

Table of Contents

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
  
For the fiscal year endedFebruary 3, 2024

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-2191

CALERES, INC.  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of incorporation or organization)  
8300 Maryland Avenue  
St. Louis , Missouri  
(Address of principal executive offices)

43-0197190  
(IRS Employer Identification Number)  
63105  
(Zip Code)

( 314 ) 854-4000  
(Registrant's telephone number, including area code)

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock — par value of \$0.01 per share	CAL	New York Stock Exchange

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes☐ No ☒

The aggregate market value of the stock held by non-affiliates of the registrant as of July 28, 2023, the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$ 892.2 million.

As of March 1, 2024,35,150,019 common shares were outstanding.

Documents Incorporated by Reference

Portions of the Proxy Statement for the 2024 Annual Meeting of Shareholders are incorporated by reference into Part III.

## **INTRODUCTION**

This Annual Report on Form 10-K is a document that U.S. public companies file with the Securities and Exchange Commission ("SEC") on an annual basis. Part II of the Form 10-K contains the business information and financial statements that many companies include in the financial sections of their annual reports. The other sections of this Form 10-K include further information about our business that we believe will be of interest to investors. We hope investors will find it useful to have all of this information in a single document.

The SEC allows us to report information in the Form 10-K by "incorporating by reference" from another part of the Form 10-K or from the proxy statement. You will see that information is "incorporated by reference" in various parts of our Form 10-K. The proxy statement will be available on our website after it is filed with the SEC in April 2024.

Unless the context otherwise requires, "we," "us," "our," "the Company" or "Caleres" refers to Caleres, Inc. and its subsidiaries.

Information in this Form 10-K is current as of April 2, 2024, unless otherwise specified.

## **CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

In this report, and from time to time throughout the year, we share our expectations for the Company's future performance. These forward-looking statements include statements about our business plans; the potential development, regulatory approval and public acceptance of our products; our expected financial performance, including sales performance and the anticipated effect of our strategic actions; the anticipated benefits of acquisitions; the outcome of contingencies, such as litigation; domestic or international economic, political and market conditions; and other factors that could affect our future results of operations or financial position, including, without limitation, statements under the captions "Business," "Legal Proceedings" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." Any statements we make that are not matters of current disclosures or historical fact should be considered forward-looking. Such statements often include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate," "will" and similar expressions. By their nature, these types of statements are uncertain and are not guarantees of our future performance.

Our forward-looking statements represent our estimates and expectations at the time that we make them. However, circumstances change constantly, often unpredictably, and investors should not place undue reliance on these statements. Many events beyond our control will determine whether our expectations will be realized. We disclaim any current intention or obligation to revise or update any forward-looking statements, or the factors that may affect their realization, whether in light of new information, future events or otherwise, and investors should not rely on us to do so. In the interests of our investors, and in accordance with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, Part I. Item 1A. *Risk Factors* explains some of the important reasons that actual results may be materially different from those that we anticipate.

## INDEX

	<b>Page</b>
<b><u>PART I</u></b>	
<a href="#"><u>Item 1</u></a>	4
<a href="#"><u>Item 1A</u></a>	12
<a href="#"><u>Item 1B</u></a>	21
<a href="#"><u>Item 1C</u></a>	21
<a href="#"><u>Item 2</u></a>	22
<a href="#"><u>Item 3</u></a>	23
<a href="#"><u>Item 4</u></a>	23
<b><u>PART II</u></b>	23
<a href="#"><u>Item 5</u></a>	23
<a href="#"><u>Item 6</u></a>	24
<a href="#"><u>Item 7</u></a>	25
<a href="#"><u>Item 7A</u></a>	36
<a href="#"><u>Item 8</u></a>	36
<a href="#"><u>Management's Report on Internal Control Over Financial Reporting</u></a>	36
<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a> (PCAOB ID: 42 )	38
<a href="#"><u>Report of Independent Registered Public Accounting Firm</u></a> (PCAOB ID: 42)	39
<a href="#"><u>Consolidated Balance Sheets</u></a>	41
<a href="#"><u>Consolidated Statements of Earnings</u></a>	42
<a href="#"><u>Consolidated Statements of Comprehensive Income</u></a>	43
<a href="#"><u>Consolidated Statements of Cash Flows</u></a>	44
<a href="#"><u>Consolidated Statements of Shareholders' Equity</u></a>	45
<a href="#"><u>Notes to Consolidated Financial Statements</u></a>	46
<a href="#"><u>Schedule II – Valuation and Qualifying Accounts</u></a>	84
<a href="#"><u>Item 9</u></a>	84
<a href="#"><u>Item 9A</u></a>	84
<a href="#"><u>Controls and Procedures</u></a>	84
<a href="#"><u>Evaluation of Disclosure Controls and Procedures</u></a>	84
<a href="#"><u>Internal Control Over Financial Reporting</u></a>	85
<a href="#"><u>Item 9B</u></a>	85
<a href="#"><u>Item 9C</u></a>	85
<a href="#"><u>Other Information</u></a>	85
<a href="#"><u>Disclosure Regarding Foreign Jurisdictions that Prevent Inspections</u></a>	85
<b><u>PART III</u></b>	85
<a href="#"><u>Item 10</u></a>	85
<a href="#"><u>Item 11</u></a>	86
<a href="#"><u>Item 12</u></a>	86
<a href="#"><u>Item 13</u></a>	87
<a href="#"><u>Item 14</u></a>	87
<b><u>PART IV</u></b>	87
<a href="#"><u>Item 15</u></a>	87
<a href="#"><u>Item 16</u></a>	90

**PART I****ITEM 1 BUSINESS**

Caleres, Inc. (the "Company"), originally founded as Brown Shoe Company in 1878 and incorporated in 1913, is a global footwear company that operates retail shoe stores and e-commerce websites, and designs, develops, sources, manufactures and distributes footwear for people of all ages. Our mission is to inspire people to feel great...feet first. We meet consumers where they want to shop, whether in-store or online. We employ our "One Caleres" capabilities – design, sourcing, speed and marketing, working in unison to accelerate growth.

The Company's business operations are organized into two reportable segments—Famous Footwear and Brand Portfolio. The Famous Footwear segment is comprised of our Famous Footwear retail stores, famousfootwear.com and famousfootwear.ca. The Famous Footwear segment operated 860 stores at the end of 2023, selling primarily branded footwear for the entire family. The Brand Portfolio segment offers retailers and consumers a carefully cultivated portfolio of leading brands. This segment is comprised of wholesale operations that designs, develops, sources, manufactures, markets and distributes branded, licensed and private-label footwear primarily to online retailers, national chains, department stores, independent retailers and mass merchandisers, as well as Company-owned Famous Footwear, Sam Edelman, Naturalizer and Allen Edmonds stores and e-commerce businesses. It also includes the Sam Edelman, Naturalizer and Allen Edmonds retail stores, including 62 stores in the United States and 36 stores in East Asia at the end of 2023, and the e-commerce businesses for our Company-owned brands.

Our net sales are comprised of four major categories: women's footwear, men's footwear, children's footwear and clothing and accessories. The percentage of net sales attributable to each category is as follows:

	2023	2022	2021
Women's footwear	61 %	61 %	59 %
Men's footwear	21 %	22 %	24 %
Children's footwear	12 %	11 %	11 %
Clothing and accessories	6 %	6 %	6 %

**FAMOUS FOOTWEAR**

Our Famous Footwear segment, which is one of America's leading family-branded footwear retailers, was founded on a simple idea: that everyone deserves to feel the joy that comes from a new pair of shoes. Famous Footwear employs an omni-channel approach to reach consumers wherever they want to shop, including our e-commerce channel through famousfootwear.com and famousfootwear.ca, as well as 860 Famous Footwear retail store locations.

We seek to meet the needs of the millennial family and others by providing an assortment of trend-right, brand-name fashion, casual and athletic footwear at a great price. Brands carried at Famous Footwear include Nike, Skechers, Crocs, adidas, Converse, Vans, HeyDude, Puma, Birkenstock, New Balance, Bearpaw, Under Armour, Dr. Martens, Asics and Timberland, among others, as well as company-owned and licensed brands including Dr. Scholl's Shoes, LifeStride, Naturalizer and Blowfish Malibu. Our Company-owned and licensed products are sold to our Famous Footwear segment by our Brand Portfolio segment at a profit and represent approximately 5% of the Famous Footwear segment's net sales. We work closely with our vendors to provide consumers with fresh product and, in some cases, product exclusively designed for and available only at Famous Footwear. Famous Footwear's retail price points typically range from \$20 for shoes to \$300 for boots. We believe we have strong relationships with our significant branded footwear suppliers, but the loss of any one or more key suppliers could have a material impact on our Famous Footwear segment and the Company.

Famousfootwear.com and famousfootwear.ca offer an expansive product assortment, beyond what is sold in our retail stores. Accessible via desktop, tablet and mobile devices, these e-commerce websites help consumers explore product assortments, including items available in local stores, and make purchases. Many of our consumers buy online and pick up product in their local store through Famously Fast Pickup or curbside. Orders are typically ready within an hour through this convenient service. Our retail store locations also fulfill approximately two-thirds of all e-commerce orders not picked up in the store. Leveraging our brick-and-mortar store inventory reduces delivery times, driving an enhanced consumer experience. We continue to enhance our digital technology and e-commerce platform, as well as add new features to the

Famous Footwear Rewards mobile application to deliver a superior experience for our customers who visit Famous Footwear on a mobile device.

Famous Footwear also has an extensive customer loyalty program, Famously You Rewards ("Rewards"), which informs and rewards members with free shipping and bonus points for purchases, product previews, incentives based upon purchase continuity and other periodic promotional offers. Our Famous Footwear websites allow members of Rewards to view their points status and purchase history, manage profile settings and engage further with the brand. Famous Footwear's mobile app also serves as a hub for Rewards members to shop, find local stores, redeem Rewards certificates and learn about the newest products, latest trends and hottest deals.

Our Famous Footwear stores are located in strip shopping centers as well as outlet and regional malls in 49 states, Canada and Guam. The breakdown by venue at the end of each of the last three fiscal years is as follows:

	2023	2022	2021
Strip centers	562	566	582
Outlet malls	165	171	175
Regional malls	133	136	137
Total	860	873	894

We anticipate that our retail store count in 2024 will be approximately flat to the ending store count for 2023. New stores typically experience an initial start-up period characterized by lower sales and operating earnings than what is generally achieved by more mature stores. While the duration of this start-up period may vary by type of store, economic environment and geographic location, new stores typically reach a normal level of profitability within approximately four years.

Famous Footwear relies on merchandise allocation systems and processes that use allocation criteria, consumer segmentation and inventory data in an effort to ensure stores are adequately stocked with product and to differentiate the needs of each store based on location, consumer segmentation and other factors. Famous Footwear's distribution systems allow for merchandise to be delivered to each store weekly, or on a more frequent basis, as needed. Famous Footwear also uses regional third-party pooled distribution sites across the country.

Famous Footwear's marketing programs include e-commerce advertising, television advertising, digital marketing and social media, direct mail and in-store advertisements, all of which are designed to further develop and reinforce the Famous Footwear brand and strengthen our connection with consumers. We believe the success of our marketing campaigns is attributable to highlighting key categories and tailoring the timing of such messaging to adapt to seasonal shopping patterns. In 2023, we spent approximately \$59.0 million to advertise and market Famous Footwear to our target consumers, a portion of which was recovered from suppliers.

## **BRAND PORTFOLIO**

Our Brand Portfolio segment offers consumers and retailers a portfolio of leading footwear brands. We design, develop, source, manufacture, market and distribute our branded footwear for women, men and kids at a variety of price points.

Certain of our branded footwear products are sold under brand names that are owned by the Company and others are developed pursuant to licensing agreements. Our Brand Portfolio segment also sells footwear on a direct-to-consumer basis through our branded retail stores and e-commerce businesses, including our brand websites.

### **Portfolio of Brands**

The following is a listing of our owned brands and licensed products:

*Sam Edelman*: The Sam Edelman brand, which is celebrating its 20<sup>th</sup> anniversary in 2024, has been synonymous with aspirational luxury and on-trend style since 2004. Inspired by timeless American elegance, designer Sam Edelman's innate understanding of the consumer translates conceptually into a modern lifestyle informed by rich heritage, creativity, and innovation. Beyond its iconic footwear, Sam Edelman offers an ever-expanding range of product categories to fit the customer's lifestyle, including dresses, ready-to-wear, outerwear, denim, handbags, belts, hosiery and children's shoes. The full range of Sam Edelman products is sold through Sam Edelman retail stores and online at [samedelman.com](https://www.samedelman.com) and

samedelman.ca, in addition to department stores, national chains and independent retailers around the world with suggested retail prices ranging from \$100 to \$300. Beyond the Sam Edelman brand, designer Sam Edelman created contemporary lifestyle brand, Circus NY ("Circus") by Sam Edelman. Circus offers a growing assortment of product categories, including denim and sunglasses, primarily sold online at [circusny.com](http://circusny.com) and in top contemporary wholesale and e-commerce retailers at suggested retail price points from \$60 to \$150. Sam Edelman relaunched Sam & Libby for the spring of 2024 with a fresh take on the namesake brand. Sam & Libby will be available in department stores and specialty retailers across the United States at suggested retail prices from \$50 to \$110.

*Naturalizer:* Since 1927, Naturalizer has put women first. As the first brand ever to design shoes to the contours of a woman's foot, the brand is known for crafting beautiful, modern styles that look and feel exceptional, inside and out. Naturalizer's legendary emphasis on fit and elegant simplicity launched a brand that became known as "the shoe with the beautiful fit." The brand's mission of inclusivity supports the vision to have every woman in Naturalizer shoes. The Naturalizer brand is sold primarily at national chains, online retailers, online at [naturalizer.com](http://naturalizer.com) and [naturalizer.ca](http://naturalizer.ca), department stores, independent retailers and its flagship retail store. Naturalizer footwear is also distributed through wholesale partners in 34 countries around the world and approximately 45 retail stores. In 2024, Naturalizer plans to re-enter China with its newly created global flagship store design, as well as a digital relaunch. Suggested retail price points range from \$79 for shoes to \$265 for boots.

*Vionic:* In 2018, we acquired Vionic to expand our access to the growing contemporary comfort footwear category. Vionic is dedicated to harnessing science, ingenuity and input from medical professionals and athletes to make shoes that bring balance to our lives. The fusion between dynamic movement and grounded stability is how our exclusive Vio Motion Technology solves whole body balance. Featuring a wide range of silhouettes, premium materials and thoughtful design for women and men, Vionic offers the style you want with the comfort you crave across a vast selection of fashion sneakers, casual and dress options, all-weather boots, sandals and slippers. The brand is sold online, through independent retailers, television, department stores, national chains and specialty retailers for suggested retail price points from \$40 for shoes to \$250 for boots.

*Allen Edmonds:* In 2016, we acquired Allen Edmonds to increase our penetration in men's footwear. Allen Edmonds, founded in 1922, is a brand of premium men's footwear, apparel, leather goods and accessories, built on its United States manufacturing heritage. Allen Edmonds products are available at our 57 Allen Edmonds stores in the United States, including eight Port Washington Studio stores, online at [allenedmonds.com](http://allenedmonds.com) and [allenedmonds.ca](http://allenedmonds.ca) and at select retailers worldwide. Suggested retail price points range from \$245 for shoes to \$950 for boots.

*Dr. Scholl's Shoes:* Inspired by its founder, Dr. William Scholl, Dr. Scholl's Shoes remains forever passionate about creating iconic, effortless footwear for a healthy life. In 2024, the brand is celebrating its 100<sup>th</sup> anniversary, marked by when Dr. William Scholl opened his first comfort foot shop in 1924. The brand became a fashion icon in 1959 with the debut of the Original Wooden Exercise Sandal worn by fashion icons across decades. Dr. Scholl's Shoes continues its legacy of iconic fashion and innovative comfort today. This footwear reaches consumers at a wide range of distribution channels, including national chains, department stores, mass merchandisers, online, including [drschollshoes.com](http://drschollshoes.com), our Famous Footwear retail stores and independent retailers. Suggested price points range from \$50 for shoes to \$190 for boots. We have a long-term license agreement to sell Dr. Scholl's Shoes in the United States, Canada and Latin America.

*LifeStride:* For more than 70 years, LifeStride has created quality footwear for women who value both style and all-day comfort. LifeStride is made for the woman on-the-go, with SoftSystem comfort in every shoe, so she does not have to sacrifice comfort or style for the price. The brand is sold in national chains, our Famous Footwear retail stores, online, including [lifestride.com](http://lifestride.com), and department stores at suggested retail price points ranging from \$60 for shoes to \$130 for boots.

*Franco Sarto:* Since 1990, Franco Sarto has embodied timeless, wearable styles inspired by the craft and design of Italian footwear. Today, designed in Italy by Creative Director, Gionata Pagni, this still holds true. The brand is sold in major national chains, online, including [francosarto.com](http://francosarto.com), department stores, specialty retailers, our Famous Footwear retail stores and independent retailers at suggested retail price points from \$99 for shoes to \$290 for boots.

*Blowfish Malibu:* In 2018, we acquired a controlling interest in Blowfish Malibu and in November 2021, we acquired the remaining interest. Blowfish Malibu, which was founded in 2005, designs and sells women's and children's footwear that captures the fresh youthful spirit and casual living that is distinctively Southern California. The brand is sold at national chains, our Famous Footwear stores and independent retailers. Suggested retail price points range from \$30 for shoes to \$90 for boots.

*Rykä:* For over 30 years, Rykä has been innovating athletic footwear exclusively for a woman's foot. Rykä offers footwear to serve her needs for walking, running and hiking, along with lifestyle trends. The brand is distributed through national chains, online retailers, including ryka.com, independent retailers, department stores, specialty retailers and our Famous Footwear retail stores at suggested retail price points from \$80 to \$145.

*Vince:* The Vince women's shoe collection launched in 2012 and was expanded in 2014 to include the Vince men's footwear collection. Vince creates elevated yet understated pieces for every day. The brand is primarily sold in premier department stores, online, national chains and specialty retailers at suggested price points from \$330 for shoes to \$595 for tall boots. We have a license agreement with Vince, LLC to sell Vince footwear through January 2025.

*Bzees:* Bzees is a comfort brand of machine washable women's footwear designed to make you feel weightless, energized and free. Beginning in mid-2024, Bzees will be sold under the LifeStride brand as Bzees for LifeStride. The brand is distributed through national chains, department stores, online retailers including bzees.com, independent retailers, specialty retailers and our Famous Footwear retail stores at suggested retail price points from \$80 for shoes to \$130 for boots.

*Veronica Beard:* In 2020, we began an exclusive partnership with the American ready-to-wear brand, Veronica Beard, to produce the women's footwear collection. The Veronica Beard collection includes styles that strike the balance between cool and classic, taking the consumer from day to night and work to weekend. The brand is distributed through domestic wholesale partners carrying Veronica Beard ready-to-wear and independent footwear retailers at suggested retail price points ranging from \$295 for shoes to \$695 for boots. We have a license agreement to sell footwear through December 2024.

#### **Wholesale**

Within our Brand Portfolio segment, our brands are designed, sourced and distributed on a wholesale basis to approximately 3,600 retailers, including online retailers, national chains, department stores, independent retailers and mass merchandisers throughout the United States and Canada, as well as approximately 65 other countries (including sales to our retail operations). Our most significant customers include Famous Footwear and many of the nation's largest retailers, including online retailers such as Amazon.com, Nordstrom.com, Macys.com and Zappos.com; national chains such as Nordstrom Rack, DSW, TJX Corporation (including TJ Maxx and Marshalls), Kohl's and Ross Stores; department stores such as Nordstrom, Macy's and Dillard's; mass merchandisers such as Walmart; and independent retailers such as Qurate Retail Group, which operates QVC and Home Shopping Network. Many of these wholesale customers also sell our products through their own websites. In these arrangements, orders are typically fulfilled on a drop-ship basis from our logistics network. We also sell product to a variety of international retail customers and distributors.

Our Brand Portfolio segment sold approximately 35.2 million pairs of shoes on a wholesale basis during 2023. Products sold under license agreements accounted for approximately 13% of the sales of the Brand Portfolio segment in both 2023 and 2021 and 12% of the segment's sales in 2022. Caleres also receives license revenue from third parties related to certain owned brands, for use in connection with other brand-enhancing non-footwear product categories.

The strategic initiatives we have implemented in recent years continue to drive profitable growth. Our Edit to Win initiative drives more volume through fewer SKUs. In addition, our speed program allows us to reduce both inventory risks and markdowns by aligning inventory with consumer demand to drive sales productivity. Approximately 20% of our inventory receipts were sourced through speed programs during 2023 and we anticipate continued growth for 2024.

#### **Direct-to-Consumer**

Our Brand Portfolio segment includes the operation of several e-commerce websites, including naturalizer.com, naturalizer.ca, naturalizer.co.uk, vionicsshoes.com, samedelman.com, samedelman.ca, samedelman.co.uk,

allenedmonds.com, allenedmonds.ca, drschollsshoes.com, lifestride.com, francosarto.com, ryka.com, bzees.com and zodiacshoes.com, which offer substantially the same product selection to consumers as we sell to our wholesale customers. Vince.com, blowfishshoes.com, and veronicabeard.com complement our distribution of those brands. References to our website addresses do not constitute incorporation by reference of the information contained on the websites and the information contained on the websites is not part of this report.

We also operate retail stores for certain brands, including Allen Edmonds, Sam Edelman and Naturalizer. The number of our owned Brand Portfolio retail stores at the end of the last three fiscal years was as follows:

	2023	2022	2021
Allen Edmonds	57	56	61
Sam Edelman	39	34	23
Naturalizer	2	2	2
<b>Total</b>	<b>98</b>	<b>92</b>	<b>86</b>

At the end of 2023, we operated 57 Allen Edmonds stores in the United States, each averaging approximately 1,530 square feet. We expect to open approximately six new Allen Edmonds stores and close approximately four stores in 2024, as we continue to align our real estate and e-commerce strategies. At the end of 2023, we operated four Sam Edelman stores in the United States, each averaging approximately 2,300 square feet, and 35 stores in East Asia. We anticipate expanding our Sam Edelman presence in East and Southeast Asia in 2024 with the opening of approximately 25 new stores. After closing the majority of our Naturalizer retail stores at the beginning of 2021, we ended the year with one flagship Naturalizer store in the United States and one store in China. We anticipate expanding our Naturalizer presence in East Asia in 2024 with the opening of approximately 10 new stores. In addition to our owned Brand Portfolio retail stores, there are 100 branded stores that are owned by third parties and are operated internationally through distributor, licensed or franchise agreements.

### Marketing

Over the last few years, we've been building a "One Caleres" marketing ecosystem. We believe that robust consumer data is the source of our competitive advantage and have invested in our marketing strategy with digital marketing, loyalty, data and analytics, consumer insight and brand marketing. We believe that our investment in these areas, particularly digital marketing and loyalty, have resulted in significant growth in our direct-to-consumer business. In addition, we continue to leverage consumer insights and data to inform marketing initiatives to capture a greater share of our target consumers' spend as well as reach new audiences with a high propensity to purchase our products.

Our marketing teams are responsible for the development and implementation of innovative marketing programs that serve the consumer facing needs of our portfolio of brands as well as that of our retail partners and brand websites. Our marketing teams are instrumental in continuing to drive growth in e-commerce sales, producing relevant and purpose-driven brand positioning and creating meaningful connections with consumers that have increased awareness and loyalty across our portfolio. In 2023, we spent approximately \$74.3 million in advertising and marketing support for our Brand Portfolio segment, including digital marketing and social media, consumer media advertising, in-store displays, product placement, production, trade shows and print.

### Product Development Operations

We maintain design and product development teams for our brands in Clayton, Missouri; Dongguan, China; Putian, China; Novato, California; New York, New York; and Port Washington, Wisconsin, as well as other select fashion locations, including Florence, Italy. These teams, which include independent designers, are responsible for the creation and development of new product styles. Our designers monitor trends in fashion footwear and apparel and work closely with retailers to identify consumer footwear preferences. Our design teams create collections of footwear, and our sourcing and product development offices convert those designs into new footwear styles. We operate a sample-making facility in Dongguan, China that allows us to have greater control over our product development in terms of accuracy, execution and speed-to-market.

### **Sourcing and Manufacturing Operations**

In 2023, the sourcing operations sourced approximately 34.9 million pairs of shoes through a global network of third-party independent footwear manufacturers. The majority of our footwear sourced is provided by approximately 62 manufacturers operating approximately 118 manufacturing facilities. In certain countries, we use agents to facilitate and manage the development, production and shipment of product. We attribute our ability to achieve consistent quality, competitive prices and on-time delivery to the breadth of these established relationships, as well as steps we have taken to digitize many aspects of our end-to-end supply chain processes to enable mutually beneficial workload efficiency, visibility and agility. While we generally do not have significant contractual commitments with our suppliers, we do enter into sourcing agreements with certain independent sourcing agents. Prior to production, we monitor the quality of all of our footwear components and also inspect the prototypes of each footwear style.

The following table provides an overview of our sourcing by country in 2023:

<b>Country</b>	<b>Millions of Pairs</b>
China	21.0
Vietnam	11.8
Cambodia	1.2
India	0.3
Other	0.6
<b>Total</b>	<b>34.9</b>

While we source the majority of our footwear from independent footwear manufacturers, we also operate manufacturing facilities in Port Washington, Wisconsin and Santiago, Dominican Republic. These facilities manufacture footwear and certain accessories for our Allen Edmonds brand. We believe operating our own manufacturing facilities in North America provides us with greater control over the quality and craftsmanship that are essential to the iconic Allen Edmonds brand.

In addition, our Port Washington facility serves our recrafting operations, which supports our commitment to sustainability. Our recrafting operations allow the Allen Edmonds consumer to extend the life of their footwear, restoring their shoes to nearly their original state. Most styles can be recrafted twice, and some can be recrafted three times.

### **Backlog**

At February 3, 2024, our Brand Portfolio segment had a backlog of unfilled wholesale orders of approximately \$234.5 million, compared to \$284.6 million as of January 28, 2023. Most orders are for delivery within the next 90 to 120 days.

Orders are subject to cancellation; however, with the exception of the cancellations we experienced in 2020 associated with the impact of the coronavirus pandemic on our wholesale partners, we have not experienced significant cancellations of orders. The decrease in our backlog order levels reflects more conservative buying by our wholesale customers as they more tightly manage their inventory levels, as well as the dynamic nature of inventory buying, which includes periodic replenishment orders and shipping directly to the end consumer purchasing from our wholesale customers' websites.

The backlog at any particular time is affected by a number of factors, including supply chain disruptions, seasonality and capacity shifts at international manufacturers. Accordingly, a comparison of backlog from period to period may not be indicative of eventual actual shipments or the growth rate of sales from one period to the next.

### **Human Capital Management**

As of February 3, 2024, we had approximately 9,200 employees, including 5,100 full-time and 4,100 part-time. In the United States, there were no employees subject to union contracts. In Canada, we employ approximately 17 warehouse employees under a union contract, which will expire in October 2025. The Company's success depends on our ability to attract, develop, motivate and retain qualified management, administrative, product design and development and sales and marketing personnel to support existing operations and future growth. Since our founding in 1878, we have been all about the right fit. Our values – Passion, Accountability, Curiosity, Creativity and Caring, inform how we work, how we treat one another and how we live our mission.

#### *Compensation Programs and Employee Benefits*

We believe that pay, benefits and incentives make up the total rewards package and provide employees and their families with financial protection and security for the future. Our compensation programs are designed to encourage and reward our executives and associates for superior performance and drive long-term shareholder value. We offer a comprehensive benefits package to our associates that provides, among other benefits, competitive salaries and wages; comprehensive health insurance coverage to eligible employees; retirement plans; education assistance; paid time off; parental bonding leave; adoption benefits; and charitable giving opportunities through the Caleres Cares Charitable Trust, including volunteer opportunities and our matching gift program.

#### *Health and Safety*

Our associates make health and safety a daily priority at our stores, distribution centers, offices and factories. Newly hired associates are required to attend health and safety training as part of the onboarding process and they receive a variety of relevant training and information throughout the year. Our guidelines cover many common elements such as physical safety and security, workplace violence, emergency procedures, incident reporting protocols, first aid and other general health and safety topics. All of our retail associates receive training in accordance with our Occupational Health and Safety Program, which provides for both their safety and that of our customers. Our corporate offices support the well-being of our associates with on-site amenities such as a fitness center and a registered dietician that is available for consultations.

#### *Diversity, Equity and Inclusion*

Caleres was founded on the insight that people are unique, and we are proud of our inclusive and collaborative environment where differences are celebrated. We believe that Caleres should be as diverse as the people and communities we serve. We are committed to recruiting talented individuals from all backgrounds, ethnicities, genders, lifestyles and belief systems and developing diverse candidate slates for every open position. Our Diversity, Equity and Inclusion Council is focused on elevating awareness of diversity, equity and inclusion through its educational communications and events, as well as trainings provided to our associates throughout the year. In addition, our commitment to diversity, equity and inclusion is reflected in our Board of Directors. As of February 3, 2024, we had 11 directors, of which 55% are female and 18% are racially or ethnically diverse.

### **Environmental, Social and Governance (“ESG”) Initiatives**

Our ESG initiatives are an important component of our enterprise risk management program. Our long-standing pledge to quality craftsmanship includes creating sustainable and lasting value for all of our stakeholders by governing and operating with integrity and transparency and by pursuing ambitious ESG targets. Our ESG Steering Committee is responsible for developing programs, goals and metrics to support our ESG initiatives. We conducted an assessment to determine those areas of our operations that are most important to Caleres and our stakeholders, which in turn guided the framework for our ESG initiatives.

Many of our ESG goals focus on high impact areas of opportunity, such as the materials that are used in our products, their byproducts and supply chain labor standards. We are striving to use environmentally preferred materials to produce our products and packaging, and are working to ensure our strategic factories around the world comply with leading global work standards. Our ESG reports, which have been nationally recognized on Newsweek's Most Responsible Companies list, detail our ESG strategy and provide our goals for sustainable products and practices and highlighted our progress toward our identified target goals, which we seek to achieve by 2025. Our ESG reports may be accessed at [www.caleres.com/about/esg](http://www.caleres.com/about/esg). The information contained on our website is not incorporated by reference into this Form 10-K and should not be considered part of this report. We expect to publish another ESG report in the spring of 2024.

## Competition

With many companies operating traditional brick-and-mortar retail shoe stores and departments and e-commerce businesses, we compete in a highly fragmented market. In addition, the continuing consumer shift to online and mobile shopping has increased price competition and requires retailers to lower shipping costs charged to customers, improve shipping speeds and optimize mobile platforms. Our competitors include local, regional and national shoe store chains, department stores, discount stores, mass merchandisers, numerous independent retail operators of various sizes and e-commerce businesses. Quality of products and services, store location, trend-right merchandise selection and availability of brands, pricing, marketing, advertising and consumer service are all factors that impact retail competition.

In addition, our wholesale customers sell shoes purchased from competing footwear suppliers. Those competing footwear suppliers own and license brands, many of which are well-known and marketed aggressively. Many retailers, who are our wholesale customers, source directly from factories or through agents. The wholesale footwear business has low barriers to entry, which further intensifies competition.

## Seasonality

Our business is seasonal in nature due to consumer spending patterns with higher back-to-school and holiday season sales. Although the third fiscal quarter has historically accounted for a substantial portion of the Company's earnings for the year, we have experienced more equal distribution among the quarters in recent years.

## AVAILABLE INFORMATION

Our Internet address is [www.caleres.com](http://www.caleres.com). Our Internet address is included in this annual report on Form 10-K as an inactive textual reference only. The information contained on our website is not incorporated by reference into this annual report on Form 10-K and should not be considered part of this report. We file annual, quarterly and current reports, proxy statements and other information with the SEC. We make available free of charge our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished, as required by Section 13(a) or 15(d) of the Securities Exchange Act of 1934, through our Internet website as soon as reasonably practicable after we electronically file such material with or furnish it to the SEC. You may access these SEC filings via the hyperlink to a third-party SEC filings website that we provide on our website.

