



CODE OF CONDUCT



S
o/s
**Design
Installation
Service**

STEVE
MADDEN

A MESSAGE FROM OUR CEO



Ed Rosenfeld

CEO and Chairman of the Board of Directors

At Steve Madden, we believe that our success is defined not only by making great products and delivering strong financial results, but also by making a positive impact on the lives of our associates and the communities in which we live and work. Our culture is shaped by our core values – Individuality, Teamwork, Respect, Passion and Responsibility – and this Code of Conduct is designed to reinforce those core values and guide us in making the right decisions.

Take the time to read it, be familiar with it and commit to use it in everyday business decisions. If you still have questions, do not hesitate to reach out to one of our leaders or the other resources listed in this Code. By adhering to this Code, we live up to Steve Madden's core values and fulfill our commitment to our shareholders, customers, employees and business partners worldwide.

CONTENT SUMMARY

Section	Page
Core Values	3
Our Code: <i>Understanding Responsibilities, Asking Questions & Reporting Violations, Employee Hotline, No Retaliation</i>	4
Our Team, Our Family: <i>Our Culture & How We Treat Each Other, Diversity, Inclusion & Equal Opportunity, Discrimination & Harassment, Health & Safety, Safe Work Environment</i>	6
Our Shareholders & Company: <i>Avoiding Conflicts of Interest, Confidentiality, Corporate Opportunities & Protecting Company Assets, Social Media, Maintaining Financial Integrity, Avoiding Insider Trading, Intellectual Property Rights, Restricted Information, Gifts, Hospitality & Other Payments</i>	9
Our Business Partners: <i>Unfair Advantage, Antitrust Laws & Competition, Global Trade Laws, Avoiding Bribery & Corruption, Foreign Corrupt Practices Act (FCPA)</i>	13
Our Part in the Community: <i>Social Responsibility, Environment, Commitment to Human Rights, Engaging in Political Activities, Communicating with the Public & Media</i>	16
Enforcement the Code: <i>Investigation & Response, No Retaliation, Waivers of the Code, 24/7 Whistleblower Hotline, Information Resources</i>	18

Growing is an important part of the business, but more important than that is to get better.

-Steve Madden



CORE VALUES

VALUES

Individuality

Teamwork

Respect

Passion

Responsibility



OUR CODE



OUR CODE

Our Collective Responsibility – This Code applies to all officers, directors, and employees of the Company, as well as our subsidiaries worldwide and all of their respective employees. We are all required to act with integrity, raise awareness by asking questions, make appropriate disclosures and bring any potential issues to the attention of our managers. The Company also expects everyone to comply with all other policies, procedures and laws that supplement this Code.

Special Responsibilities for Management – If you are a manager at the Company, you are expected to serve as a role model by always acting with integrity and respect toward all. You should always keep your “door open”, regularly remind associates of their responsibility to comply with all Company policies and procedures, and seek help from the Legal Department when needed.

Open Door Policy – This Code cannot address every potential difficult situation that may arise in the workplace, nor is it a summary of all laws and policies that might apply to our business. Rather, it is intended to promote ethical behavior, highlight certain policies, and encourage us to communicate openly whenever there is any doubt about the best course of action. As such, we have an Open Door Policy to encourage you to seek answers to questions regarding Company policies, procedures or actions, and to provide the opportunity to voice your concerns and offer suggestions.

When faced with a difficult situation, you should promptly take the time to seek guidance by talking with your manager, reaching out to the Human Resources Department, contacting the Legal Department at GeneralCounsel@stevemadden.com, calling the Company’s 24/7 Ethics & Employee Hotline at **1-877-446-4612 ext. 10777** or filling out a complaint

form and submitting it to any of the above.

Report Potential Violations – You have the responsibility to immediately report any actions or words of a manager, co-worker, vendor or other individual that you believe to be in violation of this Code or any other applicable policy, procedure or law. Both a general complaint form and one specific to sexual harassment, discrimination and retaliation are available in the employee public folder and on your ADP dashboard at <https://my.adp.com>

24/7 Ethics & Compliance Employee Hotline – If there is ever anything you want to bring to our attention, you may do so by calling **1-877-446-4612 ext. 10777**. The Employee Hotline is free, confidential and available 24 hours a day to every Steve Madden employee around the world. Calls are reviewed daily.

No Retaliation – We strictly prohibit retaliation against any employee who reports a suspected violation of this Code or any other policy, procedure, law or other concern made in good faith, including, but not limited to, harassment, intimidation, threats, coercion or discrimination. If you believe you have been retaliated against, contact any of the reporting options listed in this Code.



