

DSW INC.
TECHNOLOGY COMMITTEE CHARTER

Adopted by Resolution of the Board of Directors
November 20, 2008
Reviewed March 2010
Reviewed November 18, 2010
Reviewed November 17, 2011
Reviewed November 15, 2012
Amended and Approved December 15, 2015

This Charter governs the role of the Technology Committee of the Board of Directors (the “Committee”) of DSW Inc. (the “Company”). The Committee shall periodically review and reassess the adequacy of this Charter and obtain the approval of the Board for any amendments to this Charter.

I. Technology Committee Purpose

The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibilities of effective Technology governance. The purpose of the Committee is to ensure that Technology endeavors are effectively managed and that Technology’s performance meets the following objectives:

- aligns with the Company’s business strategy;
- enables the business to maximize benefits technology can provide;
- resources are used responsibly; and
- risks are managed appropriately.

II. Technology Committee Composition and Meetings

Technology Committee Composition. The Technology Committee shall serve at the pleasure of the Board. The Technology Committee shall be comprised of three or more members of the Board.

The Committee will have the resources and authority to cover administrative costs and to engage any outside advisors or professionals it deems appropriate in discharging its responsibilities.

Meetings. The Committee shall be chaired by one of its members nominated by the Nominating and Corporate Governance Committee and appointed by the Board. If the Board does not appoint a Chair of the Committee, the Committee may designate a Chair by majority

vote of the Committee.

The Committee shall convene from time to time as determined by the Chair of the Committee. Meetings of the Committee may be called by the Chair of the Committee or by a majority of the members of the Committee. The Committee shall meet periodically with executive management. The Committee may request any officer or employee of the Company, outside counsel, or independent auditor, to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

III. Technology Committee Authority, Responsibilities and Duties

The role of the Technology Committee is to provide oversight of the Company's strategic technology, planning and operations on behalf of the Board to ensure that:

- The frameworks and processes are in place for the efficient and effective management of technology investments, and the continuing alignment with the Company's Business Strategy and Plans.
- There are appropriate ways of measuring technology performance, risk and productivity.
- There are informed recommendations to the Board on overall technology direction, information and technology investment, and risk management.

To meet the above objectives, the Committee will focus on a number of key aspects of the Company's technology performance, including:

- The Business and Technology Strategic Planning interdependence, particularly to ensure that the Business can leverage future technology trends and opportunities including a focus on risk, investment and benefits;
- The capability of the Technology Portfolio, and plans, to support current and future Business requirements;
- Effectiveness of Technology systems and processes that relate to, or affect, the Company's internal controls over financial reporting; and
- Technology management capability and sourcing arrangements.