

BROWN SHOE COMPANY, INC.

COMPENSATION COMMITTEE CHARTER

A. Name

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

B. Purpose

The Compensation Committee shall oversee executive compensation for the Company.

C. Committee Membership

The Compensation Committee shall consist of no fewer than three members. Each member of the Compensation Committee shall satisfy the independence requirements of the New York Stock Exchange and, if deemed appropriate from time to time, meet the definition of “non-employee director” under Rule 16b-3 under the Securities Exchange Act of 1934, and “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986. The Board shall appoint the members of the Compensation Committee, considering the recommendation of the Governance and Nominating Committee, and further considering the views of the Chairman of the Board and the CEO, as appropriate. The members of the Compensation Committee shall serve until their successors are appointed and qualify. The Board shall have the power at any time to change the membership of the Compensation Committee and to fill vacancies in it, subject to such new member(s) satisfying the above requirements.

D. Authority, Duties and Responsibilities

The Compensation Committee shall:

- Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and either as a committee or with other independent directors determine and approve the CEO’s compensation level based on this evaluation.
- In determining the long-term incentive component of CEO compensation, the Compensation Committee should consider the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company’s CEO in past years.
- Make recommendations to the Board with respect to non-CEO compensation, incentive-compensation plans and equity-based plans.
- Produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

- Have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or senior executive compensation and shall have sole authority to approve the consultant's fees and other retention terms.
- Also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Adopt, administer, approve and ratify awards under incentive-compensation and stock plans, including amendments to the awards made under any such plans, and review and monitor awards under such plans.
- Review and make recommendations with respect to performance or operating goals for participants in the Company's incentive plans.
- Make regular reports to the Board, as necessary.
- Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- Review its own performance annually.

The Compensation Committee may form and delegate authority to subcommittees when appropriate. Except as expressly provided in this Charter or the Bylaws of the Company or the Corporate Governance Guidelines of the Company, the Compensation Committee shall fix its own rules of procedure.