separate terms and data processing practices with the Stock Plan Administrator, which is a condition to your ability to participate in the Plan.*
 - c. ***International Data Transfers.** The Company and the Stock Plan Administrator are based in the United States of America. You should note that your country of residence may have enacted data privacy laws that are different from the United States of America. The Company's legal basis for the transfer of your personal data to the United States of America is your consent.*
 - d. ***Voluntariness and Consequences of Consent Denial or Withdrawal.** Your grant of consent to the personal data activities described herein is purely voluntary. You may deny or withdraw your consent at any time. If you do not consent, or if you later withdraw your consent, you may be unable to receive Restricted Stock Units. This would not affect your existing employment or salary; instead, you merely may forfeit the opportunities associated with the grant of Restricted Stock Units.*
 - e. ***Data Subjects Rights.** You may have a number of rights under the data privacy laws in your country of residence. For example, your rights may include the right to (i) request access or copies of personal data processes of the Company, (ii) request rectification of incorrect data, (iii) request deletion of data, (iv) place restrictions on processing, (v) lodge complaints with competent authorities in your country of residence, and/or (vi) request a list with the names and addresses of any potential recipients of your personal data. To receive clarification regarding your rights or to exercise your rights, you should contact Privacy@Steelcase.com.*
19. **Electronic Delivery:** The Company may, in its sole discretion, decide to deliver any documents related to the Restricted Stock Units and participation in the Plan (or future Restricted Stock Units that may be granted under the Plan) by electronic means, or request your consent to participate in the Plan by electronic means. You hereby consent to receive such documents by electronic delivery and, if requested, agree to participate in the Plan through an on-line or electronic system established and maintained by the Company or another third party designated by the Company.
 20. **Private Offering:** The grant of the Restricted Stock Units is not intended to be a public offering of securities in your country of residence (and country of employment, if different). The Company has not submitted any registration statement, prospectus or other filing with the local securities authorities (unless otherwise required under local law).
 21. **Addendum:** Notwithstanding any provisions of this Award Agreement to the contrary, the Restricted Stock Units shall be subject to any special terms and conditions for your country of residence (and country of employment, if different) set forth in the addendum to this Award Agreement (the "Addendum"). Further, if you transfer your residence and/or employment to another country reflected in the Addendum to this Award Agreement at the time of transfer, the special terms and conditions for such country will apply to you to the extent the Company determines, in its sole discretion, that the application of such terms and conditions is necessary or advisable in order to comply with local laws, rules and regulations or to facilitate
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the operation and administration of the Restricted Stock Units and the Plan (or the Company may establish alternative terms and conditions as may be necessary or advisable to accommodate your transfer). In all circumstances, any applicable Addendum shall constitute part of this Award Agreement.

