CHARTER OF THE
GOVERNANCE & SUSTAINABILITY COMMITTEE
OF THE BOARD OF DIRECTORS

(as amended and restated on November 2, 2026)

I. PURPOSE AND AUTHORITY

The primary purpose of the Governance & Sustainability Committee (the "Committee") of the Board of Directors (the "Board") of Miller Industries, Inc. (the "Company") is to assist the Board in fulfilling its oversight responsibilities with respect to all matters relating to the following areas:

A. the Company's corporate governance, including Board and committee organization, membership and function, evaluation of director qualifications and performance, succession planning for the Board, including identifying and recommending qualified individuals to be nominated for election as directors, and developing corporate governance guidelines or principles applicable to the Company.

B. The Company's sustainability policies, goals, performance metrics and other matters relating to sustainability issues or topics.

The Committee has the authority to access such resources from within the Company or from external sources as the Committee may determine to be advisable, including legal counsel, search firms and consultants, and to agree to such fees and other retention terms with any provider of services to the Committee as the Committee may determine. The Committee has the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee shall also have direct access to, and complete and open communication with, the Company's management.

II. COMPOSITION

The Committee will consist of three or more directors as determined and appointed by the Board from time to time. Each member of the Committee shall be independent in accordance with any New York Stock Exchange rules applicable to the Committee, and any other standards prescribed by the Board from time to time.

The Committee may appoint one or more subcommittees consisting of one or more members of the Committee, and may delegate to any subcommittee or Committee member such Committee authority, responsibilities and duties as the Committee sees fit.

III. MEETINGS

The Committee will meet at least one time annually, or more frequently as deemed necessary or desirable. Meetings shall include any participants the Committee deems appropriate and shall be of sufficient duration and scheduled at such times as the Committee deems appropriate to discharge properly its responsibilities. The Committee will report its activities and findings to the Board on a regular basis. The Committee shall meet without management present as appropriate. The Committee shall have direct access to, and complete and open communications with, the Company's management.

The Board may appoint a Chairperson of the Committee (the "Chair"). The Chair will preside, when present, at all meetings of the Committee. One-third of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

IV. SPECIFIC RESPONSIBILITIES AND DUTIES

To fulfill its purpose, the Committee shall from time to time, and to the extent necessary or appropriate in the judgment of the Committee, oversee, consider, evaluate and/or review and make recommendations to the Board concerning the following matters.

A. Governance Matters

1. The Company's corporate governance guidelines or principles.

2. Criteria for the identification and selection of qualified directors, including skills and characteristics of Board members in the context of the current and anticipated composition of the Board and considering any potential conflicts of interest as well as applicable independence and experience requirements.

3. Director succession planning and Board refreshment, including seeking and evaluating potential candidates and recommending to the Board, for its approval, nominations of qualified candidates for Board membership who meet the criteria established by the Committee and approved by the Board as a result of the assessment of the perceived needs of the Board at that point in time.

4. The size, composition and structure of the Board, taking into account the expertise, attributes, experience, independence and tenure of each Board member.

5. Policies concerning non-employee director fees, benefits, tenure and retirement.

6. Stock ownership guidelines for non-employee directors, including monitoring compliance by non-employee directors with any such guidelines in effect from time to time.

7. The Company's officers and directors insurance policies.

8. The structure, responsibilities and membership of the Board's committees. This includes considering and assessing (i) the independence of directors, including whether a majority of the Board continues to be independent from management in both fact and appearance, as well as within the meaning prescribed by the New York Stock Exchange, and (ii) the qualifications and independence, within the meaning prescribed by the New York Stock Exchange and the Securities and Exchange Commission, as applicable, of members of the Committee, the Audit Committee of the Board, and the Compensation Committee of the Board.

9. The engagement of director search firms to seek potential candidates for the Board.

10. A slate of nominees for the Board to recommend to the shareholders in connection with the Company's annual meeting of shareholders and related proxy governance matters, including universal proxy practices, as appropriate.

11. Nominees for appointment to fill any vacancy on the Board.

12. Nominees for director submitted by the shareholders in accordance with the nomination procedures in the Bylaws, including recommending to the Board appropriate action on any such nomination, and to make any disclosures required by applicable law in the course of exercising its authority.

13. The evaluation of the performance of the Board and its committees and individual directors on a continuing basis.

14. The resignation or termination of Board membership for individual directors, whether for cause, due to a change in the director's employment or status or development of a conflict of interest or for other appropriate reasons.

15. New director orientation and continuing education of the entire Board.

16. An annual self-evaluation of the performance of the Committee.

17. A periodic review and assessment of the adequacy of this Charter and, if appropriate, recommend changes to this Charter to the Board.

B. <u>Sustainability Matters</u>

1. The Company's sustainability policies, objectives and targets.

2. The integration of sustainability considerations into the Company's business strategy, operations, and decision-making processes.

3. Sustainability-related risks and opportunities, including climate change, resource scarcity, and social impacts.

4. The identification, prioritization and management of key sustainability issues and performance indicators.

5. The Company's progress towards sustainability goals and targets and reporting to the Board on performance.

6. Disclosure practices related to sustainability performance, including sustainability reporting frameworks and standards, including effects of environmental regulation on the business of the Company.

7. Resources and capabilities to support sustainability initiatives and programs.

8. Engagement with stakeholders, including shareholders, employees, customers, and communities, on sustainability matters as appropriate.

9. Shareholder proposals relating to environmental, social and governance matters and management’s proposed response to such proposals.

10. Board-level training and education on sustainability topics.

In considering any matter before it and making recommendations to the Board, the Committee may consult as appropriate with other parties, including directors, management and significant shareholders.

In addition, the Committee may perform any other activities that in its discretion are consistent with this Charter, the Company’s Charter, the Company’s Bylaws and governing law, or as the Board determines necessary or appropriate.