

# ***PROCEDURES FOR REPORTING QUESTIONABLE ACCOUNTING AND AUDITING MATTERS***

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Brown Shoe Company is committed to achieving compliance with all applicable securities laws and regulations, accounting standards, accounting controls and audit practices. Accordingly, any Company associate may submit a good faith complaint to management about accounting or auditing matters without fear of dismissal or retaliation of any kind. The Company's Audit Committee will oversee treatment of associate concerns in this area.

To facilitate reporting of complaints, the Company's Audit Committee has established the following procedures for (1) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters ("Accounting Matters") and (2) the confidential, anonymous submission by associates of concerns regarding questionable Accounting Matters.

## **I. MATTERS COVERED BY THESE PROCEDURES**

These procedures relate to associate complaints concerning any questionable Accounting Matters, including, without limitation, the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company's financial condition.

## **II. REPORTING QUESTIONABLE ACCOUNTING OR AUDITING MATTERS**

Associates may report their concerns regarding Accounting Matters as follows:

- Associates may submit complaints to Michael I. Oberlander, Senior Vice President, General Counsel and Corporate Secretary via regular mail at 8300 Maryland Avenue, St. Louis, MO 63105 or via e-mail at [moberlander@brownshoe.com](mailto:moberlander@brownshoe.com); or

- Associates may submit complaints on a confidential or anonymous basis\* through a third party, independently monitored hotline as follows:

**Step Up For Integrity Hotline**

**1-877-468-5461**

**or submit a report online at:**

**[www.tnwinc.com/BSC](http://www.tnwinc.com/BSC)**

- Associates may submit complaints to the Audit Committee via regular mail as follows: Audit Committee, c/o Corporate Secretary, Chairman of the Audit Committee, 8300 Maryland Avenue, St. Louis, MO 63105 or via e-mail at [auditcommittee@brownshoe.com](mailto:auditcommittee@brownshoe.com).

**\*Please note: Any individual who wishes to report a complaint on an anonymous basis is advised to use the Step Up For Integrity Hotline, report online at [www.tnwinc.com/BSC](http://www.tnwinc.com/BSC), or use regular mail because other methods of transmission may reveal the individual's identity.**

### III. TREATMENT OF COMPLAINTS

Upon receipt of a complaint, the General Counsel will (i) determine whether the complaint actually pertains to Accounting Matters and (ii) when possible, acknowledge receipt of the complaint to the sender. To help facilitate a thorough investigation, complaints should include as much factual and detailed information as possible.

Complaints relating to Accounting Matters will be reviewed under Audit Committee direction and oversight by the General Counsel, Internal Audit or such other persons as the Audit Committee determines to be appropriate.

Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any associate in the terms and conditions of employment based upon any lawful actions of such associate with respect to good faith reporting of complaints regarding Accounting Matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

#### IV. RETENTION OF COMPLAINT AND INVESTIGATION INFORMATION

The General Counsel or his designee will maintain a record of all complaints, track their receipt, investigation and resolution, and prepare a periodic summary report for the Audit Committee. This record as well as copies of complaints will be maintained in accordance with the Company's document retention policy.

#### V. ADMINISTRATION OF POLICY

This policy shall be subject to periodic review and revision by the Audit Committee as it deems necessary and appropriate, and the Audit Committee retains the authority to make any decision concerning interpretations of this policy.

#### VI. QUESTIONS

If you have questions concerning this policy, please contact Michael Oberlander, General Counsel at [moberlander@brownshoe.com](mailto:moberlander@brownshoe.com) or call (314) 854-4119.