

**POSITION SPECIFICATION FOR CHAIRPERSON  
OF BOARD OF DIRECTORS OF  
HILLENBRAND, INC.**

**Approved at February 27, 2013 Board Meeting**

**Position Overview:** The Chairperson of the Board provides leadership and direction to the Board of Directors.

**Criteria for Selection:** In addition to the selection criteria applicable to all directors, the Chairperson shall be an independent director under the standards of the New York Stock Exchange.

**Responsibilities:** Responsibilities of Chairperson include the following, in addition to those applicable to all other directors of the corporation:

1. Presides at all meetings of the corporation's shareholders and Board of Directors;
2. Coordinates the activities of the Board of Directors;
3. With the Chief Executive Officer of the corporation, sets the "tone at the top" to ensure that the corporation and its employees act ethically and in compliance with applicable laws and regulations, auditing and accounting principles, and the corporation's own governing documents;
4. Serves as an ex-officio member of each committee of the Board on which he or she is not a member;
5. Defines the quality, quantity, and timeliness of the flow of information between corporation management and the Board; although corporation management is responsible for the preparation of materials for the Board, the Chairperson may specifically request the inclusion of certain material;
6. Approves, in consultation with other directors, the retention of consultants who report directly to the Board;
7. Interviews all persons selected to be candidates to serve on the Board of Directors;
8. Coordinates with the corporation's CEO and other directors as he deems appropriate the development and preparation of the agenda for Board meetings;
9. Evaluates, along with the members of the Compensation and Management Development Committee and the Board, the CEO's performance and meets with the CEO to discuss the evaluation;

10. Develops the agenda for and moderates executive sessions of the Board and acts as principal liaison between the directors and the CEO on sensitive issues;
11. Provides opportunities for independent directors to discuss the corporation's affairs candidly among themselves; and
12. Causes the position specifications for members of the Board, the Chairperson of the Board, and the CEO, as well as the charters of the Board's various committees, to be evaluated and, if appropriate, revised at reasonable periodic intervals.

**Performance Metrics:** Performance meets expectations when the Chairperson discharges the foregoing responsibilities with dedication, candor, fairness, integrity, honesty and discretion.