**OUR TEAM,
OUR FAMILY**



OUR TEAM, OUR FAMILY

Steve Madden prides itself on the family-oriented culture and environment of the Company, and we believe our outstanding employees are critical to our success. We also believe that we are all important, and all members of the Steve Madden family deserve to be treated with dignity and respect. We should all be honest with each other and share information willingly and transparently.

Diversity – We embrace diversity and inclusion. We believe finding, employing and retaining people from all backgrounds, ethnicities, genders, lifestyles and belief systems has been the cornerstone of meeting the needs of our diverse consumer base and building a global business. By embracing a diverse and inclusive workplace, we create a comprehensive environment that offers all of us opportunities to succeed. We want all of our employees to be as successful as they can be and to reach their full potential no matter who they are, where they are from, or what they believe.

Equal Opportunity – We treat all employees and applicants for employment fairly, and we provide equal employment opportunities without regard to race, color, sex, religion, national origin, age, physical or mental disability, genetic disposition or carrier status, AIDS or HIV-positive status, veteran or military status, citizenship, sexual orientation, gender identity or perceived identity, marital status, familial status, pregnancy or pregnancy-related conditions, status as a victim of domestic violence, or any other characteristic protected by federal, state or local law.

Discrimination & Harassment – We will not tolerate conduct that harasses, disrupts, or in any way interferes with another’s work performance or which creates an intimidating, offensive, or hostile work environment. We are committed to providing a working environment free from all forms of unlawful harassment and discrimination, whether based

upon race, color, religion, ancestry, national origin, age, marital or veteran status, physical or mental disabilities, on-the-job injuries, sex, sexual orientation, pregnancy or pregnancy-related condition, or any other legally protected characteristic or status.

You have the responsibility to immediately report any actions or words by a manager, co-worker, vendor or other individual that you believe to be discrimination and harassment. To report this type of behavior, please contact any of the reporting options listed in this Code.

Health & Safety – We strive to maintain a safe work environment for our employees and customers. You should comply with all federal, state and local laws regarding safety in the workplace as well as all Company and safety procedures in our facilities. We believe that safety is “everyone’s responsibility” and is an important part of your job at the Company. Please consult with your manager and the Human Resources Department with respect to safety guidelines and procedures specific to your location. If you become aware of any threat to the safety of yourself, a co-worker or to a worksite, you should immediately bring it to the attention of your manager or the Human Resources Department.

OUR TEAM, OUR FAMILY *(cont.)*

Substance Abuse – Steve Madden is a drug and alcohol free environment. All employees are expected to work free from the effects of drugs, alcohol, or any other impairing substances. This includes the abuse of prescription drugs to the extent an employee’s performance is affected.

The manufacture, distribution, dispensation, offer, sale, attempt to sell, and/or use and abuse of drugs or alcohol is strictly prohibited at work or on Company premises.

We are here for you if you think you have a problem with drugs and/or alcohol. If you voluntarily seek to undertake rehabilitation, you may be granted an unpaid leave of absence for this purpose. It is your responsibility to seek help before the problem interferes with your job duties and/or threatens the safety of others. If you need assistance in seeking this type of help, you can talk to the Human Resource Department confidentially. You will not be discriminated against for undertaking rehabilitation.

We reserve the right to determine whether reasonable suspicion exists for the purpose of requesting drug testing of an employee in order to insure safety in the workplace. Drug testing results will be kept confidential to the extent practicable and in accordance with governing law.

Violence – We are committed to providing a safe, violence-free workplace, and believe that the prevention of violence is everyone’s responsibility. We have no tolerance for violence in the workplace and strictly prohibit employees, consultants, customers, visitors or anyone else on Company premises or engaging in a Company-related activity from behaving in a violent or threatening manner. Violence includes, but is not limited to, physical and verbal threats and intimidation, and will not be tolerated. Talking of or joking about violence will also not be tolerated.

The possession of weapons while on Company property is strictly prohibited. Weapons include guns, knives, explosives and other items with the potential to inflict harm.

If you observe or become aware of any person engaging in any of the above-listed actions or behaviors, you should immediately notify his or her manager and the Human Resources Department.



**OUR
SHAREHOLDERS
& COMPANY**



OUR SHAREHOLDERS & COMPANY

Our shareholders trust us to carry out our commitments, maintain accurate financial information and continually improve our performance.

Avoiding Conflicts of Interest – We have an obligation to our shareholders and to each other to make objective business decisions that are in the Company's best interest. A conflict of interest arises when an individual's personal or professional interests interferes with, or appears to interfere with, the interests of the Company. You should avoid any actions or relationships that create, or even appear to create, a conflict of interest.

