

STAGE STORES, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

A. Purpose

The Corporate Governance and Nominating Committee (“Committee”) is a standing committee of the Board of Directors (“Board”) of Stage Stores, Inc. (“Company”). The Committee’s purpose is to: (1) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company (“Guidelines”); (2) identify qualified candidates for nomination as directors to the Board who meet the criteria for Board membership approved by the Board; (3) oversee the annual evaluation of the performance of the Board, the committees of the Board, the directors and management; (4) recommend to the Board director nominees for the next annual meeting of shareholders and for each committee of the Board; and (5) 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”) and (2) 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 Committee. One member of the Committee shall be appointed Chair of the Committee by the Board based upon the recommendation of 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 (“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. Develop and periodically evaluate the adequacy of the Guidelines and the Company's corporate governance procedures, and recommend any proposed changes to the Board for the approval.
2. Establish qualifications, desired background and selection criteria for members of the Board. In so doing, the Committee may consider any factors it deems appropriate.
3. Identify, recruit and recommend potential candidates for nomination as directors.
4. Annually review and evaluate director performance with input from the directors.
5. Annually review and evaluate the performance of the Board and its committees.
6. Annually, or more frequently if the Committee deems it appropriate, evaluate and make recommendations to the Board concerning the structure, operation and membership of the Board committees to ensure compliance with the Guidelines, the committee charters and applicable laws and regulations.
7. Annually, or more frequently if the Committee deems it appropriate, review and evaluate the adequacy of this Charter and the charters of the other Board committees, and recommend any proposed changes to the Board for approval.
8. Annually, or more frequently if the Committee deems it appropriate, review the (a) emergency succession plan for the Company's CEO and (b) planned succession for the Company's 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 report to the Board regarding such plans.
9. Annually, or more frequently if the Committee deems it appropriate, review and recommend to the Board director and officer insurance coverage.
10. Biannually, or more frequently if the Committee deems it appropriate, evaluate and make recommendations to the Board concerning director compensation.
11. Make regular reports to the Board.
12. Perform the other responsibilities and duties specifically delegated to the Committee by the Board.

E. Resources

The Committee shall have the resources and authority to discharge its responsibilities and duties, including the sole authority to select, retain and terminate, from time to time and at the Company's expense, search firms and other experts, consultants and advisors (including legal and accounting

advisors) as the Committee deems appropriate to assist in identifying and recruiting potential directors for nomination, in evaluating director compensation and benefits and in fulfilling Committee's responsibilities and duties, including the sole authority to approve the fees and other retention terms of the search firms or other experts, consultants or advisors. The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities and duties and it has direct access to all individuals in the Company.

F. Delegation

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

Approved December 17, 2015.