STEVE MADDEN

STEVEN MADDEN, LTD.

CORPORATE GOVERNANCE PRINCIPLES

(Effective as of October 2, 2023)

The Board of Directors (the "Board") of Steven Madden, Ltd. (the "Company") has adopted the following Corporate Governance Principles (these "Principles) to assist the Board in the exercise of its responsibilities. The Board intends that these Principles serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations and should be interpreted in the context of all applicable laws and the Company's Certificate of Incorporation (as may be amended from time to time, the "Certificate of Incorporation"), Amended and Restated By-Laws (as may be amended from time to time, the "By-Laws") and other corporate governance documents. These Principles are subject to modification from time to time by the Board as the Board may deem appropriate in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

These Principles are available on the Company's website at https://investor.stevemadden.com. Additionally, a copy of these Principles may be obtained by any stockholder without charge upon request by writing to the Secretary at Steven Madden, Ltd., 52-16 Barnett Avenue, Long Island City, New York 11104.

I. ROLE OF BOARD AND MANAGEMENT

The Company's business is managed under the direction and oversight of the Board. Members of the Board ("Directors") meet their responsibilities by participating in meetings of the Board and the various committees of the Board on which they sit. They also communicate with the Chairman of the Board and the Chief Executive Officer (the "CEO") and other officers and employees of the Company and consult with the Company's independent registered public accounting firm and other third parties. The Board is elected by the stockholders to oversee management and to assure that the long-term interests of the stockholders are being served. The Board recognizes that the long-term interests of stockholders are advanced by taking into consideration, as appropriate, the concerns of other stakeholders, including employees, suppliers, the public and members of the communities in which the Company operates.

II. FUNCTIONS OF BOARD AND DIRECTOR RESPONSIBILITIES

The Company's business is managed under the direction and oversight of the Board, including through one or more of its committees as set forth in the By-Laws and committee charters. The Directors are charged with fiduciary duties to the Company and its stockholders as may exist under the Delaware General Corporation Law, including the fiduciary duties of care and loyalty. The basic responsibility of the Directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders and to conduct themselves in accordance with their fiduciary duties of care and loyalty. Each Director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- overseeing the conduct of the Company's business, to evaluate whether the business is being properly managed;
- reviewing and, where appropriate, approving the Company's major financial objectives, plans and actions;
- reviewing and, where appropriate, approving major changes in, and determinations of other major issues respecting, the appropriate auditing and accounting principles and practices to be used in the preparation of the Company's financial statements;
- reviewing and, where appropriate, approving major changes in, and determinations under, these Principles and the Company's codes of conduct and other Company policies;
- reviewing and, where appropriate, approving actions to be undertaken by the Company that would result in a material change in the financial structure or control of the Company, the acquisition or disposition of any businesses or asset(s) material to the Company or the entry of the Company into any major new line of business;
- with respect to the Independent Directors (as defined below), and as directed by the Board, together with the Compensation Committee, annually evaluating the performance and approving the compensation of the CEO and other senior officers;
- with the input of the CEO and the Compensation Committee, regularly evaluating the performance of senior officers;
- planning for succession with respect to the position of the CEO and other senior officers;
- planning for succession with respect to Board leadership and Board committees; and
- monitoring that the Company's business is conducted with the highest standards of ethical conduct and in conformity with applicable laws and regulations.

The Board has regularly scheduled meetings during the year at which it reviews and discusses reports by management on the performance of the Company, its plans and prospects, as well as immediate issues facing the Company. Directors are expected to attend all scheduled Board and relevant committee meetings either in person or virtually, barring special circumstances.

III. DIRECTOR QUALIFICATIONS

The Nominating/Corporate Governance Committee is primarily responsible for identifying, evaluating and recommending candidates to become members of the Board with the goal of creating a balance of knowledge, experience and diversity. Nominations to the Board may also be submitted by the Company's stockholders. The Nominating/Corporate Governance Committee reviews the Board candidates in the context of the current composition of the Board, the operating requirements of the Company and the long-term interests of the Company's stockholders. The factors the Nominating/Corporate Governance Committee considers in conducting this assessment are set forth in the Company's Board of Directors Candidate Guidelines, which are available on the Company's website set forth above.

Directors should devote the time and effort necessary to fulfill their duties and responsibilities and should be prepared to serve on the Board for an extended period of time. Directors should offer their resignation to the Nominating/Corporate Governance Committee if they experience a significant change in professional role or responsibilities. In addition, a Director should offer their resignation if, in their reasonable judgment, any significant change in their personal circumstances makes them unable to devote sufficient time to their responsibilities, or otherwise impacts their ability to serve, as a Board member. The Nominating/Corporate Governance Committee shall consider the resignation request, evaluate the continued appropriateness of Board membership in light of all of the circumstances and recommend to the Board whether to accept such Director's resignation or request that the Director continues to serve.