## INFORMATION ABOUT OUR EXECUTIVE OFFICERS

The following is a list of the names and ages of the executive officers of the Company and of the offices held by each person. There is no family relationship between any of the named persons. The terms of the following executive officers will expire in May 2024 or upon their respective successors being chosen and qualified.

Name	Age	Current Position
Diane M. Sullivan	68	Executive Chair
John W. Schmidt	63	President, Chief Executive Officer and Director
Thomas C. Burke	56	Senior Vice President, General Counsel and Secretary
Jack P. Calandra	56	Senior Vice President, Chief Financial Officer
Michael R. Edwards	53	Division President – Famous Footwear
Daniel R. Friedman	63	Chief Sourcing Officer
Todd E. Hasty	51	Senior Vice President, Chief Accounting Officer
Willis D. Hill	52	Senior Vice President, Chief Information Officer
Douglas W. Koch	72	Senior Vice President, Chief Human Resources Officer

The period of service of each officer in the positions listed and other business experience are set forth below.

*Diane M. Sullivan*, Executive Chair since January 2023. Chief Executive Officer and Chairman of the Board of Directors from February 2014 to January 2023. President and Chief Executive Officer from May 2011 to November 2020. President and Chief Operating Officer from March 2006 to May 2011. President from January 2004 to March 2006.

*John W. Schmidt*, President, Chief Executive Officer and Director since January 2023. President from December 2020 to January 2023. Division President – Brand Portfolio from October 2015 to December 2020. Division President – Contemporary Fashion Brands from January 2011 to September 2015. Senior Vice President, Better and Image Brands

from January 2010 to January 2011. Senior Vice President and General Manager, Better and Image Brands from March 2008 until January 2010. Various positions, including Vice President, President, Group President of Wholesale Footwear for Nine West Group from September 1998 to February 2008.

*Thomas C. Burke*, Senior Vice President, General Counsel and Secretary since August 2016. Vice President, Legal from December 2015 to August 2016. Deputy General Counsel from March 2012 to December 2015. Various positions at the Company, including Associate General Counsel and Director, Talent Management, from March 2001 to March 2012.

*Jack P. Calandra*, Senior Vice President, Chief Financial Officer since September 2022. Chief Financial Officer of a.k.a. Brands in 2021. Executive Vice President, Chief Financial Officer and Treasurer of Tailored Brands, Inc. from 2017 to 2020. Various executive finance positions, including Senior Vice President Corporate Finance and Investor Relations with Gap, Inc., from 2005 to 2016.

*Michael R. Edwards*, Division President – Famous Footwear since November 2020. Senior Vice President, Digital Commerce, Planning, Allocation and Stores from February 2018 to November 2020. Chief Customer Officer from September 2017 to February 2018. Senior Vice President, Planning, Allocation and Analytics from December 2016 to September 2017. Vice President, Planning and Allocation from May 2015 to December 2016. Vice President, Merchandising and Sales Operations from October 2011 to May 2015.

*Daniel R. Friedman*, Chief Sourcing Officer since April 2018. Division President – Global Supply Chain from January 2010 to April 2018. Senior Vice President, Product Development and Sourcing from July 2006 to January 2010. Managing Director at Camuto Group, Inc. from 2002 to July 2006.

*Todd E. Hasty*, Senior Vice President, Chief Accounting Officer since January 2020. Vice President, Chief Accounting Officer from March 2019 to January 2020. Vice President, Controller from March 2016 to March 2019. Vice President, Assistant Controller from October 2007 to March 2016.

*Willis D. Hill*, Senior Vice President, Chief Information Officer since September 2018. Senior Vice President and Chief Technology Officer from August 2017 to September 2018. Senior Vice President, Information Technology from January 2017 to August 2017. Vice President, Retail Information Technology from July 2011 to January 2017. Director, Retail Information Technology from July 2008 to July 2011.

*Douglas W. Koch*, Senior Vice President, Chief Human Resources Officer since April 2023. Senior Vice President, Strategic Projects from September 2019 to April 2023. Senior Vice President and Chief Human Resources Officer from January 2016 to September 2019. Senior Vice President and Chief Talent and Strategy Officer from January 2011 to January 2016. Senior Vice President and Chief Talent Officer from May 2005 to January 2011. Senior Vice President, Human Resources from March 2002 to May 2005.

---

## **ITEM 1A      RISK FACTORS**

---

An investment in our common stock involves certain risks and uncertainties. In addition to other information in this Form 10-K, the following risk factors should be considered. Additional risks and uncertainties of which we are currently unaware could also have a material adverse effect on our business and financial conditions.

### **MACROECONOMIC AND INDUSTRY RISKS**

***Consumer demand for our products may be adversely impacted by economic conditions and other factors.***

Worldwide economic conditions continue to be uncertain. Consumer confidence and spending are strongly influenced by general economic conditions and other factors, including inflation, concerns of a recession, elevated interest rates, fiscal policy, the changing tax and regulatory environment, minimum wage rates and regulations, consumer debt levels, the availability of consumer credit, the liquidity of consumers' assets, health care costs, currency exchange rates, taxation, energy costs, real estate values, foreclosure rates, unemployment trends, weather conditions and the economic consequences of military action or terrorist activities, such as the heightened geo-political tensions between China and Taiwan and the potential impact of sanctions on the domestic and global economy. Consumer sentiment, including a

preference for products made in the United States, may be impacted by the war in Eastern Europe, which may impact demand for our products that are sourced internationally. In addition, with the majority of our supply originating in China, any significant negative development related to relations between United States and China may adversely impact the demand for our products sourced from China. Negative economic conditions generally decrease disposable income and, consequently, consumer purchases of discretionary items like our products. As a result, our customers may choose to purchase fewer of our products or purchase the lower priced products of our competitors, and our business, results of operations, financial condition and cash flows could be adversely affected.

***Inflationary pressures and supply chain disruptions may adversely impact our business operations and financial results.***

Inflationary pressures in the United States and the global economy such as elevated interest rates, higher product and transportation costs and wage inflation, as well as fears of a recession, are creating a complex and challenging retail environment that may impact discretionary spending. The extent and duration of these pressures are uncertain and may limit our ability to meet incremental consumer demand, potentially impacting our net sales. In addition, declines in consumer spending may result in reduced demand for our products, increased inventories, reduced orders from retailers for our products, order cancellations, lower revenues, higher discounts, pricing pressure and lower gross margins. Macroeconomic factors, including these inflationary pressures and volatility in interest rates, also impact a number of accounting estimates, such as impairment calculations, the value of inventory measured using the last-in, first out ("LIFO") method, and other estimates that utilize fair value. These macroeconomic factors could result in incremental volatility in certain valuations and provisions required in the Company's financial statements. In addition, a disruption within our logistics or supply chain network could adversely affect our ability to deliver inventory in a timely manner, which could impair our ability to meet customer demand for products and result in lost sales and increased supply chain costs. Vessel, container and other transportation shortages, labor shortages and port congestion have in the past delayed inventory orders and, in turn, deliveries to our wholesale customers and availability in our retail stores and e-commerce sites. In addition, the vast majority of our products pass through the United States west coast ports and any slowdown or stoppage relating to labor agreement negotiations may further delay the receipt of inventory or increase costs.

***If we are unable to anticipate and respond to consumer preferences and fashion trends and successfully apply new technology, we may not be able to maintain or increase our net sales and earnings.***

The footwear industry is subject to rapidly changing consumer shopping preferences and patterns and fashion trends.

Our products must appeal to a broad range of consumers whose preferences cannot be predicted with certainty and are subject to rapid change. In addition, as consumers increasingly embrace online and mobile shopping, retailers have been required to lower shipping costs charged to customers, improve shipping speeds and optimize mobile platforms. The trend toward online and mobile shopping has also increased the volume of smaller shipments, including single-pair shipments, from our warehouses. The increased volume of smaller shipments has resulted in higher average distribution costs, including both shipping and processing costs incurred at our distribution centers. In addition, an increase in the volume of e-commerce sales, which have higher return rates than in-store sales, may in turn lead to higher shipping and processing costs. The success of both our wholesale and retail operations depends largely on our ability to anticipate, understand and react to these changing consumer shopping patterns. If we fail to respond to changes in consumer shopping patterns, demands and fashion trends, develop new products and designs, and implement effective, responsive merchandising and distribution strategies and programs, we could experience lower sales, excess inventories and lower gross margins, any of which could have an adverse effect on our results of operations and financial condition.

***Certain branded suppliers are becoming more selective in their distribution channels. The loss of one or more of our major branded suppliers may adversely impact our business, results of operations, financial condition and cash flows.***

Our Famous Footwear segment purchases a substantial portion of its footwear products from major branded suppliers. Products purchased from three key third-party suppliers (Nike, Skechers and adidas) represented approximately 24% of consolidated net sales in 2023. As is common in the industry, we do not have any long-term contracts with our suppliers. In addition, the success of our financial performance is dependent on the ability of our Famous Footwear segment to obtain products from our suppliers on a timely basis and on acceptable terms. While we believe we have positive working relationships with our current suppliers, the loss of any of our major suppliers or product developed exclusively for our Famous Footwear stores could have a material adverse effect on our business, financial condition and results of operations. In addition, negative trends in global economic conditions, including the impact of the wars in Israel and Eastern Europe and heightened tensions between China and Taiwan, or global pandemics, may adversely impact our suppliers. If these

third parties do not perform their obligations or are unable to provide us with the materials and services we need at prices and terms that are acceptable to us, our ability to meet our consumers' demand could be adversely affected.

***Customer concentration and other trends in customer behavior may lead to a reduction in or loss of sales.***

Our wholesale customers include e-commerce retailers, national chains, department stores, independent retailers and mass merchandisers. Several of our customers operate multiple department store divisions. Furthermore, we often sell multiple types of branded, licensed and private-label footwear to these same customers. While we believe purchasing decisions in many cases are made independently by the buyers and merchandisers of each of the customers, a decision by a significant customer to decrease the amount of footwear products purchased from us could have a material adverse effect on our business, financial condition or results of operations.

In addition, with the growing trend toward retail trade consolidation, including store count reductions at major retail chains, and consumers' preference for online shopping, we and our wholesale customers increasingly depend upon a reduced number of key retailers whose bargaining strength is growing. This consolidation may result in the following adverse consequences:

- Our wholesale customers may seek more favorable terms for their purchases of our products, which could limit our ability to raise prices, recoup cost increases or achieve our profit goals.
- The number of stores that carry our products could decline, thereby exposing us to a greater concentration of accounts receivable risk and negatively impacting our brand visibility.

We also face the following risks with respect to our customers:

- Our customers could develop in-house brands or use a higher mix of private-label footwear products, which may negatively impact our sales.
- As we sell our products to customers and extend credit based on an evaluation of each customer's financial condition, the financial difficulties, including bankruptcy, of a customer could cause us to stop doing business with that customer, reduce our business with that customer or be unable to collect from that customer.
- Since we transact primarily in United States dollars, our international customers could purchase from competitors who will transact business in their local currency.
- If our customers experience significant downturns or disruptions in their business, or file for bankruptcy, they may reduce their purchases of our products.
- Retailers are directly sourcing more of their products directly from international manufacturers and reducing their reliance on wholesalers, which could have a material adverse effect on our business and results of operations.

***We operate in a highly competitive industry.***

Competition is intense in the footwear industry. There has also been consolidation of competitors in the industry, resulting in certain competitors that are larger and have greater financial, marketing and technological resources than we do. In addition, a move toward vertical integration by our competitors could create additional competitive pressures that may decrease our market share. Other competitors are able to offer footwear on a lateral basis alongside their apparel products, or have successfully branded their trademarks as lifestyle brands, resulting in greater competitive advantages. Low barriers to entry into this industry further intensify competition by allowing new companies to easily enter the markets in which we compete. Some of our suppliers further compound these competitive pressures by allowing consumers to purchase their products directly through supplier-maintained e-commerce sites and retail stores. The Internet facilitates price transparency and comparison shopping, which increases the level of competition we face and puts competitive pressure on us to keep our prices low.

We believe that our ability to compete successfully in the footwear industry depends on a number of factors, including style, price, performance, quality, location and service, as well as the strength of our brand names. We remain competitive by increasing awareness of our brands, improving the efficiency of our supply chain and enhancing the style, comfort, fashion and perceived value of our products. However, our competitors may implement more effective marketing campaigns, adopt more aggressive pricing policies, make more attractive offers to potential employees, distribution

partners and manufacturers, or respond more quickly to changes in consumer preferences than us. As a result, we may not be able to compete successfully in the future, and increased competition may result in price reductions, reduced gross margins, loss of market share and an inability to generate cash flows that are sufficient to maintain or expand the development and marketing of our products, which could adversely impact our financial results.

***Our quarterly sales and earnings may fluctuate, which may result in volatility in, or a decline in, our stock price.***

Our quarterly sales and earnings can vary due to a number of factors, many of which are beyond our control, including the following:

- Our Famous Footwear retail business is seasonally weighted to the back-to-school season, which primarily falls in our third fiscal quarter. As a result, the success of our back-to-school offering, which is affected by our ability to anticipate consumer demand and fashion trends, could have a disproportionate impact on our full year results.
- In our wholesale business, sales of footwear are dependent on orders from our major customers, and they may change delivery schedules, change the mix of products they order or cancel orders without penalty.
- Our wholesale customers have increasingly shifted toward lower initial orders and more replenishment and drop ship orders, which may result in shifts of sales between quarters.
- Our estimated annual tax rate is based on projections of our domestic and international operating results for the year, which we review and revise as necessary each quarter.
- Our earnings are also sensitive to a number of factors that are beyond our control, including manufacturing and transportation costs, changes in product sales mix, geographic sales trends, weather conditions, consumer sentiment and currency exchange rate fluctuations.

As a result of these specific and other general factors, our operating results will vary from quarter to quarter and the results for any particular quarter may not be indicative of results for the full year. Any shortfall in sales or earnings from the levels expected by investors could cause a decrease in the trading price of our common stock.

***Foreign currency fluctuations may result in higher costs and decreased gross profits.***

Although we purchase most of our products from international manufacturers in United States dollars and otherwise may engage in foreign currency hedging transactions from time to time, we may experience cost variations with respect to exchange rate changes. Currency exchange rate fluctuations may also adversely impact third parties who manufacture the Company's products by making their purchases of raw materials or other production costs more expensive and more difficult to finance, resulting in higher prices and lower margins for the Company and its distributors.

**OPERATIONAL RISKS**

***We rely primarily on international sources of production, which subjects our business to risks associated with international trade.***

We rely primarily on international sourcing for our footwear products through third-party manufacturing facilities located outside the United States. As is common in the industry, we do not have any long-term contracts with our third-party international manufacturers. International sourcing is subject to numerous risks, including trade relations, work stoppages, transportation delays (including delays at international and domestic ports) and costs (including customs duties, quotas, tariffs, anti-dumping duties, safeguard measures, cargo restrictions or other trade restrictions), domestic and international political instability, foreign currency fluctuations, variable economic conditions, expropriation, nationalization, natural disasters, terrorist acts and military conflict, changes in governmental regulations (including the U.S. Foreign Corrupt Practices Act) and geo-political events, such as the current wars in Israel and Ukraine and increased tensions between China and Taiwan. Supply chain disruptions and port congestion have in the past delayed receipt of inventory and this could occur again in the future. Delayed inventory receipt could delay deliveries to our wholesale customers, and reduce availability in our stores and e-commerce websites, which could adversely impact our financial results. In addition, the imposition of tariffs or other costs on imported products may result in an increase in product prices, which may in turn adversely impact our gross margins if we are unable to mitigate the impact of the costs.

At the same time, potential changes in manufacturing preferences, including, but not limited to the following, pose additional risk and uncertainty:

- Manufacturing capacity may shift from footwear to other industries with manufacturing margins that are perceived to be higher.
- Some footwear manufacturers may face labor shortages as workers seek better wages and working conditions in other industries or locations.

As a result of these risks, there can be no assurance that we will not experience reductions in available production capacity, increases in our product costs, late deliveries or terminations of our supplier relationships. Furthermore, these sourcing risks are compounded by limited diversification in the geographic location of our international sourcing and manufacturing. Approximately 60% of the footwear we sourced in 2023 was from China. With the majority of our supply originating in China, a substantial portion of our supply could be at risk in the event of any significant negative development related to relations between United States and China. In addition, international expansion in China may be hampered as a result of the adverse economic conditions that China is currently experiencing.

Although we believe we could find alternative manufacturing sources for the products that we currently source from third-party manufacturing facilities in China or other countries, we may not be able to locate alternative manufacturers on terms as favorable as our current terms, including pricing, payment terms, manufacturing capacity, quality standards and lead times for delivery. In addition, there is substantial competition in the footwear industry for quality footwear manufacturers. Accordingly, our future results will partly depend on our ability to maintain positive working relationships with, and offer competitive terms to, our international manufacturers. If supply issues cause us to be unable to provide products consistent with our standards or manufacture our footwear in an efficient and cost-effective manner, our customers may cancel orders, refuse to accept deliveries or demand reductions in purchase prices, any of which could have a material adverse effect on our business and results of operations.

We also sell footwear in East Asia through our joint venture, and plan to increase international sales efforts as part of our growth strategy. Our joint venture partners may have objectives that are different than our own. In addition, we may be subject to increased legal risk associated with the joint venture if it fails to adhere to consistent levels of compliance standards as our fully-owned operations.

***We are reliant upon our information technology systems, and any major disruption of these systems could adversely impact our ability to effectively operate our business.***

Our computer network and systems are essential to all aspects of our operations, including design, pricing, production, accounting, reporting, forecasting, ordering, manufacturing, transportation, marketing, sales and distribution. Our ability to manage and maintain our inventory and to deliver products in a timely manner depends on these systems. With the continued growth in e-commerce direct-to-consumer sales, any system disruption may result in an adverse impact to our operations. If any of these systems fails to operate as expected, we experience problems with transitioning to upgraded or replacement systems, we fail to realize the expected return on our technology investment, a breach in security occurs or a natural disaster interrupts system functions, we may experience delays in product fulfillment, reduced efficiency in our operations, or delays in reporting our financial results to investors, or we may be required to expend significant capital to correct the problem, which may have an adverse effect on our results of operations and financial condition.

We are undergoing a multi-year enterprise resource planning ("ERP") implementation, which will require significant financial and human capital resources. The implementation of the new ERP system may be more difficult, costly or time-consuming than anticipated, and it is possible that the system will not yield the expected benefits. Any disruptions, delays or deficiencies related to the new ERP system may materially and adversely impact our business operations, including our ability to process orders, manage our inventory, ship products to our customers, maintain our financial records, maintain effective internal control over financial reporting, or perform other business functions.

***A cybersecurity breach may adversely affect our sales and reputation.***

We routinely possess sensitive consumer and associate information and periodically provide it to third parties for analysis, benefit distribution or compliance purposes. Consumers are also increasingly using mobile devices and applications to shop online and do comparison shopping. Additionally, a large portion of our Corporate employees are working remotely, which may result in heightened cybersecurity risk. Remote working environments may be less secure and more susceptible to hacking attacks, including phishing and social engineering attempts. From time to time, we have experienced, and may continue to experience, attacks on our systems or those of our vendors. While we believe we have taken reasonable and

appropriate steps to protect sensitive information, hackers and data thieves operate sophisticated, large-scale attacks that could breach our information systems, despite ongoing security measures. In addition, we are required to comply with increasingly complex regulations designed to protect our business and personal data. Any breach of our network security, a third-party's network security or failure to comply with applicable regulations may result in (a) the loss of valuable business data and/or our consumers' or associates' personal information, (b) increased costs associated with implementing additional protections and processes, (c) a disruption of our business and a loss of sales, (d) negative media attention, (e) damage to our consumer and associate relationships and reputation, and (f) fines or lawsuits.

***Our operating results depend on preparing accurate sales forecasts and properly managing our inventory levels.***

Using sales forecasts, we place orders with manufacturers for some of our products prior to the time we receive all of our customers' orders to minimize purchasing costs, the time necessary to fill customer orders and the risk of non-delivery.

We also maintain an inventory of certain products that we anticipate will be in greater demand. At the retail level, we place orders for products many months in advance of our key selling seasons. Adverse economic conditions and rapidly changing consumer preferences can make it difficult for us and our retail customers to accurately forecast product trends in order to match production with demand. If we fail to accurately assess consumer fashion tastes and the impact of economic factors on consumer spending or to effectively differentiate our retail and wholesale offerings, our inventory levels may exceed customer demand, resulting in inventory write-downs, higher carrying costs, lower gross margins or the sale of excess inventory at discounted prices, which could significantly impact our financial results. Conversely, if we underestimate consumer demand for our products or if our manufacturers fail to supply the quality products that we require in a timely manner, we may experience inventory shortages. Inventory shortages may delay shipments to customers (and possibly require us to offer discounts or costly expedited shipping), negatively impact retailer and distributor relationships, adversely impact our sales results and diminish brand awareness and loyalty.

In addition, our retail stores are inherently subject to the risk of inventory loss and theft. In recent years, the retail industry has experienced an increase in inventory shrinkage, and although we have taken steps to reduce inventory shrinkage, higher rates of shrinkage or increased costs associated with addressing inventory theft, including maintaining a safe store environment for our customers and associates, may have a material adverse impact on our results of operations.

***A disruption in the effective functioning of our distribution centers could adversely affect our ability to deliver inventory on a timely basis.***

We currently use several leased distribution centers, which serve as the source of replenishment of inventory for our footwear stores and e-commerce websites operated by our Famous Footwear and Brand Portfolio segments and serve the wholesale operations of our Brand Portfolio segment. Our success depends on our ability to handle the high volume of e-commerce sales and single pair shipments, which requires significant capital to operate with a greater level of sophistication and automation, as well as higher processing and distribution costs. We may be unable to successfully manage, negotiate or renew our distribution center leases, or we may experience complications with respect to our distribution centers, such as substantial damage to, or destruction of, such facilities due to natural disasters. In such an event, our other distribution centers may not be able to support the resulting additional distribution demands and we may be unable to locate alternative persons or entities capable of fulfilling our distribution needs, resulting in an adverse effect on our ability to deliver inventory on a timely basis. The effective operation of our distribution centers may also be impacted by wage inflation, labor shortages and disruptions to the supply chain.

***Our success depends on our ability to retain senior management and recruit and retain other key associates.***

Our success depends on our ability to attract, retain and motivate qualified management, administrative, product development, marketing and sales personnel to support existing operations and future growth. In addition, our ability to successfully integrate acquired businesses often depends on our ability to retain incumbent personnel, many of whom possess valuable institutional knowledge and operating experience. Competition for qualified personnel in the footwear industry is intense and we compete for these individuals with other companies that in many cases have superior financial and other resources. The loss of the services of any member of our senior management or key associates, the inability to attract and retain other qualified personnel or the inability to effectively transition positions could adversely affect the sales, design and production of our products as well as the implementation of our strategic initiatives. Also, we have recently experienced changes in key senior management personnel, including our chief executive officer and chief financial officer. Management transitions may create uncertainty, and if we do not successfully manage the transition, it

could be disruptive to our daily operations or impact public or market perception, which could negatively impact our ability to operate effectively and have an adverse impact on our business.

***Our retail business depends on our ability to secure affordable and desirable leased locations without creating a competitive concentration of stores.***

The success of the retail business within our Famous Footwear and Brand Portfolio segments depends, in part, on our ability to secure affordable, long-term leases in desirable locations for our leased retail footwear stores and to secure renewals of such leases. As consumer shopping preferences have evolved, we continue to focus on opening stores in locations with a greater penetration of high-value consumers. No assurance can be given that we will be able to successfully negotiate lease renewals for existing stores or obtain acceptable terms for new stores in desirable locations. In addition, opening new stores in our existing markets may result in reduced net sales in existing stores as our stores become more concentrated in the markets we serve. As a result, the number of consumers and financial performance of individual stores may decline and the average sales per square foot at our stores may be reduced. Due to the changing retail landscape, we may want to reduce the number of retail store locations but may be unable to successfully exit lease agreements. This may result in impairments or lease termination charges that adversely impact our financial results.

***Damage to our reputation or brands may negatively impact our business .***

Our ability to maintain our reputation is integral to the success of our business. Failure to maintain quality merchandise and quality customer service may damage our reputation. The consumer's perception of us, our stores and our brands, whether justified or not, could harm our reputation. Our success depends, in part, on our ability to keep existing consumers, while also attracting new consumers, and a damaged reputation will hinder that ability.

In addition, the increased use of social media by us and by our consumer has also increased the risk to our reputation. Negative commentary regarding us or the products we sell may be posted on social media at any time. Consumers value readily available information and may rely on negative commentary without regard to its accuracy. If we are unable to effectively manage social media, our reputation and consumer's perception of our brands may be negatively impacted.

Our ESG initiatives may result in increased scrutiny from stakeholders or regulators with respect to our ESG goals and objectives. We may not be able to achieve our ESG goals within the timelines established, or at all. Failure to successfully achieve our established goals may damage our reputation, or the reputation of our brands. Our reputation may also be damaged if we do not act, or are perceived by our consumers to not act, responsibly with respect to our impact on the environment or other social or governance matters. Damage to our brands and reputation could have a material adverse effect on our business, results of operations, financial position and cash flow.

***A significant portion of our Famous Footwear sales are dependent on our Famous Footwear loyalty program, Famously You Rewards ("Rewards"), and any decrease in sales from Rewards could have a material adverse impact on our sales.***

Rewards is a customer loyalty program that drives sales and traffic for the Famous Footwear segment. Rewards members earn points toward certificates for qualifying purchases. Upon reaching specified point values, members are issued a Rewards certificate, which may be redeemed for purchases at Famous Footwear. Approximately 77% of our 2023 sales within the Famous Footwear segment were generated by our Rewards members. If our Rewards members do not continue to shop at Famous Footwear, our sales may be adversely affected.

***Transitional challenges with acquisitions and divestitures could result in unexpected expenditures of time and resources.***

As part of our business strategy, we periodically pursue acquisitions of other companies or businesses, as well as divestitures of our businesses. Although we review the financial results and records of acquisition candidates, the review may not reveal all existing or potential problems. As a result, we may not accurately assess the value of the business and may, accordingly, ultimately assume unknown adverse operating conditions and/or unanticipated expenses and liabilities related to the acquisition. Acquisitions may also cause us to incur debt, write-offs of goodwill or intangible assets if the business does not perform as well as expected and substantial amortization expenses associated with other intangible assets. We face the risk that the returns on acquisitions will not support the expenditures or indebtedness incurred to acquire such businesses. We also face the risk that we will not be able to integrate acquisitions into our existing operations or divest our businesses effectively without substantial expense, delay or other operational or financial

problems. Integration may be hindered by, among other things, differing procedures, including internal controls, business practices and technology systems. We may need to allocate more management resources to integration than we planned, which may adversely affect our ability to pursue other profitable activities.

#### **TAX, LEGAL, AND REGULATORY RISKS**

##### ***Changes in tax laws may result in increased volatility in our effective tax rates.***

Our financial results are significantly impacted by the effective tax rates of both our domestic and international operations. Future changes in tax laws could materially impact our effective tax rate. Other factors, such as changes in the mix of earnings in countries with differing statutory tax rates, changes in permitted deductions, interpretations, policies and treaties and the outcome of income tax audits in various jurisdictions, may result in higher taxes, lower profitability and increased volatility in our financial results.

In addition, changes in the tax laws of foreign jurisdictions may arise as a result of the Pillar Two ("Pillar Two") Global Anti-Base Erosion model rules that were released by the Organization for Economic Cooperation and Development (OECD) in 2021. The OECD continues to release guidance and many countries are implementing legislation to adopt the rules for tax years beginning in 2024. Although the United States has not yet enacted legislation implementing Pillar Two, there can be no assurance that our effective tax rate or tax payments will not be adversely affected as countries independently amend their tax laws to adopt Pillar Two.

##### ***Our commitments and shareholder expectations relating to environmental, social and governance ("ESG") considerations may expose us to liabilities, increased costs, reputational harm, and other adverse effects on our business.***

We are increasingly focused on ESG considerations relating to our business, including greenhouse gas emissions, human and civil rights and diversity, equity and inclusion. New laws and regulations in these areas, including those passed by the State of California and the SEC, will be required to be adopted, and may be passed by other states or regulatory agencies. The criteria used by regulators and other relevant stakeholders to evaluate our ESG practices, capabilities, and performance may change rapidly, which in each case could require us to undertake costly initiatives or operational changes. In addition, the requirements may not be uniform across jurisdictions, which may result in increased complexity and cost to become or remain compliant. Non-compliance with these rules or standards or a failure to address regulator, stakeholder and societal expectations may result in potential cost increases, litigation, fines, penalties, production and sales restrictions, brand or reputational damage, loss of customers, suppliers and commercial partners, failure to retain and attract talent, lower valuation and higher investor activism activities. Managing these considerations and implementing these goals and initiatives involves risks and uncertainties, including increased costs, and often depends on third-party performance or data that is outside our control. We cannot guarantee that we will achieve our announced ESG goals and initiatives, satisfy all stakeholder expectations, or that the benefits of implementing or achieving these goals and initiatives will not surpass their projected costs. Any failure, or perceived failure, to achieve ESG goals and initiatives, as well as to manage ESG risks, adhere to public statements, comply with federal, state or international ESG laws and regulations or meet evolving and varied stakeholder expectations and standards could result in legal and regulatory proceedings against us and materially adversely affect our business, reputation, results of operations, financial condition and stock price.

##### ***Our business, sales and brand value could be harmed by violations of labor, trade or other laws.***

We focus on doing business with those suppliers who share our commitment to responsible business practices and the principles set forth in our Production Code of Conduct (the "PCOC"). By requiring our suppliers to comply with the PCOC, we encourage our suppliers to promote best practices and work toward continual improvement throughout their production operations. The PCOC sets forth standards for working conditions and other matters, including compliance with applicable labor practices, workplace environment and compliance with laws. Although we promote ethical business practices, we do not control our suppliers or their labor practices. A failure by any of our suppliers to adhere to these standards or laws could cause us to incur additional costs for our products or cause negative publicity and harm our business and reputation. We also require our suppliers to meet our standards for product safety, including compliance with applicable laws and standards with respect to safety issues, including lead content in paint. Failure by any of our suppliers to adhere to product safety standards could lead to a product recall, which may result in critical media coverage, harm our business and reputation, and cause us to incur additional costs.

In addition, if we, or our suppliers or international manufacturers, violate United States or international trade laws or regulations, we may be subject to additional duties, significant monetary penalties, the seizure and forfeiture of the products we are attempting to import or the loss of our import privileges. Possible violations of United States or international laws or regulations could include inadequate recordkeeping of our imported products, misstatements or errors as to the origin, classification, marketing or valuation of our imported products, fraudulent visas or labor violations. The effects of these factors could render our conduct of business in a particular country undesirable or impractical and have a negative impact on our operating results.

***Our reputation and competitive position are dependent on our ability to license well-recognized brands, license our own brands under successful licensing arrangements and protect our intellectual property rights.***

*Licenses - Company as Licensee*

Although we own most of our wholesale brands, we also rely on our ability to attract, retain and maintain good relationships with licensors that have strong, well-recognized brands and trade names. Our license agreements are generally for an initial term of two to four years, subject to renewal, and there can be no assurance that we will be able to renew these licenses. Even our longer-term or renewable licenses are typically dependent upon our ability to market and sell the licensed products at specified levels, and the failure to meet such levels may result in the termination or non-renewal of such licenses. Furthermore, many of our license agreements require minimum royalty payments, and if we are unable to generate sufficient sales and profitability to cover these minimum royalty requirements, we may be required to make additional payments to the licensors that could have a material adverse effect on our business and results of operations. In addition, because certain of our license agreements are non-exclusive, new or existing competitors may obtain licenses with overlapping product or geographic terms, resulting in increased competition for a particular market.

*Licenses - Company as Licensor*

We have entered into numerous license agreements with respect to the brands and trade names that we own. While we have significant control over our licensees' products and advertising, we generally cannot control their operational and financial issues. If our licensees are not able to meet annual sales and royalty goals, obtain financing, manage their supply chain, control quality and maintain positive relationships with their customers, our business, results of operations and financial position may be adversely affected. While we would likely have the ability to terminate an underperforming license, it may be difficult and costly to locate an acceptable substitute distributor or licensee, and we may experience a disruption in our sales and brand visibility. In addition, although many of our license agreements prohibit the licensees from entering into licensing arrangements with certain of our competitors, they are generally not prohibited from offering, under other brands, the types of products covered by their license agreements with us.

