

# Shoe Carnival Inc.

Shoe Carnival Inc., 7500 E. Columbia St., Evansville 47715, operates 404 shoe stores in 33 states and Puerto Rico, in addition to selling through its website, shoecarnival.com. In the first nine months of fiscal 2014, the company earned \$22.6 million, or \$1.12 per share, on sales of \$712.5 million. In the same period a year earlier, Shoe Carnival earned \$26.3 million, or \$1.29 per share, on sales of \$684.5 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 5, 2014.

VALUE	12/2/14	12/2/13
Number of common shares outstanding	20.7 million	20.5 million
Market value of one common share	\$23.37	\$28.71
Market value of common stock	\$491.2 million	\$588.6 million

## NOTEWORTHY CONTROL

### J. Wayne Weaver and Delores B. Weaver

Number of shares: 4,999,844  
Percentage of shares: 24.2

### Wellington Management Co.

Number of shares: 2,276,196  
Percentage of shares: 11.1

### Royce & Associates LLC

Number of shares: 2,952,899  
Percentage of shares: 14.4

### Dimensional Fund Advisors LP

Number of shares: 1,592,696  
Percentage of shares: 7.8

## EXECUTIVE COMPENSATION

	Total '13 compensation	Salary Bonus	Stock and option grants (1)	All other pay (2)	% change (3)
<b>Clifton Sifford</b> CEO, chief marketing officer, president	\$1,424,339	\$574,039 \$0	\$616,200	\$234,100	-34.7
<b>W. Kerry Jackson</b> chief financial officer and operating officer	\$1,067,584	\$520,000 \$0	\$410,800	\$136,884	-48.0
<b>Timothy Baker</b> executive vice president	\$938,749	\$500,000 \$0	\$308,100	\$130,649	-48.5
<b>Carl Scibetta</b> executive vice president	\$790,884	\$350,000 \$18,341	\$308,100	\$114,443	96.0
<b>Kathy Yearwood</b> chief accounting officer, controller	\$403,007	\$214,616 \$0	\$154,050	\$34,341	-13.8

(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, 60

Occupation: CEO, chief merchandising officer,  
president of company

Number of common shares: 182,322

Previous year: 152,187

### James Aschleman, 69

Occupation: retired partner  
of Faegre Baker Daniels

Number of common shares: 2,676

Previous year: 851

### J. Wayne Weaver, 79

Occupation: chairman of company, former  
CEO of Nine West Group Inc. and NFL's  
Jacksonville Jaguars

Number of common shares: 4,999,844

Previous year: 4,999,844

### Gerald Schoor, 79

Occupation: self-employed merchant banker

Number of common shares: 22,230

Previous year: 20,405

### Kent Kleeberger, 62

Occupation: executive vice president  
of Chico's FAS Inc.

Number of common shares: 13,230

Previous year: 11,405

### Joseph Wood, 66

Occupation: self-employed footwear industry  
consultant

Number of common shares: 2,676

Previous year: 851

All officers and directors as a group (10 people) control 5,558,698 shares, or 26.9 percent of the total. In the previous year, all officers and directors as a group (10 people) controlled 5,464,672 shares, or 26.7 percent of the total.