

STAGE STORES, INC.
AUDIT COMMITTEE CHARTER

A. Purpose

The Audit Committee (“Committee”) is a standing committee of the Board of Directors (“Board”) of Stage Stores, Inc. (“Company”). The Committee’s purpose is to: (1) assist the Board in its oversight of (a) the integrity of the Company’s financial statements, (b) the Company’s compliance with legal and regulatory requirements, (c) the qualifications and independence of the Company’s independent registered public accounting firm, and (d) the performance of the Company’s internal audit function and independent registered public accounting firm; and (2) prepare the disclosure required by Item 407(d)(3) of Regulation S-K (Audit Committee Report).

While the Committee has the responsibilities and powers set forth in this Charter, the Committee may rely on the expertise and knowledge of management, the internal auditors and the Company’s independent registered public accounting firm to the extent deemed appropriate by the Committee in carrying out its oversight responsibilities.

B. Membership

The Committee shall consist of at least three directors. Each member of the Committee shall: (1) meet the independence requirements of the New York Stock Exchange (“NYSE”), (2) satisfy the independence requirements prescribed by Section 10A of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and the rules promulgated by the United States Securities and Exchange Commission (“SEC”) thereunder; (3) be free of any relationship that, in the opinion of the Board, may interfere with the exercise of such member’s independence from management and the Company; and (4) satisfy any other standards of independence that may from time to time be in effect and apply to the Committee.

Committee members shall be appointed, and may be removed, by the Board based upon the recommendation of the Corporate Governance and Nominating Committee (“CGNC”) of the Board. One member of the Committee shall be appointed Chair of the Committee by the Board based upon the recommendation of the CGNC.

Each member of the Committee must be financially literate or must become financially literate within a reasonable time after his or her appointment to the Committee, as required by Section 303A.07 of the NYSE Listed Company Manual. At least one member of the Committee must be an “audit committee financial expert,” as defined under Item 407(d)(5) of Regulation S-K and as determined by the Board.

If a Committee member serves on the audit committee of more than two other public companies, such member shall promptly inform the Committee and the Committee shall recommend to the Board, and the Board shall determine, whether such simultaneous service would impair the ability of such member to effectively serve on the Committee.

C. Meetings and Actions

The Committee shall meet as frequently as circumstances require, but in any event at least four times each year. Committee meetings shall be led by the Chair or by his or her designee if the Chair is unable to attend. Committee meetings may be called by the Chairman of the Board, the Company's Chief Executive Officer or any member of the Committee. No specific notice of a meeting of the Committee is required. The Chair shall establish an agenda for each Committee meeting and a copy of the agenda shall be provided to each Committee member prior to the meeting.

A majority of the members shall constitute a quorum. The Committee may act on the affirmative vote of a majority of the members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of a meeting.

Minutes shall be taken for each Committee meeting and shall be approved at a subsequent meeting of the Committee. The Committee shall designate a secretary for each meeting to record minutes. The secretary does not need to be a Committee member. The Committee may ask members of management or others to attend Committee meetings and may provide pertinent information to them, as the Committee deems necessary.

The Committee shall periodically meet in separate executive sessions with management, the internal auditors and the Company's independent registered public accounting firm, and as a committee, to discuss any matters that the Committee or any of those groups believe should be discussed. In addition, the Committee should communicate with management and the independent registered public accounting firm on a quarterly basis to review the Company's financial statements and significant findings based upon the independent registered public accounting firm's limited review procedures.

D. Authority

The Committee's authority is as follows:

1. The Committee shall have the sole authority to appoint, retain and terminate the Company's independent registered public accounting firm. The Committee shall be directly responsible for the compensation and oversight of the work of the Company's independent registered public accounting firm (including resolution of disagreements between management and the independent registered public accounting firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. The Company's independent registered public accounting firm shall report directly to the Committee.
2. The Committee is authorized to conduct any investigation appropriate to fulfilling its responsibilities and duties and it has direct access to all individuals in the Company.
3. The Committee is authorized to fully and directly access the independent registered public accounting firm, all individuals in the Company and any and all information and records of the Company.

4. The Committee is authorized to discharge its responsibilities and duties consistent with Section F (Resources) of this Charter.
5. While the Committee has the responsibilities, duties and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles ("GAAP"), applicable rules and regulations. These are the responsibilities of the Company's management and its independent registered public accounting firm.

E. Responsibilities and Duties

The Committee's responsibilities and duties are as follows:

1. Review Procedures

- a. Review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent registered public accounting firm and the performance of the internal audit function.
- b. Review and discuss with management and the Company's independent registered public accounting firm: (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (ii) analyses prepared by management and/or the Company's independent registered public accounting firm setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (iii) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- c. Discuss the Company's earnings press releases and other financial information and earnings guidance provided to analysts and rating agencies. These discussions, which may be general in nature, should address the types of information to be disclosed and the types of presentation to be made and pay particular attention to any use of *pro forma* or adjusted non-GAAP information. Following these discussions, each earnings release or other instance in which the Company provides earnings guidance need not be further discussed in advance.
- d. Review and discuss with management and the independent registered public accounting firm the Company's annual audited financial statements and quarterly financial statements prior to the filing of the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q, respectively, including reviewing the Company's specific disclosures under "Management's Discussion and Analysis of

Financial Condition and Results of Operations.”