*Trademarks*

We believe that our trademarks and trade names are important to our success and competitive position because they create a market for our products and distinguish our products from other products. We cannot, however, guarantee that we will be able to secure protection for our intellectual property in the future or that such protection will be adequate for future operations. Furthermore, we face the risk of ineffective protection of intellectual property rights in jurisdictions where we source and distribute our products, some of which do not protect intellectual property rights to the same extent as the United States. If we are unsuccessful in challenging a party's products on the basis of infringement of our intellectual property rights, continued sales of these products could adversely affect our sales, devalue our brands and result in a shift in consumer preference away from our products. We may face significant expenses and liability in connection with the protection of our intellectual property rights, and if we are unable to successfully protect our rights or resolve intellectual property conflicts with others, our business or financial condition could be adversely affected.

***We are subject to periodic litigation and other regulatory proceedings, which could result in the unexpected expenditure of time and resources.***

We are a defendant from time to time in lawsuits and regulatory actions (including environmental matters) relating to our business and to our past operations. Due to the inherent uncertainties of litigation and regulatory proceedings, we cannot accurately predict the ultimate outcome of any such proceedings. An unfavorable outcome could have a material adverse impact on our business, financial condition and results of operations. In addition, regardless of the outcome of any litigation or regulatory proceedings, such proceedings are expensive and will require that we devote substantial resources and executive time to defend, thereby diverting management's attention and resources that are needed to successfully run our business. See Item 3, *Legal Proceedings*, for further discussion of pending matters.

## **LIQUIDITY RISKS**

***Our business, results of operations, financial condition and cash flows could be adversely affected by the failure of financial institutions to fulfill their commitments under our Credit Agreement.***

The Fifth Amendment to our Fourth Amended and Restated Credit Agreement (the "Credit Agreement"), which matures on October 5, 2026, is provided by a syndicate of financial institutions, with each institution agreeing severally (and not jointly) to make revolving credit loans to us in an aggregate amount of up to \$500.0 million in accordance with the terms of the Credit Agreement. In addition, the Credit Agreement provides for an increase at the Company's option by up to \$250.0 million. If one or more of the financial institutions participating in the Credit Agreement were to default on its obligation to fund its commitment, the portion of the facility provided by such defaulting financial institution may not be available to us. In addition, as of February 3, 2024, total borrowing availability under the Credit Agreement was \$308.5 million. Failure to meet our debt covenants under the Credit Agreement may require the Company to seek waivers or amendments of the debt covenants, alternative or additional sources of financing or reduce expenditures. In addition, borrowings under our Credit Agreement bear interest at variable rates. As a result, increases in interest rates, such as those we have recently experienced, could require a greater portion of our cash flow to be used to pay interest, which will negatively impact our net income and cash flow from operations.

---

## **ITEM 1B      UNRESOLVED STAFF COMMENTS**

There are no unresolved written comments that were received from the SEC staff 180 days or more before the end of our fiscal year relating to our periodic or current reports under the Securities Exchange Act of 1934, as amended.

---

## **ITEM 1C      CYBERSECURITY**

### **Risk Management and Strategy**

We are committed to protecting our customer and employee data. We employ a defense-in-depth cybersecurity strategy leveraging industry frameworks that feature a prioritized set of robust controls that encompass people, processes and technologies. Our Chief Information Officer ("CIO") is responsible for the execution of our cybersecurity strategy. Our CIO has over 25 years of retail industry experience developing and implementing information technology strategies and leading cybersecurity programs. The CIO is supported by a team of highly qualified professionals, many of which hold cybersecurity certifications.

The Company's cybersecurity policies, standards and processes are integrated into the Company's overall risk management program, and cybersecurity risks are regularly evaluated in the context of material risks to the Company. We regularly engage with outside experts to assess the maturity of our organizational security program and to inform our short- and long-term cybersecurity strategy.

We routinely test and improve our information systems through security and risk and compliance reviews and user education campaigns and other strategies. We also subscribe to various threat intelligence feeds and are active in the information security community.

We maintain an Information Security Policy, which details the acceptable processes and practices our associates must follow to protect the interests of the Company, our customers and other parties. Key components of the Information Security Program include:

- Acknowledgement of the Information Security Policy upon hire and annually thereafter;
- Access controls, including identification, authentication, logging and authorization;
- Endpoint detection and response;
- Data classification and labeling;
- Privileged Identity Management
- Security Awareness training and a Cybersecurity Ambassador Program; and

- A Cybersecurity Incident Response Plan, including procedures for responding to cybersecurity incidents and a framework for evaluating the materiality of the incident for disclosure and reporting purposes.

#### Governance

The Audit Committee of our Board of Directors is responsible for oversight of our cybersecurity program. In addition, the Technology and Digital Commerce Committee, which was established in 2022, assists the Board of Directors with its oversight responsibilities regarding the role of technology, data, digital commerce and the Company's ability to understand and connect with its consumers in executing the Company's strategies, business plans and operational requirements.

On a quarterly basis, our CIO updates the Audit Committee on the Company's cybersecurity program, including, among other items, actual events or incidents, results of vulnerability assessments and penetration testing.

We continue to invest in cybersecurity and adapt our internal controls and processes to respond to cybersecurity risks. Cybersecurity threats, including those as a result of any previous cybersecurity incidents, have not materially affected our business strategy, results of operations or financial condition. For a discussion of how cybersecurity risks have affected or are reasonably likely to materially affect the Company, refer to Item 1A, *Risk Factors*.

## ITEM 2 PROPERTIES

We own our principal executive, sales and administrative offices located in Clayton ("St. Louis"), Missouri.

Our retail operations, included in both our Famous Footwear and Brand Portfolio segments, are conducted throughout the United States, Canada, China and Guam and involve the operation of 958 retail stores. All store locations, excluding our Perth, Ontario outlet center, are leased, with approximately 33% of them having renewal options. The footwear sold through our domestic wholesale business is primarily processed through our leased distribution centers in Chino, California and Lebanon, Tennessee.

The following table summarizes the location and general use of the Company's primary properties:

Location	Owned/Leased	Segment	Use
Clayton, Missouri	Owned	Famous Footwear and Brand Portfolio	Principal corporate, executive, sales and administrative offices
St. Louis, Missouri	Leased	Famous Footwear and Brand Portfolio	Office space
United States, Canada, East Asia and Guam	Leased	Famous Footwear and Brand Portfolio	Retail operations
Chino, California <sup>(1)</sup>	Leased	Brand Portfolio	Distribution centers
Lebanon, Tennessee <sup>(2)</sup>	Leased	Famous Footwear and Brand Portfolio	Distribution center
Lebec, California <sup>(3)</sup>	Leased	Famous Footwear	Distribution center
New York, New York	Leased	Brand Portfolio	Office space and showrooms
Perth, Ontario <sup>(4)</sup>	Owned	Famous Footwear and Brand Portfolio	Distribution center and outlet center
Novato, California	Leased	Brand Portfolio	Office space
Dongguan, China	Leased	Brand Portfolio	Office space and sample-making facility
Santiago, Dominican Republic	Leased	Brand Portfolio	Manufacturing facility
Port Washington, Wisconsin	Leased	Brand Portfolio	Manufacturing and recrafting facility and office space
Port Washington, Wisconsin	Owned	Brand Portfolio	Warehouse

(1) This campus includes two company-operated distribution centers with approximately 725,000 and 606,000 square feet at each respective location.

(2) This distribution center is approximately 540,000 square feet.

(3) This distribution center is approximately 350,000 square feet.

(4) This distribution center is approximately 150,000 square feet.

We also own a building in Denver, Colorado, which is leased to a third party, and undeveloped land in Colorado and New York. See Item 3, *Legal Proceedings*, for further discussion of certain of these properties.

### **ITEM 3 LEGAL PROCEEDINGS**

We are involved in legal proceedings and litigation arising in the ordinary course of business. In the opinion of management, the outcome of such ordinary course business proceedings and litigation currently pending will not have a material adverse effect on our results of operations or financial position.

Our prior operations included numerous manufacturing and other facilities for which we may have responsibility under various environmental laws to address conditions that may be identified in the future. We are involved in environmental remediation and ongoing compliance activities at several sites and have been notified that we are or may be a potentially responsible party at several other sites. We are remediating, under the oversight of Colorado authorities, contamination at and beneath our owned facility in Colorado (also known as the "Redfield" site) and groundwater and indoor air in residential neighborhoods adjacent to and near the property, which have been affected by solvents previously used at the site and surrounding facilities.

Refer to Note 16 to the consolidated financial statements for additional information related to the Redfield matter and other legal proceedings.

### **ITEM 4 MINE SAFETY DISCLOSURES**

Not applicable.

## **PART II**

### **ITEM 5 MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES**

Our common stock is listed on the New York Stock Exchange ("NYSE") under the trading symbol "CAL." As of February 3, 2024, we had 3,646 shareholders of record.

#### **Issuer Purchases of Equity Securities**

The following table provides information relating to our repurchases of common stock during the fourth quarter of 2023:

<b>Fiscal Period</b>	<b>Total Number of Shares Purchased <sup>(1)</sup></b>	<b>Average Price Paid per Share <sup>(1)</sup></b>	<b>Total Number of Shares Purchased as Part of Publicly Announced Program <sup>(2)</sup></b>	<b>Maximum Number of Shares that May Yet Be Purchased Under the Program <sup>(2)</sup></b>
October 29, 2023 - November 25, 2023	13,066	\$ 29.72	—	5,604,379
November 26, 2023 - December 30, 2023	21,995	30.50	—	5,604,379
December 31, 2023 - February 3, 2024	—	—	—	5,604,379
<b>Total</b>	<b>35,061</b>	<b>\$ 30.21</b>	<b>—</b>	<b>5,604,379</b>

(1) Includes shares that are tendered by employees related to certain share-based awards to satisfy tax withholding amounts for restricted stock and stock performance awards.

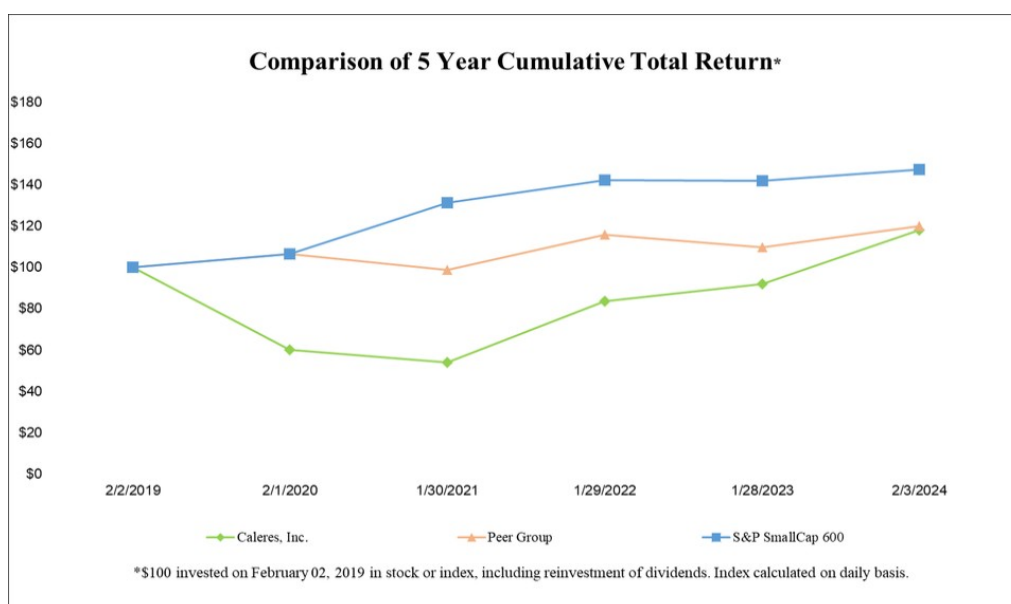
(2) On September 2, 2019, the Board of Directors approved a stock repurchase program ("2019 Program") authorizing the purchase of up to 5,000,000 shares of our outstanding common stock. In addition, on March 10, 2022, the Board of Directors approved a stock repurchase program ("2022 Program") authorizing the repurchase of an additional

7,000,000 shares of our outstanding common stock. We can use the repurchase programs to repurchase shares on the open market or in private transactions. Under these programs, the Company repurchased 763,000 shares during 2023 and 2,622,845 shares during 2022. As of February 3, 2024, there were 5,604,379 shares authorized to be repurchased under the 2022 Program. Our repurchases of common stock are limited under our debt agreements. Subsequent to our 2023 year-end, the Company has repurchased 416,000 shares at an aggregate price of \$15.1 million.

### Stock Performance Graph

The following performance graph compares the cumulative total return on our common stock with the cumulative total return of the following indices: (i) the S&P® SmallCap 600 Stock Index and (ii) a peer group of companies believed to be engaged in similar businesses. Our peer group consists of Designer Brands, Inc., Genesco, Inc., Shoe Carnival, Inc., Skechers U.S.A., Inc., Steven Madden, Ltd. and Wolverine World Wide, Inc.

Our fiscal year ends on the Saturday nearest to each January 31. Accordingly, share prices are as of the last business day in each fiscal year. The graph assumes that the value of the investment in our common stock and each index was \$100 at February 2, 2019. The graph also assumes that all dividends were reinvested and that investments were held through February 3, 2024. These indices are included for comparative purposes only and do not necessarily reflect management's opinion that such indices are an appropriate measure of the relative performance of the stock involved and are not intended to forecast or be indicative of possible future performance of the common stock.



\*\$100 invested on February 2, 2019 in stock or index, including reinvestment of dividends. Index calculated on daily basis.

	2/2/2019	2/1/2020	1/30/2021	1/29/2022	1/28/2023	2/3/2024
Caleres, Inc.	\$ 100.00	\$ 60.01	\$ 53.96	\$ 83.49	\$ 91.95	\$ 118.20
Peer Group	100.00	106.60	98.70	115.97	109.73	120.15
S&P® SmallCap 600 Stock Index	100.00	106.63	131.34	142.26	141.93	147.59

**ITEM 6            RESERVED**

---

**ITEM 7            MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

---

**OVERVIEW**

**Business Overview**

We are a global footwear company that operates retail shoe stores and e-commerce websites, and designs, develops, sources, manufactures and distributes footwear for people of all ages. Our mission is to inspire people to feel great...feet first. We offer retailers and consumers a diversified portfolio of leading footwear brands. Outfitted in our brands, customers can step confidently into every aspect of their lives. As both a retailer and a wholesaler, we have a perspective on the marketplace that enables us to serve consumers from different vantage points. We believe our diversified business model provides us with synergies by spanning consumer segments, categories and distribution channels. A combination of thoughtful planning and rigorous execution is key to our success in optimizing our business and portfolio of brands. Our business strategy is focused on accelerating growth in our Brand Portfolio segment, gaining market share and deepening connections with the millennial family in our Famous Footwear segment, leveraging our "One Caleres" capabilities to increase profitability, and delivering value for our shareholders.

*Famous Footwear*

Famous Footwear, which is one of America's leading family –branded footwear retailers, was founded on a simple idea: that everyone deserves to feel the joy that comes from a new pair of shoes. Our Famous Footwear segment includes 860 Famous Footwear stores, famousfootwear.com and famousfootwear.ca in Canada. This national footprint of mostly off-mall store locations is convenient for Famous Footwear's target consumer, the millennial family. We seek to meet the needs of that millennial family and others by providing an assortment of trend-right, brand-name fashion, casual and athletic footwear at a great price.

During 2023, we continued to execute on our three-pronged strategy, which concentrates on merchandising, marketing and consumer experience. We remained focused on increasing the opportunity between Famous Footwear and the brands within our Brand Portfolio segment, such as Dr. Scholl's Shoes, LifeStride, Naturalizer and Blowfish Malibu, among others. Vertical integration provides Famous Footwear with greater access to fashion products from brands that resonate with its consumer, as well as greater ability to be flexible with trends and offer better profit potential. We also have focused on offering the consumer a balanced assortment of fashion and athletic styles from well-known brands. We continued to tightly manage our inventory levels in 2023, reducing SKU counts and amplifying key product trends and items to drive sales volume. As we work to evolve our product offerings, we are testing and adding new and emerging brands across various categories to meet the shifting preferences and behaviors of the consumer, which we believe may attract new Famous Footwear consumers while providing the current consumer with additional options. We believe our kids category, which continues to grow, is a key competitive differentiator. We view this offering as a future growth opportunity and have plans to build on the strength of this category. With the millennial mom as our target consumer, we believe her primary purchase motivation is her kids and will prioritize these purchases, even with macroeconomic pressures. As a result, we are making the kids business a critical component of how our associates connect with our consumers, including ensuring every child finds the perfect fit. Our investments in new and remodeled stores over the last few years have prioritized an elevated experience within our kids department.

We are leaning into our best brands from an inventory, marketing and store presence perspective. In addition, we continue to invest in enhancing our in-store shopping experience to deliver a more engaging and inspiring experience across the omnichannel. Our new FLAIR (Famous Localized and Immersive Retail) store concept has been successful at driving sales growth and we plan to continue to transform stores to this enhanced consumer shopping experience in 2024. The FLAIR store concept highlights our leading assortment of trending brands and elevates those brands in an energetic and exciting manner.

*Brand Portfolio*

Our Brand Portfolio segment is consumer-focused and we believe our success is dependent upon our ability to strengthen consumers' preference for our brands by offering compelling style, quality, differentiated brand promises and innovative

marketing campaigns. The segment is comprised of the Sam Edelman, Vionic, Naturalizer, Allen Edmonds, Dr. Scholl's Shoes, LifeStride, Franco Sarto, Blowfish Malibu, Rykå, Vince, Bzees, Veronica Beard and Zodiac brands. Through these brands, we offer our customers a diversified selection of footwear, each designed and targeted to a specific consumer segment within the marketplace. We are able to showcase many of our brands in our retail stores and online, leveraging our wholesale and retail platforms, sharing consumer insights across our businesses and testing new and innovative products. Our Brand Portfolio segment operates 62 retail stores in the United States for our Allen Edmonds, Sam Edelman and Naturalizer brands. This segment also includes our e-commerce businesses that sell our branded footwear. We also operate a joint venture, which expands our international presence by distributing our Sam Edelman and Naturalizer brands through e-commerce sites and 36 retail stores in East Asia.

### Known Trends Impacting Our Business

Macroeconomic factors, including, among others, inflation, elevated interest rates, increased real estate costs, higher consumer debt levels, the end to the student loan repayment pause, and lingering fears of a recession, continued to impact consumer discretionary spending and our financial results during 2023. We experienced lighter consumer traffic in our retail stores during 2023, resulting in lower net sales. While we believe that the structural changes we've implemented in the last few years, as well as our diversified model and operational discipline, enable the Company to drive value in a variety of market conditions, changes in macro-level consumer spending trends may continue to adversely impact our financial results in the future. To mitigate the impact of these macroeconomic factors, we began initiating expense reduction initiatives in the first quarter of 2023. These actions, which included eliminating open corporate positions, reducing non-merchandise procurement costs and integrating our Blowfish Malibu office and information systems into the St. Louis infrastructure, are expected to result in additional savings in 2024. We believe our focus on cost control and our commitment to execute our clearly defined strategic initiatives have positioned us for sustainable, long-term growth.

During 2023, we focused on reducing debt to maintain liquidity and reduce interest expense. Given the continued elevated interest rate environment, our capital allocation priority during 2024 will be to reduce debt levels further. In addition, given our debt reduction progress and strong operating cash flows during 2023, we used excess capital to repurchase shares. We will continue to evaluate our capital allocation priorities in light of business performance and market conditions.

### Financial Highlights

The following is a summary of the financial highlights for 2023 and 2022:

(\$ millions, except per share amounts)	2023	2022	Change <sup>(1)</sup>	
Consolidated net sales	\$2,817.3	\$2,968.1	(\$150.8)	(5.1)%
Famous Footwear segment net sales	\$1,609.4	\$1,705.1	(\$95.7)	(5.6)%
Famous Footwear comparable sales % change	(6.3)%	(1.8)%	n/m	n/m
Brand Portfolio segment net sales	\$1,270.9	\$1,322.8	(\$51.9)	(3.9)%
Gross profit	\$1,263.0	\$1,284.9	(\$21.9)	(1.7)%
Gross margin	44.8 %	43.3 %	n/m	154 bps
Operating earnings	\$194.5	\$214.3	(\$19.8)	(9.3)%
Diluted earnings per share	\$4.80	\$4.92	(\$0.12)	(2.4)%

(1) n/m – not meaningful

The following items should be considered in evaluating the comparability of our 2023 and 2022 results:

- Impact of the 53<sup>rd</sup> week – Our accounting period is based upon a traditional retail calendar, which ends on the Saturday nearest January 31. Periodically, this results in a fiscal year that includes 53 weeks. Our 2023 fiscal year included 53 weeks, while both our 2022 and 2021 fiscal years had only 52 weeks. The difference in the number of weeks included in our fiscal years can affect annual comparisons. The inclusion of the 53<sup>rd</sup> week in 2023 resulted in an increase to our consolidated net sales of approximately \$25 million and had an immaterial impact on net earnings.
- Deferred tax valuation allowances – As a result of the significant loss before income taxes in 2020 driven by the impairment of goodwill and intangible assets during the pandemic, we entered into a three-year cumulative

loss position for federal, state and certain international jurisdictions. At that time, we increased our valuation allowances on deferred tax assets to \$50.0 million, reflecting the uncertainty regarding the utilization of our deferred tax assets in those jurisdictions. Due to stronger earnings in 2022 and 2023, the Company is no longer in a cumulative three-year loss position. Accordingly, the Company released valuation allowances on certain deferred tax assets totaling \$17.4 million (\$0.47 per diluted share) in 2022 and \$26.7 million (\$0.75 per diluted share) in 2023.

- Expense reduction initiatives –During 2023, we incurred costs of approximately \$6.1 million (\$4.5 million on an after-tax basis, or \$0.13 per diluted share) associated with expense reduction initiatives. Refer to Note 4 to the consolidated financial statements for further discussion of these initiatives.
- Organizational changes – During 2022, we incurred costs of \$2.9 million (\$2.7 million on an after-tax basis, or \$0.07 per diluted share) related to a CFO transition at our corporate headquarters. Refer to Note 4 to the consolidated financial statements for further discussion.

### **Financial Outlook**

We believe the success of the structural changes we have made in recent years has enabled us to continue to deliver earnings per share in excess of our \$4.00 baseline. In October 2023, we announced a three-year strategic and financial plan that we believe will drive a higher level of growth and profitability. We believe that we are uniquely positioned to meet consumer needs and capture growth across trending footwear categories. We are confident in our ability to execute on our growth strategy and deliver on our long-term financial targets to create sustained value for our shareholders.

### **Metrics Used in the Evaluation of Our Business**

The following are a couple of key metrics by which we evaluate our business and make strategic decisions:

#### *Comparable sales*

The comparable sales metric is a metric commonly used in the retail industry to evaluate the revenue generated for stores that have been open for more than a year, though many retailers may calculate the metric differently. Management uses the comparable sales metric as a measure of an individual store's success to determine whether its sales performance is consistent with expectations. Our comparable sales metric is a daily-weighted calculation for the period, which includes sales for stores that have been open at least 13 months. In addition, in order to be included in the comparable sales metric, a store must be open in the current period as well as the corresponding day(s) of the comparable retail calendar in the prior year. Accordingly, closed stores (including temporary store closures) are excluded from the comparable sales metric for each day of the closure. Relocated stores are treated as new stores and therefore excluded from the calculation. E-commerce sales for those websites that function as an extension of a retail chain are included in the comparable sales calculation. We believe the comparable sales metric is useful to shareholders and investors in assessing the performance of our existing retail store locations with comparable prior year sales, separate from the impact of store openings or closures.

#### *Sales per square foot*

The sales per square foot metric is commonly used in the retail industry to measure the efficiency of a store's sales based upon the square footage in a store. Management uses the sales per square foot metric in our Famous Footwear segment as a measure of an individual store's success to determine whether it is performing consistent with expectations. The sales per square foot metric is calculated by dividing total retail store sales, excluding e-commerce sales, by the total square footage of the retail store base at the end of each month of the respective period.

### **Comparison of Financial Results**

The following sections discuss the consolidated and segment results of our operations for the year ended February 3, 2024 compared to the year ended January 28, 2023. For a discussion of the results for the year ended January 28, 2023 compared to the year ended January 29, 2022, refer to Part II, Item 7 "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" in our Annual Report on Form 10-K for the year ended January 28, 2023.

## CONSOLIDATED RESULTS

	2023			2022			2021		
		% of			% of			% of	
(\$ millions)		Net Sales			Net Sales			Net Sales	
Net sales	\$	2,817.3	100.0 %	\$	2,968.1	100.0 %	\$	2,777.6	100.0 %
Cost of goods sold		1,554.3	55.2 %		1,683.2	56.7 %		1,550.3	55.8 %
Gross profit		1,263.0	44.8 %		1,284.9	43.3 %		1,227.3	44.2 %
Selling and administrative expenses		1,062.4	37.7 %		1,067.7	36.0 %		1,008.0	36.3 %
Restructuring and other special charges, net		6.1	0.2 %		2.9	0.1 %		13.5	0.5 %
Operating earnings		194.5	6.9 %		214.3	7.2 %		205.8	7.4 %
Interest expense, net		(19.4)	(0.7)%		(14.3)	(0.5)%		(30.9)	(1.1)%
Loss on early extinguishment of debt		—	— %		—	— %		(1.0)	(0.1)%
Other income, net		6.2	0.2 %		13.0	0.5 %		15.3	0.6 %
Earnings before income taxes		181.3	6.4 %		213.0	7.2 %		189.2	6.8 %
Income tax provision		(9.5)	(0.3)%		(33.3)	(1.1)%		(51.1)	(1.8)%
Net earnings		171.8	6.1 %		179.7	6.1 %		138.1	5.0 %
Net earnings (loss) attributable to noncontrolling interests		0.4	0.0 %		(2.0)	(0.0)%		1.1	0.1 %
Net earnings attributable to Caleres, Inc.	\$	171.4	6.1 %	\$	181.7	6.1 %	\$	137.0	4.9 %

### Net Sales

Net sales decreased \$150.8 million, or 5.1%, to \$2,817.3 million in 2023, compared to \$2,968.1 million last year, reflecting the challenging macroeconomic and retail environment. Net sales for our Famous Footwear segment decreased \$95.7 million, or 5.6%, compared to 2022 net sales. Net sales for our Brand Portfolio segment decreased \$51.9 million, or 3.9%, compared to 2022. The 53<sup>rd</sup> week in 2023 contributed approximately \$25 million to our consolidated net sales, including \$18.2 million in our Famous Footwear segment and \$6.8 million in our Brand Portfolio segment. On a consolidated basis, our direct-to-consumer sales represented approximately 72% of total net sales for both 2023 and 2022.

### Gross Profit

Gross profit decreased \$21.9 million, or 1.7%, to \$1,263.0 million in 2023, compared to \$1,284.9 million in 2022, primarily driven by lower net sales. As a percentage of net sales, our gross profit rate increased to 44.8% in 2023, compared to 43.3% in 2022, primarily due to a higher gross margin rate at our Brand Portfolio segment driven by lower inventory markdowns, lower inbound freight costs and higher merchandise margins. These increases were partially offset by a decrease in the gross margin rate at our Famous Footwear segment.

We classify warehousing, distribution, sourcing and other inventory procurement costs in selling and administrative expenses. Accordingly, our gross profit and selling and administrative expenses, as a percentage of net sales, may not be comparable to other companies.

### Selling and Administrative Expenses

Selling and administrative expenses decreased \$5.3 million, or 0.5%, to \$1,062.4 million in 2023, compared to \$1,067.7 million last year. The decrease is primarily due to lower anticipated payments under our cash-based incentive compensation plans and lower warehouse costs, partially offset by higher facilities costs and incremental expenses associated with the 53<sup>rd</sup> week in 2023. As a percentage of net sales, selling and administrative expenses increased to 37.7% in 2023, from 36.0% last year, reflecting deleveraging of expenses on lower net sales.

### Restructuring and Other Special Charges, Net

During 2023, we incurred restructuring costs of \$6.1 million (\$4.5 million on an after-tax basis, or \$0.13 per diluted share), associated with our expense reduction initiatives. During 2022, we incurred restructuring and other special charges of \$2.9 million (\$2.7 million on an after-tax basis, or \$0.07 per diluted share) associated with a CFO transition at our corporate headquarters. Refer to further discussion of these charges in the *Financial Highlights* section above and Note 4 to the consolidated financial statements.

### Operating Earnings

Operating earnings decreased \$19.8 million to \$194.5 million in 2023, compared to \$214.3 million last year, reflecting the factors described above. As a percentage of net sales, operating earnings were 6.9% in 2023, compared 7.2% in 2022.

### Interest Expense, Net

Interest expense, net increased \$5.1 million, or 35.6%, to \$19.4 million in 2023, compared to \$14.3 million last year, primarily attributable to higher interest rates on our revolving credit agreement, partially offset by lower average borrowings. Refer to Note 11 to the consolidated financial statements for additional information related to our borrowings.

### Other Income, Net

Other income, net decreased \$6.8 million, or 52.1%, to \$6.2 million in 2023, compared to \$13.0 million in 2022, which is attributable to certain components of net periodic benefit income associated with our pension plans, including interest cost and expected return on assets. Refer to Note 5 to the consolidated financial statements for additional information related to our retirement plans.

### Income Tax Provision

Our consolidated effective tax rate was 5.2% in 2023, compared to 15.7% in 2022. Our lower tax rates for 2023 and 2022 primarily reflect the release of \$26.7 million and \$17.4 million, respectively, of valuation allowances recorded for certain deferred tax assets. As a result of the significant loss before income taxes in 2020 driven by the impairment of goodwill and intangible assets during the pandemic, we entered into a three-year cumulative loss position for federal, state and certain international jurisdictions. At that time, we increased our valuation allowances on deferred tax assets to \$50.0 million, reflecting the uncertainty regarding the utilization of our deferred tax assets in those jurisdictions. Due to stronger earnings in 2022 and 2023, the Company is no longer in a cumulative three-year loss position. Accordingly, the Company released valuation allowances on certain deferred tax assets totaling \$17.4 million (\$0.47 per diluted share) in 2022 and \$26.7 million (\$0.75 per diluted share) in 2023.

In 2021, the OECD released Pillar Two Global Anti-Base Erosion model rules, designed to ensure large corporations are taxed at a minimum rate of 15% in all countries of operation. The OECD continues to release guidance and countries are implementing legislation to adopt the rules for tax years beginning in 2024. The United States has not yet enacted legislation implementing Pillar Two. We are continuing to evaluate the Pillar Two rules and their potential impact on future periods, but we do not expect the rules to have a material impact on our effective tax rate.

Refer to Note 6 to the consolidated financial statements for additional information regarding income taxes.

### Net Earnings Attributable to Caleres, Inc.

Consolidated net earnings attributable to Caleres, Inc. were \$171.4 million in 2023, compared to \$181.7 million last year, reflecting the factors described above.

### Geographic Results

We have both domestic and international operations. Domestic operations include the nationwide operation of our Famous Footwear and other branded retail footwear stores, the wholesale distribution of footwear to numerous retail consumers and the operation of our e-commerce websites. International operations primarily consist of wholesale operations in East Asia, Canada and Europe, retail operations in Canada and East Asia and the operation of our international e-commerce websites. In addition, we license certain of our trade names to third parties who distribute and/or operate retail locations internationally. The operations in East Asia include first-cost transactions, where footwear is sold at international ports to customers who then import the footwear into the United States and other countries. The breakdown of domestic and international net sales and earnings before income taxes is as follows:

	2023		2022		2021	
(\$ millions)	Net Sales	Earnings Before Income Taxes	Net Sales	Earnings Before Income Taxes	Net Sales	Earnings Before Income Taxes
Domestic	\$ 2,624.5	\$ 132.5	\$ 2,763.9	\$ 168.0	\$ 2,600.8	\$ 152.5
International	192.8	48.8	204.2	45.0	176.8	36.7
	\$ 2,817.3	\$ 181.3	\$ 2,968.1	\$ 213.0	\$ 2,777.6	\$ 189.2

As a percentage of sales, the pre-tax profitability on international sales is higher than on domestic sales because of a lower cost structure and the inclusion of the unallocated corporate administrative and other costs within domestic earnings.

