

AUDIT COMMITTEE CHARTER
of the
Audit Committee of the
Board of Directors
of
Wolverine World Wide, Inc.

I. GOVERNANCE

This Charter sets forth the basic principles regarding the organization, purpose, authority, duties and responsibilities of the Audit Committee (the “Committee”) of Wolverine World Wide, Inc. (the “Company”) and has been approved by the Company’s Board of Directors. The Committee shall review the adequacy of this Charter at least annually and recommend any proposed changes to the Board of Directors for approval.

II. ORGANIZATION

The Committee shall consist of at least three directors appointed by the Board of Directors upon the recommendation of the Company’s Governance Committee. One Committee member shall be designated by the Board of Directors as Chairperson. All Committee members shall be independent under the New York Stock Exchange (“NYSE”) definition of “independence” for directors and audit committee members and independence standards adopted by the Board, as determined by the Board. All Committee members shall be financially literate or shall become financially literate within a reasonable period of time after appointment to the Committee, as determined by the Board of Directors. At least one member shall be an “audit committee financial expert,” as determined by the Board in accordance with Securities and Exchange Commission (“SEC”) rules. A Committee member may be removed for any reason by the Board of Directors.

The Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but not less than quarterly.

III. STATEMENT OF PURPOSE

The Committee shall (a) represent and assist the Board of Directors in fulfilling its oversight responsibility regarding (i) the integrity of the Company’s financial statements and the financial reporting process, (ii) the Company’s systems of internal accounting and financial controls, (iii) the performance of the internal audit function and the independent auditors, (iv) the qualifications and independence of the independent auditors, (v) the annual independent audit of the Company’s financial statements, and (vi) the Company’s compliance with legal and regulatory requirements and (b) prepare the audit committee report required by the SEC rules to be included in the Company’s annual proxy statement. In so doing, it is the responsibility of the Committee to maintain open communication between the Committee, the independent auditors, the internal finance staff and the management of the Company.

IV. AUTHORITY, DUTIES AND RESPONSIBILITIES

The Committee's authority, duties and responsibilities shall include the following:

- Be directly responsible, in its capacity as a committee of the Board of Directors, to appoint and retain (subject to ratification by the Company's stockholders), compensate, oversee, evaluate and, if appropriate, terminate the independent auditors, which shall report directly to the Committee;
- Approve in advance all audit and permissible non-audit services to be provided by the independent auditors and establish policies and procedures for the engagement of the independent auditors to provide audit and permissible non-audit services;
- Annually review the performance, effectiveness, objectivity, and independence of the independent auditors and the internal audit function, including a review and evaluation of the lead partner of the independent auditors, and report the Committee's conclusions to the Board of Directors;
- Obtain and review at least annually a report from the independent auditors describing: (a) the auditing firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;
- Obtain and review, at least annually, a report from the independent auditors regarding the auditors' independence, consistent with applicable rules adopted by the Public Company Accounting Oversight Board;
- Annually assess auditor independence, considering all relationships between the independent auditors and the Company, or individuals in financial reporting oversight roles at the Company, that may reasonably be thought to bear on the auditors' independence, and discuss with the auditors the potential effects of any such relationships on the auditors' independence;
- Discuss with the internal financial staff and the independent auditors the overall scope and plans for their respective audits, including the adequacy of staffing and compensation. The Committee shall review any identified audit problems or difficulties and discuss management's response;
- Receive reports from management, the internal finance staff and the independent auditors regarding, and review and discuss the adequacy and effectiveness of, the Company's internal control over financial reporting;

- Receive reports from management regarding, and review and discuss the adequacy and effectiveness of, the Company's disclosure controls and procedures;
- Review the Company's policies and systems with respect to risk assessment and risk management and discuss with management and the independent auditors significant risks or exposures and the steps taken by management to resolve them;
- Meet separately, periodically with management, the internal auditors (or other personnel responsible for the internal audit function), the independent auditors, and the General Counsel;
- Meet to review with management and the independent auditors the Company's interim financial statements, including the specific disclosures in the Company's "Management's Discussion and Analysis of Financial Condition and Results of Operations" ("MD&A") to be included in SEC Quarterly Reports on Form 10-Q. The Committee shall review with the independent auditors the results of the quarterly reviews and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards and applicable rules and regulations;
- Meet to review with management and the independent auditors the Company's annual audited financial statements, including the specific disclosures in the Company's MD&A, to be included in SEC Annual Reports on Form 10-K (or annual reports to stockholders if distributed prior to the filing of Form 10-K). The Committee shall review with the independent auditors the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards and applicable rules and regulations;
- Recommend to the Board of Directors whether the Company's audited financial statements should be included in the Company's Annual Report on Form 10-K.
- Establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting or auditing matters;
- Review with management and the independent auditors the Company's earnings press releases and financial information and earnings guidance provided by the Company to analysts and rating agencies;

- Prepare the Audit Committee report required by the rules of the SEC to be included in the Company's annual proxy statement;
- Establish Company hiring policies for employees and former employees of independent auditors for the Company;
- Engage consultants and advisors at the expense of the Company to assist the Committee as it deems necessary in the performance of its functions. The Committee shall have sole authority to retain and terminate any consultants and advisors and to approve all fees and other retention terms, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such consultants and advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties;
- Oversee the Company's compliance systems with respect to legal and regulatory requirements and review the Company's codes of conduct and programs to monitor compliance with such codes;
- Establish sub-committees of the Committee in its discretion and delegate such powers and authority as determined by the Committee;
- Conduct and discuss with the Board of Directors an annual performance evaluation of the Committee, including the Committee's adherence to this Charter;
- Provide the Board of Directors with regular reports regarding the Committee's decisions, actions and recommendations.

Last Amended: October 9, 2009