

DESIGNER BRANDS INC.
CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

Adopted by Resolution of the Board of Directors

June 29, 2005

Amended June 14, 2006

Amended November 15, 2006

Amended November 18, 2010

Amended March 13, 2013

Amended September 12, 2018

Amended November 17, 2022

This Charter (this “Charter”) of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Designer Brands Inc. (the “Company”) has been adopted by the Board in order to set forth the purpose and responsibilities of the Committee.

I. Nominating and Corporate Governance Committee Purpose

The Committee is appointed by the Board to:

- provide oversight on the broad range of issues surrounding the composition and operation of Board, including identifying individuals qualified to become Board members consistent with criteria approved by the Board, recommending to the Board director nominees for the next annual meeting of shareholders, and developing and recommending to the Board a set of corporate governance principles applicable to the Company; and
- make recommendations to the Board and the Chairman of the Board in the areas of committee selection, including committee chairs, rotation practices, evaluation of the overall effectiveness of the Board and management, and review and consideration of developments in corporate governance practices.

II. Nominating and Corporate Governance Committee Composition and Meetings

Nominating and Corporate Governance Committee Composition. The Committee shall be comprised of three or more members of the Board, each of whom must be independent as required under the listing requirements of the New York Stock Exchange, Inc. (“NYSE”).

Committee members shall be appointed by the Board based primarily upon experience, education, and skills necessary to contribute to the Committee. To the extent deemed appropriate by the Committee, the Committee may recommend successor members of the Committee to the Board. The members of the Committee shall serve at the discretion

of the Board. The Board may fill any vacancies on the Committee and may remove a Committee member at any time, with or without cause. The Board shall designate a Committee Chair. If a Committee Chair is not designated by the Board or present at a meeting, the members of the Committee may designate a Chair by a majority vote of the Committee membership.

Meetings. The Committee shall meet as often as its members deem necessary to perform the Committee's responsibilities and at the times and locations determined by the Committee Chairman or a majority of the Committee. The Committee Chairman or any other member of the Committee may call a meeting of the Committee. The Committee Chairman shall prepare an agenda in advance of each meeting. A majority of the Committee members shall constitute a quorum for the transaction of business. The Committee may act by a majority of its members present at a meeting at which a quorum is present. To the extent permitted by the Company's Articles of Incorporation and Code of Regulations ("Code of Regulations"), as each may be amended and amended and restated from time to time, the Committee may also take action by unanimous written consent.

The Committee, in its sole discretion, may invite members of management and others to attend meetings of the Committee or to meet with any member of, or consultants to, the Committee for any purpose, including the provision of pertinent information or the implementation of the Committee's recommendations or decisions.

The Committee shall prepare minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board. The Committee shall make regular reports to the Board on the Committee's activities.

Subject to applicable laws, rules, and regulations, the Committee may form and delegate authority to a subcommittee or subcommittees consisting of one or more Committee members as the Committee in its sole discretion deems appropriate.

III. Nominating and Corporate Governance Committee Duties and Responsibilities

The Committee shall have the following responsibilities:

1. Establish and articulate qualifications, desired background, and selection criteria for members of the Board. The Committee may consider any factors it deems appropriate, including: independence; judgment; skill; diversity; strength of character; age; experience with businesses and organizations of comparable size or scope; experience as an executive of, or advisor to, a publicly traded or private company; experience and skill relative to other Board members; specialized knowledge or experience; service on other boards; and desirability of the candidate's membership on the Board and any committees of the Board.
2. Develop a policy with regard to the consideration of candidates for election or appointment to the Board recommended by shareholders of the Company and procedures to be followed by shareholders in submitting such

recommendations, consistent with any shareholder nomination requirements set forth in the Company's Code of Regulations and applicable laws, rules, and regulations.

3. Make recommendations to the full Board concerning all nominees for Board membership, including the re-election of existing Board members and the filling of any vacancies. As part of this responsibility, the Committee shall evaluate each incumbent director's independence, qualifications, performance, and ability to continue to contribute productively before recommending the nomination of that director for an additional term.
4. Evaluate and make recommendations to the full Board concerning the number and responsibilities of Board committees and committee assignments, including recommending committee chairs.
5. Annually solicit input from the full Board and conduct an annual review of the effectiveness of the operation of the Board and Board committees, including a review of governance and operating practices and the development, recommendation, and periodic review of corporate governance guidelines for operation of the Board.
6. Develop, recommend, and periodically review a set of corporate governance principles applicable to the Company in accordance with applicable laws, rules, and regulations, including, without limitation, the NYSE corporate governance rules and other applicable provisions of NYSE's Listed Company Manual.
7. Consider matters relating to the retirement of Board members, including consideration of a recommended retirement age.
8. Develop a continuing education program for directors and an orientation program for new directors that meets applicable NYSE requirements, reviewing such programs on a periodic basis and recommending action to the Board, individual directors, and management, where appropriate.
9. Review service by directors on any additional for-profit boards or public company audit committees and approving service by executive officers on any boards, including non-profit boards.
10. Grant waivers, in its discretion, of the Company's Code of Business Conduct, other than waivers of provisions relating to accounting, internal accounting controls, or auditing matters which may be granted only by the Audit Committee.
11. Consult with directors, as requested, regarding potential conflicts of interests.

12. Oversee the implementation by management of standards and procedures for detecting and deterring unethical conduct and promoting an organizational culture that encourages a commitment to compliance with the law and periodically review the efficacy of such standards and procedures.
13. Regularly review the status of pending or threatened litigation or government proceedings against the Company.
14. Annually reviewing the Company's charitable giving practices.
15. Regularly review the Company's sustainability and corporate responsibility practices, including any environmental, social, and governance ("ESG") reporting and disclosure practices, including through the periodic review of reports given by the Company's ESG Steering Committee, and monitoring and assessing any key enterprise-wide ESG-related risks; provided that the Committee shall regularly report to the full Board on ESG-related matters. In performing these responsibilities, the Committee shall coordinate with the Human Capital and Compensation Committee, as appropriate.
16. Periodically review this Charter and the charters of other committees of the Board for adequacy and recommend to the Board any necessary changes.
17. Conduct an evaluation of the Committee's own performance on an annual basis.

The foregoing duties and responsibilities shall be common, recurring activities of the Committee in carrying out its purpose. The Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions or required by the Company's corporate governance principles. The Committee shall also carry out any other duties and responsibilities delegated to it by the Board from time to time that are related to the purpose of the Committee.

IV. Nominating and Corporate Governance Committee Resources

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to select, retain, and terminate any search firm to be used to identify director candidates and such other experts or consultants and shall have the sole authority to approve the fees and other retention items of any such search firm, expert, and consultant without seeking additional approval of the Board or management. The Committee shall also have the authority to obtain advice and assistance from internal or external legal, accounting, or other advisors. The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payment of compensation to any search firm or other advisors retained by the Committee in carrying out its duties and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

V. General

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports, or statements prepared or presented by:

- One or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters prepared or presented;
- Counsel, consultants, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such persons; and
- Another committee of the Board, upon which the Committee member does not serve, as to matters within such other committee's designated authority, which committee the Committee member reasonably believes to merit confidence.