



**The Accounting and Finance Code of Ethics**  
was amended effective *December 14, 2006*,  
to provide for internal reporting to occur  
directly to the Audit Committee and/or  
to the General Counsel.

**WOLVERINE WORLD WIDE, INC.**  
**ACCOUNTING AND FINANCE**  
**CODE OF ETHICS**

**Introduction**

Members of the Accounting and Finance Team of Wolverine World Wide, Inc. (the “Company”) play an important role in the Company’s financial reporting processes and have responsibility for the accurate and reliable preparation and maintenance of the Company’s financial records and for establishing and maintaining adequate internal control over financial reporting and disclosure controls and procedures. Members of the Accounting and Finance Team fulfill this responsibility by observing lawful, honest, and ethical practices in the conduct of the Company’s business and financial affairs.

**Application**

This Accounting and Finance Code of Ethics (the “Code of Ethics”) applies to the Company’s principal executive officer, principal financial officer and principal accounting officer/controller or persons performing similar functions (collectively, the “Accounting and Finance Team”). The Company has additional policies in place that supplement the rules of conduct in this Code of Ethics. Members of the Accounting and Finance Team are expected to adhere to these other policies as well.

**Purposes of Code**

The purposes of the Code of Ethics are to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to the Company’s General Counsel and/or the Audit Committee of violations of the Code of Ethics; and
- accountability for adherence to the Code of Ethics.

**General Requirement**

All business affairs of the Company are expected to be conducted in compliance with all applicable laws, rules and regulations and in accordance with the highest standards of honesty, integrity and ethical behavior. To that end, members of the Accounting and Finance Team are expected to comply with the following Rules of Conduct.

## Rules of Conduct

Members of the Accounting and Finance Team shall:

- act with honesty and integrity by avoiding (i) conflicts of interest between what is in the best interests of the Company and what could result in personal gain for themselves, and (ii) accepting improper personal benefits as a result of his or her position with the Company;
- comply with all applicable laws, rules and regulations of federal, state, provincial and local governments, and the rules and regulations of regulatory agencies having jurisdiction over the Company;
- act in good faith, responsibly, with due care, competence and diligence, and without misrepresenting material facts or allowing independent judgment to be compromised;
- perform employment responsibilities with a view to providing full, fair, accurate, timely and understandable information, whether in reports and other documents that the Company files with or submits to the SEC or in other public communications made by the Company;
- respect the confidentiality of information acquired in the course of work and refrain from using such information for personal advantage or disclosing such information except when authorized or otherwise legally obligated to disclose such information;
- actively promote ethical behavior among peers in the work environment;
- responsibly use and control Company assets and resources employed by or entrusted to them;
- encourage and reward professional integrity in all aspects of the Company's organization by eliminating barriers to responsible behavior such as coercion and fear of reprisal;
- demonstrate personal support for the principles set forth in the Code of Ethics, whether through periodic communications with Company employees or otherwise;
- take appropriate steps to educate Company employees about any laws, rules or regulations that affect the Company's financial or accounting operations; and
- not take part in transactions or activities that could jeopardize the professional reputation of Accounting and Finance Team members or the Company.

## **Questions, Reporting Violations, Conflicts of Interest and Annual Certifications**

No code can anticipate every situation that may arise. Accordingly, this Code of Ethics is intended to serve as a source of guiding principles. Members of the Accounting and Finance Team are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the General Counsel and/or the Audit Committee.

Any member of the Accounting and Finance Team or other employee of the Company or person who has reasonable cause to believe that (1) a violation of the Code has occurred or may occur, or (2) a transaction or relationship reasonably could be expected to give rise to a conflict of interest, shall promptly report such matters to the Company's General Counsel and/or the Audit Committee. For this purpose, any employee may utilize the "Accounting and Auditing Complaint Procedures" adopted by the Board of Directors. On an annual basis, members of the Accounting and Finance Team shall complete and sign an acknowledgment of their compliance with the Code of Ethics.

## **Consequences of Violations**

The Company expects all members of the Accounting and Finance Team to honor and abide by the Code of Ethics in all respects. Members of the Accounting and Finance Team who violate the Code of Ethics will be appropriately disciplined through action up to and including termination. The Audit Committee of the Board of Directors shall monitor and make determinations and recommend action to the Board of Directors with respect to any violations of the Code of Ethics.

## **Amendments and Waivers**

The Code of Ethics may be amended or waived by the Board of Directors, subject to the provisions of applicable law. Waivers of the Code shall be granted only in exigent circumstances.

Dated: December 14, 2006