22. **Additional Terms and Conditions:** The Company reserves the right to impose other requirements on the Restricted Stock Units, any Shares acquired pursuant to the Restricted Stock Units and your participation in the Plan to the extent the Company determines, in its sole discretion, that such other requirements are necessary or advisable in order to comply with local law, rules and regulations or to facilitate the operation and administration of the Restricted Stock Units and the Plan. Such requirements may include (but are not limited to) requiring you to sign any agreements or undertakings that may be necessary to accomplish the foregoing.
 23. **Severability:** The provisions of this Award Agreement are severable and if any one or more provisions are determined to be illegal or otherwise unenforceable, in whole or in part, the remaining provisions shall nevertheless be binding and enforceable.
 24. **Age Discrimination Rules:** If you are resident and/or employed in a country that is a member of the European Union or the European Economic Area, the grant of the Restricted Stock Units and this Award Agreement are intended to comply with the age discrimination provisions of the EU Equal Treatment Framework Directive, as implemented into local law (the "Age Discrimination Rules"). To the extent that a court or tribunal of competent jurisdiction determines that any provision of this Award Agreement, the Addendum or the Plan are invalid or unenforceable, in whole or in part, under the Age Discrimination Rules, the Company, in its sole discretion, shall have the power and authority to revise or strike such provision to the minimum extent necessary to make it valid and enforceable to the full extent permitted under local law.
 25. **Insider Trading Restrictions / Market Abuse Laws:** By participating in the Plan, you acknowledge that, depending on your or your broker's country of residence or where the Shares are listed, you may be subject to insider trading and/or market abuse laws, which may affect your ability to accept, acquire, sell or otherwise dispose of Shares, rights to Shares (e.g., Restricted Stock Units) or rights linked to the value of Shares (e.g., phantom awards, futures) during such times as you are considered to have "inside information" regarding the Company as defined by the laws or regulations in your country. Local insider trading laws and regulations may prohibit the cancellation or amendment of orders you placed before you possessed inside information. Furthermore, you could be prohibited from (i) disclosing the inside information to any third party (other than on a "need to know") and (ii) "tipping" third parties or causing them otherwise to buy or sell securities. You should keep in mind third parties includes fellow employees. Any restrictions under these laws or regulations are separate from and in addition to any restrictions that may be imposed under any applicable Company's insider trading policy. You understand that you personally are responsible for ensuring compliance with any applicable restrictions and should consult your personal legal advisor for additional information.
 26. **Clawback:** If the Company's financial results are materially restated, you acknowledge and agree that the Restricted Stock Units, any Shares acquired pursuant thereto and/or any amount received with respect to any sale of such Shares shall be treated in accordance with Article 19 of the Plan. For purposes of the foregoing, you expressly and explicitly authorize the Company to issue instructions, on your behalf, to any brokerage firm and/or third party administrator engaged by the Company to hold your Shares and other amounts acquired under the Plan to re-convey, transfer or otherwise return such Shares and/or other amounts to the Company upon the enforcement of Article 19 of the Plan.
 27. **Governing Law:** This Award Agreement shall be governed by, and construed in accordance with, the laws of the State of Michigan without regard to any choice of law rules thereof which might apply the laws of any other jurisdiction. For purposes of litigating any dispute that arises directly or indirectly from the relationship of the parties evidenced by this grant or this Award Agreement, the parties hereby submit to the exclusive jurisdiction of the State of Michigan and agree that such litigation shall be conducted only in the courts of Kent County, Michigan, or the federal courts for the Western District of Michigan, and no other courts, where this grant is made and/or to be performed.
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- 28. **English Language:** If you are resident outside of the United States, you acknowledge and agree that it is your express intent that this Award Agreement, the Plan and all other documents, notices and legal proceedings entered into, given or instituted pursuant to the Restricted Stock Units be drawn up in English. If you have received this Award Agreement, the Plan or any other documents related to the Restricted Stock Units translated into a language other than English, and if the meaning of the translated version is different than the English version, the English version will control.
- 29. **Compliance with Laws:** As a condition to the grant of this Award, you agree to repatriate all payments attributable to the Shares and/or cash acquired under the Plan (including, but not limited to, dividends, dividend equivalents and any proceeds derived from the sale of the Shares acquired pursuant to the Restricted Stock Units) if required by and in accordance with local foreign exchange rules and regulations in your country of residence (and country of employment, if different). In addition, you also agree to take any and all actions, and consent to any and all actions taken by the Company, your Employer and the Company's Affiliates, as may be required to allow the Company, your Employer and the Company's Affiliates to comply with local laws, rules and regulations in your country of residence (and country of employment, if different). Finally, you agree to take any and all actions as may be required to comply with your personal legal and tax obligations under local laws, rules and regulations in your country of residence (and country of employment, if different).
- 30. **Entire Agreement:** This Award Agreement, the Plan, the Addendum, and the rules and procedures adopted by the Committee contain all of the provisions applicable to the Restricted Stock Units and no other statements, documents or practices may modify, waive or alter such provisions unless expressly set forth in writing, signed by an authorized officer of the Company and delivered to you. The various provisions of this Award Agreement, the Addendum, the Plan, and the rules and procedures adopted by the Committee are severable, and if any provision thereof is held to be unenforceable by any court of competent jurisdiction, then such unenforceability shall not affect the enforceability of the remaining provisions thereof.

