

STEVEN MADDEN, LTD.

NOMINATING/CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The Nominating/Corporate Governance 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 carry out the responsibilities delegated by the Board related to the Company’s director nomination process and procedures, developing and maintaining the Company’s corporate governance policies, and any related matters required by applicable federal securities laws.

Appointment, Membership and Organization

The Committee shall consist of at least two (2) members of the Board appointed by the Board based on the recommendation of the 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. Each member of the Committee must qualify as an “independent director” in accordance with the rules of the Nasdaq Stock Market (“Nasdaq”). 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 is responsible for considering and making recommendations to the Board concerning the appropriate size, functions and needs of the Board. These responsibilities and authority include:

- establish the criteria, qualifications, qualities, skills, and other expertise required for membership on the Board and ensure the disclosure of such criteria and qualifications in the Company’s proxy statement;
- identify and recruit individuals qualified to become Board members;
- conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible Board candidates;
- evaluate the suitability of potential nominees, taking into consideration the criteria, qualifications, qualities, skills, and other expertise established by the Committee in the Board of Director Candidate Guidelines;
- recommend to the Board the director nominees to be submitted to a stockholder vote at the annual meeting of stockholders, subject to approval by the Board;
- review the direct and indirect relationships of members of the Board with the Company or its management and assist the Board with its determination of the independence of its members;
- establish a policy regarding the consideration of any director candidates nominated by stockholders, including the procedures that stockholders will need to follow to submit their recommendations

and whether nominees recommended by stockholders will be evaluated differently. This policy must be disclosed in the Company's proxy statement;

- review the candidates recommended by the stockholders;
- review this Charter at least annually, and make any changes deemed appropriate, subject to review and approval of the Board;
- review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement; and
- prepare a report each year concerning its compliance with this Charter for inclusion in the Company's proxy statement.

The Committee's additional functions are:

- to consider questions of possible conflicts of interest of Board members and of the Company's senior executives;
- monitor and recommend the functions of the various committees of the Board and review the Board's committee structure;
- develop, subject to approval by the Board, a process for an annual evaluation of the Board, its committees, and the Company's senior executives and to oversee the conduct of this annual evaluation;
- annually recommend to the Board the appointment of directors to serve as members of the various committees of the Board;
- recommend to the Board the selection and approval of candidates to fill any vacancy on the Board and/or any Board committee either by election by stockholders or appointment by the Board;
- advise on changes in Board compensation (as determined by the Company's Compensation Committee);
- make recommendations on the structure of Board meetings;
- consider matters of corporate governance and to develop and recommend to the Board a set of Corporate Governance Principles applicable to the Company, and review and assess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate;
- monitor compliance with the Company's (a) Code of Conduct, (b) Code of Ethics for the Chief Executive Officer and Senior Financial Officers, and (c) Code of Business Conduct and Ethics for the Board of Directors (collectively, the "Codes"), to investigate any alleged breach or violations of the Codes, to enforce the provisions of the Codes and to review the Codes periodically and recommend any changes to the Board;
- review any offer of resignation tendered by a director in accordance with the Company's Director Election (Majority Voting) Policy, and evaluate and recommend to the Board whether such

resignation should be accepted;

- review and recommend to the Board retirement and other tenure policies for directors;
- review the functions of the Company's senior executives and to make recommendations on changes;
- review annually with the Chairman and the Chief Executive Officer of the Company the job performance of elected corporate officers and other senior executives;
- review the outside activities of the Board and the Company's senior executives and such persons' membership on outside boards of directors;
- review periodically with the Chairman and the Chief Executive Officer of the Company the succession plans relating to positions held by elected corporate officers and other senior executives, to develop and evaluate potential candidates, and to make recommendations to the Board with respect to the selection of individuals to occupy these positions; and
- perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deems appropriate.

Nominations by Stockholders

Stockholders may recommend director candidates to the Committee by following the procedures set forth in the Company's bylaws. In addition, such stockholders must (a) meet and evidence the minimum eligibility requirements specified in Rule 14a-8 under the Exchange Act and (b) submit within the same timeframe for submitting a shareholder proposal required by Rule 14a-8 under the Exchange Act (i) evidence in accordance with Rule 14a-8 of compliance with the shareholder eligibility requirements; (ii) the written consent of the candidate(s) for nomination as a director; (iii) a resume or other written statement of the qualifications of the candidate(s) for nomination as a director and (iv) all information regarding the candidate(s) and the security holder that would be required to be disclosed in a proxy statement filed with the SEC if the candidate(s) were nominated for election to the Board. The Committee will consider nominating director candidates recommended by stockholders who meet the criteria established in the Board of Director Candidate Guidelines.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice and assistance of a search firm, 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 search firm, 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 search firm, outside 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