

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

1. Governance

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

2. Organization

The Committee shall consist of at least three directors appointed by the Board of Directors upon the recommendation of the 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” and independence standards adopted by the Board, as determined by the Board. 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.

3. Statement of Purpose

The Committee shall assist the Board of Directors in fulfilling its responsibilities on matters and issues related to the Company’s corporate governance practices, including, (i) engaging in succession planning for the Board of Directors, and identifying and recommending qualified individuals to become Board members, consistent with criteria approved by the Board, (ii) recommending director candidates for election at the annual meeting of stockholders, (iii) making recommendations regarding the composition and duties of the Board of Directors and its committees, (iv) developing and recommending the Company’s corporate governance guidelines, (v) overseeing the evaluation of the Board and (vi) performing a leadership role in shaping the Company’s corporate governance.

4. Authority, Duties and Responsibilities

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

- » Engage in succession planning for the Board of Directors and key leadership roles on the Board of Directors and its committees.
- » Review with the Board of Directors, on an annual basis, the composition of the Board of Directors as a whole to assess the skills and characteristics that are currently represented on the Board of Directors, and in incumbent Board members, as well as the skills and characteristics desired of Board members in the context of the current make-up of the Board of Directors and the anticipated needs of the Board of Directors and the Company.
- » Establish and recommend to the Board of Directors qualification standards for membership on the Board of Directors and its committees consistent with the criteria set forth in applicable rules and regulations, the various committee charters and the corporate governance guidelines.
- » Lead the search for individuals qualified to become members of the Board of Directors and review the qualifications of candidates for election to the Board of Directors;
- » Establish procedures for the consideration of candidates for election to the Board of Directors recommended for the Committee's consideration by the Company's stockholders;
- » Recommend to the Board of Directors the Company's nominees for election or reelection by the stockholders at the annual meeting, and to fill vacancies and newly created directorships on the Board of Directors;
- » Recommend to the Board of Directors qualified individuals to serve as committee members and chairpersons on the various Board committees;
- » Develop and recommend to the Board of Directors corporate governance guidelines, review the guidelines on an annual basis, and recommend any changes to the guidelines as necessary;
- » Annually review the Board's leadership structure with the independent directors, and, as appropriate, make recommendations to the independent directors regarding the appointment of the Lead Director;
- » Develop and recommend to the Board guidelines, in accordance with applicable rules and regulations, to be applied when assessing the "independence" of directors;
- » Review related person transactions, as defined in applicable Securities and Exchange Commission rules, and establish policies and procedures for the review, approval and ratification of related person transactions;

- » Oversee the Company's management of risks related to the Company's governance structure and processes and related person transactions;
- » Annually review the compensation of directors for service on the Board of Directors and committees and make recommendations to the Board of Directors regarding such compensation;
- » Annually review and make recommendations to the Board of Directors concerning the structure, composition and functioning of the Board of Directors and its committees and recommend to the Board of Directors, committee members and chairpersons;
- » Review and recommend to the Board of Directors retirement and other tenure policies for directors;
- » Review directorships in other public companies held or offered to directors and Company employees;
- » Develop and recommend to the Board of Directors for its approval an annual self-evaluation process for the Board, its committees and individual directors, and oversee the evaluation process;
- » Engage consultants and advisors at the expense of the Company to assist the Committee as it deems necessary in the performance of its functions;
- » 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.

5. Consultants and Advisors

The Committee shall have the sole authority to retain and terminate any consultants and advisors, including any search firm to be used to identify director candidates, and to approve all fees and other retention terms.

Last amended: May 02, 2019