If you have any questions regarding this Award or this Award Agreement, or would like a copy of the Plan, please contact John Hagenbush, Director, Global Compensation, at (616) 246-9532.

Sincerely,

/s/ James P. Keane

James P. Keane
President and Chief Executive Officer
Steelcase Inc.

Please acknowledge your agreement to participate in the Plan and this Award Agreement, and to abide by all of the governing terms and provisions by signing the following representation. Your signed representation must be returned by ##Deadline## to:

Steelcase Inc.
Compensation Department (GBC-3C)
PO Box 1967
Grand Rapids, MI 49501-1967

Agreement to Participate and to Personal Data Activities

By signing a copy of this Award Agreement and returning it, I acknowledge that I have read the Plan, and that I fully understand all of my rights under the Plan, as well as all of the terms and conditions that may limit my rights under this Award Agreement and that I agree with and consent to the personal data activities as specified in Section 18 of this Award Agreement.

Date: _____

Signature: _____
 ##Participant Name##
 ##Employee ID##

ADDENDUM TO THE STEELCASE INC.
 RESTRICTED STOCK UNIT AGREEMENT

In addition to the terms and conditions set forth in the Award Agreement, the Award is subject to the following terms and conditions (this “Addendum”). All defined terms contained in this Addendum shall have the same meaning as set forth in the Plan or defined hereunder. If you are employed or reside in a state or country identified in this Addendum, the additional terms and conditions for such state or country shall apply. If you transfer residence and/or employment to a state or country identified in this Addendum, the additional terms and conditions for such state or country shall apply to the extent the Company determines, in its sole discretion, that the application of such terms and conditions is necessary or advisable to comply with local law, rules and regulations or to facilitate the operation and administration of the Restricted Stock Units and the Plan (or the Company may establish alternative terms and conditions as may be necessary or advisable to accommodate your transfer).

EUROPEAN UNION (“EU”) / EUROPEAN ECONOMIC AREA (“EEA”) / UNITED KINGDOM

Personal Data Activities: If you reside and/or are employed in the EU/EEA or the United Kingdom, the following provisions replace section 18 of the Award Agreement:

The Company is located at 901 44th St. SE in Grand Rapids, Michigan, United States of America, and grants Restricted Stock Units to employees of the Company and its Affiliates in its sole discretion. In conjunction with the Company's grant of the Restricted Stock Units under the Plan and its ongoing administration of such award, the Company is providing the following information about its data collection, processing and transfer practices, which you should carefully review.

- a. **Data Collection, Processing and Usage.** Pursuant to applicable data protection laws, you are hereby notified that the Company and your Employer will collect, process and use certain personal information about you, specifically, your name, home address, email address and telephone number, date of birth, social security or insurance number, passport number or other identification number, salary, nationality, job title, any Shares or directorships held in the Company, details of all Restricted Stock Units or any other entitlement to Shares awarded, canceled, exercised, vested, unvested or outstanding in your favor (“Data”), for the exclusive purpose of implementing, administering and managing the Plan. The Company's legal basis for the collection, processing and use of your Data is your consent. Your Data also may be disclosed to certain securities or other regulatory authorities where the Company's securities are listed or traded or regulatory filings are made. The Company's legal basis for such disclosure of the your Data is to comply with applicable laws, rules and regulations.
- b. **Stock Plan Administrator.** The Company transfers your Data to Morgan Stanley Smith Barney LLC, an independent service provider based in the United States of America, and engaged by the Company to assist with the implementation, administration and management of awards granted under the Plan (the “Stock Plan Administrator”). In the future, the Company may select a different Stock Plan Administrator and share your Data with another company that serves in a similar manner. The Stock Plan Administrator will open an account for you to receive and trade Shares acquired under the Plan. You will be asked to agree to separate terms and data processing practices with the Stock Plan Administrator, which is a condition of your ability to participate in the Plan.
- c. **International Data Transfers.** The Company and the Stock Plan Administrator are based in the United States of America. You should note that your country of residence may have enacted data privacy laws that are different from the United States of America. The Company's legal basis for the transfer of your Data to the United States of America is to satisfy its contractual obligations under the terms and conditions of this

Award Agreement and the Company's legitimate interests in administering your Award and operating the Plan.