For example, if you (or an immediate family member*) have a meaningful financial interest in an organization that competes with the Company or work with the Company as a supplier, vendor or customer, you may feel pressured to favor the outside organization over the Company when making business decisions. These circumstances make it likely that an actual or potential conflict of interest exists.

Other examples of conflict of interest situations include working for a competitor, supplier or customer of the Company, directing business to companies owned or managed by your immediate family members or close personal friends, or holding a second job that interferes with your ability to do your job at the Company. If you become aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest, you should promptly discuss the matter with your manager and the Legal Department.

*For purposes of this section on conflicts of interest, immediate family members include your spouse, parents, children, siblings, mother and father-in-law, son and daughter-in-law, brother and sister-in-law, and anyone (other than domestic partners) who share your home.

Confidentiality – One of the Company's most valuable assets is information, and we have the responsibility to take reasonable measures to protect it. In carrying out the Company's business, you may possess confidential or proprietary information including, for example, any non-public information concerning the Company, such as our business, financial performance, business results or prospects, and any non-public information provided by a third party with the expectation or contractual agreement that the information will be kept confidential and used solely for the business purpose for which is conveyed.

Appropriate steps must be taken to ensure proper and complete destruction of such information when it is determined to no longer be needed.

If you suspect any inappropriate use or disclosure of confidential or proprietary information, you should report it to your manager, the Legal Department or any other reporting option listed in this Code.

Corporate Opportunities & Protecting Company Assets – As employees, we owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. In this regard, we all have a responsibility to protect all Company assets against loss, theft, waste or misuse. Employees who engage in theft, fraud, embezzlement or misappropriation of Company assets will be subject to disciplinary action, up to and including termination. Any suspected incidence of fraud or theft should be reported immediately to your manager, the Legal Department or any other reporting option listed in this Code.

Social Media – We understand the importance of social networking and social media in today's world. On a business/professional level, social media can be an effective communicating tool to market our Company and

OUR SHAREHOLDERS & COMPANY *(cont.)*

our products, expand our interactions with employees and vendors, and increase our professional profiles and networks. We expect you to engage in social networking in a responsible manner. As a general rule, keep in mind that information posted on social networking sites is public. Company policies, as well as securities laws and other rules and regulations still apply when you are using social media sites. Therefore, any information that is published publicly must comply with this Code.

Accurate Corporate Books & Records – As a publicly-held company, we are legally obligated to maintain complete and accurate records. The integrity and accuracy of these records not only aid in internal decision making and financial forecasting, but also provide the basis for quarterly and annual earnings statements, financial reports and other publicly disclosed information.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. You should never falsify any document, make any intentionally misleading entry in the Company's accounting records or disclosures, or condone any unrecorded or "off the books" accounting practices.

All business expense accounts must be documented and accurately recorded. If you are unsure whether a business expense is appropriate, you should ask your manager. All requests for reimbursement must adhere to the requirements set forth in our Travel & Entertainment Policies.

If you have a concern about the Company's financial controls, or are questioning accounting, auditing or other financial records, you must report

it to the Legal Department, the Audit Committee of the Board of Directors or any other reporting option listed in this Code.

Avoiding Insider Trading – You may become aware of important Company information before it is made public. All non-public information (information that has not been disseminated to the public) about the Company is considered confidential information and is considered "material" if it could influence a person's decision to purchase, sell or hold Company stock (securities).

It is both illegal and against Company policy for any employee who is aware of material, non-public information to trade in Company stock ("Insider Trading"). Material information includes, for example, the Company's anticipated earnings, plans to acquire or sell significant assets and changes in senior executives.

You may not disclose material, non-public information to any person outside the Company (including family members, friends, business associates, investors, etc.) who may trade stock or make an investment decision on the basis of that information.

The standards involving insider trading and personal trading also apply to your family members who live with you, anyone else who resides in your household and any family members who may consult with you before they trade in Company stock. You are responsible for the transactions of any of these individuals and therefore, it is your responsibility to make them aware of the need to consult with you before they trade in Company stock.

Insider trading may result in severe consequences including civil fines, criminal penalties, and imprisonment. You should contact the Legal

OUR SHAREHOLDERS & COMPANY *(cont.)*

Department if you have questions. Officers of the Company, in particular, should consult with the Legal Department regarding the safest times to trade in the Company's securities.

Intellectual Property Rights – Some of our most valuable assets include intellectual property rights, which are protected by law. Intellectual property includes trademarks, copyrights, patents, logos and other intangible property.