**FAMOUS FOOTWEAR**

	2023		2022		2021	
(\$ millions, except sales per square foot)	Net Sales		Net Sales		Net Sales	
Net sales	\$ 1,609.4	100.0 %	\$ 1,705.1	100.0 %	\$ 1,748.3	100.0 %
Cost of goods sold	889.9	55.3 %	916.1	53.7 %	908.9	52.0 %
Gross profit	719.5	44.7 %	789.0	46.3 %	839.4	48.0 %
Selling and administrative expenses	594.3	36.9 %	593.2	34.8 %	563.0	32.2 %
Restructuring and other special charges, net	1.4	0.1 %	—	— %	—	— %
Operating earnings	\$ 123.8	7.7 %	\$ 195.8	11.5 %	\$ 276.4	15.8 %
<b>Key Metrics</b>						
Comparable sales % change	(6.3)%		(1.8)%		12.5 %	
Comparable sales \$ change	\$ (106.4)		\$ (30.1)		\$ 153.6	
Sales change from 53rd week	\$ 18.2		\$ —		\$ —	
Sales change from new and closed stores, net	\$ (6.3)		\$ (11.7)		\$ 329.3	
Impact of changes in Canadian exchange rate on sales	\$ (1.2)		\$ (1.4)		\$ 1.8	
Sales per square foot, excluding e-commerce (trailing twelve months)	\$ 246		\$ 252		\$ 249	
Square footage (thousand sq. ft.)	5,661		5,749		5,912	
Stores opened	9		6		10	
Stores closed	22		27		32	
Ending stores	860		873		894	

**Net Sales**

Net sales decreased \$95.7 million, or 5.6%, to \$1,609.4 million in 2023, compared to \$1,705.1 million last year. Comparable sales decreased 6.3% in 2023 driven by a decline in consumer traffic in our retail stores as the challenging macroeconomic environment continued to impact sales. Despite the challenging retail environment, we experienced strong demand for key athletic brands and casual product, such as slippers. We remain focused on maximizing the vertical integration opportunity between the Brand Portfolio and Famous Footwear segments, with Dr. Scholl's Shoes, LifeStride, Naturalizer and Blowfish Malibu representing four of Famous Footwear's top 20 best-selling footwear brands in 2023. Our e-commerce penetration in 2023 was approximately 13% of net sales, a slight decline from 14% last year. During 2023, we closed 13 stores on a net basis as we continued to focus on optimizing our store base.

Sales to members of our customer loyalty program, Famously You Rewards ("Rewards"), continue to account for a majority of the segment's sales, with approximately 77% of net sales to loyalty program members in both 2023 and 2022.

**Gross Profit**

Gross profit decreased \$69.5 million, or 8.8%, to \$719.5 million in 2023, compared to \$789.0 million last year, primarily driven by lower net sales. As a percentage of net sales, our gross profit rate decreased to 44.7% in 2023, compared to 46.3% in 2022. During 2022, strong demand and a higher mix of current inventory resulted in fewer markdowns and minimal clearance selling. During 2023, we experienced a more normalized mix of clearance product sold and margins on those sales were in line with historical levels.

**Selling and Administrative Expenses**

Selling and administrative expenses increased \$1.1 million, or 0.2%, to \$594.3 million during 2023, compared to \$593.2 million last year. The increase primarily reflects higher facilities costs, partially offset by lower salary and benefits expenses, lower advertising expenses and lower distribution costs. As a percentage of net sales, selling and administrative expenses increased to 36.9% in 2023 from 34.8% last year, reflecting the deleveraging of expenses on lower net sales.

**Restructuring and Other Special Charges, Net**

Restructuring and other special charges of \$1.4 million were recorded during 2023 for expenses associated with expense reduction initiatives, primarily severance. Refer to Note 4 to the consolidated financial statements for additional information related to these charges. There were no corresponding charges in 2022.

### Operating Earnings

Operating earnings decreased \$72.0 million to \$123.8 million for 2023, compared to \$195.8 million last year, primarily reflecting lower net sales and gross profit, as described above. As a percentage of net sales, operating earnings were 7.7% for 2023, compared to 11.5% last year.

### BRAND PORTFOLIO

	2023		2022		2021	
(\$ millions)		% of Net Sales		% of Net Sales		% of Net Sales
Net sales	\$ 1,270.9	100.0 %	\$ 1,322.8	100.0 %	\$ 1,081.0	100.0 %
Cost of goods sold	724.9	57.0 %	825.5	62.4 %	694.2	64.2 %
Gross profit	\$ 546.0	43.0 %	\$ 497.3	37.6 %	\$ 386.8	35.8 %
Selling and administrative expenses	397.9	31.4 %	385.0	29.1 %	337.4	31.2 %
Restructuring and other special charges, net	2.6	0.2 %	—	— %	13.5	1.3 %
Operating earnings	\$ 145.5	11.4 %	\$ 112.3	8.5 %	\$ 35.9	3.3 %
<b>Key Metrics</b>						
Direct-to-consumer (% of net sales) <sup>(1)</sup>	34 %		32 %		32 %	
Change in wholesale net sales (\$)	\$ (67.6)		\$ 206.6		\$ 114.6	
Change in retail net sales (\$)	\$ 8.9		\$ 35.2		\$ 63.9	
Sales change from 53rd week	\$ 6.8		\$ —		\$ —	
Unfilled order position at end of period	\$ 234.5		\$ 284.6		\$ 452.4	
<b>North America stores:</b>						
Stores opened	4		2		—	
Stores closed	5		9		87	
Ending stores - North America	62		63		70	
Ending stores - East Asia	36		29		16	
Ending stores - Total Brand Portfolio	98		92		86	

(1) Direct-to-consumer includes sales of our retail stores and e-commerce sites, and sales through our customers' websites that we fulfill on a drop-ship basis.

### Net Sales

Net sales decreased \$51.9 million, or 3.9%, to \$1,270.9 million in 2023, compared to \$1,322.8 million last year. Despite the challenging consumer environment, we have been able to leverage our leading speed capabilities and edit-to-win initiative to drive sales of selected trending product. Speed is a key differentiator for the Brand Portfolio segment, as we are generally able to restock product that is part of the speed program within three months or less to align with consumer demand. As the consumer continued to prioritize newness in flats and casuals, including loafers, ballet, Mary Janes, slingbacks and fashion sneakers, our brands were well-positioned to meet the diversified needs and preferences of our consumers. This was particularly evident in our Allen Edmonds, Dr. Scholl's Shoes and Franco Sarto brands, which experienced strong growth during 2023. Growth in these brands was offset by declines in our Blowfish Malibu brand, as well as our Sam Edelman and Vionic brands in 2023, due in part to the strong performance of these brands in 2022, when we benefitted from retailers aggressively restocking their wholesale inventory levels. Our owned e-commerce business also continues to grow, increasing 5.1% in 2023, compared to 2022.

We closed five stores and opened four stores in the United States, and expanded our retail store presence in East Asia by opening 10 stores and closing three stores, resulting in a total of 62 stores in the United States and 36 stores in East Asia at the end of 2023. During 2024, we expect to continue to expand our international retail presence by opening approximately 35 stores in East and Southeast Asia.

The unfilled order position for our wholesale business decreased \$50.1 million to \$234.5 million at the end of 2023, compared to \$284.6 million at the end of last year. The decrease in our backlog order levels reflects more conservative buying by our wholesale customers as they more tightly manage their inventory levels and the dynamic nature of inventory buying, which includes periodic replenishment orders and shipping directly to the end consumer purchasing from our wholesale customers' websites.

### Gross Profit

Gross profit increased \$48.7 million, or 9.8%, to \$546.0 million in 2023, compared to \$497.3 million last year. As a percentage of sales, our gross profit rate increased significantly to 43.0% in 2023, compared to 37.6% last year, reflecting lower inventory markdowns, higher merchandise margins and lower inbound freight costs.

### Selling and Administrative Expenses

Selling and administrative expenses increased \$12.9 million, or 3.4%, to \$397.9 during 2023, compared to \$385.0 million last year. The increase was driven by higher marketing expenses and higher facilities costs, partially offset by lower logistics costs and salary and benefit expenses. In addition, 2022 included a gain recognized upon the modification of an international licensing contract. As a percentage of net sales, selling and administrative expenses increased to 31.4% in 2023 from 29.1% last year, reflecting deleveraging of expenses over a lower net sales base.

### Restructuring and Other Special Charges, Net

Restructuring and other special charges of \$2.6 million were recorded during 2023 for expenses associated with our expense reduction initiatives, primarily severance and other costs to integrate the Blowfish Malibu office, showroom and information systems into the St. Louis infrastructure. Refer to Note 4 to the consolidated financial statements for additional information related to these charges. There were no corresponding charges in 2022.

### Operating Earnings

We achieved another year of record operating earnings and operating margin. Operating earnings increased \$33.1 million to \$145.5 million in 2023, compared to \$112.3 million last year, as a result of the factors described above. As a percentage of net sales, operating earnings were 11.4% in 2023, compared to 8.5% last year.

### ELIMINATIONS AND OTHER

	2023		2022		2021	
(\$ millions)		% of Net Sales		% of Net Sales		% of Net Sales
Net sales	\$ (63.0)	100.0 %	\$ (59.7)	100.0 %	\$ (51.7)	100.0 %
Cost of goods sold	(60.4)	95.9 %	(58.3)	97.7 %	(52.8)	102.2 %
Gross profit	\$ (2.6)	4.1 %	\$ (1.4)	2.3 %	\$ 1.1	(2.2)%
Selling and administrative expenses	70.1	(111.4)%	89.6	(149.9)%	107.6	(208.3)%
Restructuring and other special charges, net	2.1	(3.4)%	2.9	(4.9)%	—	— %
Operating loss	\$ (74.8)	118.9 %	\$ (93.9)	157.1 %	\$ (106.5)	206.1 %

The Eliminations and Other category includes the elimination of intersegment sales and profit, unallocated corporate administrative expenses, and other costs and recoveries.

The net sales elimination of \$63.0 million for 2023 is \$3.3 million, or 5.4%, higher than in 2022, reflecting an increase in product sold from our Brand Portfolio segment to Famous Footwear.

Selling and administrative expenses decreased \$19.5 million, or 21.7%, to \$70.1 million in 2023, compared to \$89.6 million last year. The decrease primarily reflects lower anticipated payments under our cash and share-based incentive compensation plans and other employee benefits.

Restructuring and other special charges of \$2.1 million in 2023 were associated with expense reduction initiatives, primarily severance, at our corporate headquarters. Restructuring and other special charges of \$2.9 million in 2022 were associated with a CFO transition at our corporate headquarters. Refer to Note 4 to the consolidated financial statements for additional information related to these charges.

### RESTRUCTURING AND OTHER INITIATIVES

Refer to the *Financial Highlights* section above and Note 4 to the consolidated financial statements for additional information related to these charges.

**LIQUIDITY AND CAPITAL RESOURCES**

Our borrowings under the revolving credit agreement decreased \$125.5 million to \$182.0 million at the end of 2023, compared to \$307.5 million at the end of last year. The decrease reflects strong cash generation in 2023 and our priority to reduce borrowings under the revolving credit agreement to mitigate the high interest rate environment. Net interest expense in 2023 was \$19.4 million, compared to \$14.3 million in 2022. The increase in net interest expense in 2023 was primarily due to higher interest rates, partially offset by lower average borrowings on our revolving credit agreement. The interest on our revolving credit facility is based on a variable interest rate, which has resulted in higher interest expense in the current rising interest rate environment. Our interest expense will continue to be adversely affected by elevated interest rates in 2024.

*Credit Agreement*

As further discussed in Note 11 to the consolidated financial statements, the Company maintains a revolving credit facility (the "Credit Agreement") for working capital needs. The Credit Agreement, which provides borrowing availability of up to \$500.0 million, subject to borrowing base restrictions, that may be further increased by up to \$250.0 million, matures on October 5, 2026. Interest on the borrowings was previously calculated using variable rates based on the London Interbank Offered Rate ("LIBOR") (with a floor of 0.0%), or the prime rate (as defined in the Fifth Amendment), plus a spread. On April 27, 2023, the Company entered into a Sixth Amendment to Fourth Amended and Restated Credit agreement (as so amended, the "Credit Agreement") to transition the borrowings on the revolving credit facility from bearing interest based on LIBOR to a term secured overnight financing rate ("SOFR").

At February 3, 2024, we had \$182.0 million of borrowings and \$9.5 million in letters of credit outstanding under the Credit Agreement. Total borrowing availability was \$308.5 million at February 3, 2024. We were in compliance with all covenants and restrictions under the Credit Agreement as of February 3, 2024.

**Working Capital and Cash Flow**

	February 3, 2024	January 28, 2023
Working capital (\$ millions) <sup>(1)</sup>	\$ 46.0	\$ (79.7)
Current ratio <sup>(2)</sup>	1.06:1	0.91:1
Debt-to-capital ratio <sup>(3)</sup>	24.3 %	41.9 %

(1) Working capital has been computed as total current assets less total current liabilities.

(2) The current ratio has been computed by dividing total current assets by total current liabilities.

(3) Debt-to-capital has been computed by dividing the borrowings under our revolving credit agreement by total capitalization. Total capitalization is defined as total debt and total equity.

Working capital at February 3, 2024 was \$46.0 million, which was \$125.7 million higher than at January 28, 2023. The increase in working capital from 2022 primarily reflects lower borrowings under our revolving credit agreement, other accrued expenses and lease obligations, partially offset by lower inventory. Our current ratio was 1.06 to 1 at February 3, 2024, compared to 0.91 to 1 at January 28, 2023. Our debt-to-capital ratio was 24.3% as of February 3, 2024, compared to 41.9% at January 28, 2023, reflecting higher shareholders' equity attributable to our strong financial results in 2023.

(\$ millions)	2023	2022	Increase (Decrease) in Cash Equivalents
Net cash provided by operating activities	\$ 200.2	\$ 125.9	\$ 74.3
Net cash used for investing activities	(49.6)	(64.0)	14.4
Net cash used for financing activities	(163.0)	(58.2)	(104.8)
Effect of exchange rate changes on cash and cash equivalents	0.1	(0.1)	0.2
(Decrease) increase in cash and cash equivalents	\$ (12.3)	\$ 3.6	\$ (15.9)

Cash provided by operating activities was \$74.3 million higher in 2023 than last year, reflecting the following factors:

- An increase in trade accounts payable in 2023 compared to a decrease last year; and

- A larger decrease in inventory in 2023 compared to 2022 due to more typical inventory receipt flow after supply chain operations normalized; partially offset by
- A larger increase in prepaid expenses and other current and noncurrent assets in 2023 compared to 2022; and
- A larger decrease in accrued expenses and other liabilities in 2023 compared to 2022, due in part to lower anticipated payments under our incentive plans.

We are in the process of undergoing a multi-year cloud-based enterprise resource planning (“ERP”) implementation. We expect to fund the first phase of the implementation in 2024 with cash provided by operating activities.

Cash used for investing activities was \$14.4 million lower in 2023 than last year, reflecting lower capital expenditures. In 2024, we expect our purchases of property and equipment and capitalized software to be between \$60 million and \$70 million.

Cash used for financing activities was \$104.8 million higher in 2023 than last year, primarily due to net repayments on our revolving credit agreement of \$125.5 million in 2023, compared to net borrowings of \$17.5 million in 2022. In addition, the issuance of common stock under share-based plans was \$5.7 million higher in 2023 compared to 2022. These increases were partially offset by a \$45.8 million decrease in repurchases of common stock under our share repurchase programs during 2023 compared to 2022.

We paid dividends of \$0.28 per share in each of 2023, 2022 and 2021. The 2023 dividends marked the 101st year of consecutive quarterly dividends. On March 14, 2024, the Board of Directors declared a quarterly dividend of \$0.07 per share, payable on April 12, 2024, to shareholders of record on March 28, 2024. The declaration and payment of any future dividend is at the discretion of the Board of Directors and will depend on our results of operations, financial condition, business conditions and other factors deemed relevant by our Board of Directors.

As of February 3, 2024, we had various contractual or other obligations, including the following:

(\$ millions)	Payments Due by Period				
	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Borrowings under Credit Agreement <sup>(1)</sup>	\$ 182.0	\$ 182.0	\$ —	\$ —	\$ —
Operating lease commitments, including imputed interest <sup>(2)</sup>	646.6	173.4	221.9	132.1	119.2
Purchase obligations <sup>(3)</sup>	514.0	488.9	19.0	2.1	4.0
Transition tax <sup>(4)</sup>	7.0	4.5	2.5	—	—
Other <sup>(5)</sup>	15.6	5.7	6.1	2.2	1.6
<b>Total</b>	<b>\$ 1,365.2</b>	<b>\$ 854.5</b>	<b>\$ 249.5</b>	<b>\$ 136.4</b>	<b>\$ 124.8</b>

(1) Refer to further discussion in Note 11 to the consolidated financial statements.

(2) The majority of our retail operating leases contain provisions that allow us to modify amounts payable under the lease or terminate the lease in certain circumstances, such as experiencing actual sales volume below a defined threshold and/or co-tenancy provisions associated with the facility. The contractual obligations presented in the table above reflect the minimum rent obligations, irrespective of our ability to reduce or terminate rental payments in the future. Refer to Note 12 to the consolidated financial statements.

(3) Purchase obligations include agreements to purchase assets, goods or services that specify all significant terms, including quantity and price provision.

(4) One-time transition tax for the mandatory deemed repatriation of cumulative international earnings related to income tax reform.

(5) Includes obligations of our supplemental executive retirement plan and other postretirement benefits, as discussed in Note 5 to the consolidated financial statements.

We believe our operating cash flows are sufficient to meet our material cash requirements for at least the next 12 months.

## **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Certain accounting issues require management estimates and judgments for the preparation of financial statements. Our most significant policies requiring the use of estimates and judgments are described below.

### **Inventories**

Inventories are one of our most significant assets, representing approximately 30% of total assets at the end of 2023. We value our inventories at the lower of cost or market for approximately 86% of our consolidated inventories, which represents the divisions using the LIFO cost method. For the remaining portion, our inventories are valued at the lower of cost or net realizable value. For inventory valued at LIFO, we regularly review the inventory for excess, obsolete or impaired inventory and write it down to the lower of cost or market. We apply judgment in determining the market value of inventory, which requires an estimate of net realizable value, including current and expected selling prices, costs to sell and normal gross profit rates. The method used to determine market value varies by business division, based on the unique operating models. At our Famous Footwear segment and certain operations within our Brand Portfolio segment, market value is determined based on net realizable value less an estimate of expected costs to be incurred to sell the product. Accordingly, we record markdowns when it becomes evident that inventory items will be sold at prices below cost. As a result, gross profit rates at our Famous Footwear segment and, to a lesser extent, our Brand Portfolio segment are lower than the initial markup during periods when permanent price reductions are taken to clear product. For the majority of our Brand Portfolio segment, we determine market value based upon the net realizable value of inventory less a normal gross profit rate. We believe these policies reflect the difference in operating models between our Famous Footwear segment and our Brand Portfolio segment. Famous Footwear periodically runs promotional events to drive sales to clear seasonal inventories. The Brand Portfolio segment generally relies on permanent price reductions to clear slower-moving inventory.

The determination of markdown reserves for the Brand Portfolio segment requires significant assumptions, estimates and judgments by management, and is subject to inherent uncertainties and subjectivity. In determining markdown reserves, management considers recent and forecasted sales prices, historical gross profit rates, the length of time the product is held in inventory and quantities of various product styles contained in inventory, as well as demand, among other factors. The ultimate amount realized from the sale of certain products could differ from management estimates.

We perform physical inventory counts or cycle counts on merchandise inventory on hand throughout the year and adjust the recorded balance to reflect the results. We record estimated shrinkage between physical inventory counts based on historical results. Inventory shrinkage is included as a component of cost of goods sold.

### **Store Impairment Charges**

We regularly analyze the results of all stores and assess the viability of underperforming stores to determine whether events or circumstances exist that indicate the stores should be closed or whether the carrying amount of their long-lived assets may not be recoverable. After allowing for an appropriate start-up period, and consideration of any unusual nonrecurring events, property and equipment at stores and the lease right-of-use assets indicated as impaired are written down to fair value as calculated using a discounted cash flow method. The fair value of the lease right-of-use assets and property and equipment is determined utilizing projected cash flows for each store location, discounted using a risk-adjusted discount rate, subject to a market floor based on current market lease rates. The projected cash flows of the stores (including net sales projections), discount rates and current market lease rates for the remaining lease term of the related stores used to determine fair value require significant management judgment and are the assumptions to which the fair value calculations are most sensitive.

### **Income Tax Valuation Allowances**

We recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the consolidated financial statement carrying amounts and the tax bases of assets and liabilities. Valuation allowances are established if we believe that it is more-likely-than-not that some or all of our deferred tax assets will not be realized. The evaluation of the realizability of deferred tax assets requires significant assumptions, estimates and judgment by management, including estimates of future taxable income by jurisdiction. Such estimates are subject to inherent uncertainties and subjectivity.

During 2020, we entered into a three-year cumulative loss position driven by the significant loss before income taxes. At that time, we increased our valuation allowances on deferred tax assets to \$50.0 million, reflecting the uncertainty regarding the utilization of our deferred tax assets in those jurisdictions. Due to stronger earnings in 2022 and 2023, the Company is no longer in a cumulative three-year loss position as of February 3, 2024. Accordingly, we released valuation allowances on certain deferred tax assets totaling \$17.4 million in 2022 and \$26.7 million in 2023. As of February 3, 2024, we have valuation allowances totaling \$7.2 million, reflecting the uncertainty regarding the utilization of net operating loss carryforwards.

#### **Impact of Prospective Accounting Pronouncements**

Recent accounting pronouncements and their impact on the Company are described in Note 1 to the consolidated financial statements.

#### **SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 AND FORWARD-LOOKING STATEMENTS**

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Actual results could differ materially from those projected as they are subject to various risks and uncertainties. These risks and uncertainties include, without limitation, the risks detailed in Item 1A, *Risk Factors*, and those described in other documents and reports filed from time to time with the SEC, press releases and other communications. We do not undertake any obligation or plan to update these forward-looking statements, even though our situation may change.

---

#### **ITEM 7A        QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

---

##### **FOREIGN CURRENCY EXCHANGE RATES**

The market risk inherent in our financial instruments and positions represents the potential loss arising from adverse changes in foreign currency exchange rates and interest rates. To address these risks, we may enter into various hedging transactions. All decisions on hedging transactions are authorized and executed pursuant to our policies and procedures, which do not allow the use of financial instruments for trading purposes. We also are exposed to credit-related losses in the event of nonperformance by counterparties to these financial instruments. Counterparties to these agreements, however, are major international financial institutions, and we believe the risk of loss due to nonperformance is minimal.

In addition, we are exposed to translation risk because certain of our international operations use the local currency as their functional currency and those financial results must be translated into United States dollars. As currency exchange rates fluctuate, translation of our financial statements of international businesses into United States dollars affects the comparability of financial results between years.

##### **INTEREST RATES**

Our financing arrangements as of February 3, 2024 include outstanding variable-rate debt under the Credit Agreement. Changes in interest rates impact fixed and variable rate debt differently. For fixed-rate debt, a change in interest rates will only impact the fair value of the debt, whereas a change in the interest rates on variable-rate debt will impact interest expense and cash flows. Refer to Note 11 to the consolidated financial statements for further discussion of our Credit Agreement.

Information appearing under the caption *Fair Value Measurements* in Note 13 to the consolidated financial statements is incorporated herein by reference.

---

#### **ITEM 8        FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

---

##### **Management's Report on Internal Control Over Financial Reporting**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework).

Based on our evaluation, our principal executive officer and principal financial officer have concluded that the Company's internal control over financial reporting was effective as of February 3, 2024. The effectiveness of our internal control over financial reporting as of February 3, 2024 has been audited by Ernst & Young LLP, an independent registered public accounting firm, as stated in its report, which is included herein.

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Caleres, Inc.

### **Opinion on Internal Control Over Financial Reporting**

We have audited Caleres, Inc.'s internal control over financial reporting as of February 3, 2024, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Caleres, Inc. (the Company) maintained, in all material respects, effective internal control over financial reporting as of February 3, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of February 3, 2024 and January 28, 2023, the related consolidated statements of earnings, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended February 3, 2024, and the related notes and financial statement schedule listed in the Index at Item 15(a), and our report dated April 2, 2024 expressed an unqualified opinion thereon.

### **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP  
St. Louis, Missouri  
April 2, 2024

## **Report of Independent Registered Public Accounting Firm**

To the Shareholders and the Board of Directors of Caleres, Inc.

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Caleres, Inc. (the Company) as of February 3, 2024 and January 28, 2023, the related consolidated statements of earnings, comprehensive income, shareholders' equity and cash flows for each of the three years in the period ended February 3, 2024, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at February 3, 2024 and January 28, 2023, and the results of its operations and its cash flows for each of the three years in the period ended February 3, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of February 3, 2024, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated April 2, 2024 expressed an unqualified opinion thereon.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### **Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of the critical audit matter does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the account or disclosure to which it relates.

<i>Description of the Matter</i>	<p><b>Inventory Markdown Reserves</b></p> <p>As described in Note 1 and Note 8, the Company had inventories of \$540.7 million as of February 3, 2024 which included finished goods of \$525.8 million, net of related markdown reserves of \$20.9 million. The Company provides markdown reserves to reduce the carrying values of inventories. In determining markdown reserves, the Company considers recent and forecasted sales prices, the length of time the product is held in inventory, quantities of various product styles contained in inventory as well as demand, among other factors.</p> <p>Auditing the Company's Brand Portfolio markdown reserves was complex and involved a high degree of subjectivity, as it included assessing the significant assumptions, including forecasted sales prices and demand, considering the length of time the product is held in inventory and quantities of various product styles contained in inventory.</p>
<i>How We Addressed the Matter in Our Audit</i>	<p>We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the Company's markdown reserves determination process. This included controls over the Company's review of the significant assumptions underlying the markdown reserves estimate, as outlined above.</p> <p>We performed audit procedures which included, among other procedures, testing the accuracy and completeness of the underlying data used in the estimation calculations and evaluating significant assumptions, including forecasted sales prices, and demand, considering the length of time the product is held in inventory and quantities of various product styles contained in inventory. For example, we compared recent sales of inventory items on-hand at year-end, performed a retrospective review analysis comparing sales activity in the current year to the inventory markdown reserves estimated by the Company in the prior year to evaluate management's ability to accurately estimate the markdown reserves, and developed an independent expectation of the markdown reserves using historical activity and compared our independent expectation to the markdown reserves recorded. In addition, we performed inquiries of the Company's management to evaluate the Company's estimate of the markdown reserves.</p>
<i>/s/ Ernst &amp; Young LLP</i>	
We have served as the Company's auditor since 1917.	
St. Louis, Missouri April 2, 2024	

## Consolidated Balance Sheets

(\$ thousands)	February 3, 2024	January 28, 2023
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 21,358	\$ 33,700
Receivables, net of allowances of \$ 30,317 in 2023 and \$ 30,820 in 2022	140,400	132,802
Inventories, net of adjustment to last-in, first-out cost of \$ 10,254 in 2023 and \$ 6,301 in 2022	540,674	580,215
Income taxes	14,215	17,527
Property and equipment, held for sale	16,777	16,777
Prepaid expenses and other current assets	55,485	50,434
Total current assets	788,909	831,455
Prepaid pension costs	74,951	83,396
Lease right-of-use assets	528,029	518,196
Property and equipment, net	167,583	160,883
Deferred income taxes	4,401	—
Goodwill and intangible assets, net	203,310	215,392
Other assets	37,563	27,150
Total assets	\$ 1,804,746	\$ 1,836,472
<b>Liabilities and Equity</b>		
Current liabilities:		
Borrowings under revolving credit agreement	\$ 182,000	\$ 307,500
Trade accounts payable	251,912	229,908
Employee compensation and benefits	70,316	87,041
Income taxes	11,222	7,650
Lease obligations	112,764	136,051
Other accrued expenses	114,742	143,046
Total current liabilities	742,956	911,196
Other liabilities:		
Noncurrent lease obligations	453,097	444,074
Income taxes	2,464	7,786
Deferred income taxes	11,536	19,001
Other liabilities	27,123	28,302
Total other liabilities	494,220	499,163
Equity:		
Common stock, \$ 0.01 par value, 35,490,019 and 35,715,752 shares outstanding in 2023 and 2022, respectively	355	357
Additional paid-in capital	184,451	180,747
Accumulated other comprehensive loss	( 34,504 )	( 26,750 )
Retained earnings	410,329	266,329
Total Caleres, Inc. shareholders' equity	560,631	420,683
Noncontrolling interests	6,939	5,430
Total equity	567,570	426,113
Total liabilities and equity	\$ 1,804,746	\$ 1,836,472

See notes to consolidated financial statements.

**Consolidated Statements of Earnings**

<i>(\$ thousands, except per share amounts)</i>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Net sales	<b>\$ 2,817,294</b>	\$ 2,968,138	\$ 2,777,604
Cost of goods sold	<b>1,554,337</b>	1,683,265	1,550,287
Gross profit	<b>1,262,957</b>	1,284,873	1,227,317
Selling and administrative expenses	<b>1,062,399</b>	1,067,636	1,008,028
Restructuring and other special charges, net	<b>6,103</b>	2,910	13,482
Operating earnings	<b>194,455</b>	214,327	205,807
Interest expense, net	<b>( 19,343 )</b>	( 14,264 )	( 30,930 )
Loss on early extinguishment of debt	<b>—</b>	—	( 1,011 )
Other income, net	<b>6,210</b>	12,971	15,378
Earnings before income taxes	<b>181,322</b>	213,034	189,244
Income tax provision	<b>( 9,490 )</b>	( 33,339 )	( 51,081 )
Net earnings	<b>171,832</b>	179,695	138,163
Net earnings (loss) attributable to noncontrolling interests	<b>441</b>	( 2,047 )	1,144
Net earnings attributable to Caleres, Inc.	<b>171,391</b>	181,742	137,019
Basic earnings per common share attributable to Caleres, Inc. shareholders	<b>\$ 4.80</b>	\$ 4.98	\$ 3.59
Diluted earnings per common share attributable to Caleres, Inc. shareholders	<b>\$ 4.80</b>	\$ 4.92	\$ 3.56

See notes to consolidated financial statements.

**Consolidated Statements of Comprehensive Income**

(\$ thousands)	2023	2022	2021
Net earnings	\$ 171,832	\$ 179,695	\$ 138,163
Other comprehensive income (loss) ("OCI"), net of tax:			
Foreign currency translation adjustment	183	( 907 )	( 611 )
Pension and other postretirement benefits adjustments	( 7,869 )	( 17,719 )	1,207
Other comprehensive (loss) income, net of tax	( 7,686 )	( 18,626 )	596
Comprehensive income	164,146	161,069	138,759
Comprehensive income (loss) attributable to noncontrolling interests	509	( 2,529 )	1,210
Comprehensive income attributable to Caleres, Inc.	\$ 163,637	\$ 163,598	\$ 137,549

See notes to consolidated financial statements.