Due to the demanding nature of service on the Audit Committee, a member of the Audit Committee may not serve on the audit committees of the boards of directors of more than two other public companies while serving on the Audit Committee unless the Board determines that such service would not impair the ability of such member to effectively serve on the Company's Audit Committee.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

IV. DIRECTOR ELECTION (MAJORITY VOTING) POLICY

The Company has adopted a Director Election (Majority Voting) Policy. Pursuant to this policy, in an uncontested election of Directors (that is, an election where the number of nominees is equal to the number of seats open), any nominee for Director who receives a greater number of "WITHHOLD" votes than "FOR" votes for his or her election must promptly submit an offer of resignation to the Nominating/Corporate Governance Committee following the certification of the stockholder vote for consideration in accordance with the following procedures. In such event, upon receipt of the resignation, the Nominating/Corporate Governance Committee would promptly consider the appropriateness of the Director's continued service on the Board and recommend to the Qualified Independent Directors (as defined below) the action to be taken with respect to the resignation, which could include (1) accepting the resignation; (2) rejecting the resignation; (3) retaining the Director but addressing what the Qualified Independent Directors believe to be the underlying cause of the "WITHHOLD" votes; or (4) determining that the Director will not be renominated by the Board in future elections. The Nominating/Corporate Governance Committee would consider factors such as (a) the reasons expressed by the stockholders for withholding votes from such Director; (b) any possibilities for curing the underlying cause of the "WITHHOLD" votes; (c) the tenure and qualifications of the Director and his or her past and expected future contributions to the Company; (d) the overall composition of the Board, including, without limitation, whether accepting the resignation would cause the Company to fail to meet any applicable SEC requirement or the listing standards of The NASDAQ Global Select Market ("NASDAQ"); (e) the availability of other qualified candidates; and (f) the Company's Board of Director Candidate Guidelines.

The Qualified Independent Directors would then act on the Nominating/Corporate Governance Committee's recommendation no later than 90 days following the date of the stockholders' meeting at which the Director election occurred. In considering the Nominating/Corporate Governance Committee's recommendation, the Qualified Independent Directors would review the factors considered by the Nominating/Corporate Governance Committee and such additional information and factors that they believe to be relevant. Following the Qualified Independent Directors' decision, the Company would promptly disclose the decision in a Current Report on Form 8-K. The Form 8-K would include a full explanation of the process by which the decision of the Qualified Independent Directors was reached and, if applicable, the reasons why the offer of resignation was rejected.

If an offer of resignation were to be accepted, the Nominating/Corporate Governance Committee would recommend to the Board whether to fill the vacancy or reduce the size of the Board accordingly. Any Director required to submit his or her resignation pursuant to this policy would not participate in the Nominating/Corporate Governance Committee's recommendation or the Qualified Independent Directors' consideration of the resignation. Prior to voting on the Director's resignation offer, the Qualified Independent Directors would provide to the Director an opportunity to submit any information or statement that he or she believes relevant to the Qualified Independent Directors' consideration of the resignation.

For purposes of this policy, "Qualified Independent Directors" means all Directors who (1) are "independent" for purposes of The Nasdaq Global Select Market listing standards and (2) are not required to tender their resignation in accordance with this policy. If there are fewer than three Independent Directors then serving on the Board of Directors who are not required to submit their resignations in accordance with this policy, then the Qualified Independent Directors shall consist of all of the Independent Directors and each Independent Director who is required to tender his or her resignation in accordance with this policy shall recuse himself or herself from the deliberations and voting only with respect to his or her individual request to resign.

V. INDEPENDENCE OF DIRECTORS

The Board will be comprised of a majority of Directors who qualify as independent directors (the "Independent Directors") under the listing standards of NASDAQ. The Board will review annually the relationships (directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) that each Director has with the Company to determine whether each Director qualifies as an Independent Director. Individuals who do not meet NASDAQ's independence standards, including current and former members of management, may also make valuable contributions to the Board and to the Company by reason of their experience and wisdom, and the Board expects that some minority of its Board will not meet NASDAQ independence standards.

Only those Directors who the Board affirmatively determines have no direct or indirect material relationship with the Company (directly or as a partner, stockholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to any additional qualifications prescribed under the listing standards of NASDAQ. A material relationship is one that, in the opinion of the Board, would interfere with the Director's exercise of independent judgment in carrying out his or her duties and responsibilities as a Director.

