

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

**Approved at February 2008 Board Meeting**

- Position Overview:** The Vice Chairperson of the Board acts in place of the Chairperson of the Board if the Chairperson of the Board is absent or unable to act, assists the Chairperson of the Board in providing leadership and direction to the Board of Directors and will succeed to the position of Chairperson of the Board if the Chairperson of the Board ceases to be the Chairperson of the Board and the Board of Directors has not appointed another member of the Board of Directors to be Chairperson of the Board.
- Criteria for Selection:** In addition to the selection criteria applicable to all directors, the Vice Chairperson of the Board should satisfy the criteria for selection applicable to the Chairperson of the Board as set forth in the Position Specification for Chairperson of Board of Directors of Hillenbrand, Inc. in effect from time to time, including being an independent director under the standards of the New York Stock Exchange.
- Responsibilities:** Responsibilities of the Vice Chairperson of the Board include the following, in addition to those applicable to all other directors of the corporation:
1. Presiding at all meetings of the corporation's shareholders and Board of Directors in the absence of the Chairperson of the Board;
  2. Performing all other responsibilities of the Chairperson of the Board if the Chairperson of the Board is absent or unable to act; and
  3. At the request of the Chairperson of the Board, providing advice and counsel to or otherwise assisting the Chairperson of the Board in the conduct of the responsibilities of the Chairperson of the Board.
- Performance Metrics:** Performance meets expectations when the Vice Chairperson of the Board discharges the foregoing responsibilities with dedication, candor, fairness, integrity, honesty and discretion.