

STEVEN MADDEN, LTD.
COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation 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 (i) assist the Board in discharging its responsibilities relating to management organization, performance, compensation and succession, (ii) establish and modify compensation and incentive plans and programs, (iii) review and approve compensation and awards under compensation and incentive plans and programs for the Company’s executive officers, (iv) administer the Company’s equity compensation plans and (v) review and recommend to the Board a compensation program for outside members of the Board.

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 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 one of the Committee members as its chairperson. Each of the Committee members shall have been determined to be independent pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules of the Nasdaq Stock Market. Each member of the Committee must qualify as a “non-employee director” for the purposes of Rule 16b-3 under the Exchange Act and satisfy any other requirements imposed by applicable law.

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. Subject to applicable law, rules, and regulations, the Committee may also delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more officers of the Company with respect to compensation for employees and consultants who are not officers of the Company for purposes of Section 16 of the Exchange Act as the Committee may deem appropriate.

Responsibilities and Authority

The Committee’s responsibilities and authority include:

- review plans for the development, retention and replacement of the executive officers of the Company;
- 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 and make recommendations to the Board with respect to the selection of individuals to occupy these positions;
- review executive education and development programs;
- review recruitment, retention and performance programs;

- review and approve annually the corporate goals and objectives relevant to the chief executive officer and executive officer compensation, evaluate at least annually chief executive officer and executive officer performance in light of those goals and objectives and, determine and approve chief executive officer and executive officer compensation, including, but not limited to, salaries, bonuses, perquisites and equity awards, based on this evaluation;
- consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act (“Say-on-Pay”) in evaluating and determining chief executive officer and executive officer compensation;
- evaluate the competitiveness of the compensation of the chief executive officer and other executive officers, and of the Company’s overall compensation plan;
- review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary;
- review and approve individual compensation packages of the Company’s employees and consultants to the extent such authority is delegated to it from time to time by the Board;
- review and approve, and when appropriate recommend to the Board for approval, the terms of the offer letters, employment agreements, severance agreements, change-in-control agreements, indemnification agreements and other material agreements between the Company and its chief executive officer and other executive officers, which includes the ability to amend and terminate such agreements;
- review and approve policies and procedures relating to the perquisites and expense accounts of the Company’s chief executive officer and other executive officers;
- provide oversight of the Company’s overall compensation plans and benefit programs (including, but not limited to, reviewing the Company’s overall employee compensation philosophy, reviewing the budget and structure of the Company’s incentive, deferred compensation, and equity based plans, and administering such plans);
- make recommendations to the Board, and where appropriate or required recommend for approval by the stockholders of the Company, with respect to improvements to incentive, deferred compensation, and equity based plans or the adoption of new plans and administer such plans, including, but not limited to, designating the employees to whom the awards are granted, the amount of the award or equity to be granted, and the terms and conditions applicable to each award or grant, subject to the provisions of each plan;
- consider the results of the most recent Say-on-Pay vote in making recommendations regarding incentive, deferred compensation, and equity based plans;
- review the Company’s incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk;
- monitor total equity usage for compensation and make recommendations to the Board regarding appropriate equity dilution levels;

- monitor the compliance of the chief executive officer and other executive officers with the Company’s Stock Ownership Guidelines;
- review and discuss with management the annual Compensation Discussion and Analysis (“CD&A”) disclosure regarding named executive officer compensation and related executive compensation information, and recommend that the CD&A and related executive compensation information be included in the Company’s annual report on Form 10-K and annual proxy statement;
- create and approve an annual Compensation Committee Report to be included in the Company’s annual report on Form 10-K or annual proxy statement;
- review and recommend to the Board for approval the frequency with which the Company will conduct Say-on-Pay votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay votes, and review and approve the proposals regarding the Say-on-Pay vote and the frequency of the Say-on-Pay vote to be included in the Company’s annual proxy statement; and
- develop and recommend to the Board for approval one or more policies for the recovery or clawback of erroneously paid compensation, including the relevant section of the Company’s Corporate Governance Principles and any revisions to such policies, and monitor compliance with such policies, including determining the extent, if any, to which incentive-based compensation of any current or former employee should be recouped or forfeited.

In addition to the foregoing responsibilities and authority, the Committee has the power to investigate any matter related to its specified purpose brought to its attention, with full access to all of the Company’s books, records, facilities and employees.

Outside Advisers

The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice and assistance of compensation consultants, 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 compensation consultant, outside legal counsel or other advisor 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 compensation consultants, 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.

Before retaining or receiving advice from any compensation consultant, outside legal counsel or other adviser, the Committee shall assess such adviser’s independence from management taking into consideration the following independence factors:

1. whether other services are provided to the Company by the adviser or entity that employs such advisor (the “Consulting Firm”);
2. the amount of fees received from the Company by the Consulting Firm, as a percentage of

such entity's total revenue;

3. whether the Consulting Firm has any policies and procedures that are designed to prevent conflicts of interest;
4. whether the adviser has any business or personal relationship with a member of the Committee;
5. whether the adviser owns any stock of the Company; and
6. whether the adviser or the Consulting Firm has any business or personal relationship with an executive officer of the Company.

The Committee may retain, or receive advice from, any compensation advisor it prefers, including one that is not independent, after considering the above independence factors. The Committee is not required to assess the independence of any compensation consultant or other adviser that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or adviser, and about which the consultant or adviser does not provide advice. However, the Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

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.

The Committee may invite such members of management to its meetings as it deems appropriate; however, the Committee shall meet regularly without such members of management present. The chief executive officer and any other such members of management shall not be present during the voting or deliberations by the Committee relating to their compensation or performance. Otherwise, nothing contained in this Charter shall be construed as precluding discussion of chief executive officer and executive officer compensation with the Board generally as it is not the intent of this Charter to impair communications among members of the Board.

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