- d. **Data Retention.** You understand that your Data will be held only as long as is necessary to implement, administer and manage your Award and participation in the Plan. When the Company no longer needs the Data, the Company will remove it from its systems. If the Company retains your Data longer, it would be to satisfy the Company's legal or regulatory obligations and the Company's legal basis would be for compliance with applicable laws, rules and regulations.
- e. **Data Subject Rights.** You understand that you may have the right under applicable law to (i) access or copy your Data that the Company possesses, (ii) rectify incorrect Data concerning you, (iii) delete your Data, (iv) restrict processing of your Data, and/or (v) lodge complaints with the competent supervisory authorities in your country of residence. To receive clarification regarding these rights or to exercise these rights, you understand that you can contact Privacy@Steelcase.com.

CANADA

1. **Settlement in Shares:** Notwithstanding anything to the contrary in the Award Agreement, this Addendum or the Plan, the Restricted Stock Units shall be settled only in Shares (and shall not be settled in cash).
2. **Termination of Employment:** This provision replaces the second paragraph of section 5(e) of the Award Agreement:

For purposes of this Award Agreement, your employment or service will be considered terminated as of the earlier of: (a) the date you terminate employment; or (b) the date you receive written notice of termination of employment from the Employer, regardless of any period during which notice, pay in lieu of such notice or related payments or damages are required to be provided under local law (including, but not limited to statutory law, regulatory law and/or common law). For greater certainty, you will not earn or be entitled to any pro-rated vesting for that portion of time before the date on which your right to vest terminates, nor will you be entitled to any compensation for lost vesting. Notwithstanding the foregoing, if applicable employment standards legislation explicitly requires continued entitlement to vesting during a statutory notice period, your right to vest in the Restricted Stock Units under the Plan, if any, will terminate effective as of the last day of your minimum statutory notice period, but you will not earn or be entitled to pro-rated vesting if the vesting date falls after the end of your statutory notice period, nor will you be entitled to any compensation for lost vesting.

3. **Consent to Collection / Processing / Transfer of Personal Data.** The following provision shall supplement section 18 of the Award Agreement: You authorize the Company and the Company's representative to discuss with and obtain all relevant information from all personnel, professional or non-professional, involved in the administration of the Plan. You further authorize the Company, any Affiliate of the Company, and the Employer, any broker or any stock plan service provider as may be selected by the Company from time to time to assist with the Plan, to disclose and discuss your participation in the Plan with their advisors. You also authorize the Company and the Employer to record such information and to keep such information in your employment file.
4. **English Language (Quebec):** To the extent you reside in the province of Quebec, the parties to the Award Agreement acknowledge that it is their express wish that the Award Agreement, as well as all documents, notices and legal proceedings entered into, given or instituted pursuant hereto or relating directly or indirectly hereto, be drawn up in English. *Dans la mesure où vous résidez dans la province de Québec, les parties au Contrat d'Attribution reconnaissent avoir exigé la rédaction en anglais du Contrat d'Attribution, ainsi que tous documents exécutés, avis donnés et procédures judiciaires intentées, en vertu du Contrat d'Attribution ou se rapportant directement ou indirectement au Contrat d'Attribution.*

CZECH REPUBLIC

None.

FRANCE

English Language: The parties to the Award Agreement acknowledge that it is their express wish that the Award Agreement, as well as all documents, notices and legal proceedings entered into, given or instituted pursuant hereto or relating directly or indirectly hereto, be drawn up in English. *Les parties reconnaissent avoir exigé la rédaction en anglais de la présente convention, ainsi que de tous documents exécutés, avis donnés et procédures judiciaires intentées, directement ou indirectement, relativement à ou suite à la présente convention.*

GERMANY

None.

