

STEVEN MADDEN, LTD.
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER

Purpose

The Corporate Social Responsibility Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Steven Madden, Ltd. (the “Company”). The purpose of the Committee is to assist the Board in its oversight of the Company’s initiatives, plans and practices with respect to corporate social responsibility matters of significance to the Company and the communities in which it operates. This purpose recognizes that such matters may affect the business operations, brand image and reputation of the Company. Although it is management’s responsibility to direct the Company’s role as a socially responsible organization and speak for the Company, Committee members may, from time to time, meet or otherwise communicate with various external stakeholders that are involved with the Company either at the request of management or the Board.

Appointment, Membership and Organization

The Committee shall consist of at least three (3) members of the Board appointed by the Board based on the recommendation of the Nominating/Corporate Governance Committee. The Board shall determine the exact number of Committee members. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee, with or without cause, at any time. The Board shall designate a member of the Committee as its chairperson. The majority of the members serving on the Committee shall not be officers or employees of the Company or its affiliates and shall each qualify as an “independent director” in accordance with the rules of the Nasdaq Stock Market. The Committee may also form subcommittees and delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to them as the Committee may deem appropriate in its sole discretion.

Responsibilities and Authority

The Committee’s responsibilities and authority include assisting the Board in providing oversight with respect to:

1. management’s evaluation of risks and opportunities with respect to corporate social responsibility matters, which includes ethical and sustainable sourcing; human rights; the environment; supplier conduct; labor conditions; climate change; diversity in employment; charitable giving; government relations; and political spending;
2. management’s creation of key strategic initiatives, goals, strategies, policies, and procedures to address corporate social responsibility risks and opportunities;
3. the Company’s governance of, and performance relative to, such key strategic initiatives, goals, strategies, policies, and procedures;
4. the policies and procedures used to prepare corporate social responsibility related disclosures;
5. engagement with stockholders, other key stakeholders, and proxy advisory firms regarding corporate social responsibility matters;
6. the Company’s response to corporate social responsibility related stockholder proposals;

7. management's assessment of the identity and scope of the matters comprising corporate social responsibility, in light of changes in public perception, industry best practices and evolving priorities and needs in the communities where the Company does business; and
8. the Company's government relations strategies and activities, including any political activities and contributions and lobbying activities.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside legal counsel or other advisors retained by the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its legal counsel or other advisors to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

Meetings

The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities. The Committee shall report regularly to the Board regarding its discussions and actions, including any significant issues or concerns that arise at its meetings, and make recommendations to the Board as appropriate. Reports to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee. All meetings of the Committee will be held pursuant to the same rules regarding meetings, notice and waiver thereof, quorum, voting requirements, and written minutes as are applicable to the Board (as specified in the Company's by-laws). The Committee may meet in person or by telephone conference call, and may act by unanimous written consent.

Annual Performance Evaluation and Committee Charter Review

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall review at least annually the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable.

Last Updated: March 22, 2023