In accordance with the Sarbanes-Oxley Act, the Company will not make any personal loans or extensions of credit to Directors or executive officers.

VI. SIZE OF BOARD AND SELECTION PROCESS

Pursuant to the By-laws, the number of Directors shall be fixed from time to time by the Board. The Board and the Nominating/Corporate Governance Committee will periodically review the size of the Board and determine the size that is most effective in relation to future operations. The Directors are elected by the stockholders of the Company at the annual meeting of stockholders for a one-year term. In accordance with the By-Laws, the Board is responsible for filling any vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating/Corporate Governance Committee is responsible for identifying, screening and recommending candidates to the entire Board for Board membership. Stockholders may submit recommendations regarding potential Director nominees for consideration by the Nominating/Corporate Governance Committee in accordance with such policies and procedures as determined by the Nominating/Corporate Governance Committee from time to time.

VII. SELECTION OF THE CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER

The Board will elect the Chairman of the Board and appoint the CEO in the manner and based on the criteria that it deems appropriate and in the best interests of the Company given the circumstances at the time of such actions. In the Board's discretion, the offices of the Chairman of the Board and the CEO may be either combined or separated.

VIII. BOARD COMMITTEES

The Board has a standing Audit Committee, Compensation Committee, Nominating/Corporate Governance Committee, and Corporate Social Responsibility Committee. From time to time, the Board may form a new committee or disband or reconstitute a current committee, depending upon the circumstances (including applicable laws and the rules and regulations of the SEC and NASDAQ). Each committee will perform its duties as assigned by the Board in compliance with the By-Laws and the respective committee's charters. The committees regularly report on their activities to the full Board. The committees may occasionally hold meetings in conjunction with the full Board.

IX. INDEPENDENCE OF COMMITTEE MEMBERS

Each of the Audit Committee, Compensation Committee, Nominating/Corporate Governance Committee and Corporate Social Responsibility Committee shall be composed entirely of Independent Directors. Each member of the Audit Committee and Compensation Committee shall satisfy any additional requirements imposed by of NASDAQ and SEC regulations applicable to Audit Committee and Compensation Committee service.

X. PRESIDING DIRECTOR

The Independent Directors will select a Presiding Director when the Chairman does not qualify as an Independent Director. In the event that a Presiding Director is appointed, his or her duties would include: assisting the Chairman of the Board and Board in assuring compliance with and implementation of these Principles, approving Board meeting agendas and information sent to the

Board, coordinating the agenda for and moderating sessions of the Board's non-employee Directors and facilitating communications between the non-employee Directors and the other members of the Board and the management of the Company.

XI. BOARD AND COMMITTEE MEETINGS

The Board expects to have at least four regularly scheduled meetings each year. Upon adequate notice, unscheduled meetings may be called throughout the year as the need arises. The Chairman of the Board shall consult with the other members of the Board in determining the times and duration of the Board meetings.

Director Attendance and Participation at Meetings: A Director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a Director is expected to regularly prepare for and attend meetings of the Board and all committees on which the Director sits (including separate meetings of non-management Directors and Independent Directors), with the understanding that, on occasion, a Director may be unable to attend a meeting. A Director who is unable to attend a meeting is expected to notify the Chairman of the Board or the Chair of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference. The Company does not have specific policy regarding Director attendance at the annual meetings of stockholders; however, the Company encourages all Directors to attend the annual meetings of stockholders.

Each Director should be sufficiently familiar with the business of the Company, including its financial statements and capital structure, and risks and competition it faces, to ensure active and effective participation in the deliberations of the Board and each committee on which such Director serves.

Setting Board and Committee Agendas: The Chairman of the Board shall determine the agenda for each scheduled Board meeting and each committee chair shall determine the agenda for each scheduled committee meeting, in each case in consultation with management. Directors are encouraged to make suggestions for agenda items, or additional pre-meeting materials, to the Chairman of the Board or appropriate committee Chair at any time.

Advance Receipt of Meeting Materials: Information regarding the topics to be considered at a meeting is beneficial to the Board's understanding of the business and the preparation of the Directors for a productive meeting. To the extent feasible, the meeting agenda and certain written materials relating to each Board meeting will be distributed to the Directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the Directors. Directors should review the materials provided in advance of the meetings of the Board and its committees and should arrive prepared to discuss the issues presented.

Executive Sessions of Independent Directors: The Board holds executive sessions of its independent Directors generally at each regularly scheduled meeting. The Presiding Director serves as the Chair for these executive sessions.

