

# Shoe Carnival Inc.

Shoe Carnival Inc., 7500 E. Columbia St., Evansville 47715, operates 418 shoe stores in 35 states and Puerto Rico, in addition to selling through its website, shoecarnival.com. In Shoe Carnival's first fiscal quarter, which ended April 29, the company earned \$8.2 million, or 48 cents per share, on sales of \$253.4 million. In the same period a year earlier, it earned \$10.7 million, or 56 cents per share, on sales of \$260.5 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 9, 2017.

<b>VALUE</b>	<b>8/31/17</b>	<b>8/31/16</b>
Number of common shares outstanding	17.2 million	19.8 million
Market value of one common share	\$20.10	\$27.23
Market value of common stock	\$345.7 million	\$539.2 million

## **NOTEWORTHY CONTROL**

### **J. Wayne Weaver and Delores Weaver**

Number of shares: 4,999,844

Percentage of shares: 28.6

### **BlackRock Inc.**

Number of shares: 1,590,371

Percentage of shares: 9.1

### **Royce & Associates LLC**

Number of shares: 1,981,919

Percentage of shares: 11.3

### **Wellington Management Group LLP**

Number of shares: 888,406

Percentage of shares: 5.1

### **Dimensional Fund Advisors LP**

Number of shares: 1,610,655

Percentage of shares: 9.2

## **EXECUTIVE COMPENSATION**

	<b>Total '16 compensation</b>	<b>Salary Bonus</b>	<b>Stock and option grants (1)</b>	<b>All other pay (2)</b>	<b>% change (3)</b>
<b>Clifton Sifford</b> CEO, president	\$1,736,726 \$0	\$625,000	\$972,835	\$138,891	11.8%
<b>W. Kerry Jackson</b> chief financial officer and operating officer	\$1,229,526 \$0	\$535,600	\$628,014	\$65,912	8.6%
<b>Timothy Baker</b> executive vice president	\$1,085,516 \$0	\$515,000	\$508,876	\$61,640	7.6%
<b>Carl Scibetta</b> executive vice president	\$1,021,523 \$0	\$450,000	\$523,166	\$48,357	16.1%
<b>J. Wayne Weaver</b> chairman	\$300,000 \$0	\$300,000	\$0	\$0	0.0%

(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, 63**

Occupation: CEO, president of company

Number of common shares: 268,351

Previous year: 247,701

### **Jeffrey Gerstel, 53**

Occupation: chief marketing officer of B&H Foto & Electronics Corp.

Number of common shares: 3,109

Previous year: 1,317

### **James Aschleman, 72**

Occupation: retired partner of Faegre Baker Daniels

Number of common shares: 8,403

Previous year: 6,611

### **Kent Kleeberger, 65**

Occupation: self-employed consultant

Number of common shares: 15,957

Previous year: 17,165

### **J. Wayne Weaver, 82**

Occupation: chairman of company, former CEO of Jacksonville Jaguars

Number of common shares: 4,999,844

Previous year: 4,999,844

### **Joseph Wood, 69**

Occupation: self-employed footwear industry consultant

Number of common shares: 8,403

Previous year: 6,611

### **Andrea Guthrie, 45**

Occupation: co-founder of Gyde Travel LLC

Number of common shares: 3,109

Previous year: 1,317

All officers and directors as a group (10 people) control 5,704,513 shares, or 32.6 percent of the total. In the previous year, all officers and directors as a group (10 people) controlled 5,646,456 shares, or 28.5 percent of the total.