

MILLER INDUSTRIES, INC.
AMENDED AND RESTATED CORPORATE GOVERNANCE GUIDELINES

DATED MARCH 4, 2019

The Board of Directors (the “Board”) of Miller Industries, Inc. (the “Company”) has adopted the following guidelines to help it fulfill its responsibility to the shareholders to oversee the work of management and the Company’s business results. The Board will review and amend these guidelines as it deems necessary and appropriate.

1. Board Mission and Director Responsibilities

The Board is elected by the shareholders to oversee their interest in the long-term financial strength and overall success of the business. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the shareholders. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company.

Directors are expected to attend all meetings of the Board and of the committees on which we serve. Information important to Directors' understanding of issues to come before the Board or a committee will be provided sufficiently in advance of meetings to permit Directors to inform themselves. Directors are expected to review these materials before meetings. Directors should devote the time and effort necessary to fulfill our responsibilities. The Board will hold regularly scheduled meetings at least four times a year. The Chairperson of the Board will set the agenda for Board meetings. Any Director may suggest items for inclusion on the agenda. Any Director may raise a subject that is not on the agenda at any meeting. Items pertinent to the oversight and monitoring function of the Board will be brought to the Board regularly. The Board will periodically review the Company’s long-term strategic plans and the most significant financial, accounting and risk management issues facing the Company.

Non-management Directors will meet in executive session as needed. Normally, such meetings will occur during regularly scheduled Board meetings.

2. Director Qualifications

A majority of the Directors will be independent. No Director will be deemed independent unless the Board affirmatively determines that the Director has no material relationship with the Company, either directly or as an officer, shareholder or partner of an organization that has a relationship with the Company. The Board will observe all applicable requirements for independence, including the corporate governance listing standards established by the New York Stock Exchange (“NYSE”) and any other governing laws and regulations, and will carefully consider all relevant facts and circumstances in making an independence determination.

Directors may be nominated by the Board or by shareholders in accordance with the Company’s Bylaws. The Nominating Committee will review all nominees for the Board in accordance with its charter.

The Board does not believe that it should establish limits on the number of terms a Director may serve or that it should establish any mandatory retirement age for Board service. Term limits and mandatory retirement ages could cause the loss of experience and expertise important to the optimal operation of the Board. However, to ensure that the Board remains composed of high functioning members able to keep our commitments to Board service, the Nominating Committee will evaluate the qualifications and performance of each incumbent Director before recommending the nomination of that Director for an additional term.

The Board expects that when the Chairperson or a Chief Executive Officer resigns from that position, he or she will also simultaneously submit his or her resignation from the Board. Whether the individual continues to serve on the Board is a matter for discussion at that time with the new Chairperson or Chief Executive Officer and the Board.

3. Director Elections

The required vote for the election of a Director is as set forth in the Company's Bylaws. If a Director in an uncontested election receives a greater number of "against" votes for election than "for" votes, that Director shall promptly tender, to the Board or its Chairperson, his or her resignation from the Board and from those Board committees on which the Director serves, conditioned upon Board acceptance.

The Nominating Committee will promptly consider such resignation and then make a recommendation to the Board whether to accept or reject the resignation tendered by such Director. The Board will act on the tendered resignation, taking into account the recommendation of the Nominating Committee as well as other potentially relevant factors, within one hundred eighty (180) days from the date of the certification of the election results.

The Nominating Committee, in making its recommendation, and the Board, in making its decision, may consider any factors or other information that it considers appropriate and relevant, including any stated reasons why the shareholders withheld votes from such Director, the Director's tenure, the Director's qualifications, the Director's past and expected contributions to the Board, and the overall composition of the Board, including whether accepting the resignation as tendered would cause the Company to fail to meet the requirements of any law, regulation, or rule, including but not limited to those of the Securities and Exchange Commission ("SEC") or the listing standards of the NYSE.

The Director whose resignation is under consideration shall not participate in the deliberations of the Nominating Committee or of the Board with respect to his or her resignation.

Following the Board's decision, the Company will promptly disclose the Board's decision regarding whether to accept or reject the Director's resignation offer in a Form 8-K furnished to the SEC. If the Board has decided to reject the tendered resignation or to pursue any additional action, then the disclosure will include the rationale behind the decision.

This Director resignation policy will be summarized or included in each proxy statement relating to election of Directors of the Company.

4. Committees of the Board

The Board has three standing committees: Audit, Compensation and Nominating. The Board may establish additional committees as necessary or appropriate.

Only independent Directors may serve on the Audit Committee, the Compensation Committee and the Nominating Committee. The Board is responsible for the appointment of committee members and committee chairpersons according to criteria that it determines to be in the best interest of the Company and its shareholders. Each of the standing committees will have their own charter. The charter will set forth the responsibilities of each committee, the qualifications and procedures of the committee and how the committee will report to the Board. Each committee will conduct a self- evaluation annually.

5. Director Access to Officers, Employees and Information

Directors have full and free access to officers, employees and the books and records of the Company. Any meetings or contact that a Director wishes to initiate may be arranged through the Chief Executive Officer(s) or directly by the Director. The Directors should use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

6. Director Access to Independent Advisors

The Board and its committees shall have the right at any time to retain independent outside accounting, financial, legal or other advisors, and the Company shall provide appropriate funding, as determined by the Board or any committee, to compensate such independent outside advisors, as well as to cover the ordinary administrative expenses incurred by the Board and its committees in carrying out their duties.

7. Director Orientation and Continuing Education

All new Directors must participate in the Company's Orientation Program, which should be conducted within two (2) months of the annual meeting at which new Directors are elected. This orientation will include presentations by senior management to familiarize new Directors with the Company's business and strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Business Conduct and Ethics, its principal officers, and its internal and independent auditors. Any sitting Directors may attend the Orientation Program. The Directors are encouraged to participate in continuing Director education.

8. Management Succession

The Board will determine policies and principles for selection of the Chief Executive Officer(s) and policies regarding succession in the event of an emergency or the retirement of the Chief Executive Officer(s). The Board will oversee senior management development and the planning for succession to senior positions.

9. Annual Board Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether we and our committees are functioning effectively. The Nominating Committee will receive comments from all Directors and report annually to the Board with an assessment of the Board's performance, which will be discussed with the full Board. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board believes that the Board or any of its committees could improve.

10. Director Compensation

The form and amount of Director compensation shall be determined by the Nominating Committee and then recommended to the full Board for action in accordance with the committee charter.

11. Ethics and Conflicts of Interest

The Board expects directors, as well as executive officers and employees, to act ethically at all times and to acknowledge their adherence to the policies comprising the Company's Code of Business Conduct and Ethics. If an actual or potential conflict of interest arises for a director or an executive officer, such director or executive officer shall promptly inform the Chairperson of the Board. The Board or an authorized committee of the Board shall resolve any conflict of interest question involving a director or an executive officer. The General Counsel shall resolve any conflict of interest issue involving any other employee of the Company.