XII. RISK MANAGEMENT

The Board is responsible for overseeing the Company's risk management process, which focuses on the Company's general risk management strategy and the most significant risks facing the Company, and monitors that management implements appropriate risk mitigation strategies. Management also apprises the Board of particular risk management matters in connection with its general oversight and approval of corporate matters. The Board has delegated to the Audit Committee oversight of the Company's risk management process. Among its duties, the Audit Committee reviews with management: (1) the Company's policies with respect to risk assessment and management of risks that may be material to the Company, (2) the Company's system of disclosure controls and procedures and system of internal control over financial reporting, (3) the Company's compliance with legal and regulatory requirements, and (4) the Company's systems and processes related to information security and technology, including cybersecurity. The Audit Committee is also responsible for reviewing major legislative and regulatory developments that could materially impact the Company's contingent liabilities and risks. The Company's other Board committees also consider and address risks as they perform their respective committee responsibilities. All committees report to the full Board as appropriate, including when a matter rises to the level of a material or enterprise level risk.

Management is responsible for day-to-day risk management. The Company's risk management and internal audit areas serve as the primary monitoring and testing functions for Company-wide policies and procedures and manage the day-to-day oversight of the risk management strategy for the Company's ongoing business. This oversight includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, and compliance and reporting levels.

The Company believes the division of risk management responsibilities described above is an effective approach for addressing the risks facing the Company and that the Board leadership structure supports this approach.

XIII. BOARD AND COMMITTEE SELF-EVALUATION

The Nominating/Corporate Governance Committee will oversee an annual assessment by the Board of the Board's performance as a whole as well as individual Director evaluations. The Chair of each committee will also oversee an annual assessment of that committee's performance. The Nominating/Corporate Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for the evaluations, and all evaluations will be discussed annually with the Board.

The assessment will include a review of areas in which the Board or management believes the Board or committees can make a better contribution to the governance of the Company as well as a review of the committee structure and an assessment of the Board's compliance with the principles set forth in these Principles. The purpose of the review will be to improve the performance of the Board as a unit and not to target the performance of any individual Board member. The Nominating/Corporate Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board.

XIV. CONFIDENTIALITY AND SPEAKING ON BEHALF OF THE COMPANY

The proceedings and deliberations of the Board and its committees shall be confidential. Each Director shall maintain the confidentiality of information received in connection with such Director's service as a Director and committee member.

It is important that the Company speaks to its employees and outside constituencies with a single voice and that management serves as the primary spokesperson. Each Director should refer all inquiries from institutional investors, the press, Company vendors or Company customers to management. The Board expects its Directors and officers to acknowledge their adherence to the policies comprising the Company's protocol for compliance with Regulation FD (the "FD Policy") to prevent the disclosure of material non-public information in accordance with Regulation FD. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If a situation does arise in which it appears necessary for a non-employee Director to speak on behalf of the Company, the Director should consult with the Chairman of the Board and/or the CEO in advance.

XV. ETHICS AND CONFLICTS OF INTEREST

The Board expects its Directors to acknowledge their adherence to the Company's Code of Business Conduct and Ethics for Members of the Board of Directors (the "Code"). Certain portions of the Code deal particularly with respect to potential conflicts of interests and the taking of corporate opportunities for personal use. Directors should be familiar with the Code's provisions in these areas and should consult with the Chair of the Nominating/Corporate Governance Committee or the Board regarding any existing or potential violations of the Code. The Code is posted on the Company's website.

XVI. REPORTING OF ACCOUNTING OR AUDITING CONCERNS

Anyone who has a concern about the Company's accounting, internal accounting controls or auditing matters may communicate that concern directly to the Company's General Counsel or through the Company's third party confidential telephone hotline at 1-844-714-0950. Such communications may be confidential or anonymous and may be e-mailed, submitted in writing, or reported by phone. Concerns relating to accounting, internal controls, auditing or officer conduct shall be sent immediately by the General Counsel to the Chairman of the Board and to the Chair of the Audit Committee. The Audit Committee Chair may direct that certain matters be presented to the Audit Committee or the full Board and may direct special treatment, including the retention of outside advisors or counsel, for any concern addressed to them. The Company prohibits any of its employees from retaliating or taking adverse action against anyone for raising or helping in good faith to resolve an integrity concern.

XVII. COMPENSATION OF BOARD

The Compensation Committee shall have the responsibility for recommending to the Board compensation for non-employee Directors. Directors who are employees of the Company shall receive no additional compensation for serving as Directors. In discharging this duty, the Compensation Committee shall be guided by three goals: (1) compensation should be designed to fairly pay Directors for work required of the Company's size and scope; (2) compensation should be designed to align Directors' interests with the long-term interests of stockholders; and (3) the structure of the compensation should be simple, transparent and easy for stockholders to understand. The Compensation Committee shall periodically review non-management Director compensation and benefits.