- e. Review and discuss with management and the Company’s independent registered public accounting firm the Company’s internal controls report and the independent registered public accounting firm’s attestation report prior to the filing of the Company’s Annual Report on Form 10-K.
- f. Review and discuss with management, the Company’s independent registered public accounting firm and the Company’s internal auditors the integrity of the Company’s financial reporting processes and controls. Review significant findings prepared by the independent registered public accounting firm and the internal auditors together with management’s responses. The scope of this review should at a minimum include a discussion of significant deficiencies and material weaknesses in internal controls and any fraud, by management, whether or not material, as reported by management, the internal auditors or the independent registered public accounting firm.
- g. Review with legal counsel any legal or regulatory matters that may have a material impact on the financial statements or the Company’s compliance policies and internal controls.
- h. Review and discuss the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company’s risk assessment and risk management policies.
- i. Review and approve or ratify all related party transactions involving the Company in accordance with the Company’s Corporate Governance Guidelines.

2. *Independent Registered Public Accounting Firm*

- a. Before the engagement of the Company’s independent registered public accounting firm and at least annually thereafter, review and discuss with the independent registered public accounting firm the firm’s written communications to the Committee regarding the relationships between the firm and the Company that, in the firm’s professional judgment, may reasonably be thought to bear on its independence and affirm in writing to the Committee that the firm is independent.
- b. Review and discuss with the Company’s independent registered public accounting firm: (i) all critical accounting policies and practices to be used by the Company; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent registered public accounting firm; and (iii) other material written communications between the independent registered public accounting firm and management, such as any management letter or schedule of unadjusted differences.

- c. Review and discuss with the Company's independent registered public accounting firm any audit problems or difficulties the firm encountered in the course of the audit work (including any restrictions on the scope of the firm's activities or on access to requested information) and management's response, and any significant disagreements with management.
- d. Obtain and review a report, at least annually, from the Company's independent registered public accounting firm describing: (i) the firm's internal quality-control procedures; (ii) 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; (iii) any steps taken to deal with any such issues; and (iv) all relationships between the independent registered public accounting firm and the Company.
- e. Evaluate the qualifications, performance and independence of the Company's independent registered public accounting firm, including considering whether the independent registered public accounting firm's quality controls are adequate and whether the provision of any non-audit services is compatible with maintaining the auditors' independence, and taking into account the opinions of management and the internal auditors. Present the Committee's conclusions with respect to the qualifications, performance and independence of the independent registered public accounting firm to the Board.
- f. Require the Company's independent registered public accounting firm to submit on a periodic basis to the Committee a formal written statement delineating all relationships between the firm and the Company, consistent with Independence Standards Board Standard No. 1, *Independence Discussions with Audit Committees*, as modified or supplemented. The Committee is also responsible for actively engaging in a dialogue with the independent registered public accounting firm with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent registered public accounting firm and recommending that the Board take appropriate action in response to the independent registered public accounting firm's report to satisfy itself of the firm's independence.
- g. Review and evaluate the lead partner of the Company's independent registered public accounting firm. Ensure the rotation of the audit partners as required by law. Consider whether, in order to ensure continuing auditor independence, there should be a regular rotation of the independent registered public accounting firm from time to time.
- h. Discuss with the Company's independent registered public accounting firm any matters required to be discussed by Statement on Auditing Standards No. 114 (*The Auditor's Communications With Those Charged With Governance*).
- i. Set policies for the Company's hiring of employees or former employees of the

Company's independent registered public accounting firm.

- j. Meet with the Company's independent registered public accounting firm prior to the audit to discuss the audit plan, including scope, staffing, locations, reliance upon management and internal audit and general audit approach.
- k. Review and pre-approve all auditing services and permitted non-audit services to be performed for the Company or any of its subsidiaries by the independent registered public accounting firm (other than with respect to *de minimis* exceptions for non-audit services permitted by applicable laws, rules and regulations). The Committee shall review and discuss with the independent registered public accounting firm any documentation supplied by the firm as to the nature and scope of any tax services to be approved, as well as the potential effects of the provision of such services on the firm's independence. The Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals of auditing services and permitted non-audit services, provided that the decisions of any Committee member to grant pre-approvals shall be presented to the full Committee at each of its scheduled meetings.
- l. Discuss with the independent registered public accounting firm material issues on which the national office of the firm was consulted by the Company's audit team.
- m. Meet with the independent registered public accounting firm prior to the audit to discuss the planning and staffing of the audit.

3. *Internal Audit*

- a. Establish a direct line of communication with the head of internal audit.
- b. Review the appointment and replacement of the head of internal audit.
- c. Discuss the internal audit plan with the Company's independent registered public accounting firm and management, and review the status of the internal audit plan with the head of internal audit.
- d. Review the significant reports to management prepared by internal audit and management's responses.
- e. Review and discuss with the Company's independent registered public accounting firm the responsibilities, budget and staffing of the Company's internal audit function.

4. *Other*

- a. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submission by employees of

the Company of concerns regarding questionable accounting or auditing matters.

- b. Review and reassess the adequacy of this Charter on an annual basis, and recommend any proposed changes to the Board for approval.
- c. Conduct an annual performance evaluation of the Committee.
- d. Prepare the Committee report to be included in the Company's annual proxy statement and any other information related to the responsibilities of the Committee required to be disclosed under the rules of the SEC and NYSE.
- e. Make regular reports to the Board.
- f. Perform the other responsibilities and duties specifically delegated to the Committee by the Board.

F. Resources

The Committee shall have the resources and authority to discharge its responsibilities and duties, including the authority to select, retain and terminate, from time to time and at the Company's expense, independent legal, accounting or other advisors. The Company must provide for appropriate funding, as determined by the Committee, for the payment of (1) compensation to the Company's independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, (2) compensation to any advisors employed by the Committee, and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities and duties.

G. Delegation

The Committee may, in its discretion, form and delegate authority and duties to subcommittees.

Approved December 17, 2015.