

CALERES, INC.

EXECUTIVE COMMITTEE CHARTER

A. Name

There shall be a committee of the Board, which shall be called the Executive Committee.

B. Purpose

The Executive Committee shall have and may exercise, so far as may be permitted by law, the Company's Bylaws and this Charter, all of the powers of the Board in the direction of the management of the business and affairs of the Company during the intervals between meetings of the Board.

C. Committee Membership

The Executive Committee shall consist of no fewer than three members, including the Chairman of the Board ex-officio. The Board shall appoint the members of the Executive Committee, considering the recommendation of the Governance and Nominating Committee, and further considering the views of the Chairman of the Board and the Chief Executive Officer, as appropriate. A majority of the members of the Executive Committee shall be non-employee Directors. The members of the Executive Committee shall serve until their successors are appointed. The Board shall have the power at any time to change the membership of the Executive Committee and to fill vacancies in it.

D. Authority, Duties and Responsibilities

The Executive Committee may exercise all of the powers and duties of the Board in the direction of the management of the business and affairs of the Company during the intervals between meetings of the Board, as set forth in this Charter and as may be limited by the Company's Certificate of Incorporation and Bylaws or by law. This Charter supercedes any and all resolutions of the Board limiting the Executive Committee's authority, duties and responsibilities.

The Executive Committee shall not have the power to:

- change the membership of, or to fill vacancies in, the Executive Committee,
- make or amend the Bylaws of the Company,
- submit to shareholders any action for shareholder approval,
- fill vacancies on the Board or in any Committee of the Board,
- fix the compensation of the directors for service on the Board or any Committee of the Board,
- amend or repeal any resolution of the Board, which by its terms is not so amendable or repealable,
- approve any acquisition of a business or assets by the Company that exceeds \$10 million,
- approve sale or encumbrance of assets of the Company having a value exceeding \$10 million in a single transaction,
- declare dividends,
- take any action which conflicts with specific powers of any other standing Committee of the Board

The Executive Committee specifically has the power to

- adopt resolutions authorizing, approving, ratifying and confirming necessary and appropriate corporate actions taken in the ordinary course of business during such intervals between Board meeting,
- approve an acquisition of a business or assets by the Company that is less than \$10 million,
- approve a sale or encumbrance of assets of the Company having a value of less than \$10 million, and
- approve any capital expenditure for a single item of less than \$10 million, but not more than \$25 million in aggregate capital expenditures in any single fiscal year.

Except as expressly provided in this Charter or the Bylaws of the Company or the Corporate Governance Guidelines of the Company, the Executive Committee shall fix its own rules of procedure. The Executive Committee shall make report to the Board on its activities.

The Executive Committee shall review and reassess the adequacy of this Charter as necessary and recommend any proposed changes to the Board for approval. The Executive Committee may form and delegate authority to subcommittees when appropriate.