

**As Amended  
December 12, 2003**

**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
SHOE CARNIVAL, INC.**

**Purpose**

The Nominating and Corporate Governance Committee is appointed by the Board of Directors (the "Board") of Shoe Carnival, Inc. (the "Company") (1) to assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the each annual meeting of shareholders; (2) to develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company; (3) to lead the Board in its annual review of the Board's performance; and (4) to recommend to the Board director nominees for each committee.

**Committee Membership**

The Nominating and Corporate Governance Committee shall consist of at least three directors. The members of the Nominating and Corporate Governance Committee shall meet the independence requirements of the Nasdaq Stock Market.

The members of the Nominating and Corporate Governance Committee and the Chair of the Nominating and Corporate Governance Committee shall be appointed and replaced by the Board.

**Committee Authority and Responsibilities**

1. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
2. The Nominating and Corporate Governance Committee shall assess the need for new directors of the Company on an ongoing basis, including identifying any specific needs in terms of industry or professional background, or independence standards, for nominees. The Nominating and Corporate Governance Committee shall identify possible nominees who meet specified objectives in terms of the composition of the Board, taking into account such factors as geographic, occupational, gender, race and age diversity. The Nominating and Corporate Governance Committee shall, when deemed appropriate, actively seek individuals qualified to become board members for recommendation to the Board

3. The Nominating and Corporate Governance Committee shall approve and recommend to the Board the director nominees for each annual meeting of shareholders and the director to serve as Chairman of the Board. The Nominating and Corporate Governance Committee shall also recommend to the Board director nominees and the Chair for each committee of the Board.
4. The Nominating and Corporate Governance Committee shall receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year. The Nominating and Corporate Governance Committee shall lead the evaluation of Board members by examining such factors as experience, business judgment, integrity, time and commitment, shareholdings, teamwork and independence.
5. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of the Company's Corporate Governance Guidelines and recommend any proposed changes to the Board for approval. The Nominating and Corporate Governance Committee shall perform the duties and functions set forth in the Corporate Governance Guidelines.
6. The Nominating and Corporate Governance Committee shall meet at least two times annually, or more frequently as circumstances dictate. The Nominating and Corporate Governance Committee shall meet at least once prior to the time when nominees for the Board are to be determined for inclusion in the proxy statement for the Company's annual meeting of shareholders.
7. The Nominating and Corporate Governance Committee may form and delegate authority to subcommittees when appropriate.
8. The Nominating and Corporate Governance Committee shall make regular reports to the Board.
9. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
10. The Nominating and Corporate Governance Committee shall annually review its own performance.