HONG KONG

1. **Lapse of Restrictions:** If, for any reason, Shares are issued to you within six (6) months of the Grant Date, you agree that you will not sell or otherwise dispose of any such Shares prior to the six (6) month anniversary of the Grant Date.
2. **IMPORTANT NOTICE - WARNING:** The Restricted Stock Units and the Shares subject to the Restricted Stock Units do not constitute a public offering of securities under Hong Kong law and are available only to employees of the Company and its Subsidiaries. The contents of the Award Agreement, this Addendum, the Plan, and all other materials pertaining to the Restricted Stock Units and/or the Plan have not been prepared in accordance with and are not intended to constitute a 'prospectus' for a public offering of securities under the applicable companies and securities legislation in Hong Kong, and have not been reviewed by any regulatory authority in Hong Kong. The Award Agreement, this Addendum, the Plan, and all other materials are intended only for your personal use and not for distribution to any other persons. You are hereby advised to exercise caution in relation to the offer thereunder. If you have any doubts about any of the contents of the aforesaid materials, you should obtain independent professional advice.
3. **Wages:** The Restricted Stock Units and Shares subject to the Restricted Stock Units do not form part of your wages for the purposes of calculating any statutory or contractual payments under Hong Kong law.
4. **Nature of the Plan:** The Company specifically intends that the Plan will not be treated as an occupational retirement scheme for purposes of the Occupational Retirement Schemes Ordinance ("ORSO"). To the extent any court, tribunal or legal/regulatory body in Hong Kong determines that the Plan constitutes an occupational retirement scheme for the purposes of ORSO, the grant of the Restricted Stock Units shall be null and void.

INDIA

Repatriation Requirements: As a condition of this Award, you agree to repatriate all sales proceeds and dividends attributable to Shares acquired under the Plan in accordance with local foreign exchange rules and regulations. Neither the Company nor any of its Affiliates shall be liable for any fines or penalties resulting from your failure to comply with applicable laws.

ITALY

Plan Document Acknowledgement. In accepting the Award, you acknowledge that you have received a copy of the Plan and the Award Agreement and have reviewed the Plan and the Award Agreement, including this Addendum, in their entirety and fully understands and accepts all provisions of the Plan and the Award Agreement, including this Addendum.

You further acknowledge that you have read and specifically and expressly approve the following paragraphs of the Award Agreement: section 7 (Settlement of Vested Restricted Stock Units); section 17 (Acknowledgment of Nature of Plan and Restricted Stock Units); section 22 (Additional Terms and Conditions); section 27 (Governing Law); section 28 (English Language); and the Data Privacy paragraph included in the Addendum for the European Union / European Economic Area / United Kingdom.

MASSACHUSETTS

Forfeiture of Awards: Notwithstanding anything in Sections 2.12 or 15.4 of the Plan or in this Award Agreement to the contrary, the following provision supplements section 10 of the Award Agreement.

With respect to conduct you engage in following the termination of your employment with Employer, the definition of “Competition” and your covenant not to engage in Competition shall be limited to providing services, directly or indirectly, either individually, or in partnership, jointly or in conjunction with any other Person, in any state or geographic region in which you had a material presence or influence on behalf of the Company or its Affiliates during the two (2)-year period preceding your termination of employment, of the type you provided to the Company and its Affiliates at any time during the two (2)-year period preceding the date of termination of your employment.

In the event that you engage in Competition following the date either (i) you resign from employment with Employer or (ii) Employer terminates your employment with Employer for “cause” as defined under Massachusetts law, as applicable to the Massachusetts Noncompetition Agreement Act (such cause the “Non-Compete Cause”), and on a date that falls on or between the Vesting Date and the first (1st) anniversary of the Vesting Date, Section 10(b)(ii) of this Award Agreement will not apply to you unless the Company, on or within five (5) business days following the date of your resignation or termination set forth in either clause (i) or (ii) above, elects to enforce the covenant not to engage in Competition set forth above for a period of time not to exceed one (1) year following such date of resignation or termination (such period, the “Non-Compete Restricted Period”).

