

STAGE STORES, INC.
COMPENSATION COMMITTEE CHARTER

A. Purpose

The Compensation Committee (“Committee”) is a standing committee of the Board of Directors (“Board”) of Stage Stores, Inc. (“Company”). The Committee’s purpose is to: (1) discharge the responsibilities of the Board relating to the compensation of the Company’s Chief Executive Officer (“CEO”) and other “executive officers” (as such term is defined pursuant to Rule 3b-7 under the Securities Exchange Act of 1934, as amended); and (2) perform the responsibilities and duties of the Committee set forth below.

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) qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, (3) satisfy the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, 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.

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 CEO 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.

D. Responsibilities and Duties

The Committee's responsibilities and duties are as follows:

1. Review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives and, either as a committee or together with the other independent directors, determine and approve the CEO's compensation level based on this evaluation. In determining the incentive components of CEO compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years.
2. Review the performance of the CEO and other executive officers and approve, either as a committee or together with the other independent directors, the annual base salaries, incentive opportunities and equity compensation of the CEO and other executive officers.
3. Oversee the Board's annual performance evaluation of the CEO in accordance with the procedures set forth in the Company's Corporate Governance Guidelines.
4. Evaluate and approve all compensation plans, policies and programs as they affect the CEO and other executive officers.
5. Make recommendations to the Board with respect to the Company's incentive compensation and equity-based plans that are subject to Board approval.
6. Discharge any responsibilities and duties with respect to the Company's incentive compensation plans, equity-based plans, pension plans, profit-sharing plans, benefit plans and other plans and programs delegated to the Committee by the Board or as provided by the provisions of such plans and programs.
7. Review and approve the terms and conditions of any new employment contract or severance or change in control arrangement, or approve the amendment of any existing such contract or arrangement, between the Company and the CEO or any of the other executive officers of the Company.
8. Review and monitor incentive compensation arrangements to confirm that incentive pay policies and practices do not encourage unnecessary risk taking and review and discuss with the Company's management any disclosures required by Securities and Exchange Commission ("SEC") rules and regulations relating to the Company's compensation risk management, including, without limitation, whether and the extent to which the Company compensates and incentivizes its employees in ways that may create risks that are reasonably likely to have a material adverse effect on the Company.
9. Prepare and furnish the annual Committee report for inclusion in the Company's proxy statement in compliance with Item 407(e)(5) of Regulation S-K.
10. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") required by SEC rules and regulations to be included in the Company's proxy

statement and annual report on Form 10-K and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.

11. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.
12. Make regular reports to the Board.
13. Conduct an annual performance evaluation of the Committee.
14. Review and reassess the adequacy of this Charter on an annual basis, and recommend any proposed changes to the Board for approval.
15. Perform the other responsibilities and duties specifically delegated to the Committee by the Board.

E. Resources

The Committee shall have the sole authority to retain and terminate (or obtain the advice of) any compensation consultant, independent legal counsel or other advisor to assist it in the performance of its duties, but only after taking into consideration all factors relevant to the advisor's independence from management, including those factors specified in Section 303A.05(c) of the NYSE Listed Company Manual. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other advisor retained by the Committee, and shall have sole authority to approve the advisor's fees and the other terms and conditions of the advisor's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, independent legal counsel or other advisor retained by the Committee.

F. Delegation

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

Approved December 17, 2015.