## Consolidated Statements of Cash Flows

(\$ thousands)	2023	2022	2021
<b>Operating Activities</b>			
Net earnings	\$ 171,832	\$ 179,695	\$ 138,163
Adjustments to reconcile net earnings to net cash provided by operating activities:			
Depreciation	36,172	32,449	34,069
Amortization of capitalized software	5,026	4,451	5,693
Amortization of intangible assets	12,082	12,111	12,568
Amortization of debt issuance costs and debt discount	407	407	874
Share-based compensation expense	14,804	17,311	12,297
Loss on disposal of property and equipment	1,353	1,369	472
Impairment charges for property, equipment, and lease right-of-use assets	749	1,803	4,135
Adjustment to expected credit losses	1,018	( 262 )	( 2,242 )
Deferred income taxes	( 11,866 )	4,270	6,487
Fair value adjustments to Blowfish mandatory purchase obligation	—	—	15,424
Blowfish mandatory purchase obligation	—	—	( 45,562 )
Loss on early extinguishment of debt	—	—	1,011
Changes in operating assets and liabilities:			
Receivables	( 8,494 )	( 10,302 )	7,002
Inventories	39,495	16,242	( 108,772 )
Prepaid expenses and other current and noncurrent assets	( 15,285 )	( 1,971 )	( 11,843 )
Trade accounts payable	22,038	( 101,450 )	50,936
Accrued expenses and other liabilities	( 70,974 )	( 34,590 )	32,656
Income taxes, net	1,562	5,896	15,831
Other, net	232	( 1,550 )	( 758 )
Net cash provided by operating activities	200,151	125,879	168,441
<b>Investing Activities</b>			
Purchases of property and equipment	( 44,584 )	( 55,913 )	( 18,393 )
Capitalized software	( 5,034 )	( 8,124 )	( 5,752 )
Net cash used for investing activities	( 49,618 )	( 64,037 )	( 24,145 )
<b>Financing Activities</b>			
Borrowings under revolving credit agreement	532,500	859,500	632,000
Repayments under revolving credit agreement	( 658,000 )	( 842,000 )	( 592,000 )
Redemption of senior notes	—	—	( 200,000 )
Dividends paid	( 9,954 )	( 10,184 )	( 10,648 )
Acquisition of treasury stock	( 17,445 )	( 63,225 )	( 16,965 )
Issuance of common stock under share-based plans, net	( 11,094 )	( 5,387 )	( 3,910 )
Contributions by noncontrolling interests	1,000	3,142	—
Blowfish Malibu mandatory purchase obligation	—	—	( 8,996 )
Debt issuance costs	—	—	( 1,190 )
Other	—	—	( 676 )
Net cash used for financing activities	( 162,993 )	( 58,154 )	( 202,385 )
Effect of exchange rate changes on cash and cash equivalents	118	( 103 )	( 91 )
(Decrease) increase in cash and cash equivalents	( 12,342 )	3,585	( 58,180 )
Cash and cash equivalents at beginning of period	33,700	30,115	88,295
Cash and cash equivalents at end of period	\$ 21,358	\$ 33,700	\$ 30,115

See notes to consolidated financial statements, including the supplemental disclosures on cash flows in Note 1.

## Consolidated Statements of Shareholders' Equity

(\$ thousands, except number of shares and per share amounts)	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total Caleres, Inc. Shareholders' Equity	Non- controlling Interests	Total Equity
	Shares	Dollars						
BALANCE JANUARY 30, 2021	37,966,204	\$ 380	\$ 160,446	\$ ( 9,136 )	\$ 48,557	\$ 200,247	\$ 3,607	\$ 203,854
Net earnings					137,019	137,019	1,144	138,163
Foreign currency translation adjustment				( 677 )		( 677 )	66	( 611 )
Pension and other postretirement benefits adjustments, net of tax of \$ 444				1,207		1,207		1,207
Comprehensive income				530	137,019	137,549	1,210	138,759
Dividends (\$ 0.28 per share)					( 10,648 )	( 10,648 )		( 10,648 )
Acquisition of treasury stock	( 661,265 )	( 7 )			( 16,958 )	( 16,965 )		( 16,965 )
Issuance of common stock under share-based plans, net	330,206	3	( 3,913 )			( 3,910 )		( 3,910 )
Share-based compensation expense			12,297			12,297		12,297
BALANCE JANUARY 29, 2022	37,635,145	\$ 376	\$ 168,830	\$ ( 8,606 )	\$ 157,970	\$ 318,570	\$ 4,817	\$ 323,387
Net earnings (loss)					181,742	181,742	( 2,047 )	179,695
Foreign currency translation adjustment				( 425 )		( 425 )	( 482 )	( 907 )
Pension and other postretirement benefits adjustments, net of tax of \$ 6,145				( 17,719 )		( 17,719 )		( 17,719 )
Comprehensive (loss) income				( 18,144 )	181,742	163,598	( 2,529 )	161,069
Contributions by noncontrolling interests, net						—	3,142	3,142
Dividends (\$ 0.28 per share)					( 10,184 )	( 10,184 )		( 10,184 )
Acquisition of treasury stock	( 2,622,845 )	( 26 )			( 63,199 )	( 63,225 )		( 63,225 )
Issuance of common stock under share-based plans, net	703,452	7	( 5,394 )			( 5,387 )		( 5,387 )
Share-based compensation expense			17,311			17,311		17,311
BALANCE JANUARY 28, 2023	35,715,752	\$ 357	\$ 180,747	\$ ( 26,750 )	\$ 266,329	\$ 420,683	\$ 5,430	\$ 426,113
Net earnings					171,391	171,391	441	171,832
Foreign currency translation adjustment				115		115	68	183
Pension and other postretirement benefits adjustments, net of tax of \$ 2,724				( 7,869 )		( 7,869 )		( 7,869 )
Comprehensive (loss) income				( 7,754 )	171,391	163,637	509	164,146
Contributions by noncontrolling interests, net						—	1,000	1,000
Dividends (\$ 0.28 per share)					( 9,954 )	( 9,954 )		( 9,954 )
Acquisition of treasury stock	( 763,000 )	( 8 )			( 17,437 )	( 17,445 )		( 17,445 )
Issuance of common stock under share-based plans, net	537,267	6	( 11,100 )			( 11,094 )		( 11,094 )
Share-based compensation expense			14,804			14,804		14,804
BALANCE FEBRUARY 3, 2024	35,490,019	\$ 355	\$ 184,451	\$ ( 34,504 )	\$ 410,329	\$ 560,631	\$ 6,939	\$ 567,570

See notes to consolidated financial statements.

## **Notes to Consolidated Financial Statements**

### **1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

---

#### **Organization**

Caleres, Inc., originally founded as Brown Shoe Company in 1878 and incorporated in 1913, is a global footwear company. The Company's shares are traded under the "CAL" symbol on the New York Stock Exchange.

The Company provides a broad offering of branded, licensed and private-label athletic, casual and dress footwear products to women, men and children. The footwear is sold at a variety of price points through multiple distribution channels both domestically and internationally. The Company currently operates 958 retail shoe stores in the United States, Canada, East Asia and Guam under the Famous Footwear, Sam Edelman, Naturalizer and Allen Edmonds names. In addition, through its Brand Portfolio segment, the Company designs, sources, manufactures and markets footwear to retail stores domestically and internationally, including online retailers, national chains, department stores, independent retailers and mass merchandisers. Refer to Note 2 to the consolidated financial statements for additional information regarding the Company's revenue by category and Note 7 for discussion of the Company's business segments.

The Company's business is seasonal in nature due to consumer spending patterns with higher back-to-school and holiday season sales. Although the third fiscal quarter has historically accounted for a substantial portion of the Company's earnings for the year, the Company has experienced more equal distribution among the quarters in recent years.

#### **Consolidation**

The consolidated financial statements include the accounts of the Company and its wholly-owned and majority-owned subsidiaries, after the elimination of intercompany accounts and transactions.

#### **Noncontrolling Interests**

Noncontrolling interests in the Company's consolidated financial statements result from the accounting for noncontrolling interests in partially-owned consolidated subsidiaries or affiliates. In 2019, the Company entered into a joint venture with Brand Investment Holding Limited ("Brand Investment Holding"), a member of the Gemkell Group, to sell branded footwear in China, including Sam Edelman, Naturalizer and other brands. The Company and Brand Investment Holding are each 50 % owners of the joint venture, which is named CLT Brand Solutions ("CLT"). In 2023, capital contributions of \$ 2.0 million were made to CLT, including \$ 1.0 million received from Brand Investment Holding. As of February 3, 2024 and January 28, 2023, assets of CLT were \$ 23.2 million and \$ 19.8 million, respectively, and liabilities were \$ 9.3 million and \$ 9.1 million, respectively. Net sales of CLT were \$ 26.8 million and \$ 16.9 million in 2023 and 2022, respectively. Operating earnings of CLT were \$ 0.5 million for 2023, compared to an operating loss of \$ 2.7 million in 2022.

The Company consolidates CLT into its consolidated financial statements on a one-month lag. Net earnings (loss) attributable to noncontrolling interests represents the share of net earnings or losses that are attributable to Brand Investment Holding. Transactions between the Company and the joint venture have been eliminated in the consolidated financial statements.

#### **Accounting Period**

The Company's fiscal year is the 52- or 53-week period ending the Saturday nearest to January 31. Fiscal year 2023 includes a 53-week period ending February 3, 2024. Fiscal years 2022 and 2021, both of which included 52 weeks, ended on January 28, 2023 and January 29, 2022, respectively.

#### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

### **Cash and Cash Equivalents**

The Company considers all highly liquid investments with maturities of three months or less when purchased to be cash equivalents. Cash equivalents also include amounts due from third-party financial institutions for credit and debit card transactions. These receivables typically settle in five days or less. Amounts due from the financial institutions for these transactions totaled \$ 9.3 million and \$ 8.6 million as of February 3, 2024 and January 28, 2023, respectively. The Company had an immaterial amount of restricted cash as of February 3, 2024 and January 28, 2023.

### **Receivables**

In accordance with Accounting Standards Codification ("ASC") Topic 326, *Financial Instruments - Credit Losses*, the Company estimates and records an expected lifetime credit loss on accounts receivable by utilizing credit ratings and other customer-related information, as well as historical loss experience. The allowance for expected credit losses is adjusted for current conditions and reasonable and supportable forecasts. The Company recognized a provision for expected credit losses of \$ 1.0 million in 2023 and adjustments to the provision of \$ 0.3 million and \$ 2.2 million in 2022 and 2021, respectively.

Customer allowances represent reserves against the Company's wholesale customers' accounts receivable for margin assistance, product returns, customer deductions and co-op advertising allowances. The Company estimates the reserves needed for margin assistance by reviewing inventory levels on the retail floors, sell-through rates, historical dilution, current gross margin levels and other performance indicators of the Company's major retail customers. Product returns and customer deductions are estimated using historical experience and anticipated future trends. Co-op advertising allowances are estimated based on customer agreements. The Company recognized provisions for customer allowances of \$ 28.5 million, \$ 27.6 million and \$ 26.1 million in 2023, 2022 and 2021, respectively.

Customer discounts represent reserves against the Company's accounts receivable for discounts that wholesale customers may take based on meeting certain order, payment or return guidelines. The Company estimates the reserves needed for customer discounts based upon customer net sales and terms of the respective agreements. The Company recognized provisions for customer discounts of \$ 9.9 million, \$ 11.4 million and \$ 7.5 million in 2023, 2022 and 2021, respectively.

### **Inventories**

The Company values inventories at the lower of cost or market for approximately 86 % of consolidated inventories, which represents divisions using the last-in, first-out ("LIFO") method. For the remaining portion, the Company's inventories are valued at the lower of cost or net realizable value. For inventory valued at LIFO, the Company regularly reviews the inventory for excess, obsolete or impaired inventory, and writes it down to the lower of cost or market. An actual valuation of inventory under the LIFO method can be made only at the end of each year based on the inventory levels and costs at that time. If the first-in, first-out ("FIFO") method had been used, consolidated inventories would have been \$ 10.3 million and \$ 6.3 million higher at February 3, 2024 and January 28, 2023, respectively. In 2023 and 2022, the Company recorded LIFO provisions of \$ 4.9 million and \$ 4.7 million, respectively, on certain inventories at the Famous Footwear segment as a result of product cost inflation. Refer to Note 8 to the consolidated financial statements for additional information related to inventories.

The Company applies judgment in determining the market value of inventory, which requires an estimate of net realizable value, including current and expected selling prices, costs to sell and normal gross profit rates. The method used to determine market value varies by business division, based on the unique operating models. At the Famous Footwear segment and certain operations within the Brand Portfolio segment, market value is determined based on net realizable value less an estimate of expected costs to be incurred to sell the product. Accordingly, the Company records markdowns when it becomes evident that inventory items will be sold at prices below cost. As a result, gross profit rates at the Famous Footwear segment and, to a lesser extent, the Brand Portfolio segment are lower than the initial markup during periods when permanent price reductions are taken to clear product. For the majority of the Brand Portfolio segment, the Company determines market value based upon the net realizable value of inventory less a normal gross profit rate. The Company believes these policies reflect the difference in operating models between the Famous Footwear and Brand Portfolio segments. Famous Footwear periodically runs promotional events to drive sales to clear seasonal inventories. The Brand Portfolio segment generally relies on permanent price reductions to clear slower-moving inventory.

The determination of markdown reserves for the Brand Portfolio segment requires significant assumptions, estimates and judgments by management, and is subject to inherent uncertainties and subjectivity. In determining markdown reserves, management considers recent and forecasted sales prices, historical gross profit rates, the length of time the product is held in inventory and quantities of various product styles contained in inventory, as well as demand, among other factors.

The ultimate amount realized from the sale of certain products could differ from management estimates. Markdown reserves were \$ 20.9 million and \$ 43.9 million as of February 3, 2024 and January 28, 2023, respectively.

The costs of inventory, inbound freight and duties, markdowns, shrinkage and royalty expense are classified in cost of goods sold. Costs of warehousing and distribution are classified in selling and administrative expenses and are expensed as incurred. Such warehousing and distribution costs totaled \$ 117.0 million, \$ 121.0 million and \$ 99.5 million in 2023, 2022 and 2021, respectively. Costs of overseas sourcing offices and other inventory procurement costs are reflected in selling and administrative expenses and are expensed as incurred. Such sourcing and procurement costs totaled \$ 22.0 million, \$ 21.4 million and \$ 22.2 million in 2023, 2022 and 2021, respectively.

The Company performs physical inventory counts or cycle counts on all merchandise inventory on hand throughout the year and adjusts the recorded balance to reflect the results. The Company records estimated shrinkage between physical inventory counts based on historical results.

#### **Computer Software Costs**

The Company capitalizes certain costs in other assets, including internal payroll costs incurred in connection with the development or acquisition of software for internal use. Other assets on the consolidated balance sheets include \$ 16.3 million and \$ 16.0 million of computer software costs as of February 3, 2024 and January 28, 2023, respectively, which are net of accumulated amortization of \$ 88.1 million and \$ 88.5 million as of the end of the respective periods. In addition, other assets on the consolidated balance sheets include \$ 16.4 million and \$ 5.6 million for cloud computing arrangements (software-as-a-service contracts) and related implementation costs as of February 3, 2024 and January 28, 2023, respectively, which are net of accumulated amortization of \$ 6.7 million and \$ 4.7 million as of the end of the respective periods. The balance as of February 3, 2024 includes capitalized costs associated with the Company's multi-year implementation of a cloud-based ERP.

#### **Property and Equipment**

Property and equipment are stated at cost. Depreciation of property and equipment is provided over the estimated useful lives of the assets or the remaining lease terms, where applicable, using the straight-line method.

#### **Interest Expense**

##### *Interest Expense*

Interest expense generally includes interest for borrowings under the Company's revolving credit agreement, fees paid for the unused portion of the line of credit, and amortization of the deferred debt issuance costs. Interest expense for 2021 included interest for the Company's long-term debt and related amortization of deferred debt issuance costs and debt discount, as well as fair value adjustments on the mandatory purchase obligation from the acquisition of Blowfish Malibu, as further described in Note 4 to the consolidated financial statements.

##### *Capitalized Interest*

Interest costs for major asset additions are capitalized during the construction or development period and amortized over the lives of the related assets. The Company capitalized interest of \$ 0.3 million in 2023 related to its multi-year implementation of a cloud-based ERP, with no corresponding interest capitalized in 2022.

#### **Goodwill and Intangible Assets**

Goodwill and intangible assets deemed to have indefinite lives are not amortized but are subject to annual impairment tests. In accordance with ASC 350, *Intangibles-Goodwill and Other*, the Company is permitted, but not required, to qualitatively assess indicators of a reporting unit's fair value when it is unlikely that a reporting unit is impaired. If a quantitative test is deemed necessary, a discounted cash flow analysis is prepared to estimate fair value. A fair value-based test is applied at the reporting unit level, which is generally at or one level below the operating segment level. The test compares the fair value of the Company's reporting units to the carrying value of those reporting units. This test

requires significant assumptions, estimates and judgments by management, and is subject to inherent uncertainties and subjectivity.

The Company performs its goodwill impairment assessment and impairment tests on its indefinite-lived intangible assets as of the first day of the fourth quarter of each fiscal year unless events indicate an interim test is required. Definite-lived intangible assets are amortized over their useful lives and are reviewed for impairment if and when impairment indicators are present. Refer to Note 10 to the consolidated financial statements for further discussion of goodwill and intangible assets.

#### **Self-Insurance Reserves**

The Company is self-insured and/or retains high deductibles for a significant portion of its workers' compensation, health, disability, cyber risk, general liability, automobile and property programs, among others. Liabilities associated with the risks that are retained by the Company are estimated by considering historical claims experience, trends of the Company and the industry and other actuarial assumptions. The estimated accruals for these liabilities could be affected if development of costs on claims differ from these assumptions and historical trends. Based on available information as of February 3, 2024, the Company believes it has provided adequate reserves for its self-insurance exposure. As of February 3, 2024 and January 28, 2023, self-insurance reserves were \$ 10.4 million and \$ 9.7 million, respectively.

#### **Supplier Finance Program**

The Company facilitates a voluntary supplier finance program ("the Program") that provides certain of the Company's suppliers the opportunity to sell receivables related to products that the Company has purchased to participating financial institutions at a rate that leverages the Company's credit rating, which may be more beneficial to the suppliers than the rate they can obtain based upon their own credit rating. The Company negotiates payment and other terms directly with the suppliers, regardless of whether the supplier participates in the Program, and the Company's responsibility is limited to making payment based on the terms originally negotiated with the supplier. The suppliers that participate in the Program have discretion to determine which invoices, if any, are sold to the participating financing institutions. The liabilities for the suppliers that participate in the Program are presented within accounts payable in the Company's consolidated balance sheets, with changes reflected within cash flows from operating activities when settled. As of February 3, 2024 and January 28, 2023, the Company had \$ 13.0 million and \$ 26.0 million, respectively, of accounts payable subject to the Program arrangements.

#### **Revenue Recognition**

Retail sales, recognized at the point of sale, are recorded net of returns and exclude sales tax. Wholesale sales are recorded, net of returns, allowances and discounts, when obligations under the terms of a contract with the consumer are satisfied. This generally occurs at the time of transfer of control of merchandise. The Company considers several control indicators in its assessment of the timing of the transfer of control, including significant risks and rewards of ownership, physical possession and the Company's right to receive payment. Revenue is measured as the amount of consideration the Company expects to receive in exchange for transferring merchandise. Reserves for projected merchandise returns, discounts and allowances are determined based on historical experience and current expectations. Revenue is recognized on license fees related to Company-owned brand names, where the Company is the licensor, when the related sales of the licensee are made. The Company applies the guidance using the portfolio approach in ASC 606, *Revenue from Contracts with Customers*, because this methodology would not differ materially from applying the guidance to the individual contracts within the portfolio. The Company excludes sales and similar taxes collected from customers from the measurement of the transaction price for its retail sales. Refer to Note 2 for further discussion of revenue.

#### **Gift Cards**

The Company sells gift cards to its customers in its retail stores, through its e-commerce sites and at other retailers. The Company's gift cards do not have expiration dates or inactivity fees. The Company recognizes revenue from gift cards when (i) the gift card is redeemed by the consumer or (ii) the likelihood of the gift card being redeemed by the consumer is remote ("gift card breakage") and the Company determines that it does not have a legal obligation to remit the value of unredeemed gift cards to the relevant jurisdictions. The gift card breakage rate is determined based upon historical redemption patterns. Gift card breakage is recognized during the 24-month period following the sale of the gift card, according to the Company's historical redemption pattern. Gift card breakage income is included in net sales in the consolidated statements of earnings and the liability established upon the sale of a gift card is included in other accrued

expenses within the consolidated balance sheets. The Company recognized gift card breakage of \$ 0.8 million, \$ 1.1 million and \$ 1.0 million in 2023, 2022 and 2021, respectively.

#### **Loyalty Program**

The Company maintains a loyalty program at Famous Footwear, through which consumers earn points toward savings certificates for qualifying purchases. Upon reaching specified point values, consumers are issued a savings certificate that may be redeemed for purchases at Famous Footwear. Savings certificates earned must be redeemed within stated expiration dates. In addition to the savings certificates, the Company also offers exclusive member discounts. The value of points and rewards earned by Famous Footwear's loyalty program members are recorded as a reduction of net sales and a liability is established within other accrued expenses at the time the points are earned based on historical conversion and redemption rates. Approximately 77 % of net sales in the Famous Footwear segment were made to its loyalty program members in both 2023 and 2022. In addition, loyalty programs have recently been launched for the Allen Edmonds and Naturalizer brands. As of February 3, 2024 and January 28, 2023, the Company had loyalty program liabilities totaling \$ 11.5 million and \$ 17.7 million, respectively, which are included in other accrued expenses on the consolidated balance sheets. Of the \$ 11.5 million loyalty program liability as of February 3, 2024, \$ 10.0 million is reflected in the Famous Footwear segment and \$ 1.5 million is reflected in the Brand Portfolio segment. Of the \$ 17.7 million loyalty program liability as of January 28, 2023, \$ 16.0 million is reflected in the Famous Footwear segment and \$ 1.7 million is reflected in the Brand Portfolio segment.

#### **Store Impairment Charges**

The Company regularly analyzes the results of all of its stores and assesses the viability of underperforming stores to determine whether events or circumstances exist that indicate the stores should be closed or whether the carrying amount of their long-lived assets may not be recoverable. After allowing for an appropriate start-up period and consideration of any unusual nonrecurring events, property and equipment at stores and the lease right-of-use asset, indicated as impaired are written down to fair value as calculated using a discounted cash flow method. The Company recorded asset impairment charges, primarily for operating lease right-of-use assets, leasehold improvements, and furniture and fixtures in the Company's retail stores, of \$ 0.7 million, \$ 1.8 million and \$ 4.1 million in 2023, 2022 and 2021, respectively.

#### **Advertising and Marketing Expense**

Advertising and marketing costs are expensed as incurred, except for the costs of direct response advertising that relate primarily to the production and distribution of the Company's catalogs and coupon mailers. Direct response advertising costs are capitalized and amortized over the expected future revenue stream, which is generally one to three months from the date the materials are mailed. External production costs of advertising are expensed when the advertising first appears in the media or in the store.

In addition, the Company participates in co-op advertising programs with certain of its wholesale customers. For those co-op advertising programs where the Company has validated the fair value of the advertising received, co-op advertising costs are reflected as advertising expense within selling and administrative expenses. Otherwise, co-op advertising costs are reflected as a reduction of net sales.

Total advertising and marketing expense was \$ 145.7 million, \$ 138.0 million and \$ 118.1 million in 2023, 2022 and 2021, respectively. These costs were offset by co-op advertising allowances recovered by the Company's retail business of \$ 6.2 million, \$ 6.0 million and \$ 5.4 million in 2023, 2022 and 2021, respectively. Total co-op advertising costs reflected as a reduction of net sales were \$ 17.0 million in 2023, \$ 18.5 million in 2022 and \$ 10.8 million in 2021. Total advertising costs attributable to future periods that are deferred and recognized as a component of prepaid expenses and other current assets were \$ 7.0 million and \$ 4.6 million at February 3, 2024 and January 28, 2023, respectively.

#### **Income Taxes**

The Company recognizes deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the consolidated financial statement carrying amounts and the tax bases of its assets and liabilities. The Company establishes valuation allowances if it believes that it is more-likely-than-not that some or all of its deferred tax assets will not be realized. The Company does not recognize a tax benefit unless it concludes that it is more-likely-than-not that the benefit will be sustained on audit by the taxing authority based solely on the technical merits of the associated tax position. If the recognition threshold is met, the Company recognizes a tax benefit measured at the largest

amount of the tax benefit that, in its judgment, is greater than 50% likely to be realized. The Company records interest and penalties related to unrecognized tax positions within the income tax provision benefit on the consolidated statements of earnings.

#### **Operating Leases**

The Company leases all of its retail locations, a manufacturing facility and certain office locations, distribution centers and equipment under operating leases. Approximately 33 % of the leases entered into by the Company include options that allow the Company to extend the lease term beyond the initial commitment period, subject to terms agreed to at lease inception. Some leases also include early termination options that can be exercised under specific conditions. In accordance with ASC Topic 842, *Leases* ("ASC 842"), lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The majority of the Company's leases do not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on the information available at the commencement date, including implied traded debt yield and seniority adjustments, to determine the present value of future payments. Lease expense for the minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred.

#### *Contingent Rentals*

Many of the leases covering retail stores require contingent rental payments in addition to the minimum monthly rental charge based on retail sales volume. The Company excludes from lease payments any variable payments that are not based on an index or market. If payment for a lease is fully contingent on sales, such as a percentage of sales gross rent lease, none of the lease payments are included in the lease right-of-use asset or the lease liability.

#### *Construction Allowances Received From Landlords*

At the time its retail facilities are initially leased, the Company often receives consideration from landlords to be applied against the cost of leasehold improvements necessary to open the store. The Company treats these construction allowances as a lease incentive. In accordance with ASC 842, the allowances are recorded within the lease right-of-use asset and amortized to income over the lease term as a reduction of rent expense.

#### *Straight-Line Rents and Rent Holidays*

The Company records rent expense on a straight-line basis over the lease term for all of its leased facilities. For leases that have predetermined fixed escalations of the minimum rentals, the Company recognizes the related rental expense on a straight-line basis and records the difference between the recognized rental expense and amounts payable under the lease as the lease right-of-use asset. At the time its retail facilities are leased, the Company is frequently not charged rent for a specified period of time, typically 30 to 60 days, while the store is being prepared for opening. This rent-free period is referred to as a rent holiday. The Company recognizes rent expense over the lease term, including any rent holiday, within selling and administrative expenses on the consolidated statements of earnings.

#### *Pre-opening Costs*

Pre-opening costs associated with opening retail stores, including payroll, supplies and facility costs, are expensed as incurred.

#### **Earnings Per Common Share Attributable to Caleres, Inc. Shareholders**

The Company uses the two-class method to calculate basic and diluted earnings per common share attributable to Caleres, Inc. shareholders. Unvested restricted stock awards are considered participating units because they entitle holders to non-forfeitable rights to dividends or dividend equivalents during the vesting term. Under the two-class method, basic earnings per common share attributable to Caleres, Inc. shareholders is computed by dividing the net earnings attributable to Caleres, Inc. after allocation of earnings to participating securities by the weighted-average number of common shares outstanding during the year. Diluted earnings per common share attributable to Caleres, Inc. shareholders is computed by dividing the net earnings attributable to Caleres, Inc. after allocation of earnings to participating securities by the weighted-average number of common shares and potential dilutive securities outstanding during the year. Potential dilutive securities consist of outstanding stock options and contingently issuable shares for the Company's performance share awards. Refer to Note 3 to the consolidated financial statements for additional information related to the calculation of earnings per common share attributable to Caleres, Inc. shareholders.

### **Comprehensive Income**

Comprehensive income primarily includes the effect of foreign currency translation adjustments and pension and other postretirement benefits adjustments.

#### *Foreign Currency Translation Adjustment*

For certain of the Company's international subsidiaries, the local currency is the functional currency. Assets and liabilities of these subsidiaries are translated into United States dollars at the period-end exchange rate or historical rates as appropriate. Consolidated statements of earnings amounts are translated at average exchange rates for the period. The cumulative translation adjustments resulting from changes in exchange rates are included in the consolidated balance sheets as a component of accumulated other comprehensive loss in total Caleres, Inc. shareholders' equity. Transaction gains and losses are included in the consolidated statements of earnings.

#### *Pension and Other Postretirement Benefits Adjustments*

The Company determines the expense and obligations for retirement and other benefit plans using assumptions related to discount rates, expected long-term rates of return on invested plan assets, expected salary increases and certain employee-related factors. The Company determines the fair value of plan assets and benefit obligations as of the January 31 measurement date. The unrecognized portion of the gain or loss on plan assets is included in the consolidated balance sheets as a component of accumulated other comprehensive loss in total Caleres, Inc. shareholders' equity and is recognized into expense over time. Refer to additional information related to pension and other postretirement benefits in Note 5 and Note 14 to the consolidated financial statements.

### **Litigation Contingencies**

The Company is the defendant in several claims and lawsuits arising in the ordinary course of business. The Company believes the outcome of such proceedings and litigation currently pending will not have a material adverse effect on the consolidated financial position or results of operations. The Company accrues its best estimate of the cost of resolution of these claims. Legal defense costs of such claims are recognized in the period in which the costs are incurred. Refer to Note 16 to the consolidated financial statements for further discussion of commitments and contingencies.

### **Environmental Matters**

The Company is involved in environmental remediation and ongoing compliance activities at several sites. The Company is remediating, under the oversight of Colorado authorities, the groundwater and indoor air at its owned facility and residential neighborhoods adjacent to and near the property, which have been affected by solvents previously used at the facility. In addition, various federal and state authorities have identified the Company as a potentially responsible party for remediation at certain other sites. The Company's prior operations included numerous manufacturing and other facilities for which the Company may have responsibility under various environmental laws to address conditions that may be identified in the future. Refer to Note 16 to the consolidated financial statements for additional information.

Environmental expenditures relating to an existing condition caused by past operations and that do not contribute to current or future revenue generation are expensed. Based upon independent environmental assessments, liabilities are recorded when remedial action is considered probable and the costs can be reasonably estimated and are evaluated independently of any future claims recovery. Generally, the timing of these accruals coincides with completion of a feasibility study or the Company's commitment to a formal plan of action, and the cost estimates are subject to change as new information becomes available. Costs of future expenditures for environmental remediation obligations are discounted to their present value in those situations requiring only continuing maintenance and monitoring based upon a schedule of fixed payments.

### **Share-Based Compensation**

The Company has share-based incentive compensation plans under which certain officers, employees and members of the Board of Directors are participants and may be granted restricted stock, stock performance awards and stock options. Additionally, share-based grants may be made to non-employee members of the Board of Directors in the form of restricted stock units ("RSUs") payable in cash or the Company's common stock. The Company accounts for share-based compensation in accordance with the fair value recognition provisions of ASC 718, *Compensation – Stock Compensation*, and ASC 505, *Equity*, which require all share-based payments to employees and members of the Board of Directors, to be recognized as expense in the consolidated financial statements based on their fair values. Expense for restricted stock is based on the fair value of the restricted stock on the date of grant. Expense for graded-vesting grants is recognized ratably

over the respective vesting periods, which is generally 50 % over two years and 50 % over three years , and expense for cliff-vesting grants is recognized on a straight-line basis over the vesting period, which is generally one year . Expense for stock performance awards is recognized based upon the fair value of the awards on the date of grant and the anticipated number of shares or units to be awarded on a straight-line basis over the respective term of the award, or individual vesting portion of an award. Expense for the initial grant of RSUs is recognized ratably over the one-year vesting period based upon the fair value of the RSUs, and for cash-equivalent RSUs, is remeasured at the end of each period. The Company accounts for forfeitures of share-based grants as they occur. If the anticipated number of shares to be awarded or the share value of the Company's common stock changes significantly, share-based compensation expense may differ materially in the future from that recorded in the current period. Refer to additional information related to share-based compensation in Note 15 to the consolidated financial statements.

#### **Consolidated Statements of Cash Flows Supplemental Disclosures**

The Company made payments for federal, state and international taxes, net of refunds, of \$ 19.8 million, including \$ 9.2 million for international taxes and \$ 5.3 million each for federal and state taxes in 2023. The Company made payments for federal, state and international taxes, net of refunds, of \$ 17.4 million, including \$ 8.4 million for state taxes, \$ 4.7 million for federal taxes and \$ 4.3 million for international taxes in 2022. During 2021, the Company made payments for federal, state and international taxes, net of refunds, of \$ 29.3 million, including \$ 22.6 million for federal taxes, \$ 3.5 million for state taxes and \$ 3.2 million for international taxes. Refer to Note 6 to the consolidated financial statements for further information regarding income taxes.

