

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
SHOE STATION GROUP, INC.**

Purpose

The Nominating and Corporate Governance Committee is appointed by the Board of Directors (the “Board”) of Shoe Station Group, Inc. (the “Company”) (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for each annual meeting of shareholders; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board’s performance; (4) to recommend to the Board director nominees for each committee; (5) to assist the Board in its oversight with respect to matters that involve the Company’s image, reputation and standing as a responsible corporate citizen; and (6) to assist the Board in its oversight of the Company’s succession planning for senior management.

Committee Membership

The Nominating and Corporate Governance Committee shall consist of at least three directors. The members of the Nominating and Corporate Governance Committee shall meet the independence requirements of the Nasdaq Stock Market.

The members of the Nominating and Corporate Governance Committee and the Chair of the Nominating and Corporate Governance Committee shall be appointed and replaced by the Board.

Committee Authority and Responsibilities

The following duties, responsibilities, and functions are set forth as a guide to fulfilling the Nominating and Corporate Governance Committee’s purposes, with the understanding that the Nominating and Corporate Governance Committee may undertake other and different activities, and that the Nominating and Corporate Governance Committee’s activities may diverge from those described below, as appropriate under the circumstances. The Nominating and Corporate Governance Committee may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

1. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm’s fees and other retention terms. The Nominating and Corporate Governance Committee shall also have the authority, to the extent it deems necessary or appropriate and without seeking Board approval, to retain or obtain the advice and assistance from internal or external legal, accounting or other advisors.
2. The Nominating and Corporate Governance Committee shall review and assess the size and composition of the Board on an ongoing basis, including identifying any specific

needs in terms of industry or professional background, or independence standards, for nominees. The Nominating and Corporate Governance Committee shall identify possible nominees who meet specified objectives in terms of the composition of the Board, including taking into account such factors as geographic, occupational, gender, race/ethnicity and age diversity. The Nominating and Corporate Governance Committee shall, when deemed appropriate, actively seek individuals qualified to become directors for recommendation to the Board.

3. The Nominating and Corporate Governance Committee shall consider director candidates recommended by shareholders as well as persons nominated for election by shareholders at an annual meeting in accordance with the Company's By-Laws, as amended.
4. The Nominating and Corporate Governance Committee shall recommend director candidates to the Board for nomination at each annual meeting of shareholders and to fill vacancies on the Board, the director to serve as Chairman of the Board and the director to serve as Lead Independent Director, if any. The Nominating and Corporate Governance Committee shall also recommend to the Board for appointment the members and the Chair for each committee of the Board.
5. The Nominating and Corporate Governance Committee shall assess from time to time the effectiveness of the Board's leadership structure. The Nominating and Corporate Governance Committee shall recommend to the Board any proposed change to such structure.
6. The Nominating and Corporate Governance Committee shall review and assess from time to time, and shall report periodically to the Board on, the Company's succession planning.
7. The Nominating and Corporate Governance Committee, or an outside governance expert, shall receive comments from all directors and report annually to the Board with an assessment of the performance of the Board and each of the committees of the Board. The Nominating and Corporate Governance Committee shall oversee the evaluation of individual Board member performance and examine such factors as experience, business judgment, integrity, time and commitment, shareholdings, teamwork and independence. The Nominating and Corporate Governance Committee shall also review the continued appropriateness of Board and committee memberships following a change in director job responsibilities.
8. The Nominating and Corporate Governance Committee shall make a recommendation to the Board on whether to accept or reject a resignation tendered by an incumbent director who receives more votes "against" than "for" his or her re-election, or whether other action should be taken.
9. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Nominating and Corporate Governance

Committee shall perform the duties and functions set forth in the Corporate Governance Guidelines.

10. The Nominating and Corporate Governance Committee shall assist the Board in its oversight with respect to matters that involve the Company's image, reputation and standing as a responsible corporate citizen, including the Company's environmental, social and governance related initiatives and activities.
11. The Nominating and Corporate Governance Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Nominating and Corporate Governance Committee shall meet at least once prior to the time when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of shareholders.
12. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.
13. The Nominating and Corporate Governance Committee shall make regular reports to the Board.
14. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Nominating and Corporate Governance Committee shall annually review its own performance.
16. The Nominating and Corporate Governance Committee shall perform such other responsibilities within the scope of its functions as the Nominating and Corporate Governance Committee may determine or as may otherwise be required by law or regulation, or as the Board may direct from time to time.