

DESIGNER BRANDS 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

Amended November 17, 2022

This Charter (this “Charter”) of the Technology 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. Technology Committee Purpose

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities of effective technology governance, including management of cybersecurity, privacy, and information technology risks. The purpose of the Committee is to ensure that the Company’s technology endeavors are effectively managed and that the performance of the Company’s technology meets the following objectives:

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

II. Technology Committee Composition and Meetings

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

Committee members shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve until their successors are appointed and qualified. Committee members may be replaced by the Board. 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 Chair or a majority of the Committee. The Committee Chair or any other member of the Committee may call a meeting of the Committee. The Committee Chair shall prepare and/or approve 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, 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 shall meet periodically with executive management. 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.

III. Technology Committee Duties and Responsibilities

The role of the 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 and Technology Strategic Planning.

- 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 Company's business can leverage future technology trends and opportunities including a focus on risk, investment, and benefits;
- The regular review with management of any significant cybersecurity, privacy, and information technology risks or exposures and the Company's policies and processes with respect to risk assessment and risk management of the same and an assessment of the steps management has taken to monitor and control such risks, except with respect to those risks for which oversight has been assigned to other committees of the Board or retained by the Board. The Committee shall regularly report to the full Board on such matters;
- The capability of the Company's technology portfolio, and plans, to support current and future requirements of the Company's business;
- Effectiveness of the Company's technology systems and processes that relate to, or affect, the Company's internal controls over financial reporting; and
- The Company's technology management capability and sourcing arrangements.

IV. Technology Committee Resources

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to select, retain, and terminate any advisors, experts, and consultants and shall have the sole authority to approve the fees and other retention items of any such advisor, 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 payment of compensation to any advisors, experts, or consultants 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.