In addition, notwithstanding anything herein to the contrary, neither the covenant not to engage in Competition nor section 10(b)(i) of this Award Agreement shall be enforceable following a termination of your employment by Employer without Non-Compete Cause.

You represent that the grant of this Award constitutes fair and reasonable consideration for the covenant not to engage in Competition set forth above. In the event the Company elects to enforce the covenant not to engage in Competition above, the Company shall pay you, upon commencement of the Non-Compete Restricted Period through the expiration of the Non-Compete Restricted Period, an amount equal to 50% of your highest annualized base salary within the two (2)-year period preceding the date of your resignation from employment with or termination of employment by Employer (the “Non-Compete Payment”). The Non-Compete Payment shall be payable in equal installments in accordance with Employer’s payroll practices as in effect on your last day of employment, beginning on the first payroll date thereafter. In the event that you breach any of your obligations not to engage in Competition, the Company’s obligations to provide the Non-Compete Payment shall thereupon immediately cease, and the Company shall be entitled, in addition to any remedies available at law or in equity, to recover from you, in addition to the return of Shares and the forfeiture of Restricted Stock Units outlined in section 10(b)(ii) of this Award Agreement, any and all amounts of the Non-Compete Payment previously paid to you. If the Company so elects, you will be entitled to only one Non-Compete Payment pursuant to any and all other agreements between you, on the one hand, and the Company or its Affiliates, on the other hand, including this Award Agreement.

You have the right to consult with counsel prior to signing the Award Agreement containing this covenant not to engage in Competition. The Award Agreement will not become effective until the later of your execution of the Award Agreement or ten (10) business days following your receipt of the Award Agreement.

If any one or more of the provisions of the covenant not to engage in Competition are determined to be excessively broad as to duration, activity or subject, such provisions shall be construed by limiting and reducing them so as to be enforceable to the maximum extent allowed by the law.

All civil actions relating to this covenant not to engage in Competition shall be governed by, and construed in accordance with, the laws of the State of Massachusetts. For purposes of litigating any dispute that arises out of this covenant not to engage in Competition, such disputes shall be brought in Suffolk County, Massachusetts.

MEXICO

1. **Commercial Relationship:** You expressly recognize your participation in the Plan and the Company's grant of the Award does not constitute an employment relationship between you and the Company. You have been

granted the Award as a consequence of the commercial relationship between the Company and the Company's subsidiary in Mexico that employs you (“Steelcase-Mexico”), and Steelcase-Mexico is your sole employer. Based on the foregoing, (a) you expressly recognize that the Plan and the benefits derived from participation in the Plan do not establish any rights between you and Steelcase-Mexico, (b) the Plan and the benefits derived from participation in the Plan are not part of the employment conditions and/or benefits provided by Steelcase-Mexico, and (c) any modifications or amendments of the Plan by the Company, or a termination of the Plan by the Company, shall not constitute a change or impairment of the terms and conditions of your employment with Steelcase-Mexico.

2. **Extraordinary Item of Compensation:** You expressly recognize and acknowledge that your participation in the Plan is a result of the discretionary and unilateral decision of the Company, as well as the your free and voluntary decision to participate in the Plan in accordance with the terms and conditions of the Plan, the Award Agreement and this Addendum. As such, you acknowledge and agree that the Company may, in its sole discretion, amend and/or discontinue your participation in the Plan at any time and without any liability. The value of the Restricted Stock Units is an extraordinary item of compensation outside the scope of your employment contract, if any. The Restricted Stock Units are not part of your regular or expected compensation for purposes of calculating any severance, resignation, redundancy, end of service payments, bonuses, long-service awards, pension or retirement benefits, or any similar payments, which are the exclusive obligations of your Employer.
3. **Plan Document Acknowledgement:** By accepting the Restricted Stock Units, you acknowledge that you have received a copy of the Plan, the Award Agreement and this Addendum, which you have reviewed. You acknowledge further that you accept all the provisions of the Plan, the Award Agreement and the Addendum. You also acknowledge that you have read and specifically and expressly approve the terms and conditions set forth in section 17 (“Acknowledgment of Nature of Plan and Restricted Stock Units”) in the Award Agreement, which clearly provides as follows:
- (1) Your participation in the Plan does not constitute an acquired right;
 - (2) The Plan and your participation in it are offered by the Company on a wholly discretionary basis;
 - (3) Your participation in the Plan is voluntary; and
 - (4) The Company and its Subsidiaries are not responsible for any decrease in the value of any Shares acquired at vesting and settlement of the Restricted Stock Units.