XVIII. INDEPENDENT DIRECTOR STOCK OWNERSHIP GUIDELINES

The Board believes that it is important for each Director to have a financial stake in the Company to help align the Director's interests with the long-term interests of the Company's stockholders and to further promote the Company's commitment to sound corporate governance. Accordingly, each Independent Director of the Company shall comply with the Company's Stock Ownership Guidelines.

XIX. SUCCESSION PLAN

The Board shall discuss succession plans for the CEO and other senior officers, including development of plans for interim succession for the CEO or Chief Financial Officer in the event of an unexpected occurrence. The CEO shall report annually to the Board on succession planning for the CEO and senior management positions, including a discussion of assessments, leadership development plans and other relevant factors. The CEO should make available to the Board his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

XX. DIRECTOR ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

Directors shall have full access to officers and other management-level employees of the Company. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or directly by the Director with an appropriate protocol. The Directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. It is the expectation of the Board that the Directors will keep the CEO informed of communications between a Director and an officer or other management-level employee of the Company.

The Board and its committees shall have the right at any time to retain independent outside accounting, financial, legal or other advisors at the Company's expense and are granted complete access to any advisors or consultants retained by the Company.

XXI. COMMUNICATIONS BETWEEN STOCKHOLDERS AND THE BOARD

The Company has adopted a procedure by which stockholders may send communications to one or more members of the Board by writing to such Director(s) or to the entire Board in care of the Secretary of the Company at Steven Madden, Ltd., 52-16 Barnett Avenue, Long Island City, New York 11104. The Board has instructed the Secretary of the Company to review all communications so received and to exercise discretion not to forward to the Board correspondence that he or she decides is inappropriate, such as business solicitations, frivolous communications and advertising, routine business matters (i.e., business inquiries, complaints, or suggestions) and personal grievances. However, any Director may at any time request that the Secretary forward to such Director any and all communications received by the Secretary but not forwarded to the Directors.

XXII. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Management, working with the Board, shall provide an orientation process for new Directors, including background material on the Company's business, strategic plans, significant financial, accounting and management issues, compliance programs, conflicts policies, codes of conduct, these Principles, principal officers, internal auditors and independent auditors. As appropriate, management shall prepare or make available continuing educational programs for Directors on matters relevant to the Company and its business.

XXIII. ANNUAL REVIEW OF CHIEF EXECUTIVE OFFICER

The Board, with input from the CEO and approval from the Compensation Committee, shall annually establish the performance criteria (including both long-term and short-term goals) to be considered in connection with the CEO's next annual performance evaluation. On an annual basis, the CEO shall make a presentation or, if requested, furnish a written report to the Compensation Committee indicating his or her progress against such established performance criteria. Thereafter, with the CEO absent, the Compensation Committee, together with the other Independent Directors, shall meet to review the CEO's performance. The results of the review and evaluation shall be communicated to the CEO by the Chairman of the Board or by the Presiding Director when the CEO is the Chairman of the Board.

XXIV. CLAWBACK OF EXECUTIVE OFFICER COMPENSATION

The Company has adopted a Recovery Policy. Pursuant to this policy, in the event the Company is required to prepare an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under securities laws, the Company shall recover the erroneously awarded incentive-based compensation received by any covered officer during the three completed fiscal years (and any transition period, if applicable) immediately preceding the date on which the Company is required to prepare such restatement. For purposes of the preceding sentence, the amount of incentive-based compensation that is considered erroneously awarded will be the amount of incentive-based compensation received that exceeds the amount of incentive-based compensation that otherwise would have been received had it been determined based on the accounting restatement, without regard to any taxes paid. The Recovery Policy also authorizes the Company to recover certain compensation from individuals determined to be culpable in connection with certain criminal matters. In addition to the Recovery Policy, in circumstances in which the Board believes it is appropriate, the Company may seek the reimbursement, forfeiture or cancellation of incentive-based compensation or time-based compensation paid or awarded to any executive officer who has, as determined by the Board in its sole discretion, engaged in fraud in the performance of his or her duties that resulted in material financial harm or significant reputational harm to the Company.

XXV. REVIEW OF CORPORATE GOVERNANCE PRINCIPLES

The Nominating/Corporate Governance Committee reviews these Principles annually to determine whether to recommend changes to these Principles to reflect new laws, rules and regulations and governance best practices. Based on the recommendations of the Nominating/Corporate Governance Committee, the Board will periodically review and, as appropriate, amend, these Principles, as well as consider other corporate governance principles that may, from time to time, merit consideration by the Board.