

Shoe Carnival Inc.

Shoe Carnival Inc., 7500 E. Columbia St., Evansville 47715, operates 367 shoe stores in 32 states and Puerto Rico, in addition to selling through its website, shoecarnival.com. In the six months ended Aug. 3, 2013, the company earned \$15.4 million, or 76 cents per share, on sales of \$448.7 million. In the same period a year earlier, Shoe Carnival earned \$13.9 million, or 68 cents per share, on sales of \$404.8 million. The company's shares trade on NASDAQ under the ticker SCVL. Information for Proxy Corner was taken from Yahoo Finance and from the company's proxy statement dated May 3, 2013.

| VALUE | 10/21/13 | 10/22/12 |
|-------------------------------------|-----------------|-----------------|
| Number of common shares outstanding | 20.5 million | 20.0 million |
| Market value of one common share | \$27.30 | \$23.60 |
| Market value of common stock | \$559.4 million | \$472.0 million |

NOTEWORTHY CONTROL

Royce & Associates LLC

Number of shares: 3,068,999
Percentage of shares: 15.0

Dimensional Fund Advisors LP

Number of shares: 1,550,104
Percentage of shares: 7.6

EXECUTIVE COMPENSATION

| | Total '12 compensation | Salary Bonus | Stock and option grants (1) | All other pay (2) | % change (3) |
|--|---------------------------|----------------------|--------------------------------|----------------------|--------------|
| Clifton Sifford CEO, merchandising officer, president | \$2,182,416 | \$495,769 \$0 | \$1,259,941 | \$426,706 | 119.0 |
| W. Kerry Jackson chief financial officer and operating officer | \$2,053,501 | \$477,308 \$0 | \$1,158,091 | \$418,102 | 113.0 |
| Timothy Baker executive vice president | \$1,823,671 | \$465,000 \$0 | \$956,816 | \$401,855 | 101.8 |
| Carl Scibetta executive vice president | \$403,485 | \$47,115 \$50,000 | \$280,000 | \$26,370 | NA |
| Kathy Yearwood chief accounting officer, controller | \$467,481 | \$204,760 \$0 | \$145,585 | \$117,136 | 24.6 |
| Mark Lemond former CEO, president | \$2,928,320 | \$204,760 \$0 | \$661,751 | \$1,578,742 | 72.1 |

(1) Grant date fair value of stock and options awards, as calculated in company's proxy statement in its grant of plan-based awards table.

(2) Includes non-equity incentive plan compensation, above-market or preferential earnings on deferred compensation and all other annual compensation.

(3) Percentage increase or decrease in executive's total compensation vs. previous year.

DIRECTORS

Clifton Sifford, 59

Occupation: CEO, chief merchandising officer, president of company
Number of common shares: 152,187
Previous year: NA

James Aschleman, 68

Occupation: retired partner of Faegre Baker Daniels
Number of common shares: 851
Previous year: 0

J. Wayne Weaver, 78

Occupation: chairman of company, managing member of LC Footwear LLC, former CEO of Jacksonville Jaguars
Number of common shares: 4,999,844
Previous year: 3,333,230

Gerald Schoor, 78

Occupation: self-employed merchant banker
Number of common shares: 20,405
Previous year: 13,036

Kent Kleeberger, 61

Occupation: executive vice president of Chico's FAS Inc.
Number of common shares: 11,405
Previous year: 7,036

Joseph Wood, 65

Occupation: self-employed footwear industry consultant
Number of common shares: 851
Previous year: 0