The Company expects others to recognize and respect the intellectual property rights we have in our brands and technology, and likewise, we respect the intellectual property rights of others. Therefore, you should never make unauthorized copies of copyrighted, trademarked or patented materials such as books, magazines, newspapers, films, videos, music, websites, products or computer programs.

Restricted Information – We are open and transparent about the ways in which the Company uses the personal data of our consumers and our employees. The Company has physical, electronic and procedural safeguards in place to help keep information protected from unauthorized use and disclosure.

Company personal records are maintained in a confidential manner in the Human Resources Department. Personal files are the property of the Company, and access to the information they contain is restricted. Generally, only managers who have a legitimate reason to review information in a file are allowed to do so with permission. If permission is granted, only relevant information limited in scope is provided by a senior member of the Human Resources Department.

Gifts, Hospitality & Other Payments – Exchanging reasonable gifts and engaging in business hospitality can build good working relationships with our customers, vendors and suppliers, but you should exercise good judgment when giving or receiving business-related gifts and/or hospitality. By providing or accepting gifts or hospitality, it may make it difficult to make objective business decisions and could constitute a conflict of interest.

In general, the following should not be offered or accepted:

- any gifts, gratuities, kickbacks, bribes, payments or consideration of any kind that is perceived as an attempt to influence fair and impartial judgement
- non-cash gifts valued at \$100.00 or above
- loans (other than loans at customary rates of interest from established banking or financial institutions)
- favors from any person or organization that does, or is seeking to do, business with or establish a relationship with the Company
- gifts or entertainment that violate any law or regulation

In addition, many of our retail customers have policies that prohibit their employees from receiving gifts or hospitality from suppliers, such as Steve Madden. Therefore, you must comply with our retail customers policies as well.

If you are unsure whether giving or accepting a gift or hospitality is within reason or appropriate, you should contact your manager or the Legal Department.

Need more information? Review the Information Technology & Security Policy, the Travel & Entertainment Policies.

The image features two thick black L-shaped brackets. One is positioned in the top-left corner, and the other is in the bottom-right corner. They are oriented towards each other, framing the central text.

OUR BUSINESS PARTNERS

OUR BUSINESS PARTNERS

We should always deal with our business partners around the world in a fair manner. We believe transparency is the foundation of successful and long-standing business partnerships.

Unfair Advantage – You should never take unfair advantage of anyone by engaging in unfair practices including, for example, manipulation, concealment, falsification, misrepresentation of material facts or any other unfair dealing or practice.

You should never seek or possess proprietary or trade secret information that was obtained without the owner’s consent. You should also not encourage former or current employees of other companies to make such disclosures to us.

Antitrust Laws & Competition – Antitrust laws are designed to promote competitive pricing and fair competition in the marketplace. The antitrust laws prohibit, among other things, agreements among competitors on matters such as price, terms of sale to customers and allocating markets or customers.

When communicating with our competitors, you must not discuss Company pricing, arrangements that stabilize prices, credit terms, promotions, discounts, strategic plans, division or allocation of markets, boycotts of suppliers or other competitive information.

Antitrust laws prohibit an agreement or understanding by the seller and customer which sets the price at which the customer will resell the product. Therefore, you must never make any agreement regarding restrictions on resale without obtaining prior legal review.

It is important to remember that there does not need to be a formal signed document for there to be an understanding or agreement that may present problems under antitrust laws.

Global Trade Laws – We conduct business around the globe, and therefore must comply with U.S. import and export laws, trade restrictions and anti-boycott laws everywhere in the world, as well as local trade controls in areas in which we do business.

The laws can be complex, and may require us to pay duties and tariffs, acquire a license or submit certain paperwork. There are significant penalties associated with violation of these laws and regulations. If you suspect that a proposed commercial relationship or transaction may violate one of the laws or are uncertain about the laws, rules and regulations in these areas, you should contact the Legal Department.

Avoiding Bribery & Corruption – In the U.S. and in many other countries, it is illegal to provide, offer or accept a bribe. Bribery, dishonesty and fraud can take on multiple forms, such as bribing other companies’ officials, embezzlement, kickbacks, alteration of company documents or other fraudulent activities.

The Company prohibits bribery in any form. If you are approached by anyone to engage in bribery or other inappropriate business activities, or become aware of someone who plans to engage or is engaged in bribery or other inappropriate business activities, you should contact the Legal Department.

OUR BUSINESS PARTNERS *(cont.)*

Foreign Corrupt Practices Act (FCPA) – The FCPA makes it illegal for U.S. persons, including U.S. companies and their subsidiaries, officers, directors, employees and agents to bribe foreign officials.