NETHERLANDS

Waiver of Termination Rights: You waive any and all rights to compensation or damages as a result of a termination of employment, insofar as those rights result or may result from: (a) the loss or diminution in value of such rights or entitlements under the Plan; or (b) you ceasing to have rights, or ceasing to be entitled to any Awards under the Plan as a result of such termination of employment.

ROMANIA

None.

SINGAPORE

Securities Law Notice. The grant of the Restricted Stock Units is being made pursuant to the “Qualifying Person” exemption under section 273(1)(f) of the Securities and Futures Act (Chapter 289, 2006 Ed.) (“SFA”) under which it is exempt from the prospectus and registration requirements under the SFA and the grant of the Restricted Stock Units is not made to you with a view to the Shares being subsequently offered for sale to any other party. The Plan has not been lodged or registered as a prospectus with the Monetary Authority of Singapore. You should note that the Restricted Stock Units are subject to section 257 of the SFA and you should not make (i) any subsequent sale of the Shares in Singapore, or (ii) any offer of such subsequent sale of the Shares in Singapore, unless such sale or offer

is made: (a) more than six (6) months after the Award Date or (b) pursuant to the exemptions under Part XIII Division (1) Subdivision (4) (other than section 280) of the SFA.

SPAIN

1. **Acknowledgement of Discretionary Nature of the Plan; No Vested Rights:** By accepting the Award, you consent to participation in the Plan and acknowledge receipt of a copy of the Plan.

You understand that the Company has unilaterally, gratuitously and in its sole discretion granted Restricted Stock Units under the Plan to individuals who may be employees of the Company or its Affiliates throughout the world. The decision is a limited decision that is entered into upon the express assumption and condition that any grant will not economically or otherwise bind the Company or any of its Affiliates on an ongoing basis. Consequently, you understand that the Restricted Stock Units are granted on the assumption and condition that the Restricted Stock Units and the Shares acquired upon settlement of the Restricted Stock Units shall not become a part of any employment contract (either with the Company or any of its Affiliates) and shall not be considered a mandatory benefit, salary for any purposes (including severance compensation) or any other right whatsoever. In addition, you understand that this grant would not be made to you but for the assumptions and conditions referenced above; thus, you acknowledge and freely accept that should any or all of the assumptions be mistaken or should any of the conditions not be met for any reason the Award shall be null and void.

You understand and agree that, as a condition of the Award, unless otherwise provided in section 5 of the Award Agreement, any unvested Restricted Stock Units as of the date you cease active employment will be forfeited without entitlement to the underlying Shares or to any amount of indemnification in the event of termination of employment. You acknowledge that you have read and specifically accept the conditions referred to in the Award Agreement regarding the impact of a termination of employment on the Restricted Stock Units.

2. **Termination for Cause:** Notwithstanding anything to the contrary in the Plan or the Award Agreement, "Cause" shall be as defined as set forth in Article 2.6 of the Plan, regardless of whether the termination of employment is considered a fair termination (i.e., "*despido procedente*") under Spanish legislation..

UNITED KINGDOM

1. **Withholding Taxes:** The following provision supplements section 11 of the Award Agreement.

You agree that you are liable for all Tax-Related Items and hereby covenant to pay all such Tax-Related Items as and when requested by the Company, your Employer, or by Her Majesty's Revenue and Customs ("HMRC") (or any other tax authority or any other relevant authority). You also agree to indemnify and keep indemnified the Company and your Employer against any Tax-Related Items that they are required to pay or withhold or have paid or will pay on your behalf to HMRC (or any other tax authority or any other relevant authority).

