

# Charter of the Compensation Committee of the Board of Directors of Wolverine World Wide, Inc.

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## 1. Governance

This Charter sets forth the basic principles regarding the organization, purpose, authority, duties and responsibilities of the Compensation 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.

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## 2. 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 definition of “independence” for directors and compensation committee members and independence standards adopted by the Board of Directors, as determined by the Board of Directors. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code. 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 three times per year.

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## 3. Statement of Purpose

The Committee shall assist the Board of Directors in (i) discharging its responsibilities relating to the compensation of the Company’s executives, and (ii) fulfilling its responsibilities relating to the Company’s compensation and benefit programs and policies, including the powers and authorities vested in the Committee under the compensation and stock incentive plans of the Company.

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#### **4. Authority, Duties and Responsibilities**

The Committee's authority, duties and responsibilities shall include having direct responsibility to:

- » Oversee the Company's overall compensation structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and employees;
- » Oversee the risks associated with management resources, organization structure, and succession planning, hiring, development and retention processes, and oversee the assessment of the risks associated with the Company's compensation structure, policies and programs;
- » Administer and make recommendations to the Board of Directors with respect to incentive compensation plans, including stock incentive plans, of the Company;
- » Assess the results of the Company's most recent advisory vote on executive compensation;
- » Review and approve corporate and personal goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the performance of the Chief Executive Officer in light of those goals and objectives, and, together with the other independent Directors, approve the compensation of the Chief Executive Officer based on the evaluation;
- » Oversee the evaluation of other elected corporate officers and other executives, and review and approve their compensation;
- » Make stock incentive grants and determine the terms and conditions of any equity compensation or stock incentive arrangements;
- » Review and discuss with management the Company's Compensation Discussion and Analysis and related disclosures required by the rules of the Securities and Exchange Commission ("SEC") to be included in the Company's annual report and proxy statement, recommend to the Board based on the review and discussions whether the Compensation Discussion and Analysis should be included in the annual report and proxy statement, and oversee the preparation of the Compensation Committee report required by applicable SEC rules to be included in the Company's annual report and proxy statement;
- » Review and approve the design of benefit plans pertaining to executives;
- » Review and recommend employment agreements and severance arrangements for executives, including change-in-control provisions, plans or agreements;
- » Establish stock ownership guidelines for directors and executive officers and monitor compliance with the guidelines;

- » Consider and recommend to the Board of Directors the frequency of the Company's advisory vote on executive compensation;
- » 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 the authority, in its sole discretion, to retain and terminate and obtain the advice of any consultants and advisors, and to approve all fees and other retention terms for any consultants and advisors retained by the Committee, and shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to any such consultants and advisors;
- » Be directly responsible for the appointment, compensation and oversight of the work of any consultants and advisors retained by the Committee, and assess the independence of any consultants or advisors (whether retained by the Committee or management) that provide advice to the Committee in accordance with the New York Stock Exchange listing standards;
- » At least annually, assess whether the work of compensation consultants involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement;
- » Establish subcommittees 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; and
- » Provide the Board of Directors with regular reports regarding the Committee's decisions, actions and recommendations.

Last Amended: October 9, 2013