You must never offer, promise or provide anything of value to a government official in order to obtain or retain business. This principle applies to all employees worldwide, regardless of location.

You also cannot hire a third party such as a consultant, agent or other intermediary to give something of value to influence government action.

The consequences of an FCPA violation are severe and can include criminal and civil penalties for the Company, and potential imprisonment for those involved in the violation. If you are uncertain about the Foreign Corrupt Practices Act, you should consult with the Legal Department.

Of note, at the time of onboarding, after reviewing the FCPA, all employees are asked to sign the FCPA as a form of acknowledgement and commitment to comply.

Need more information? Review the Foreign Corrupt Practices Act Compliance Policy which can be found on you ADP dashboard at <https://my.adp.com>.



**OUR PART IN THE
COMMUNITY**

OUR PART IN THE COMMUNITY

As a leader in the fashion footwear industry, we are committed to operating as a responsible corporate citizen.

Social Responsibility – Our community and employees are at the forefront of our decision making. We are committed to supporting our communities, promoting human rights and advancing corporate responsibility. We expect all of our business partners to do the same around the world.

Environment – We believe in doing business that not only helps our community and our environment, but also inspires our employees and customers. We are working on a company-wide program that is committed to reducing the environmental impact of our operations and the manufacturing of our products. At a minimum, we must all support this goal by complying with applicable environmental policies and laws.

Commitment to Human Rights – We support the protection of human rights and strive to conduct our global business operations accordingly. This includes prohibiting human trafficking, forced labor and the exploitation of children. We do not recruit child labor and we strongly support the eradication of such practices.

Need more information? Review Steve Madden’s Global Human Rights Policy.

Engaging in Political Activities – We are all encouraged to get involved with issues that are important to us. The Company encourages individual participation in the political process, but we ask that you respect the

opinions of others and do not promote any personal political views at work. Because this participation should reflect your own interest and viewpoint, it should be done on your own time and with your own resources.

Political activity is carefully regulated by law and there are strict guidelines against employees participating in political activity on behalf of the Company. If you express your political opinion in a public forum, you should make it clear that you are not speaking on behalf of the Company or that the Company supports your views. Also, if you contribute to a political campaign, make certain that you do not state or imply that the contribution is from the Company. Except as specifically permitted by law and expressly authorized by Company policy, no Company funds will be used to make contributions or payments to political candidates or causes.

Communicating with the Public & Media – In general, only the Company’s spokespersons should represent the Company to the public or media. Please direct all media inquiries to our Investor Relations Department at InvestorRelations@stevemadden.com.



**ENFORCEMENT
OF THE CODE**

ENFORCEMENT THE CODE

The Company's General Counsel will have primary authority and responsibly for the enforcement of this Code, subject to the supervision of the Nominating/Corporate Governance Committee and in the case of accounting, internal controls or auditing matters, the Audit Committee of the Board of Directors.

Investigation & Response – You are expected to comply with all of the provisions of this Code. The Company encourages you to report any suspected violations promptly and intends to thoroughly investigate any good faith reports of violations. This Code will be strictly enforced throughout the Company and violations will be dealt with immediately, including subjecting persons to corrective and/or disciplinary action up to and including termination of employment.

No Retaliation – Open communications of issues and concerns by all employees without fear of retribution or retaliation is vital to the successful implementation of this Code. The Company will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith.

Waivers of the Code – The Company may elect to waive certain provisions of this Code on a case-by-case basis. Any employee who would like to request a waiver of one or more of the provisions of this Code should raise the matter with the Legal Department. Waivers for executive officers of the Company may be granted only by the Nominating/Corporate Governance Committee of the Board of Directors and the Company will disclose any such waiver and the reasons therefore in accordance with legal and regulatory requirements.

24/7 Whistleblower Hotline – You may report any concern about inappropriate conduct to the Employee Hotline, operated by an outside Company providing similar services to 85% of the Fortune 500 companies. To contact the hotline, call toll-free using the following:

1-877-446-4612 ext. 10777



You may also fill out a complaint form available in the public employee folders, on your ADP dashboard at <https://my.adp.com> and accessible during mandatory harassment training. Forms should be sent to the Human Resources Department for documentation, investigative inquiries and follow-up resolutions.

Information Resources – Policies and procedures referred to throughout this Code are available on your ADP dashboard at <https://my.adp.com>, the Employee Handbook or by contacting Human Resources or the Legal Department.

Thank you in advance for complying with and living by this Code.

STEVE MADDEN