

Approved – March 9, 2017

**Caleres, Inc.**  
**Charter of the Lead Director**

If the Chairman of the Board and Chief Executive Officer are the same person or both the Chairman of the Board and Chief Executive Officer are non-independent, the Caleres Board of Directors will elect an independent director to serve in a lead capacity.

The Lead Director coordinates the activities of the other non-management directors, and performs such other duties and responsibilities as the Board of Directors may determine.

The specific responsibilities of the Lead Director are as follows:

- Preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors.
- Has the authority to call meetings of the independent directors.
- Serve as a principal liaison on Board-wide issues between the independent directors and the Chairman.
- Confers with the Chairman in approving information sent to the Board, including the quality, quantity and timeliness of such information, meeting agendas for the Board and meeting schedules to assure that there is sufficient time for discussion of all agenda items.
- Authorize the retention of outside advisors and consultants who report directly to the Board of Directors on Board-wide issues.
- If requested by shareholders, ensures that he/she is available, when appropriate, for consultation and direct communication.