

March 3, 2005

**BROWN SHOE COMPANY, INC.**

**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

**A. Name**

There shall be a committee of the Board, which shall be called the Governance and Nominating Committee.

**B. Purpose**

The Governance and Nominating Committee shall (1) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and recommend that the Board select the director nominees for election to the Board; (2) develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (3) oversee the evaluation of the Board and management of the Company.

**C. Committee Membership**

The Governance and Nominating Committee shall consist of no fewer than three members. Each member of the Governance and Nominating Committee shall satisfy the independence requirements of the New York Stock Exchange. The Board shall appoint the members of the Governance and Nominating 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. The members of the Governance and Nominating 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 Governance and Nominating Committee and to fill vacancies in it, subject to such new member(s) satisfying the independence requirements established by the New York Stock Exchange.

**D. Authority, Duties and Responsibilities**

The Governance and Nominating Committee shall:

- Develop qualification criteria for Board members, and, as necessary, actively seek, interview and screen individuals qualified to become Board members for recommendation to the Board in accordance with the Corporate Governance Guidelines.
- Consider nominees recommended by stockholders for election to the Board of Directors, provided the names of such nominees, accompanied by relevant biographical information, are properly submitted in writing to the Secretary of the Company in accordance with the Company's Bylaws and the rules of the Securities and Exchange Commission. Any such candidate should possess the highest personal and professional ethics, integrity and values,

and be committed to representing the long-term interests of shareholders. The Committee shall also, in evaluating the suitability of individual nominees, take into account, among other things, the person's personal and professional attributes, ability to provide necessary stewardship over business strategies and programs adopted to insure the coordination of interests among employees, management and shareholders, ability to respect and maintain adherence to the Code of Business Conduct, and ability to balance short-term goals and long-term goals of the Company and its shareholders.

- Recommend annually to the Board the assignment of Board members to committees and the designation of committee chairs.
- Have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms.
- Also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
- Oversee the evaluation of the executive management of the Company and make recommendations to the Board as appropriate.
- Review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- Consider any requests for waivers from the Company's Code of Business Conduct for executive officers or directors. The Company shall make prompt disclosure of such waivers.
- Oversee the self-evaluation process for the Board and its committees and review the conduct of the Board.
- Review annually with the Chief Executive Officer succession planning and related development recommendations in accordance with the Corporate Governance Guidelines.
- Advise the Board on director compensation.
- Oversee policies and procedures for director orientation and training.
- Review the organizational and governance structure of the Company.
- 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 Governance and Nominating Committee may form and delegate authority to subcommittees when appropriate. Except as expressly provided in this Charter, the Bylaws of the Company or the Corporate Governance Guidelines of the Company, the Governance and Nominating Committee shall fix its own rules of procedure.