

**STEVEN MADDEN, LTD.**  
**CORPORATE SOCIAL RESPONSIBILITY 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.

**Membership**

The Committee shall consist of at least three directors who shall be appointed by the Board, on the recommendation of the Governance and Nominating Committee, and may be replaced by the Board. The majority of the members serving on the Committee shall not be officers or employees of the Company or its affiliates. The Board may appoint or remove members of the Committee at any time.

**Authority and Responsibilities**

The Committee’s responsibilities 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 are defined as 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, plans and practices with respect to Corporate Social Responsibility matters;
3. the Company’s governance of, and performance relative to, such key strategic initiatives;
4. Corporate Social Responsibility reporting, stakeholder engagement and transparency; and
5. 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.

**Meetings**

The Committee shall meet in person or telephonically at least three times a year at a time and place determined by the Committee Chairman, with additional meetings called when deemed necessary or desirable by the Committee or its Chairman. The Committee shall document and maintain records of its proceedings and shall make regular reports to the Board summarizing the matters reviewed and actions taken at each Committee meeting.