Cash payments of interest for the Company's borrowings under the revolving credit agreement and long-term debt during 2023, 2022 and 2021 were \$ 19.7 million, \$ 12.5 million and \$ 20.4 million, respectively. Refer to Note 11 to the consolidated financial statements for further discussion regarding the Company's financing arrangements.

#### **Impact of Recently Adopted Accounting Pronouncements**

In September 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2022-04, *Liabilities – Supplier Finance Programs (Topic 405-50): Disclosure of Supplier Finance Program Obligations*.

The guidance requires qualitative and quantitative disclosures about supplier finance programs in annual financial statements, including key terms of the programs, amounts outstanding, balance sheet presentation and a rollforward of amounts outstanding during the year. For interim periods, the ASU requires disclosure of total obligations outstanding that have been confirmed as valid. The ASU is effective for the Company in fiscal year 2023, except for the rollforward requirement, which is effective in fiscal year 2024. The Company adopted the amendments on a retrospective basis during the first quarter of 2023, with the exception of the annual rollforward requirement, which will be adopted on a prospective basis by the effective date. Refer to the *Supply Chain Financing* section earlier in this footnote for additional information regarding the Company's supplier finance program.

#### **Impact of Prospective Accounting Pronouncements**

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which is intended to improve reportable segment disclosures by disclosing significant segment expenses that are regularly provided to the chief operating decision maker. The ASU is effective for the Company's annual disclosures for fiscal year 2024 and for interim periods in the Company's fiscal year 2025. The adoption of the ASU is not expected to have a material impact on the Company's financial statement disclosures.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The ASU expands the income tax disclosure requirements, principally related to the rate reconciliation table and income taxes paid by jurisdiction. ASU 2023-09 is effective for the Company on a prospective basis in fiscal 2025, with the option to apply the standard retrospectively, and early adoption is permitted. The adoption of the ASU is not expected to have a material impact on the Company's financial statement disclosures.

## 2. REVENUES

### Disaggregation of Revenues

The following table disaggregates revenue by segment and major source for 2023, 2022 and 2021:

2023				
(\$ thousands)	Famous Footwear	Brand Portfolio	Eliminations and Other	Total
Retail stores	\$ 1,395,689	\$ 69,820	\$ —	\$ 1,465,509
E-commerce - Company websites <sup>(1)</sup>	210,622	229,495	—	440,117
E-commerce - wholesale drop-ship <sup>(1)</sup>	—	133,097	( 5,786 )	127,311
Total direct-to-consumer sales	1,606,311	432,412	( 5,786 )	2,032,937
Wholesale - e-commerce <sup>(1)</sup>	—	233,183	—	233,183
Wholesale - landed	—	491,132	( 57,169 )	433,963
Wholesale - first cost	—	101,472	—	101,472
Licensing and royalty	2,330	12,576	—	14,906
Other <sup>(2)</sup>	755	78	—	833
Net sales	\$ 1,609,396	\$ 1,270,853	\$ ( 62,955 )	\$ 2,817,294

2022				
(\$ thousands)	Famous Footwear	Brand Portfolio	Eliminations and Other	Total
Retail stores	\$ 1,467,968	\$ 60,113	\$ —	\$ 1,528,081
E-commerce - Company websites <sup>(1)</sup>	233,977	218,434	—	452,411
E-commerce - wholesale drop-ship <sup>(1)</sup>	—	148,825	( 5,649 )	143,176
Total direct-to-consumer sales	1,701,945	427,372	( 5,649 )	2,123,668
Wholesale - e-commerce <sup>(1)</sup>	—	207,779	—	207,779
Wholesale - landed	—	548,838	( 54,078 )	494,760
Wholesale - first cost	—	125,091	—	125,091
Licensing and royalty	2,105	13,604	—	15,709
Other <sup>(2)</sup>	1,043	88	—	1,131
Net sales	\$ 1,705,093	\$ 1,322,772	\$ ( 59,727 )	\$ 2,968,138

2021				
(\$ thousands)	Famous Footwear	Brand Portfolio	Eliminations and Other	Total
Retail stores	\$ 1,494,595	\$ 59,269	\$ —	\$ 1,553,864
E-commerce - Company websites <sup>(1)</sup>	251,823	189,564	—	441,387
E-commerce - wholesale drop-ship <sup>(1)</sup>	—	93,783	( 2,427 )	91,356
Total direct-to-consumer sales	1,746,418	342,616	( 2,427 )	2,086,607
Wholesale - e-commerce <sup>(1)</sup>	\$ —	157,195	—	157,195
Wholesale - landed	—	468,436	( 49,263 )	419,173
Wholesale - first cost	—	100,467	—	100,467
Licensing and royalty	1,010	12,138	—	13,148
Other <sup>(2)</sup>	863	151	—	1,014
Net sales	\$ 1,748,291	\$ 1,081,003	\$ ( 51,690 )	\$ 2,777,604

(1) Collectively referred to as "e-commerce" below

(2) Includes breakage revenue from unredeemed gift cards

*Retail stores*

The Company generates revenue from retail sales where control is transferred and revenue is recognized at the point of sale. Retail sales are recorded net of estimated returns and exclude sales tax. The Company records a returns reserve and a corresponding return asset for expected returns of merchandise.

Retail sales to members of the Company's loyalty programs, including the Famously You Rewards program, include two performance obligations: the sale of merchandise and the delivery of points that may be converted to savings certificates and redeemed for future purchases. The transaction price is allocated to the separate performance obligations based on the relative stand-alone selling price. The stand-alone selling price for the points is estimated using the retail value of the merchandise earned, adjusted for estimated breakage based upon historical redemption patterns. The revenue associated with the initial merchandise purchased is recognized immediately and the value assigned to the points is deferred until the points are redeemed, forfeited or expired.

*E-commerce*

The Company generates revenue from sales on websites maintained by the Company that are shipped from the Company's distribution centers or retail stores directly to the consumer, or picked up directly by the consumer from the Company's stores ("e-commerce - Company websites"); sales from the Company's wholesale customers' websites that are fulfilled on a drop-ship basis ("e-commerce - wholesale drop-ship"); and other e-commerce sales (wholesale - e-commerce"), collectively referred to as "e-commerce". The Company transfers control and recognizes revenue for merchandise sold that is shipped directly to an individual consumer upon delivery to the consumer.

*Landed wholesale*

Landed sales are wholesale sales in which the Company obtains title to the footwear from the overseas suppliers and maintains title until the merchandise clears United States customs. The merchandise is shipped directly to the customer from the Company's warehouses. Many customers that purchase footwear on a landed basis arrange their own transportation of merchandise and, with limited exceptions, control is transferred at the time of shipment. Landed sales generally carry a higher profit rate than first-cost wholesale sales as a result of the brand equity associated with the product along with the additional customs, warehousing and logistics services provided to customers and the risks associated with inventory ownership.

*First-cost wholesale*

First-cost sales are wholesale sales in which the Company purchases merchandise from an international factory that manufactures the product and subsequently sells to a customer at an overseas port. Many of the customers then import this product into the United States. Revenue is recognized at the time the merchandise is delivered to the customer's designated freight forwarder and control is transferred to the customer.

*Licensing and royalty*

The Company has license agreements with third parties allowing them to sell the Company's branded product, or other merchandise that uses the Company's owned or licensed brand names. These license agreements provide the licensee access to the Company's symbolic intellectual property, and revenue is therefore recognized over the license term. For royalty contracts that do not have guaranteed minimums, the Company recognizes revenue as the licensee's sales occur. For royalty contracts that have guaranteed minimums, revenue for the guaranteed minimum is recognized on a straight-line basis during the term, until such time that the cumulative royalties exceed the total minimum guarantee. Up-front payments are recognized over the contractual term to which the guaranteed minimum relates.

The Company also licenses its Famous Footwear trade name and logo to a third-party financial institution to offer Famous Footwear-branded credit cards to its consumers. The Company receives royalties based upon cardholder spending, which is recognized as licensing revenue at the time when the credit card is used.

**Contract Balances**

Revenue is recorded at the transaction price, net of estimates for variable consideration for which reserves are established, including returns, allowances and discounts. Variable consideration is estimated using the expected value method and given the large number of contracts with similar characteristics, the portfolio approach is applied to determine the variable

consideration for each revenue stream. Reserves for projected returns are based on historical patterns and current expectations.

Information about significant contract balances from contracts with customers is as follows:

<i>(\$ thousands)</i>	<b>February 3, 2024</b>	January 28, 2023
Customer allowances and discounts	\$ <b>21,497</b>	\$ 21,917
Loyalty programs liability	<b>11,457</b>	17,732
Returns reserve	<b>10,586</b>	12,038
Gift card liability	<b>6,385</b>	6,659

Changes in contract balances with customers generally reflect differences in relative sales volume for the period presented. In addition, during 2023, the loyalty programs liability increased \$ 44.1 million due to points and material rights earned on purchases and decreased \$ 50.4 million due to expirations and redemptions. During 2022, the loyalty programs liability increased \$ 36.6 million due to points and material rights earned on purchases and decreased \$ 37.7 million due to expirations and redemptions.

#### **Allowance for Expected Credit Losses**

The following table summarizes the activity in the Company's allowance for expected credit losses for 2023 and 2022:

<i>(\$ thousands)</i>	<b>2023</b>	2022
Balance, beginning of period	\$ <b>8,903</b>	\$ 9,601
Adjustment for expected credit losses	<b>1,018</b>	( 262 )
Uncollectible accounts written off, net of recoveries	<b>( 1,101 )</b>	( 436 )
Balance, end of period	\$ <b>8,820</b>	\$ 8,903

### 3. EARNINGS PER SHARE

The Company uses the two-class method to compute basic and diluted earnings per common share attributable to Caleres, Inc. shareholders. In periods of net loss, no effect is given to the Company's participating securities since they do not contractually participate in the losses of the Company. The following table sets forth the computation of basic and diluted earnings per common share attributable to Caleres, Inc. shareholders:

(\$ thousands, except per share amounts)	2023	2022	2021
<b>NUMERATOR</b>			
Net earnings	\$ 171,832	\$ 179,695	\$ 138,163
Net (earnings) loss attributable to noncontrolling interests	( 441 )	2,047	( 1,144 )
Net earnings attributable to Caleres, Inc.	\$ 171,391	\$ 181,742	\$ 137,019
Net earnings allocated to participating securities	( 7,517 )	( 7,716 )	( 4,982 )
Net earnings attributable to Caleres, Inc. after allocation of earnings to participating securities	\$ 163,874	\$ 174,026	\$ 132,037
<b>DENOMINATOR</b>			
Denominator for basic earnings per common share attributable to Caleres, Inc. shareholders	34,142	34,930	36,741
Dilutive effect of share-based awards	10	475	354
Denominator for diluted earnings per common share attributable to Caleres, Inc. shareholders	34,152	35,405	37,095
Basic earnings per common share attributable to Caleres, Inc. shareholders	\$ 4.80	\$ 4.98	\$ 3.59
Diluted earnings per common share attributable to Caleres, Inc. shareholders	\$ 4.80	\$ 4.92	\$ 3.56

There were no outstanding options to purchase shares of common stock in 2023 or 2022. Options to purchase 16,667 shares of common stock in 2021 were not included in the denominator for diluted earnings per common share attributable to Caleres, Inc. shareholders because the effect would be antidilutive.

As further discussed in Item 5, *Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*, the Company has two publicly announced share repurchase programs. The Company repurchased 763,000 , 2,622,845 and 661,265 shares at a cost of \$ 17.4 million, \$ 63.2 million and \$ 17.0 million during the years ended February 3, 2024, January 28, 2023 and January 29, 2022, respectively, under these programs. No excise taxes were due on the Company's share repurchases during 2023 under the provisions of the Inflation Reduction Act of 2022.

### 4. RESTRUCTURING AND OTHER INITIATIVES

#### Expense Reduction Initiatives

During 2023, the Company incurred costs of \$ 6.1 million (\$ 4.5 million on an after-tax basis, or \$ 0.13 per diluted share) associated with its expense reduction initiatives. The costs were primarily for severance and other costs to integrate the Blowfish Malibu office, showroom and information systems into the St. Louis infrastructure. Of the \$ 6.1 million in charges presented in restructuring and other special charges on the consolidated statements of earnings for 2023, \$ 2.6 million is reflected in the Brand Portfolio segment, \$ 2.1 million is reflected in the Eliminations and Other category and \$ 1.4 million is reflected in the Famous Footwear segment. As of February 3, 2024, restructuring reserves of \$ 3.2 million were included in other accrued expenses on the consolidated balance sheet.

### **Organizational Change**

During 2022, the Company incurred costs of \$ 2.9 million (\$ 2.7 million on an after-tax basis, or \$ 0.07 per diluted share) related to a CFO transition at the corporate headquarters. These costs were recognized as restructuring and other special charges in the consolidated statement of earnings within the Eliminations and Other category.

### **Blowfish Mandatory Purchase Obligation**

On July 6, 2018, the Company acquired a controlling interest in Blowfish Malibu. The remaining interest was subject to a mandatory purchase obligation after a three-year period, which ended on July 31, 2021, based upon an earnings multiple formula as specified in the purchase agreement. Approximately \$ 9.0 million was initially assigned to the mandatory purchase obligation and fair value adjustments on the mandatory purchase obligation were recorded as interest expense.

The fair value adjustments on the mandatory purchase obligation totaled \$ 15.4 million (\$ 11.5 million on an after-tax basis, or \$ 0.30 per diluted share) in 2021. The mandatory purchase obligation was settled for \$ 54.6 million on November 4, 2021. The settlement of the \$ 9.0 million initially assigned to the mandatory purchase obligation is presented within financing activities on the consolidated statements of cash flows and the remaining \$ 45.6 million is presented within operating activities, in accordance with ASC 230, *Statement of Cash Flows*. There were no corresponding charges during 2023 or 2022.

### **Brand Portfolio – Business Exits**

During 2021, the Company incurred costs of \$ 13.5 million (\$ 11.9 million on an after-tax basis, or \$ 0.31 per diluted share) related to the strategic realignment of the Naturalizer retail store operations. These costs primarily represented lease termination and other stores closure costs, including employee severance, for the 73 stores that were closed during the first quarter of 2022. These charges are presented in restructuring and special charges on the consolidated statement of earnings within the Brand Portfolio segment.

## **5. RETIREMENT AND OTHER BENEFIT PLANS**

---

The Company sponsors pension plans in both the United States and Canada. Under the domestic plans, salaried, management and certain hourly employees' pension benefits are based on a two-rate formula applied to each year of service. Participants receive the larger of the accrued benefit as of December 31, 2015 (based on service commencing at the date of hire and a 35 -year service cap and an average annual salary for the five highest consecutive years during the last 10-year period) and the benefit calculated under the current plan provisions from the date of hire. Generally, under the current plan provisions, a participant receives credit for one year of service for each 365 days of employment as an eligible employee with the Company commencing after the employee's date of participation in the plan, up to 30 years.

Except for grandfathered employees and certain hourly associates in the Company's retail divisions, final average compensation, taxable covered compensation and credited service for purposes of determining accrued pension benefits were frozen as of December 31, 2018.

The Company's Canadian pension plans cover certain employees based on plan specifications. Under the Canadian plans, employees' pension benefits are based on the employee's highest consecutive five years of compensation during the 10 years before retirement. The Company's funding policy for all plans is to make the minimum annual contributions required by applicable regulations. The Company also maintains an unfunded Supplemental Executive Retirement Plan ("SERP"). In addition to providing pension benefits, the Company sponsors unfunded postretirement life insurance plans that cover both salaried and hourly employees who became eligible for benefits by January 1, 1995. The life insurance plans provide coverage of up to \$ 20,000 for qualifying retired employees.

**Benefit Obligations**

The following table sets forth changes in benefit obligations, including all domestic and Canadian plans:

(\$ thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Benefit obligation at beginning of year	\$ 285,572	\$ 355,286	\$ 1,018	\$ 1,143
Service cost	5,020	7,143	—	—
Interest cost	14,543	11,977	48	35
Plan participants' contribution	11	10	1	4
Plan amendments	—	407	—	—
Actuarial (gain) loss	( 6,773 )	( 70,775 )	( 61 )	( 85 )
Benefits paid	( 16,149 )	( 15,440 )	( 75 )	( 79 )
Settlements	—	( 3,032 )	—	—
Curtailments	—	13	—	—
Foreign exchange rate changes	( 49 )	( 17 )	—	—
Benefit obligation at end of year	\$ 282,175	\$ 285,572	\$ 931	\$ 1,018

The accumulated benefit obligation for the United States pension plans was \$ 277.1 million and \$ 280.5 million as of February 3, 2024 and January 28, 2023, respectively. The accumulated benefit obligation for the Canadian pension plans was \$ 3.2 million and \$ 3.3 million as of February 3, 2024 and January 28, 2023, respectively.

Weighted-average assumptions used to determine benefit obligations, end of year	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Discount rate	5.40 %	5.20 %	5.40 %	5.20 %
Rate of compensation increase	1.70 %	3.00 %	N/A	N/A

As of February 3, 2024 and January 28, 2023, the Company used the PRI-2012 Bottom Quartile mortality table, projected using generational scale MP-2021, a base mortality table issued by the Society of Actuaries in 2021, to estimate the plan liabilities.

**Plan Assets**

Pension assets are managed in accordance with the prudent investor standards of the Employee Retirement Income Security Act ("ERISA"). The plan's investment objective is to earn a competitive total return on assets, while also ensuring plan assets are adequately managed to provide for future pension obligations. This results in the protection of plan surplus and is accomplished by matching the duration of the projected benefit obligation using leveraged fixed income instruments and, while maintaining an equity commitment, managing an equity overlay strategy. The overlay strategy is intended to protect the managed equity portfolios against adverse stock market environments. The Company delegates investment management of the plan assets to specialists in each asset class and regularly monitors manager performance and compliance with investment guidelines. The Company's overall investment strategy is to achieve a mix of approximately 97 % of investments for long-term growth and 3 % for near-term benefit payments with a wide diversification of asset types, fund strategies and fund managers. The target allocations for plan assets for 2023 were equities of between 65 % and 75 % and debt securities of between 25 % and 35 %. Allocations may change periodically based upon changing market conditions. Corporate stocks – common did not include any Company stock at February 3, 2024 or January 28, 2023.

Assets of the Canadian pension plans, which totaled approximately \$ 4.3 million on February 3, 2024, were invested 55 % in equity funds, 42 % in bond funds and 3 % in money market funds. The Canadian pension plans did not include any Company stock as of February 3, 2024 or January 28, 2023.

A financial instrument's level within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Refer to further discussion on the fair value hierarchy in Note 13 to the consolidated financial

statements. Following is a description of the pension plan investments measured at fair value, including the general classification of such investments pursuant to the valuation hierarchy.

- Cash and cash equivalents include cash collateral and margin as well as money market funds. The fair values are based on unadjusted quoted market prices in active markets with sufficient volume and frequency and therefore are classified within Level 1 of the fair value hierarchy.
- Investments in U.S. government securities, the mutual fund, exchange-traded funds, corporate stocks - common and S&P 500 Index put and call options (traded on security exchanges) are classified within Level 1 of the fair value hierarchy because the fair values are based on unadjusted quoted market prices in active markets with sufficient volume and frequency. Interest rate swap agreements and certain U.S. government securities are not traded on an exchange but are based on observable inputs that can be corroborated. Therefore, these investments are classified within Level 2 of the fair value hierarchy. The preferred securities and certain corporate stocks – common were offered in a private placement. The fair values of these investments are based on unobservable prices and therefore, they are classified within Level 3 of the fair value hierarchy.
- The alternative investment fund is an investment in a pool of long-duration domestic investment grade assets. This investment is measured using net asset value per share, and therefore, is not classified within the fair value hierarchy.
- The unallocated insurance contract is measured at net asset value per share, and therefore, is not classified within the fair value hierarchy.

The fair values of the Company's pension plan assets at February 3, 2024 by asset category were as follows:

(\$ thousands)	Fair Value Measurements at February 3, 2024			
	Total	Level 1	Level 2	Level 3
<b>Asset</b>				
Cash and cash equivalents	\$ 11,138	\$ 11,138	\$ —	\$ —
U.S. government securities	74,777	65,345	9,432	—
Interest rate swap agreements	3,647	—	3,647	—
Mutual fund	28,114	28,114	—	—
Exchange-traded funds	128,263	128,263	—	—
Corporate stocks - common	84,977	84,853	—	124
Preferred securities	237	—	—	237
S&P 500 Index options	( 1,788 )	( 1,788 )	—	—
Total investments in the fair value hierarchy	\$ 329,365	\$ 315,925	\$ 13,079	\$ 361
Investments measured at net asset value:				
Alternative investment fund	14,654	—	—	—
Unallocated insurance contract	32	—	—	—
Total investments measured at net asset value	14,686	—	—	—
Total investments at fair value	\$ 344,051	\$ 315,925	\$ 13,079	\$ 361

The fair values of the Company's pension plan assets at January 28, 2023 by asset category were as follows:

(\$ thousands)	Fair Value Measurements at January 28, 2023			
	Total	Level 1	Level 2	Level 3
<b>Asset</b>				
Cash and cash equivalents	\$ 12,962	\$ 12,962	\$ —	\$ —
U.S. government securities	80,522	45,872	34,650	—
Interest rate swap agreements	( 2,793 )	—	( 2,793 )	—
Mutual fund	29,548	29,548	—	—
Exchange-traded funds	92,338	92,338	—	—
Corporate stocks - common	132,138	132,138	—	—
Preferred securities	335	—	—	335
S&P 500 Index options	( 2,634 )	( 2,634 )	—	—
<b>Total investments in the fair value hierarchy</b>	<b>\$ 342,416</b>	<b>\$ 310,224</b>	<b>\$ 31,857</b>	<b>\$ 335</b>
<b>Investments measured at net asset value:</b>				
Alternative investment fund	14,293	—	—	—
Unallocated insurance contract	36	—	—	—
<b>Total investments measured at net asset value</b>	<b>14,329</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>Total investments at fair value</b>	<b>\$ 356,745</b>	<b>\$ 310,224</b>	<b>\$ 31,857</b>	<b>\$ 335</b>

The following table sets forth changes in the fair value of plan assets, including all domestic and Canadian plans:

(\$ thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Fair value of plan assets at beginning of year	\$ 356,745	\$ 444,091	\$ —	\$ —
Actual return on plan assets	3,375	( 69,361 )	—	—
Employer contributions	118	494	74	75
Plan participants' contributions	11	10	1	4
Benefits paid	( 16,149 )	( 15,440 )	( 75 )	( 79 )
Settlements	—	( 3,032 )	—	—
Foreign exchange rate changes	( 49 )	( 17 )	—	—
Fair value of plan assets at end of year	\$ 344,051	\$ 356,745	\$ —	\$ —

#### Funded Status

The over-funded status as of February 3, 2024 and January 28, 2023 for pension benefits was \$ 61.9 million and \$ 71.2 million, respectively. The under-funded status for other postretirement benefits was \$ 0.9 million and \$ 1.0 million as of February 3, 2024 and January 28, 2023, respectively.

Amounts recognized in the consolidated balance sheets consist of:

(\$ thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
Prepaid pension costs (noncurrent assets)	\$ 74,951	\$ 83,396	\$ —	\$ —
Accrued benefit liabilities (current liability)	( 5,327 )	( 5,189 )	( 176 )	( 182 )
Accrued benefit liabilities (noncurrent liability)	( 7,748 )	( 7,034 )	( 755 )	( 836 )
Net amount recognized at end of year	\$ 61,876	\$ 71,173	\$ ( 931 )	\$ ( 1,018 )

The projected benefit obligation, the accumulated benefit obligation and the fair value of plan assets for pension plans with a projected benefit obligation in excess of plan assets and for pension plans with an accumulated benefit obligation in excess of plan assets, which includes only the Company's SERP, were as follows:

(\$ thousands)	Projected Benefit Obligation Exceeds the Fair Value of Plan Assets		Accumulated Benefit Obligation Exceeds the Fair Value of Plan Assets	
	2023	2022	2023	2022
<b>End of Year</b>				
Projected benefit obligation	\$ 13,075	\$ 12,223	\$ 13,075	\$ 12,223
Accumulated benefit obligation	12,144	11,392	12,144	11,392
Fair value of plan assets	—	—	—	—

The accumulated postretirement benefit obligation exceeds assets for all of the Company's other postretirement benefit plans.

The amounts in accumulated other comprehensive loss that have not yet been recognized as components of net periodic benefit income at February 3, 2024 and January 28, 2023 are as follows:

(\$ thousands)	Pension Benefits		Other Postretirement Benefits	
	2023	2022	2023	2022
<b>Components of accumulated other comprehensive loss, net of tax:</b>				
Net actuarial loss (gain)	\$ 33,709	\$ 25,967	\$ ( 374 )	\$ ( 410 )
Net prior service credit	71	( 20 )	—	—
Accumulated other comprehensive loss, net of tax	\$ 33,780	\$ 25,947	\$ ( 374 )	\$ ( 410 )

#### Net Periodic Benefit Income

Net periodic benefit income for 2023, 2022 and 2021 for all domestic and Canadian plans included the following components:

(\$ thousands)	Pension Benefits			Other Postretirement Benefits		
	2023	2022	2021	2023	2022	2021
Service cost	\$ 5,020	\$ 7,143	\$ 7,494	\$ —	\$ —	\$ —
Interest cost	14,543	11,977	11,236	48	35	35
Expected return on assets	( 24,353 )	( 27,987 )	( 28,437 )	—	—	—
Amortization of:						
Actuarial loss (gain)	3,785	3,088	2,410	( 110 )	( 103 )	( 108 )
Prior service credit	( 123 )	( 314 )	( 514 )	—	—	—
Settlement cost	—	320	—	—	—	—
Curtailments	—	13	—	—	—	—
Total net periodic benefit income	\$ ( 1,128 )	\$ ( 5,760 )	\$ ( 7,811 )	\$ ( 62 )	\$ ( 68 )	\$ ( 73 )

The non-service cost components of net periodic benefit income are included in other income, net in the consolidated statements of earnings. Service cost is included in selling and administrative expenses.

Weighted-average assumptions used to determine net periodic benefit income	Pension Benefits			Other Postretirement Benefits		
	2023	2022	2021	2023	2022	2021
Discount rate	5.20 %	3.40 %	3.10 %	5.20 %	3.40 %	3.10 %
Rate of compensation increase	3.00 %	3.00 %	3.00 %	N/A	N/A	N/A
Expected return on plan assets	7.50 %	7.20 %	7.25 %	N/A	N/A	N/A

The net actuarial loss (gain) subject to amortization is amortized on a straight-line basis over the average future service of active plan participants as of the measurement date. The prior service credit is amortized on a straight-line basis over the average future service of active plan participants benefiting under the plan at the time of each plan amendment.

The expected long-term rate of return on plan assets is based on historical and projected rates of return for current and planned asset classes in the plan's investment portfolio. Assumed projected rates of return for each asset class were selected after analyzing experience and future expectations of the returns. The overall expected rate of return for the portfolio was developed based on the target allocation for each asset class.

#### Expected Cash Flows

Information about expected cash flows for all pension and postretirement benefit plans follows:

	Pension Benefits				Other
(\$ thousands)	Funded Plan	SERP	Total	Postretirement	Benefits
Employer Contributions					
2024 expected contributions to plan trusts	\$ 73	\$ —	\$ 73	\$	—
2024 expected contributions to plan participants	—	5,469	5,469		181
2024 refund of assets (e.g. surplus) to employer	133	—	133		—
Expected Benefit Payments					
2024	\$ 15,327	\$ 5,469	\$ 20,796	\$	181
2025	15,980	4,913	20,893		145
2026	16,702	926	17,628		116
2027	17,251	1,183	18,434		92
2028	17,865	813	18,678		73
2029-2033	93,809	1,479	95,288		187

#### Defined Contribution Plans

The Company's domestic defined contribution 401(k) plan covers certain salaried employees. For eligible salaried employees, the Company makes a core contribution of 1.5 % and a matching contribution of up to 50 % of the first 6 % of the employees' contributions. The Company's expense for this plan was \$ 5.0 million in 2023, \$ 4.6 million in 2022, and \$ 5.5 million in 2021. In addition to the core and matching contributions, the Company has the discretion to contribute up to an additional 2 % profit-sharing benefit based on the Company's performance. The Company's expense for the profit-sharing contribution was zero for 2023 and \$ 2.6 million for 2022. Beginning in January 2024, the Company also offers a 401(k) plan to certain hourly employees, providing the option to contribute from 2 % to 30 % of pre-tax wages to the 401(k) plan. The hourly 401(k) plan does not offer matching contributions and therefore, the Company incurred no expense during 2023.

#### Non-Qualified Deferred Compensation Plan

The Company has a non-qualified deferred compensation plan (the "Deferred Compensation Plan") for the benefit of certain management employees. The investment funds offered to the participants generally correspond to the funds offered in the Company's 401(k) plan and the account balance fluctuates with the investment returns on those funds. The Deferred Compensation Plan permits the deferral of up to 50 % of base salary and 100 % of compensation received under the Company's annual incentive plan. The deferrals are held in a separate trust, which has been established by the Company to administer the Deferred Compensation Plan. The assets of the trust are subject to the claims of the Company's creditors in the event that the Company becomes insolvent. Consequently, the trust qualifies as a grantor trust for income tax purposes (i.e., a "Rabbi Trust"). The liabilities of the Deferred Compensation Plan of \$ 9.5 million and \$ 7.9 million as of February 3, 2024 and January 28, 2023, respectively, are presented in employee compensation and benefits in the accompanying consolidated balance sheets. The assets held by the trust of \$ 9.5 million and \$ 7.9 million as of February 3, 2024 and January 28, 2023, respectively, are presented within prepaid expenses and other current assets in the accompanying consolidated balance sheets, with changes in the deferred compensation charged to selling and administrative expenses in the accompanying consolidated statements of earnings.

**Non-Qualified Deferred Compensation Restoration Plan**

In 2023, the Company adopted a non-qualified restoration deferred compensation restoration plan (the "Restoration Plan") for the benefit of certain members of executive management. The Restoration Plan provides an incremental retirement benefit to key executives whose contributions to qualified retirement plans are limited by Internal Revenue Service annual compensation maximums. The investment funds offered to the participants generally correspond to the funds offered in the Company's 401(k) plan. The initial contribution to the Restoration Plan was funded in January 2024 and will occur annually thereafter. The plan assets and liabilities will fluctuate with the returns on the investment funds.

The deferrals are held in a separate trust, which has been established by the Company to administer the Restoration Plan. The assets of the trust are subject to the claims of the Company's creditors in the event that the Company becomes insolvent. Consequently, the trust qualifies as a grantor trust for income tax purposes (i.e., a "Rabbi Trust"). The liabilities of the Restoration Plan of \$ 0.3 million are presented in employee compensation and benefits and the assets held by the trust of \$ 0.3 million are classified within prepaid and other current assets in the accompanying consolidated balance sheet as of February 3, 2024. Changes in deferred compensation plan assets and liabilities are charged to selling and administrative expense in the accompanying consolidated statement of earnings for 2023.

**Deferred Compensation Plan for Non-Employee Directors**

Non-employee directors are eligible to participate in a deferred compensation plan, whereby deferred compensation amounts are valued as if invested in the Company's common stock through the use of phantom stock units ("PSUs"). Under the plan, each participating director's account is credited with the number of PSUs equal to the number of shares of the Company's common stock that the participant could purchase or receive with the amount of the deferred compensation, based upon the fair value (as determined based on the average of the high and low prices) of the Company's common stock on the last trading day of the fiscal quarter when the cash compensation was earned.

Dividend equivalents are paid on PSUs at the same rate as dividends on the Company's common stock and are re-invested in additional PSUs at the next fiscal quarter-end. The PSUs are payable in cash based on the number of PSUs credited to the participating director's account, valued on the basis of the fair value at fiscal quarter-end on or following termination of the director's service. The liabilities of the plan of \$ 2.0 million and \$ 1.8 million as of February 3, 2024 and January 28, 2023, respectively, are based on 55,516 and 60,067 outstanding PSUs, respectively, and are presented in other liabilities in the accompanying consolidated balance sheets. Gains and losses resulting from changes in the fair value of the PSUs are charged to selling and administrative expenses in the accompanying consolidated statements of earnings.

