

DSW INC.

COMPENSATION COMMITTEE CHARTER

Adopted by Resolution of the Board of Directors

June 29, 2005

Amended June 14, 2006

Amended November 15, 2006

Amended November 18, 2010

Amended June 5, 2013

I. Compensation Committee Purpose

The Compensation Committee of the Board of Directors (the “Board”) of DSW Inc. (the “Company”) is appointed by the Board to:

- discharge the Board’s responsibilities relating to compensation of the Company’s executive officers;
- produce a compensation committee report on executive compensation as required by the Securities and Exchange Commission to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Securities and Exchange Commission; and
- oversee the Company’s compensation programs and plans, including incentive-compensation plans and equity-based plans.

II. Compensation Committee Composition and Meetings

The Compensation Committee will be comprised of no fewer than three members, each of whom must be:

- an “independent director” as defined by Section 303A.00 and Section 303A.02(a) of the New York Stock Exchange Listed Company Manual;
- a “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934; and
- an “outside director” as defined by Section 162(m) of the Internal Revenue Code.

Compensation Committee members will be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and will serve until their successors are appointed and qualified. Compensation Committee members may be replaced by the Board. If a Compensation Committee Chair is not designated or present, the members of the Compensation Committee may designate a Chair by a majority vote of the Compensation Committee membership.

The Compensation Committee will meet as often as its members deem necessary to perform the Committee's responsibilities. The Compensation Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Compensation Committee may request any officer or employee of the Company, its outside counsel or independent auditor to attend a meeting of the Compensation Committee or to meet with any member of, or consultants to, the Compensation Committee. The Compensation Committee will make regular reports to the Board on its activities.

The Compensation Committee may form and delegate authority to a subcommittee or subcommittees.

III. Duties and Responsibilities

The Compensation Committee will review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The Compensation Committee will evaluate at least once a year the chief executive officer's performance in light of these established goals and objectives and, based upon these evaluations, will have sole authority to set the chief executive officer's annual compensation, including salary, bonus, incentive, and equity compensation. The chief executive officer may not be present during voting or deliberations of his or her compensation.

The Compensation Committee will review, approve and report to the Board on an annual basis on the evaluation process and compensation structure for the Company's other executive officers who are identified by the Company as "executive officers" under Item 401(b) of Regulation S-K of the Securities Act of 1933, as amended. The Compensation Committee will evaluate the performance of such executive officers and will approve the annual compensation, including salary, bonus, incentive, and equity compensation, for such executive officers. The Company's chief executive officer may be present at the meeting and deliberations on the compensation of the Company's other executive officers but may not be present at the vote.

The Compensation Committee will review the Company's compensation programs and plans, including, but not limited to, the Company's incentive compensation, retirement, and other benefit plans and recommend changes in such plans to the Board. The Compensation Committee will have and will exercise all the authority of the Board with respect to the administration of such plans.

The Compensation Committee will recommend to the Board the compensation for non-employee Board members. The Compensation Committee should annually report to the Board how the Company's director compensation practices compare with those of other similar public corporations.

The Compensation Committee will review and provide an annual report to the Board on succession planning policies.

The Compensation Committee will review this Charter periodically for adequacy and recommend to the Board any necessary changes.

IV. Outside Advisors

The Compensation Committee will have the sole authority, to the extent it deems necessary or appropriate, to retain and terminate any compensation consultant to assist in the evaluation of executive officer compensation and will have the sole authority to approve any such firm's fees and other retention items. The Compensation Committee will also have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of compensation to any search firm or other advisors employed by the Compensation Committee. Prior to the selection of any outside advisor, the Compensation Committee must consider the advisor's independence from the Company's management, including all the factors listed in Section 303A.05(c)(iv) of the New York Stock Exchange Listed Company Manual.

V. Performance Review

The Compensation Committee will conduct an annual performance evaluation of itself.