

**CHARTER OF THE  
HUMAN RESOURCES COMMITTEE OF THE BOARD OF DIRECTORS  
OF FURNITURE BRANDS INTERNATIONAL, INC.**

*(As adopted August 4, 2009)*

**I. PURPOSE**

The Human Resources Committee (“Committee”) of the Board of Directors (the “Board”) of Furniture Brands International, Inc. (the “Company”) shall have the responsibility to discharge the Board’s duties relating to compensation of the Company’s executive officers and to assist the Board in the oversight of: (a) the establishment and management of the compensation and benefits philosophy of the Company, including the various pension, long-term incentive, savings, and health and welfare plans that cover Company employees, and (b) the evaluation of the policies and practices related to talent development, retention and succession planning for the Company’s executive officers.

**II. MEMBERSHIP**

Members of the Committee and the Chairman shall be appointed by the Board upon the recommendation of the Governance and Nominating Committee. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements referred to in the paragraph below.

The Committee shall consist of three or more non-employee directors all of whom shall satisfy the independence requirements of the New York Stock Exchange, any applicable Company policy or guidelines, and any applicable laws, rules and regulations.

**III. MEETINGS**

The Committee will meet at least four times a year and at such other times as the Chairman of the Committee deems necessary to fulfill its responsibilities, or at the request of a majority of Committee members, the Chairman of the Board or a majority of the Board. The Committee shall report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate.

**IV. RESPONSIBILITIES**

The Committee shall have the authority to undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee, including the following:

**Compensation and Benefits Philosophy –**

1. Establish, implement and continually monitor adherence to a total compensation and benefits philosophy.

2. Review and approve the overall compensation programs of the Company, including eligibility criteria and award guidelines for annual and long-term incentives, severance arrangements, deferral programs, and equity-based plans.
3. Review and approve the design and management of Company employee benefits plans, including the pension, savings and health and welfare plans that cover Company employees.

#### **Compensation and Benefits –**

4. Review annually the Company's executive compensation programs, including annual and long-term incentives, deferred compensation, severance and change in control, to determine whether they are properly coordinated and achieve their intended purposes, and recommend any appropriate modifications or new programs.
5. Review annually incentive compensation arrangements to confirm that incentive compensation does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management policies, corporate strategy and executive compensation.
6. Establish goals and objectives relative to the Chief Executive Officer's compensation; and annually evaluate the CEO's performance in light of these established goals and objectives, and based on this evaluation, determine the CEO's compensation, including salary, bonus and any equity or non-equity incentives, for approval by the Board.
7. Annually, review and approve the compensation of the CEO's direct reports (the "Executive Officers"), including salary, bonus and any equity or non-equity incentives, based on initial recommendations from and performance evaluations by the CEO.
8. Determine and approve awards to the CEO, Executive Officers and employees of equity incentives pursuant to the Company's equity incentive plans and to monitor aggregate equity compensation share use, dilution and expense. The Committee shall have and shall exercise all the authority of the Board with respect to administration of such equity incentive plans.
9. Review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and recommend to the Board that the CD&A be included in the Company's annual report and proxy statement.
10. Oversee regulatory compliance with respect to compensation matters.
11. Review and approve any employment, severance, retention, or change-in-control agreements proposed to be executed with any current or former Executive Officer, and review and recommend any such agreements with the CEO for approval by the Board.
12. Establish, periodically review and monitor achievement of the Company's stock ownership guidelines for the CEO, Executive Officers and outside directors.

13. Approve any executive perquisites that are generally not available to the general employee population.

**Executive Development and Succession Planning–**

14. Annually review with the Board succession plans relating to the CEO and the Company's Executive Officers, and make recommendations to the Board with respect to the selection of individuals to hold such positions.

**Other Responsibilities–**

15. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
16. Annually perform a self-evaluation of the Committee's own performance, and make the assessment available to the Board.
17. Perform such other functions as assigned to the Committee by law, the Company's charter or bylaws, or by the Board

**V. GENERAL**

The Committee shall have the sole authority to retain, approve fees for, and terminate counsel, expert advisors and consultants, including compensation consultants, as are deemed necessary. The Committee will have a clear understanding with such counsel, advisor or consultant, that they are accountable to the Committee, and it is the Committee that has the ultimate authority in deciding to engage, evaluate, and terminate their services, if appropriate.

The Committee may, in its discretion and as appropriate, allow delegation of authority to a subcommittee. All decisions made under delegated authority shall be reported to the full Committee at its next meeting.