**6. INCOME TAXES**

The components of earnings before income taxes consisted of domestic earnings before income taxes of \$ 132.5 million, \$ 168.0 million and \$ 152.5 million in 2023, 2022 and 2021, respectively. The Company's international earnings before incomes taxes were \$ 48.8 million, \$ 45.0 million and \$ 36.7 million in 2023, 2022 and 2021, respectively.

The components of income tax provision on earnings were as follows:

(\$ thousands)	2023	2022	2021
<b>Federal</b>			
Current	\$ 10,849	\$ 11,506	\$ 36,388
Deferred	5,138	6,975	( 227 )
Total federal income tax provision	15,987	18,481	36,161
<b>State</b>			
Current	2,423	6,660	4,012
Deferred	( 9,819 )	3,421	6,531
Total state income tax (benefit) provision	( 7,396 )	10,081	10,543
<b>International</b>			
Current	4,879	4,759	4,615
Deferred	( 3,980 )	18	( 238 )
Total international income tax provision	899	4,777	4,377
Total income tax provision	\$ 9,490	\$ 33,339	\$ 51,081

The differences between the income tax provision reflected in the consolidated financial statements and the amounts calculated at the federal statutory income tax rate were as follows:

(\$ thousands)	2023	2022	2021
Income taxes at statutory rate	\$ 38,078	\$ 44,737	\$ 39,741
State income taxes, net of federal tax benefit	5,710	8,981	8,361
International earnings taxed at differing rates from U.S. statutory	( 5,367 )	( 1,974 )	( 3,588 )
Share-based compensation	( 3,106 )	( 602 )	94
Provision for valuation allowance, net of utilization	( 30,054 )	( 20,743 )	8,978
Non-deductibility of 162(m) limitations	4,373	3,363	3,377
GILTI, BEAT and FDII provisions	427	422	346
CARES Act NOL, net carryback benefit <sup>(1)</sup>	—	—	365
International entity restructuring <sup>(2)</sup>	—	—	( 6,697 )
Other <sup>(3)</sup>	( 571 )	( 845 )	104
Total income tax provision	\$ 9,490	\$ 33,339	\$ 51,081

(1) The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") was signed into law during 2020. Among the Internal Revenue Code provisions modified by the CARES Act was a five-year carryback period for net operating losses incurred in the 2018, 2019 and 2020 tax years; temporary removal of the 80% limitation on net operating loss usage, reinstated for tax years after 2020; a temporary increase in the interest expense limitation and acceleration of refundable AMT credit. The five-year carryback presented an opportunity to carry back net operating losses from years with a statutory 21 % federal tax rate to years when the rate was 35 %.

(2) Reflects the deferred tax impacts of the liquidation of certain international subsidiaries, with related impacts presented in the provision for valuation allowance, net of utilization line in the table above.

(3) The other category of income tax provision principally represents the impact of expenses that are not deductible or partially deductible for federal income tax purposes and the impact of any return-to-provision adjustments.

Significant components of the Company's deferred income tax assets and liabilities were as follows:

(\$ thousands)	February 3, 2024	January 28, 2023
<b>Deferred Tax Assets</b>		
Lease obligations	\$ 148,242	\$ 147,910
Goodwill	34,386	38,407
Net operating loss carryforward/carryback	10,107	13,303
Accrued expenses	17,870	19,478
Employee benefits, compensation and insurance	15,689	17,350
Accounts receivable	6,094	6,304
Inventory capitalization and inventory reserves	6,623	6,642
Impairment of investment in nonconsolidated affiliate	1,470	1,470
Postretirement and postemployment benefit plans	207	228
Other	1,605	1,261
Total deferred tax assets, before valuation allowance	242,293	252,353
Valuation allowance	( 7,153 )	( 39,540 )
Total deferred tax assets, net of valuation allowance	\$ 235,140	\$ 212,813
<b>Deferred Tax Liabilities</b>		
Lease right-of-use assets	\$ ( 138,315 )	\$ ( 136,618 )
Intangible assets	( 13,659 )	( 12,054 )
LIFO inventory valuation	( 51,021 )	( 46,551 )
Retirement plans	( 17,239 )	( 19,381 )
Capitalized software	( 1,800 )	( 3,309 )
Depreciation	( 16,822 )	( 10,823 )
Other	( 3,419 )	( 3,078 )
Total deferred tax liabilities	( 242,275 )	( 231,814 )
Net deferred tax liability	\$ ( 7,135 )	\$ ( 19,001 )

As of February 3, 2024, the Company had various federal, state and international net operating loss ("NOL") carryforwards with tax values totaling \$ 10.1 million. The state NOLs totaling \$ 3.4 million have carryforward periods ranging from one to 20 years. The Company has NOLs in Canada and the United Kingdom of \$ 4.1 million and \$ 2.6 million, respectively. The Canada NOLs have a carryforward period of 18 years, while the United Kingdom NOLs have no expiration.

During 2020, as a result of the significant loss before income taxes driven by the impairment of goodwill and intangible assets during the pandemic, the Company entered into a three-year cumulative loss position for federal, state and certain international jurisdictions. During 2021, the Company also experienced operating losses at its Canadian business division, which were driven by exit-related costs associated with the Naturalizer retail stores. As a result of the strong earnings before income taxes in both 2021 and 2022, the Company's net deferred tax asset position declined. As a result, in 2022, the Company released approximately \$ 17.4 million of its valuation allowances on deferred tax assets.

Due to continued strong earnings in 2023, the Company is no longer in a cumulative three-year loss position as of February 3, 2024. Accordingly, the Company released valuation allowances on certain deferred tax assets totaling \$ 26.7 million in the fourth quarter of 2023.

As of February 3, 2024, no deferred taxes have been provided on the accumulated unremitted earnings of the Company's international subsidiaries that are not subject to United States income tax, beyond the amounts recorded for the one-time transition tax for the mandatory deemed repatriation of cumulative international earnings, as required by the Tax Cuts and Jobs Act. The Company periodically evaluates its international investment opportunities and plans, as well as its international working capital needs, to determine the level of investment required and, accordingly, determines the level of international earnings that is considered indefinitely reinvested. Based upon that evaluation, earnings of the Company's international subsidiaries that are not otherwise subject to United States taxation are considered to be indefinitely reinvested, and accordingly, deferred taxes have not been provided. If changes occur in future investment opportunities and plans, those changes will be reflected when known and may result in providing residual United States deferred taxes

on unremitted international earnings. If the Company's unremitted international earnings were not considered indefinitely reinvested as of February 3, 2024, an immaterial amount of additional deferred taxes would have been provided.

#### **Uncertain Tax Positions**

ASC 740, *Income Taxes*, establishes a single model to address accounting for uncertain tax positions. The standard clarifies the accounting for income taxes by prescribing a minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. The standard also provides guidance on derecognition, measurement classification, interest and penalties, accounting in interim periods, disclosure and transition. As of February 3, 2024 and January 28, 2023, the Company had no unrecognized tax benefits.

For federal purposes, the Company's tax filings for fiscal years 2020 to 2022 remain open to examination but are not currently being examined. The Company also files tax returns in various international jurisdictions and numerous states for which various tax years are subject to examination and currently involved in audits. While the Company is involved in examinations in certain jurisdictions, it does not expect any significant changes in its liability for uncertain tax positions during the next 12 months.

### **7. BUSINESS SEGMENT INFORMATION**

---

The Company's reportable segments are Famous Footwear and Brand Portfolio. The Famous Footwear segment is comprised of Famous Footwear, famousfootwear.com and famousfootwear.ca. Famous Footwear operated 860 stores at the end of 2023, selling primarily branded footwear for the entire family.

The Brand Portfolio segment is comprised of wholesale operations selling the Company's branded footwear, and the retail stores and e-commerce sites associated with those brands. This segment sources, manufactures and markets branded, licensed and private-label footwear primarily to online retailers, national chains, department stores, independent retailers and mass merchandisers as well as Company-owned Famous Footwear, Sam Edelman, Naturalizer and Allen Edmonds stores and e-commerce businesses. The Brand Portfolio segment included 62 branded retail stores in the United States and 36 branded retail stores in East Asia at the end of 2023.

The Company's Famous Footwear and Brand Portfolio reportable segments are operating units that are managed separately. These reportable segments reflect the level at which the chief operating decision maker, the Company's President and Chief Executive Officer, evaluates financial performance and allocates resources. Operating earnings (loss) for the reportable segments represents gross profit, less selling and administrative expenses and restructuring and other special charges, net. The accounting policies of the reportable segments are the same as those described in Note 1 to the consolidated financial statements. Intersegment sales are generally recorded at a profit, and intersegment earnings related to inventory on hand at the purchasing segment are eliminated against the earnings.

Corporate assets, administrative expenses and other costs and recoveries that are not allocated to the operating units, as well as the elimination of intersegment sales and profit, are reported in the Eliminations and Other category.

Following is a summary of certain key financial measures for the respective periods:

(\$ thousands)	Famous Footwear	Brand Portfolio	Eliminations and Other	Total
<b>Fiscal 2023</b>				
Net sales	\$ 1,609,396	\$ 1,270,853	\$ ( 62,955 )	\$ 2,817,294
Intersegment sales	—	62,955	—	62,955
Depreciation and amortization	23,085	22,766	7,429	53,280
Operating earnings (loss)	123,838	145,459	( 74,842 )	194,455
Segment assets	770,848	862,404	171,494	1,804,746
Purchases of property and equipment	31,743	10,515	2,326	44,584
Capitalized software	743	—	4,291	5,034
<b>Fiscal 2022</b>				
Net sales	\$ 1,705,093	\$ 1,322,772	\$ ( 59,727 )	\$ 2,968,138
Intersegment sales	—	59,727	—	59,727
Depreciation and amortization	20,585	21,812	6,614	49,011
Operating earnings (loss)	195,837	112,345	( 93,855 )	214,327
Segment assets	767,575	921,110	147,787	1,836,472
Purchases of property and equipment	41,755	4,170	9,988	55,913
Capitalized software	—	42	8,082	8,124
<b>Fiscal 2021</b>				
Net sales	\$ 1,748,291	\$ 1,081,003	\$ ( 51,690 )	\$ 2,777,604
Intersegment sales	—	51,690	—	51,690
Depreciation and amortization	20,333	23,762	8,235	52,330
Operating earnings (loss)	276,415	35,928	( 106,536 )	205,807
Segment assets	705,063	944,241	194,622	1,843,926
Purchases of property and equipment	12,480	3,977	1,936	18,393
Capitalized software	121	8	5,623	5,752

Products purchased for the Famous Footwear segment from three key third-party suppliers (Nike, Skechers and adidas) represented approximately 24 % of consolidated net sales for both 2023 and 2022, and 26 % for 2021.

Following is a reconciliation of operating earnings to earnings before income taxes:

(\$ thousands)	2023	2022	2021
Operating earnings	\$ 194,455	\$ 214,327	\$ 205,807
Interest expense, net	( 19,343 )	( 14,264 )	( 30,930 )
Loss on early extinguishment of debt	—	—	( 1,011 )
Other income, net	6,210	12,971	15,378
Earnings before income taxes	\$ 181,322	\$ 213,034	\$ 189,244

For geographic purposes, the domestic operations include the Company's domestic retail operations, the wholesale distribution of licensed, branded and private-label footwear to a variety of retail customers, including the Famous Footwear and Brand Portfolio stores, as well as the Company's e-commerce businesses.

The Company's international operations consist of wholesale and retail operations primarily in East Asia, Canada and Europe. The East Asia operations primarily include first-cost transactions, where footwear is sold at international ports to customers who then import the footwear into the United States and other countries.

A summary of the Company's net sales and long-lived assets, including lease right-of-use assets and property and equipment, by geographic area were as follows:

(\$ thousands)	2023	2022	2021
<b>Net Sales</b>			
United States	\$ 2,624,474	\$ 2,763,896	\$ 2,600,848
East Asia	130,423	146,700	119,857
Canada	48,220	44,484	43,789
Other	14,177	13,058	13,110
Total net sales	\$ 2,817,294	\$ 2,968,138	\$ 2,777,604
<b>Long-Lived Assets</b>			
United States	\$ 676,937	\$ 656,840	\$ 630,519
East Asia	11,805	11,614	8,357
Canada	6,601	10,441	14,687
Other	269	184	105
Total long-lived assets	\$ 695,612	\$ 679,079	\$ 653,668

## 8. INVENTORIES

The Company's net inventory balance was comprised of the following:

(\$ thousands)	February 3, 2024	January 28, 2023
Raw materials	\$ 14,198	\$ 21,172
Work-in-process	665	569
Finished goods	525,811	558,474
Inventories, net <sup>(1)</sup>	\$ 540,674	\$ 580,215

(1) Net of adjustment to last-in, first-out cost of \$ 10,254 and \$ 6,301 as of February 3, 2024 and January 28, 2023, respectively.

As of February 3, 2024 and January 28, 2023, the Company's inventory balance included \$ 0.4 million and \$ 0.2 million, respectively, of finished goods product subject to consignment arrangements with wholesale customers.

## 9. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following:

(\$thousands)	February 3, 2024	January 28, 2023
Land and buildings	\$ 38,795	\$ 37,394
Leasehold improvements	216,531	204,378
Technology equipment	51,690	50,628
Machinery and equipment	114,245	106,197
Furniture and fixtures	140,456	130,761
Construction in progress	14,204	20,504
Property and equipment	575,921	549,862
Allowances for depreciation	( 408,338 )	( 388,979 )
Property and equipment, net	\$ 167,583	\$ 160,883

Useful lives of property and equipment are as follows:

	Years
Buildings	5 - 30
Leasehold improvements	5 - 20
Technology equipment	2 - 10
Machinery and equipment	4 - 20
Furniture and fixtures	3 - 10

After allowing for an appropriate start-up period, property and equipment at stores and any lease right-of-use assets indicated as impaired are written down to fair value as calculated using a discounted cash flow method. The Company recorded charges for impairment of \$ 0.7 million, \$ 1.8 million and \$ 4.1 million in 2023, 2022 and 2021, respectively, primarily for operating lease right-of-use assets, leasehold improvements and furniture and fixtures in the Company's retail stores and capitalized software, which are presented in selling and administrative expenses. Fair value was based on estimated future cash flows to be generated by retail stores, discounted at a market rate of interest. Refer to Note 12 and Note 13 to the consolidated financial statements for further discussion of these impairment charges.

#### Property and Equipment, Held for Sale

The Company continues to actively market for sale its nine-acre corporate headquarters campus (the "Campus") located in Clayton, Missouri and as of February 3, 2024, was engaged in discussions with multiple potential buyers. The Company expects the Campus to qualify as a completed sale within the next year. Accordingly, the Campus, primarily consisting of land and buildings, has been classified as property and equipment, held for sale category on the consolidated balance sheet as of February 3, 2024 within the Eliminations and Other category. The Company evaluated the Campus asset group for impairment and determined that no indicators were present as of February 3, 2024.

#### 10. GOODWILL AND INTANGIBLE ASSETS

Goodwill and intangible assets were as follows:

(\$ thousands)	February 3, 2024	January 28, 2023
<b>Intangible Assets</b>		
Famous Footwear	\$ 2,800	\$ 2,800
Brand Portfolio <sup>(1)</sup>	342,083	342,083
Total intangible assets	344,883	344,883
Accumulated amortization	( 146,529 )	( 134,447 )
Total intangible assets, net	198,354	210,436
<b>Goodwill</b>		
Brand Portfolio <sup>(2)</sup>	4,956	4,956
Total goodwill	4,956	4,956
Goodwill and intangible assets, net	\$ 203,310	\$ 215,392

(1) The carrying amount of intangible assets as of February 3, 2024 and January 28, 2023 is presented net of accumulated impairment charges of \$ 106.2 million.

(2) The carrying amount of goodwill as of February 3, 2024 and January 28, 2023 is presented net of accumulated impairment charges of \$ 415.7 million.

The Company's intangible assets as of February 3, 2024 and January 28, 2023 were as follows:

(\$ thousands)					
February 3, 2024					
	Estimated Useful Lives (In Years)	Cost Basis	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
Trade names	2 - 40	\$ 299,488	\$ 131,677	\$ 10,200	\$ 157,611
Trade names	Indefinite	107,400	—	92,000	15,400
Customer relationships	15 - 16	44,200	14,852	4,005	25,343
		\$ 451,088	\$ 146,529	\$ 106,205	\$ 198,354
January 28, 2023					
	Estimated Useful Lives (In Years)	Cost Basis	Accumulated Amortization	Accumulated Impairment	Net Carrying Value
Trade names	2 - 40	\$ 299,488	\$ 121,928	\$ 10,200	\$ 167,360
Trade names	Indefinite	107,400	—	92,000	15,400
Customer relationships	15 - 16	44,200	12,519	4,005	27,676
		\$ 451,088	\$ 134,447	\$ 106,205	\$ 210,436

Amortization expense related to intangible assets was \$ 12.1 million in both 2023 and 2022, and \$ 12.6 million in 2021. The Company estimates \$ 11.0 million of amortization expense related to intangible assets in 2024, 2025, and 2026, \$10.9 million in 2027 and \$ 10.7 million in 2028.

Goodwill is tested for impairment at least annually, or more frequently if events or circumstances indicate it might be impaired, using either the qualitative assessment or a quantitative fair value-based test. During 2023 and 2022, the goodwill impairment testing was performed as of the first day of the fourth fiscal quarter, which resulted in no impairment charges.

Indefinite-lived intangible assets are tested for impairment as of the first day of the fourth quarter of each fiscal year unless events or circumstances indicate an interim test is required. The Company did not record any impairment charges for intangible assets during 2023 or 2022.

## **11. FINANCING ARRANGEMENTS**

---

### **Credit Agreement**

The Company maintains a revolving credit facility for working capital needs. The Company is the lead borrower, and certain wholly-owned subsidiaries, including Sidney Rich Associates, Inc., BG Retail, LLC, Allen Edmonds LLC, Vionic Group LLC, Vionic International LLC and Blowfish, LLC are each co-borrowers and guarantors.

On October 5, 2021, the Company entered into a Fifth Amendment to Fourth Amended and Restated Credit Agreement (as so amended, the "Credit Agreement") which, among other modifications, decreased the amount available under the revolving credit facility by \$ 100.0 million to an aggregate amount of up to \$ 500.0 million, subject to borrowing base restrictions, and may be increased by up to \$ 250.0 million. The Credit Agreement also decreased the spread applied to the London Interbank Offered Rate ("LIBOR") or prime rate by a total of 75 basis points. On April 27, 2023, the Company entered into a Sixth Amendment to Fourth Amended and Restated Credit agreement to transition the borrowings on the revolving credit facility from bearing interest based on LIBOR to a team secured overnight financing rate ("SOFR").

Borrowing availability under the Credit Agreement is limited to the lesser of the total commitments and the borrowing base ("Loan Cap"), which is based on stated percentages of the sum of eligible accounts receivable, eligible inventory and eligible credit card receivables, as defined, less applicable reserves. Under the Credit Agreement, the Loan Parties' obligations are secured by a first-priority security interest in all accounts receivable, inventory and certain other collateral.

Interest on borrowings is at variable rates based on SOFR or the prime rate (as defined in the Credit Agreement), plus a spread. The interest rate and fees for letters of credit vary based upon the level of excess availability under the Credit Agreement. There is a fee payable on the unused portion under the facility and a letter of credit fee payable on the outstanding face amount under letters of credit.

The Credit Agreement limits the Company's ability to create, incur, assume or permit to exist additional indebtedness and liens, make investments or specified payments, give guarantees, pay dividends, make capital expenditures and merge or acquire or sell assets. In addition, if excess availability falls below the greater of 10.0 % of the Loan Cap and \$ 40.0 million for three consecutive business days, and the fixed charge coverage ratio is less than 1.25 to 1.0, the Company would be in default under the Credit Agreement and certain additional covenants would be triggered.

The Credit Agreement contains customary events of default, including, without limitation, payment defaults, breaches of representations and warranties, covenant defaults, cross-defaults to similar obligations, certain events of bankruptcy and insolvency, judgment defaults and the failure of any guaranty or security document supporting the agreement to be in full force and effect. If an event of default occurs, the collateral agent may assume dominion and control over the Company's cash (a "cash dominion event") until such event of default is cured or waived or the excess availability exceeds an amount as defined in the Credit Agreement for 30 consecutive days, provided that a cash dominion event shall be deemed continuing (even if an event of default is no longer continuing and/or excess availability exceeds the required amount for 30 consecutive business days) after a cash dominion event has occurred and been discontinued on two occasions in any 12-month period. The Credit Agreement also contains certain other covenants and restrictions. The Company was in compliance with all covenants and restrictions under the Credit Agreement as of February 3, 2024.

The maximum amount of borrowings under the Credit Agreement at the end of any month was \$ 366.5 million and \$ 380.5 million in 2023 and 2022, respectively. As of February 3, 2024, the Company had \$ 182.0 million of borrowings outstanding and \$ 9.5 million in letters of credit outstanding under the Credit Agreement, with total additional borrowing availability of \$ 308.5 million. Average daily borrowings were \$ 267.9 million and \$ 356.4 million in 2023 and 2022, respectively, and the weighted-average interest rates approximated 6.7 % and 3.6 % for the respective periods.

### **Loss on Early Extinguishment of Debt**

In conjunction with the redemptions of the Company's \$ 200.0 million aggregate principal amount of Senior Notes in August 2021 and January 2022, prior to the maturity in August 2023, the Company incurred losses on early extinguishment of debt totaling \$ 0.8 million. In addition, the Company incurred a loss on early extinguishment of debt of \$ 0.2 million in October 2021 associated with the amendment of the revolving credit facility prior to its maturity.

**12. LEASES**

The Company leases all of its retail locations, a manufacturing facility, and certain office locations, distribution centers and equipment. At contract inception, leases are evaluated and classified as either operating or finance leases. Leases with an initial term of 12 months or less are not recorded on the balance sheet.

Lease right-of-use assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The majority of the Company's leases do not provide an implicit rate and therefore, the Company uses an incremental borrowing rate based on the information available at the commencement date to determine the present value of future payments. For operating leases, lease expense for the minimum lease payments is recognized on a straight-line basis over the lease term. Variable lease payments are expensed as incurred.

The Company regularly analyzes the results of all of its stores and assesses the viability of underperforming stores to determine whether events or circumstances exist that indicate the stores should be closed or whether the carrying amount of their long-lived assets may not be recoverable. After allowing for an appropriate start-up period and consideration of any unusual nonrecurring events, property and equipment at stores and the lease right-of-use assets indicated as impaired are written down to fair value as calculated using a discounted cash flow method. The fair value of the lease right-of-use assets and property and equipment is determined utilizing projected cash flows for each store location, discounted using a risk-adjusted discount rate, subject to a market floor based on current market lease rates. Refer to Note 13 to the consolidated financial statements for further discussion of impairment charges on the Company's operating lease right-of-use assets and property and equipment in its retail stores.

The weighted-average lease term and discount rate as of February 3, 2024 and January 28, 2023 were as follows:

	<b>February 3, 2024</b>	January 28, 2023
Weighted-average remaining lease term (in years)	<b>5.7</b>	6.0
Weighted-average discount rate	<b>4.9 %</b>	4.5 %

During 2023, the Company entered into new or amended leases that resulted in the recognition of right-of-use assets and lease obligations of \$ 151.2 million on the consolidated balance sheets. As of February 3, 2024, the Company has entered into lease commitments for 11 retail locations for which the leases have not yet commenced. The Company anticipates that the leases for 10 of the new retail locations will begin in the next fiscal year and one will begin in fiscal year 2025. Upon commencement, right-of-use assets and lease liabilities of approximately \$ 10.1 million and \$ 0.3 million will be recorded on the consolidated balance sheets in 2024 and 2025, respectively.

The components of lease expense for 2023, 2022 and 2021 were as follows:

<i>(\$ thousands)</i>	<b>2023</b>	2022	2021
Operating lease expense	<b>\$ 156,849</b>	\$ 148,299	\$ 149,850
Variable lease expense	<b>42,983</b>	40,233	40,654
Short-term lease expense	<b>2,757</b>	4,059	2,837
Sublease income	<b>—</b>	( 59 )	( 652 )
<b>Total lease expense</b>	<b>\$ 202,589</b>	\$ 192,532	\$ 192,689

The aggregate future annual lease payments at February 3, 2024 were as follows:

(\$ thousands)		
2024	\$	173,392
2025		122,074
2026		99,802
2027		76,697
2028		55,404
Thereafter		119,244
Total minimum operating lease payments	\$	646,613
Less imputed interest		( 80,752 )
Present value of lease obligations	\$	565,861

Supplemental cash flow information related to leases is as follows:

(\$ thousands)		2023	2022	2021
Cash paid for lease obligations	\$	181,420	\$ 167,163	\$ 179,921
Cash received from sublease income		—	59	652

### 13. FAIR VALUE MEASUREMENTS

#### Fair Value Hierarchy

Fair value measurement disclosure requirements specify a hierarchy of valuation techniques based upon whether the inputs to those valuation techniques reflect assumptions other market participants would use based upon market data obtained from independent sources ("observable inputs") or reflect the Company's own assumptions of market participant valuation ("unobservable inputs"). In accordance with the fair value guidance, the inputs to valuation techniques used to measure fair value are categorized into three levels based on the reliability of the inputs as follows:

- Level 1 – Quoted prices in active markets that are unadjusted and accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 – Quoted prices for identical assets and liabilities in markets that are not active, quoted prices for similar assets and liabilities in active markets or financial instruments for which significant inputs are observable, either directly or indirectly; and
- Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

In determining fair value, the Company uses valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible. The Company also considers counterparty credit risk in its assessment of fair value. Classification of the financial or non-financial asset or liability within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

#### Measurement of Fair Value

The Company measures fair value as an exit price, the price to sell an asset or transfer a liability in an orderly transaction between market participants at the measurement date, using the procedures described below for all financial and non-financial assets and liabilities measured at fair value.

#### Non-Qualified Deferred Compensation Plan Assets and Liabilities

The Company maintains a non-qualified deferred compensation plan (the "Deferred Compensation Plan") for the benefit of certain management employees. The investment funds offered to the participants generally correspond to the funds

offered in the Company's 401(k) plan, and the account balance fluctuates with the investment returns on those funds. The Deferred Compensation Plan permits the deferral of up to 50 % of base salary and 100 % of compensation received under the Company's annual incentive plan. The deferrals are held in a separate trust, which has been established by the Company to administer the Deferred Compensation Plan. The assets of the trust are subject to the claims of the Company's creditors in the event that the Company becomes insolvent. Consequently, the trust qualifies as a grantor trust for income tax purposes (i.e., a "Rabbi Trust"). The liabilities of the Deferred Compensation Plan are presented in other accrued expenses and the assets held by the trust are classified within prepaid expenses and other current assets in the accompanying consolidated balance sheets. Changes in deferred compensation plan assets and liabilities are charged to selling and administrative expenses. The fair value is based on unadjusted quoted market prices for the funds in active markets with sufficient volume and frequency (Level 1).

*Non-Qualified Restoration Plan Assets and Liabilities*

In 2023, the Company adopted a non-qualified restoration deferred compensation plan (the "Restoration Plan") for the benefit of certain members of executive management. The Restoration Plan provides an incremental retirement benefit to key executives whose contributions to qualified retirement plans are limited by Internal Revenue Service annual compensation maximums. The investment funds offered to the participants generally correspond to the funds offered in the Company's 401(k) plan. The initial contribution to the Restoration Plan was funded in January 2024 and will occur annually thereafter. The plan assets and liabilities will fluctuate with the returns on the investment funds. The deferrals are held in a separate trust, which has been established by the Company to administer the Restoration Plan. The assets of the trust are subject to the claims of the Company's creditors in the event that the Company becomes insolvent. Consequently, the trust qualifies as a grantor trust for income tax purposes (i.e., a "Rabbi Trust"). The liabilities of the Restoration Plan are presented in employee compensation and benefits and the assets held by the trust are classified within prepaid and other current assets in the accompanying consolidated balance sheet as of February 3, 2024. Changes in deferred compensation plan assets and liabilities are charged to selling and administrative expense. The fair value is based on unadjusted quote market prices for the funds in active markets with sufficient volume and frequency (Level 1).

*Deferred Compensation Plan for Non-Employee Directors*

Non-employee directors are eligible to participate in a deferred compensation plan with deferred amounts valued as if invested in the Company's common stock through the use of phantom stock units ("PSUs"). Under the plan, each participating director's account is credited with the number of PSUs equal to the number of shares of the Company's common stock that the participant could purchase or receive with the amount of the deferred compensation, based upon the average of the high and low prices of the Company's common stock on the last trading day of the fiscal quarter when the cash compensation was earned. Dividend equivalents are paid on PSUs at the same rate as dividends on the Company's common stock and are re-invested in additional PSUs at the next fiscal quarter-end. The liabilities of the plan are based on the fair value of the outstanding PSUs and are presented in other accrued expenses (current portion) or other liabilities in the accompanying consolidated balance sheets. Gains and losses resulting from changes in the fair value of the PSUs are presented in selling and administrative expenses in the Company's consolidated statements of earnings. The fair value of each PSU is based on an unadjusted quoted market price for the Company's common stock in an active market with sufficient volume and frequency on each measurement date (Level 1).

*Restricted Stock Units for Non-Employee Directors*

Under the Company's incentive compensation plans, cash-equivalent restricted stock units ("RSUs") of the Company were previously granted at no cost to non-employee directors. These cash-equivalent RSUs are subject to a vesting requirement (usually one year), earn dividend-equivalent units and are settled in cash on the date the director terminates service or such earlier date as a director may elect, subject to restrictions, based on the then current fair value of the Company's common stock. The fair value of each cash-equivalent RSU payable is based on an unadjusted quoted market price for the Company's common stock in an active market with sufficient volume and frequency on each measurement date (Level 1). Additional information related to RSUs for non-employee directors is disclosed in Note 15 to the consolidated financial statements.

The following table presents the Company's assets and liabilities that are measured at fair value on a recurring basis at February 3, 2024 and January 28, 2023. During 2023, 2022 or 2021, the Company did not have any transfers between into or out of Level 3.

(\$ thousands)	Fair Value Measurements			
	Total	Level 1	Level 2	Level 3
<b>Asset (Liability)</b>				
<b>February 3, 2024:</b>				
Non-qualified deferred compensation plan assets	\$ 9,494	9,494	\$ —	\$ —
Non-qualified deferred compensation plan liabilities	( 9,494 )	( 9,494 )	—	—
Non-qualified restoration plan assets	271	271	—	—
Non-qualified restoration plan liabilities	( 271 )	( 271 )	—	—
Deferred compensation plan liabilities for non-employee directors	( 1,921 )	( 1,921 )	—	—
Restricted stock units for non-employee directors	( 2,606 )	( 2,606 )	—	—
<b>January 28, 2023:</b>				
Non-qualified deferred compensation plan assets	7,890	7,890	—	—
Non-qualified deferred compensation plan liabilities	( 7,890 )	( 7,890 )	—	—
Deferred compensation plan liabilities for non-employee directors	( 1,662 )	( 1,662 )	—	—
Restricted stock units for non-employee directors	( 2,028 )	( 2,028 )	—	—

**Impairment Charges**

The Company assesses the impairment of long-lived assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors the Company considers important that could trigger an impairment review include underperformance relative to expected historical or projected future operating results, a significant change in the manner of the use of the asset or a negative industry or economic trend. When the Company determines that the carrying value of long-lived assets may not be recoverable based upon the existence of one or more of the aforementioned factors, impairment is measured based on a projected discounted cash flow method. Certain factors, such as estimated store sales and expenses, used for this nonrecurring fair value measurement are considered Level 3 inputs as defined by FASB ASC 820, *Fair Value Measurement*. Long-lived assets held and used with a carrying amount of \$ 579.1 million, \$ 562.2 million and \$ 545.1 million in 2023, 2022 and 2021, respectively, were assessed for indicators of impairment. This assessment resulted in the impairment charges presented in the table below, primarily for operating lease right-of-use assets, leasehold improvements, and furniture and fixtures in the Company's retail stores, as well as capitalized software.

