

INTERFACE, INC. Compensation Committee Charter

I. **Purpose**

The primary function of the Compensation Committee (“Committee”) is to assist the Board of Directors (“Board”) of Interface, Inc. (“Company”) in fulfilling its oversight responsibilities with respect to executive compensation. The Committee is authorized to exercise the power and authority of the Board with respect to evaluating the performance of the Company’s executive officers, determining compensation arrangements for such executives, administering the Company’s stock and other incentive plans for key employees, and reviewing the administration of the Company’s employee benefits plans. In fulfilling its purpose, the Committee generally considers the objectives of attracting and retaining capable executive officers, and linking the compensation of executive officers to the attainment of performance goals and increases in the Company’s stock price, thus aligning the interests of the executive officers with the shareholders of the Company.

II. **Committee Membership**

The Committee shall be comprised of two or more directors as determined by the Board. All members of the Committee shall be “independent” within the meaning of the Nasdaq listing standards and any other standards prescribed by the Securities and Exchange Commission, the Committee or the Board from time to time. In addition, each member of the Committee must qualify as an “outside director” as such term is defined in the regulations promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended, and must qualify as a “non-employee director” as such term is defined under Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended.

III. **Meetings and Governance**

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. The Committee shall report its findings and activities to the Board on a regular basis. The Committee shall from time to time (or during the course of a meeting) meet without management present as appropriate.

The Board may appoint a Chairperson of the Committee. The Chairperson shall 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 shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Committee may meet by telephone or video conference and may take action by written consent.

IV. **Duties, Responsibilities and Activities**

To fulfill its purpose, the Committee shall from time to time perform the following duties and responsibilities and shall engage in the following activities to the extent necessary or appropriate in the judgment of the Committee:

- Approve performance goals for the executive officers in connection with the Company’s incentive compensation programs.
- Evaluate the performance of the executive officers for compensation purposes.
- Determine, or recommend to the Board for determination, the compensation and perquisites of the Chief Executive Officer of the Company. The Chief Executive Officer shall not be present during deliberations or voting on his or her compensation.
- Determine, or recommend to the Board for determination, the compensation and perquisites of the other executive officers of the Company.

- Approve, or recommend to the Board for approval, stock options, restricted stock and other equity grants to the executive officers, key employees and directors of the Company.
- Approve the adoption, amendment or termination of, and oversee the administration of, executive compensation plans and other compensation plans in which executive officers may participate.
- Approve the adoption, amendment or termination of employment agreements, change-in-control agreements and any similar or related agreements between the Company and the executive officers of the Company.
- Consider from time to time and recommend to the Board the Company's general executive compensation policies, including the remuneration for the directors of the Company.
- Consider from time to time and recommend to the Board the Company's policy with respect to deductibility of executive compensation pursuant to Section 162(m) of the Internal Revenue Code, as amended.
- Review and approve the report of the Compensation Committee, and review and discuss with management (and recommend to the Board for inclusion in the Company's proxy statement for the annual meeting of shareholders and for incorporating by reference into the Company's annual report on Form 10-K) the Compensation Discussion and Analysis.
- Review and reassess this Charter on an annual basis.
- Perform any other activities in its discretion that are consistent with the Committee's purpose, or as determined necessary or appropriate by the Board.

The Committee shall have authority to delegate any of its duties, responsibilities or activities to subcommittees as it may deem appropriate in its sole discretion. The Committee also shall have authority, in its sole discretion, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of such advisors. In selecting an advisor, the Committee shall take into account the factors set forth in applicable Nasdaq listing standards. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such consultant, counsel or advisor retained by the Committee.