

DESIGNER BRANDS INC.

HUMAN CAPITAL AND 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

Amended November 17, 2022

Amended November 16, 2023

This Charter (this “Charter”) of the Human Capital and Compensation 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. Human Capital and Compensation Committee Purpose

The Committee is appointed by the Board to:

- discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and non-employee directors;
- oversee the Company’s compensation programs and plans, including incentive-compensation plans and equity-based plans;
- produce a committee report on executive compensation as required by the Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual proxy statement or annual report on Form 10-K filed with the Commission; and
- review and monitor the Company’s strategies and policies relating to human capital management.

II. Human Capital and Compensation Committee Composition and Meetings

Human Capital and Compensation 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 (“NYSE”); and
- a “non-employee director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

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 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, 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. To the extent permitted by applicable laws, rules, and regulations and as may be permitted by the Company's incentive-compensation plans and equity-based compensation plans, the Committee may also delegate to management the administration of such incentive-compensation plans and equity-based compensation plans with respect to non-executive officers and other employees of the Company and its subsidiaries.

III. Human Capital and Compensation Committee Duties and Responsibilities

The Committee shall have the following responsibilities:

1. Review and approve on an annual basis the Company's executive compensation program. This shall include a review of the Company's executive compensation strategy to ensure that the Company's executive compensation program is aligned with the Company's executive compensation strategy.
2. Review and approve on an annual basis the corporate goals and objectives with respect to compensation for the chief executive officer. The Committee shall 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, shall 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.

3. 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 Committee shall evaluate the performance of such executive officers and shall 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.
4. 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 Committee shall have and shall exercise all the authority of the Board with respect to the administration of such plans.
5. Oversee the Company's risk management related to the Company's executive compensation program and practices to ensure they align with shareholder interests and satisfy the Company's overall performance objectives and risk management and risk mitigation policies, including ensuring the Company's executive compensation program and practices do not encourage excessive risk-taking.
6. Recommend to the Board the compensation for non-employee Board members. The Committee should annually report to the Board how the Company's director compensation practices compare with those of other similar public corporations.
7. Regularly review the Company's succession planning policies and regularly report to the full Board on any succession planning matters. This includes succession planning for executive officers, including in the event of an emergency.
8. Review and discuss with management the Company's strategies and policies relating to human capital management, including talent management, cultural initiatives, values, and diversity, equity, and inclusion. The Committee shall regularly report to the full Board on human capital management matters.
9. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") and the related executive compensation disclosures to be included in the Company's annual proxy statement and determine whether to recommend to the Board that the CD&A and related executive compensation disclosures be included in Company's annual proxy statement.

10. Produce, review, and approve a committee report on executive compensation to be included in the Company's annual proxy statement or annual report on Form 10-K.
11. Review and recommend to the full Board the Company's submission to shareholders of proposals on executive compensation matters, including the say-on-pay vote and the frequency of such votes.
12. Review this Charter periodically for adequacy and recommend to the Board any necessary changes.
13. 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. Human Capital and Compensation Committee Resources

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to select, retain, and terminate any compensation consultant to assist in the evaluation of executive officer compensation and shall have the sole authority to approve any such consultant's fees and other retention items, 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 Committee shall be directly responsible for the oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. The Company shall provide the Committee with appropriate funding, as determined by the Committee, for payment of compensation to any compensation consultants 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. Prior to the selection of any outside advisor, the Committee must consider the advisor's independence from the Company's management, including all the factors listed in Section 303A of the listing standards of the NYSE.

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.