Notwithstanding the foregoing, if you are a director or executive officer of the Company (within the meaning of Section 13(k) of the U.S. Securities and Exchange Act of 1934, as amended), you are ineligible to have the Company or your Employer cover any income tax liability on your behalf. In this case, any income tax not collected from or paid by you within 90 days after the end of the U.K. tax year in which the event giving rise to the income tax liability occurred (or such other period specified in U.K. law) will constitute a benefit to you on which additional income tax and national insurance contributions ("NICs") will be payable. You will be responsible for paying and reporting any income tax due on this additional benefit directly to HMRC under the self-assessment regime and for reimbursing the Company or your Employer (as applicable) the value of any employee NICs due on this additional benefit, which the Company or your Employer may recover from you by any of the means referred to in section 11 of the Award Agreement.

exclusion of Claim: You acknowledge and agree that you will have no entitlement to compensation or damages insofar as such entitlement arises or may arise from your ceasing to have rights under or to be entitled to the Restricted Stock Units, whether or not as a result of termination of employment (whether the termination is in

breach of contract or otherwise), or from the loss or diminution in value of the Restricted Stock Units. Upon the grant of the Award, you shall be deemed to have waived irrevocably any such entitlement.

Subsidiaries of the Registrant

Name of Subsidiary

- AF Steelcase S.A., a Spanish corporation
- AMQ Solutions, LLC a California limited liability company
- Red Thread Spaces LLC, a Michigan limited liability company
- Smith System Manufacturing Company, a Delaware corporation
- Steelcase AG, a German stock corporation
- Steelcase Asia Pacific Limited, a British Virgin Islands international business company
- Steelcase Canada Limited, a Canadian corporation
- Steelcase Czech Republic s.r.o., a Czech Republic limited liability company
- Steelcase Financial Services Inc., a Michigan corporation
- Steelcase Furniture (Dongguan) Company Limited, a People's Republic of China company
- Steelcase Limited, a British private limited company
- Steelcase Manufacturing Sdn. Bhd., a Malaysian corporation
- Steelcase SAS, a French corporation
- Steelcase Trading (Shanghai) Co., Ltd., a People's Republic of China company

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-229176 on Form S-3, and Registration Statement No. 333-84689 for the Steelcase Inc. Deferred Compensation Plan and Registration Statement Nos. 333-46711, 333-50964, 333-102361, and 333-146530 for the Steelcase Inc. Incentive Compensation Plan, all on Form S-8, of our reports dated April 20, 2021, relating to the financial statements of Steelcase Inc. and subsidiaries (the "Company") and the effectiveness of the Company's internal control over financial reporting, appearing in this Annual Report on Form 10-K of Steelcase Inc. for the year ended February 26, 2021.

/s/ Deloitte & Touche LLP

Grand Rapids, Michigan
April 20, 2021

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
SARBANES-OXLEY ACT SECTION 302**

I, James P. Keane, certify that:

- 1) I have reviewed this annual report on Form 10-K for the period ended February 26, 2021 of Steelcase 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 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 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.

/s/ James P. Keane

Name: James P. Keane
Title: President and Chief Executive Officer

Date: April 20, 2021

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
SARBANES-OXLEY ACT SECTION 302**

I, David C. Sylvester, certify that:

- 1) I have reviewed this annual report on Form 10-K for the period ended February 26, 2021 of Steelcase 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 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 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.

/s/ David C. Sylvester

Name: David C. Sylvester
Title: Senior Vice President, Chief Financial Officer

Date: April 20, 2021

**CERTIFICATION OF CEO AND CFO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Steelcase Inc. (the "Company") for the period ended February 26, 2021 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), James P. Keane, as Chief Executive Officer of the Company, and David C. Sylvester, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on his knowledge:

- (1) The Report 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 the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James P. Keane

Name: James P. Keane
Title: President and Chief Executive Officer

April 20, 2021

/s/ David C. Sylvester

Name: David C. Sylvester
Title: Senior Vice President, Chief Financial Officer

April 20, 2021

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.