(\$ thousands)	2023	2022	2021
<b>Long-Lived Asset Impairment Charges:</b>			
Famous Footwear	\$ 749	\$ 200	\$ 1,241
Brand Portfolio	—	1,603	2,894
<b>Total long-lived asset impairment charges</b>	<b>\$ 749</b>	<b>\$ 1,803</b>	<b>\$ 4,135</b>

The Company performed its annual impairment review of intangible assets, which involves estimating the fair value using significant unobservable inputs (Level 3). The intangible asset impairment reviews performed in 2023, 2022 and 2021 resulted in no impairment charges.

During 2023, the Company performed a quantitative assessment of goodwill as of the first day of the fourth fiscal quarter and during 2022 and 2021, the Company performed qualitative assessments of goodwill. The reviews indicated no impairment. Refer to Note 1 and Note 10 to the consolidated financial statements for additional information related to the goodwill impairment tests.

**Fair Value of the Company's Other Financial Instruments**

The fair values of cash and cash equivalents, receivables and trade accounts payable approximate their carrying values due to the short-term nature of these instruments.

The fair values of the borrowings under revolving credit agreement of \$ 182.0 million and \$ 307.5 million as of February 3, 2024 and January 28, 2023, respectively, approximate their carrying value due to the short-term nature of the borrowings. (Level 1).

#### 14. SHAREHOLDERS' EQUITY

##### Company Stock

The Company's common stock, which has a \$ 0.01 par value per share, is listed for trading under the ticker symbol "CAL" on the New York Stock Exchange. Holders of the common shares are entitled to one vote per share. The Company is also authorized to issue preferred shares with a \$ 1.00 par value per share.

The following table provides additional information regarding the Company's common and preferred stock:

(in thousands)	February 3, 2024		January 28, 2023	
	Common	Preferred	Common	Preferred
Authorized shares	100,000	1,000	100,000	1,000
Outstanding shares	35,490	—	35,716	—
Treasury shares	10,597	—	10,371	—

##### Stock Repurchase Programs

On September 2, 2019 and March 10, 2022, the Board of Directors approved stock repurchase programs ("2019 Program" and "2022 Program", respectively) authorizing the repurchase of the Company's outstanding common stock of up to 5.0 million shares in the 2019 Program and 7.0 million shares in the 2022 Program. The Company can use the repurchase programs to repurchase shares on the open market or in private transactions from time to time, depending on market conditions. The repurchase programs do not have an expiration date. Repurchases of common stock are limited under the Company's debt agreements. During 2023, the Company repurchased 763,000 shares under the share repurchase programs. In total, 5.0 million shares have been repurchased under the 2019 Program and there are no additional shares authorized to be repurchased. There are 5,604,379 additional shares authorized to be repurchased under the 2022 Program as of February 3, 2024.

##### Repurchases Related to Employee Share-based Awards

During 2023, 2022 and 2021, employees tendered 449,285 , 246,688 and 205,213 shares, respectively, related to certain share-based awards. These shares were tendered in satisfaction of the exercise price of stock options and/or to satisfy tax withholding amounts for restricted stock, stock performance awards and non-qualified stock options. Accordingly, these share repurchases are not considered a part of the Company's publicly announced stock repurchase programs.

**Accumulated Other Comprehensive Loss**

The following table sets forth the changes in accumulated other comprehensive loss, net of tax, by component for 2023, 2022 and 2021:

(\$ thousands)	Foreign Currency Translation	Pension and Other Postretirement Transactions <sup>(1)</sup>	Accumulated Other Comprehensive (Loss) Income
Balance January 30, 2021	\$ (111)	\$ (9,025)	\$ (9,136)
Other comprehensive loss before reclassifications	(677)	(116)	(793)
Reclassifications:			
Amounts reclassified from accumulated other comprehensive loss	—	1,788	1,788
Tax benefit	—	(465)	(465)
Net reclassifications	—	1,323	1,323
Other comprehensive (loss) income	(677)	1,207	530
Balance January 29, 2022	\$ (788)	\$ (7,818)	\$ (8,606)
Other comprehensive loss before reclassifications	(425)	(19,776)	(20,201)
Reclassifications:			
Amounts reclassified from accumulated other comprehensive loss	—	2,991	2,991
Tax benefit	—	(934)	(934)
Net reclassifications	—	2,057	2,057
Other comprehensive loss	(425)	(17,719)	(18,144)
Balance January 28, 2023	\$ (1,213)	\$ (25,537)	\$ (26,750)
Other comprehensive income (loss) before reclassifications	115	(10,506)	(10,391)
Reclassifications:			
Amounts reclassified from accumulated other comprehensive loss	—	3,552	3,552
Tax benefit	—	(915)	(915)
Net reclassifications	—	2,637	2,637
Other comprehensive income (loss)	115	(7,869)	(7,754)
<b>Balance February 3, 2024</b>	<b>\$ (1,098)</b>	<b>\$ (33,406)</b>	<b>\$ (34,504)</b>

(1) Amounts reclassified are included in other income, net. Refer to Note 5 to the consolidated financial statements for additional information related to pension and other postretirement benefits.

**15. SHARE-BASED COMPENSATION**

The Company has share-based incentive compensation plans under which certain officers, employees and members of the Board of Directors are participants and may be granted restricted stock, stock performance awards, restricted stock units and stock options.

ASC 718, *Compensation – Stock Compensation*, and ASC 505, *Equity*, require companies to recognize compensation expense in an amount equal to the fair value of all share-based payments granted to employees over the requisite service period for each award. In certain limited circumstances, the Company's incentive compensation plan provides for accelerated vesting of the awards, such as in the event of a change in control, qualified retirement, death or disability. The Company has a policy of issuing treasury shares in satisfaction of share-based awards.

Share-based compensation expense of \$ 14.8 million, \$ 17.3 million and \$ 12.3 million was recognized in 2023, 2022 and 2021, respectively, as a component of selling and administrative expenses. The following table details the share-based compensation expense by plan for 2023, 2022 and 2021:

(\$ thousands)	2023	2022	2021
Expense for share-based compensation plans, net of forfeitures:			
Restricted stock	\$ 12,579	\$ 10,974	\$ 7,308
Stock performance awards	1,183	5,190	3,904
Restricted stock units	1,042	1,147	1,085
<b>Total share-based compensation expense</b>	<b>\$ 14,804</b>	<b>\$ 17,311</b>	<b>\$ 12,297</b>

The Company issued 537,267 , 703,452 and 330,206 shares of common stock in 2023, 2022 and 2021, respectively, for restricted stock grants, stock performance awards issued to employees, stock options exercised and common and restricted stock issued to non-employee directors, net of forfeitures and shares withheld to satisfy the tax withholding requirement.

The Company recognized an excess tax benefit of \$ 3.1 million and \$ 0.6 million in 2023 and 2022, respectively, and an excess tax provision of \$ 0.1 million in 2021 related to restricted stock vestings and dividends, performance share award vestings and stock options exercised. The excess tax benefit or provision for the respective periods were recorded in income tax provision on the Company's consolidated statements of earnings.

### Restricted Stock

Under the Company's incentive compensation plans, restricted stock of the Company may be granted at no cost to certain officers, key employees and directors. Plan participants are entitled to cash dividends and voting rights for their respective shares. The restricted stock awards limit the sale or transfer of these shares during the requisite service period. Expense for restricted stock grants is recognized on a straight-line basis separately for each vesting portion of the stock award based upon the fair value of the award on the date of grant. The fair value of the restricted stock grants is the quoted market price for the Company's common stock on the date of grant.

The following table summarizes restricted stock activity for 2023, 2022 and 2021:

	Number of Nonvested Restricted Shares	Weighted- Average Grant Date Fair Value
Nonvested at January 30, 2021	1,397,227	\$ 16.74
Granted	616,442	19.40
Vested	( 540,647 )	26.39
Forfeited	( 82,625 )	15.37
Nonvested at January 29, 2022	1,390,397	14.24
Granted	848,678	21.76
Vested	( 525,399 )	12.87
Forfeited	( 109,716 )	15.67
Nonvested at January 28, 2023	1,603,960	18.57
Granted	603,121	23.13
Vested	( 513,238 )	13.73
Forfeited	( 181,422 )	19.15
<b>Nonvested at February 3, 2024</b>	<b>1,512,421</b>	<b>\$ 21.96</b>

Of the 603,121 restricted shares granted during 2023, 23,268 shares have a cliff-vesting term of one year , 7,000 shares have a graded vesting term of three years , with 50 % vesting after eighteen months and 50 % after three years , 5,800 shares have a cliff-vesting term of two years , and 567,053 shares have a graded-vesting term of three years , with 50 % vesting after two years and 50 % after three years . Of the 848,678 restricted shares granted during 2022, 10,470 shares have a cliff-vesting term of one year , 63,614 shares have a graded-vesting term of two years and 774,594 shares have a graded-vesting term of three years . Of the 616,442 restricted shares granted during 2021, 4,910 shares have a cliff-vesting term

of one year, 20,000 shares have a cliff-vesting term of two years and 591,532 shares have a graded-vesting term of three years. The shares that have a graded-vesting term of two years vest 50 % after one year and 50 % after two years and shares that have a graded-vesting term of three years vest 50 % after two years and 50 % after three years.

The total grant date fair value of restricted stock awards vested during the years ended February 3, 2024, January 28, 2023 and January 29, 2022 was \$ 7.0 million, \$ 6.8 million and \$ 14.3 million, respectively. The total fair value of restricted stock awards that vested during the years ended February 3, 2024, January 28, 2023 and January 29, 2022 was \$ 12.2 million, \$ 11.5 million and \$ 10.4 million, respectively. As of February 3, 2024, the total remaining unrecognized compensation cost related to nonvested restricted stock grants was \$ 12.8 million, which will be amortized over the weighted-average remaining requisite service period of 1.5 years.

#### **Performance Share Awards**

Under the Company's incentive compensation plans, common stock or cash may be awarded at the end of the performance period at no cost to certain officers and key employees if certain financial goals are met. Under the plan, employees are granted performance share awards at a target number of shares or units, which generally vest over a three-year service period. At the end of the vesting period, the employee will have earned an amount of shares between 0 % and 200 % of the targeted award, depending on the attainment of certain financial goals for the service period and individual achievement of strategic initiatives over the cumulative period of the award. If the awards are granted in units, the employee will be given an amount of cash ranging from 0 % to 200 % of the equivalent market value of the targeted award. Expense for performance share awards is recognized based upon the fair value of the awards on the date of grant and the anticipated number of shares or cash to be awarded on a straight-line basis for each performance period of the share award.

During 2023, the Company granted performance share awards for a targeted 276,434 shares, with a weighted-average grant date fair value of \$ 23.12 in connection with the 2023 performance award (2023 – 2025 performance period). The 2023 performance award is payable in common stock for up to 100 % of the targeted award and the remainder in cash if any portion exceeds the targeted award. Compensation expense is recognized based on the fair value of the award and the anticipated number of shares or units to be awarded for each tranche in accordance with the vesting schedule of the units over the three-year service period.

In connection with the Company's CFO transition during 2022, the Company approved the accelerated vesting of 30,000 performance-based share awards, representing the maximum payout of two of the four award tranches from the 2020 performance award. The performance conditions had been satisfied for the two award tranches based on the achievement of financial goals for the 2020 and 2021 fiscal periods. The modification to accelerate vesting eliminated the remaining service requirement. These awards had a weighted-average grant date fair value of \$ 13.05 per share, but were revalued using a fair value on the date of modification of \$ 24.31 per share. The modification of these awards resulted in incremental compensation expense of \$ 0.4 million, which is presented in restructuring and other special charges on the consolidated statements of earnings for 2022.

The following table summarizes performance share award activity for 2023, 2022 and 2021:

	Number of Nonvested Performance Share Awards at Target Level	Number of Nonvested Performance Share Awards at Maximum Level	Weighted-Average Grant Date Fair Value
Nonvested at January 30, 2021	385,750	771,500	\$ 23.33
Granted	160,500	321,000	13.05
Vested	( 148,000 )	( 296,000 )	31.84
Forfeited	( 7,500 )	( 15,000 )	11.19
Nonvested at January 29, 2022	390,750	781,500	16.12
Granted	77,750	155,500	21.00
Vested	( 172,500 )	( 345,000 )	23.50
Forfeited	( 15,000 )	( 30,000 )	14.24
Nonvested at January 28, 2023	281,000	562,000	13.64
Granted	<b>276,434</b>	<b>276,434</b>	<b>23.12</b>
Vested	( 273,918 )	( 547,836 )	<b>13.64</b>
Forfeited	( 14,868 )	( 21,950 )	<b>18.65</b>
<b>Nonvested at February 3, 2024</b>	<b>268,648</b>	<b>268,648</b>	<b>\$ 23.12</b>

The total fair value of performance share awards that vested during the years ended February 3, 2024, January 28, 2023 and January 29, 2022 was \$ 13.8 million, \$ 2.1 million and zero , respectively. As of February 3, 2024, the remaining unrecognized compensation cost related to nonvested performance share awards for the 2023 performance award was \$ 1.8 million, which will be recognized over the remaining service period of 25 months .

During 2022, the Company granted long-term incentive awards payable in cash for the 2022-2024 performance period, with a target value of \$ 8.3 million and a maximum value of \$ 16.6 million. During 2021, the Company granted long-term incentive awards payable in cash for the 2021-2023 performance period, with a target value of \$ 7.3 million and a maximum value of \$ 14.6 million. These awards, which vest after a three-year period, are dependent upon the attainment of certain financial goals of the Company for each of the three years and individual achievement of strategic initiatives over the cumulative period of the award. The estimated value of the award, which is reflected within other liabilities on the consolidated balance sheets, is being accrued over the three-year performance period.

#### Restricted Stock Units for Non-Employee Directors

Equity-based grants may be made to non-employee directors in the form of restricted stock units ("RSUs") payable in cash or common stock at no cost to the non-employee director. The RSUs are subject to a vesting requirement (usually one year ), earn dividend equivalent units and are payable in cash or common stock on the date the director terminates service or such earlier date as a director may elect, subject to restrictions, based on the then current fair value of the Company's common stock. Dividend equivalents are paid on outstanding RSUs at the same rate as dividends on the Company's common stock, are automatically re-invested in additional RSUs and vest immediately as of the payment date for the dividend. Expense related to the initial grant of RSUs is recognized ratably over the vesting period based upon the fair value of the RSUs. The RSUs payable in cash are remeasured at the end of each period. Expense for the dividend equivalents is recognized at fair value immediately. Gains and losses resulting from changes in the fair value of the RSUs payable in cash subsequent to the vesting period and through the settlement date are recognized in the Company's consolidated statements of earnings. Refer to Note 5 and Note 13 to the consolidated financial statements for information regarding the deferred compensation plan for non-employee directors.

The following table summarizes restricted stock unit activity for the year ended February 3, 2024:

	Outstanding			Accrued <sup>(3)</sup>	Nonvested RSUs
	Number of Vested RSUs	Number of Nonvested RSUs	Total Number of RSUs <sup>(2)</sup>	Total Number of RSUs	Weighted-Average Grant Date Fair Value
January 28, 2023	455,683	42,444	498,127	483,978	\$ 23.49
Granted <sup>(1)</sup>	4,460	47,035	51,495	35,983	19.41
Vested	37,144	( 37,144 )	—	12,215	27.67
Settled	( 17,017 )	—	( 17,017 )	( 17,017 )	18.38
February 3, 2024	480,270	52,335	532,605	515,159	\$ 16.85

- (1) Granted RSUs include 4,959 RSUs resulting from dividend equivalents paid on outstanding RSUs, of which 4,460 related to outstanding vested RSUs and 499 to outstanding nonvested RSUs.
- (2) Total number of RSUs as of February 3, 2024 includes 394,032 RSUs payable in shares and 138,573 RSUs payable in cash.
- (3) Accrued RSUs include all fully vested awards and a pro-rata portion of nonvested awards based on the elapsed portion of the vesting period.

The following table summarizes RSUs granted, vested and settled during 2023, 2022 and 2021:

<i>(\$ thousands, except per unit amounts)</i>	2023	2022	2021
Weighted-average grant date fair value of RSUs granted <sup>(1)</sup>	\$ 19.92	\$ 27.09	\$ 26.88
Fair value of RSUs vested	\$ 1,186	\$ 998	\$ 2,370
RSUs settled	17,017	114,242	—

- (1) Includes dividend equivalents granted on outstanding RSUs, which vest immediately.

The following table details the RSU compensation expense and the related income tax benefit for 2023, 2022 and 2021:

<i>(\$ thousands)</i>	2023	2022	2021
Compensation expense	\$ 579	\$ 335	\$ 907
Income tax benefit	( 149 )	( 86 )	( 233 )
Compensation expense, net of tax	\$ 430	\$ 249	\$ 674

The aggregate fair value of RSUs outstanding and currently vested at February 3, 2024 is \$ 17.0 million and \$ 15.3 million, respectively. The liabilities associated with the accrued RSUs totaled \$ 2.6 million and \$ 2.0 million as of February 3, 2024 and January 28, 2023, respectively.

## 16. COMMITMENTS AND CONTINGENCIES

### Environmental Remediation

Prior operations included numerous manufacturing and other facilities for which the Company may have responsibility under various environmental laws for the remediation of conditions that may be identified in the future. The Company is involved in environmental remediation and ongoing compliance activities at several sites and has been notified that it is or may be a potentially responsible party at several other sites.

#### Redfield

The Company is remediating, under the oversight of Colorado authorities, the groundwater and indoor air at its owned facility in Colorado (the "Redfield site" or, when referring to remediation activities at or under the facility, the "on-site remediation") and residential neighborhoods adjacent to and near the property (the "off-site remediation") that have been

affected by solvents previously used at the facility. The on-site remediation calls for the operation of a pump and treat system (which prevents migration of contaminated groundwater off the property) as the final remedy for the site, subject to monitoring and periodic review of the on-site conditions and other remedial technologies that may be developed in the future. In 2016, the Company submitted a revised plan to address on-site conditions, including direct treatment of source areas, and received approval from the oversight authorities to begin implementing the revised plan. The Company received permission from the oversight authorities to convert the pump and treat system to a passive treatment barrier system and completed the conversion during 2023.

Off-site groundwater concentrations have been reducing over time since installation of the pump and treat system in 2000 and injection of clean water beginning in 2003. However, localized areas of contaminated bedrock just beyond the property line continue to impact off-site groundwater. The modified workplan for addressing this condition includes converting the off-site bioremediation system into a monitoring well network and employing different remediation methods in these recalcitrant areas. In accordance with the workplan, a pilot test was conducted of certain groundwater remediation methods and the results of that test were used to develop more detailed plans for remedial activities in the off-site areas, which were approved by the authorities and are being implemented in a phased manner. The results of groundwater monitoring are being used to evaluate the effectiveness of these activities. The Company continues to implement the expanded remedy workplan that was approved by the oversight authorities in 2015 and to work with the oversight authorities on the off-site work plan.

The cumulative expenditures for both on-site and off-site remediation through February 3, 2024 were \$ 34.3 million. The Company has recovered a portion of these expenditures from insurers and other third parties. The reserve for the anticipated future remediation activities at February 3, 2024 is \$ 9.2 million, of which \$ 8.3 million is recorded within other liabilities and \$ 0.9 million is recorded within other accrued expenses. Of the total \$ 9.2 million reserve, \$ 4.8 million is for off-site remediation and \$ 4.4 million is for on-site remediation. The liability for the on-site remediation was discounted at 4.8 %. On an undiscounted basis, the on-site remediation liability would be \$ 12.5 million as of February 3, 2024. The Company expects to spend approximately \$ 0.2 million in the next year, \$ 0.1 million in each of the following four years and \$ 11.9 million in the aggregate thereafter related to the on-site remediation.

*Other*

Various federal and state authorities have identified the Company as a potentially responsible party for remediation at certain other sites. However, the Company does not currently believe that its liability for such sites, if any, would be material.

The Company continues to evaluate its estimated costs in conjunction with its environmental consultants and records its best estimate of such liabilities. However, future actions and the associated costs are subject to oversight and approval of various governmental authorities. Accordingly, the ultimate costs may vary, and it is possible costs may exceed the recorded amounts.

**Litigation**

The Company is involved in legal proceedings and litigation arising in the ordinary course of business. In the opinion of management, the outcome of such ordinary course of business proceedings and litigation currently pending is not expected to have a material adverse effect on the Company's results of operations or financial position. Legal costs associated with litigation are generally expensed as incurred.

**SCHEDULE II — VALUATION AND QUALIFYING ACCOUNTS**

Col. A	Col. B	Col. C	Col. D	Col. E	
Description	Balance at Beginning of Period	Additions		Deductions - Describe	Balance at End of Period
		Charged to Costs and Expenses	Charged to Other Accounts - Describe		
(\$ thousands)					
YEAR ENDED FEBRUARY 3, 2024					
Deducted from assets or accounts:					
Allowance for expected credit losses	\$ 8,903	\$ 1,018	\$ —	\$ 1,101 (A)	\$ 8,820
Customer allowances	18,624	28,535	—	29,787 (B)	17,372
Customer discounts	3,293	9,904	—	9,072 (B)	4,125
Inventory markdowns and other	43,911	36,485	—	59,461 (C)	20,935
Deferred tax asset valuation allowance	39,540	( 32,387 )	—	—	7,153
YEAR ENDED JANUARY 28, 2023					
Deducted from assets or accounts:					
Allowance for expected credit losses	\$ 9,601	\$ ( 262 )	\$ —	\$ 436 (A)	\$ 8,903
Customer allowances	17,857	27,559	—	26,792 (B)	18,624
Customer discounts	2,472	11,357	—	10,536 (B)	3,293
Inventory markdowns and other	30,455	53,787	—	40,331 (C)	43,911
Deferred tax asset valuation allowance	58,959	( 19,419 )	—	—	39,540
YEAR ENDED JANUARY 29, 2022					
Deducted from assets or accounts:					
Allowance for expected credit losses	\$ 14,928	\$ ( 2,242 )	\$ —	\$ 3,085 (A)	\$ 9,601
Customer allowances	15,151	26,100	—	23,394 (B)	17,857
Customer discounts	1,892	7,459	—	6,879 (B)	2,472
Inventory markdowns and other	32,628	23,825	—	25,998 (C)	30,455
Deferred tax asset valuation allowance	49,981	8,978	—	—	58,959

(A) Accounts written off, net of recoveries.

(B) Discounts and allowances granted to wholesale customers of the Brand Portfolio segment.

(C) Adjustment upon sale of related inventories.

**ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A CONTROLS AND PROCEDURES****Evaluation of Disclosure Controls and Procedures**

It is the Chief Executive Officer's and Chief Financial Officer's ultimate responsibility to ensure we maintain disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures include mandatory communication of material events; automated accounting processing and reporting; management review of monthly, quarterly and annual results; an established system of internal controls; and internal control reviews by our internal auditors.

A control system, no matter how well-conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Furthermore, the design of a control system must reflect the fact there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in

all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to errors or fraud may occur and not be detected. Our disclosure controls and procedures are designed to provide a reasonable level of assurance that their objectives are achieved. As of February 3, 2024, management of the Company, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon and as of the date of that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded our disclosure controls and procedures were effective at the reasonable assurance level.

**Internal Control Over Financial Reporting**

Based on the evaluation of internal control over financial reporting, the Chief Executive Officer and Chief Financial Officer have concluded that there have been no changes in the Company's internal controls over financial reporting or in other factors during the quarter ended February 3, 2024, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

---

**ITEM 9B      OTHER INFORMATION**

During the fourteen weeks ended February 3, 2024, no director or Section 16 officer adopted or terminated any "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement", as each term is defined in Item 408(a) of Regulation S-K.

---

**ITEM 9C      DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

---

**PART III**

---

**ITEM 10      DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Information regarding Directors of the Company is set forth under the caption *Proposal 1 – Election of Directors* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

Information regarding Executive Officers of the Registrant is set forth under the caption *Information about our Executive Officers* that can be found in Item 1 of this report, which information is incorporated herein by reference.

Information regarding Section 16, Beneficial Ownership Reporting Compliance, is set forth under the caption *Delinquent Section 16(a) Reports* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

Information regarding the Audit Committee and the Audit Committee financial expert is set forth under the caption *Board Meetings and Committees* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

Information regarding the Corporate Governance Guidelines, Code of Business Conduct, and Code of Ethics is set forth under the caption *Corporate Governance* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

## **ITEM 11 EXECUTIVE COMPENSATION**

Information regarding Executive Compensation is set forth under the captions *Compensation Discussion and Analysis*, *Executive Compensation*, and *Compensation of Non-Employee Directors* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information (other than the information set forth under “Pay Versus Performance”) is incorporated herein by reference.

Information regarding the Culture, Compensation and People Committee Report is set forth under the caption *Culture, Compensation and People Committee Report* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

Information regarding Compensation Committee Interlocks and Insider Participation is set forth under the caption *Culture, Compensation and People Committee Interlocks and Insider Participation* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

## **ITEM 12 SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information regarding Company Stock Ownership by Directors, Officers and Principal Holders of Our Stock is set forth under the caption *Stock Ownership by Directors, Executive Officers and 5% Shareholders* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

### **Equity Compensation Plan Information**

The following table sets forth aggregate information regarding the Company's equity compensation plans as of February 3, 2024:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	268,648 <sup>(1)</sup>	\$ — <sup>(1)</sup>	1,704,672 <sup>(2)</sup>
Equity compensation plans not approved by security holders	—	—	—
<b>Total</b>	<b>268,648</b>	<b>\$ —</b>	<b>1,704,672</b>

(1) Column (a) includes 268,648 performance share units payable in stock, which reflects the maximum number of shares to be issued under the performance share plans. The target number of shares to be issued under the plans is 268,648. Performance share awards were disregarded for purposes of computing the weighted-average exercise price in column

- (b). There were no outstanding (vested and nonvested) stock options as of February 3, 2024. This table excludes independent directors' deferred compensation units and restricted stock units payable in cash.
- (2) Represents our remaining shares available for award grants based upon the provisions of the plans, which reflect our practice to reserve shares for outstanding awards. The number of securities available for grant has been reduced for performance share awards payable in stock. Performance share awards are reserved based on the maximum payout level.

Information regarding share-based plans is set forth in Note 15 to the consolidated financial statements and is hereby incorporated by reference.

---

**ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

---

Information regarding Certain Relationships and Related Transactions is set forth under the caption *Related Party Transactions* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

Information regarding Director Independence is set forth under the caption *Director Independence* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

---

**ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES**

---

Information regarding our Principal Accountant Fees and Services is set forth under the caption *Fees Paid to Independent Registered Public Accountants* in the Proxy Statement for the Annual Meeting of Shareholders to be held May 23, 2024, which information is incorporated herein by reference.

---

**PART IV**

---

---

**ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

---

- (a) (1) and (2) The list of financial statements and Financial Statement Schedules required by this item is included in the Index under *Financial Statements and Supplementary Data*. All other schedules specified under Regulation S-X have been omitted because they are not applicable, because they are not required or because the information required is included in the financial statements or notes thereto.

- (3) Exhibits

Exhibit No.	Description
3.1	<a href="#">Restated Certificate of Incorporation of Caleres, Inc. (the "Company") incorporated herein by reference to Exhibit 3.1 to the Company's Form 8-K filed June 1, 2020.</a>
3.2	<a href="#">Bylaws of the Company as amended through March 9, 2023, incorporated herein by reference to Exhibit 3.1 to the Company's Form 8-K filed March 15, 2023.</a>
4.1	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of The Securities Exchange Act of 1934, incorporated herein by reference to Exhibit 4.1 to the Company's Form 10-K for the year ended February 1, 2020, and filed March 31, 2020.</a>
10.1	<a href="#">First Amendment to Fourth Amended and Restated Credit Agreement, dated as of July 20, 2015 (the "Credit Agreement"), among the Company, as lead borrower for itself and on behalf of certain of its subsidiaries, and Bank of America, N.A., as lead issuing bank, administrative agent and collateral agent, Wells Fargo Bank, National Association, as an issuing bank, Wells Fargo Bank, National Association, as syndication agent, JPMorgan Chase Bank, N.A. and SunTrust Bank, as co-documentation agents, and the other financial institutions party thereto, as lenders, incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K dated and filed July 20, 2015.</a>
10.1a	<a href="#">Second Amendment to Fourth Amended and Restated Credit Agreement, dated August 17, 2016, among the Company, as lead borrower for itself and on behalf of certain of its subsidiaries, and the financial</a>

	<a href="#"><u>institutions party thereto, incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarterly period ended July 30, 2016.</u></a>
10.1b	<a href="#"><u>Third Amendment to Fourth Amended and Restated Credit Agreement, dated January 18, 2019, among the Company, as lead borrower for itself and on behalf of certain of its subsidiaries, and the financial institutions party thereto, incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K dated and filed January 23, 2019.</u></a>
10.1c	<a href="#"><u>Fourth Amendment to Fourth Amended and Restated Credit Agreement, dated April 14, 2020, among the Company, as lead borrower for itself and on behalf of certain of its subsidiaries, and the financial institutions party thereto, incorporated herein by reference to Exhibit 10.1 to the Company's 8-K dated and filed April 20, 2020.</u></a>
10.1d	<a href="#"><u>Fifth Amendment to Fourth Amended and Restated Credit Agreement, dated October 5, 2021, among the Company, as lead borrower for itself and on behalf of certain of its subsidiaries, and the financial institutions party thereto, incorporated herein by reference to Exhibit 10.1 to the Company's 8-K dated and filed October 7, 2021.</u></a>
10.1e	<a href="#"><u>Sixth Amendment to Fourth Amended and Restated Credit Agreement, dated April 27, 2023, among the Company, as lead borrower for itself and on behalf of certain of its subsidiaries, and the financial institutions party thereto, incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarterly period ended April 29, 2023, and filed June 6, 2023.</u></a>
10.2a*	<a href="#"><u>Caleres, Inc. Incentive and Stock Compensation Plan of 2017, incorporated herein by reference to Exhibit A to the Company's definitive proxy statement dated and filed April 14, 2017.</u></a>
10.2b*	<a href="#"><u>Form of Performance Award Agreement (for 2021-2023 performance period) under the Company's Incentive and Stock Compensation Plan of 2017, incorporated herein by reference to Exhibit 10.4e to the Company's Form 10-K for the year ended January 30, 2021, and filed March 30, 2021.</u></a>
10.2c*	<a href="#"><u>Form of Performance Award Agreement (for 2022-2024 performance period) under the Company's Incentive and Stock Compensation Plan of 2017, incorporated herein by reference to Exhibit 10.4e to the Company's Form 10-K for the year ended January 29, 2022, and filed March 28, 2022.</u></a>
10.2d*	<a href="#"><u>Form of Restricted Stock Award Agreement (for employee grants commencing March 2019) under the Company's Incentive and Stock Compensation Plan of 2017, incorporated herein by reference to Exhibit 10.4f to the Company's Form 10-K for the year ended February 2, 2019, and filed April 2, 2019.</u></a>
10.2e*	<a href="#"><u>Form of Restricted Stock Award Agreement (for employee grants commencing March 2020) under the Company's Incentive and Stock Compensation Plan of 2017, incorporated herein by reference to Exhibit 10.4h to the Company's 10-K for the year ended February 1, 2020, and filed March 31, 2020.</u></a>
10.2f*	<a href="#"><u>Form of Restricted Stock Award Agreement (for employee grants commencing March 2021) under the Company's Incentive and Stock Compensation Plan of 2017, incorporated herein by reference to Exhibit 10.4j to the Company's 10-K for the year ended January 31, 2021, and filed March 30, 2021.</u></a>
10.2g*	<a href="#"><u>Form of Restricted Stock Award Agreement (for employee grants commencing March 2022) under the Company's Incentive and Stock Compensation Plan of 2017, incorporated herein by reference to Exhibit 10.4j to the Company's Form 10-K for the year ended January 29, 2022, and filed March 28, 2022.</u></a>
10.3a*	<a href="#"><u>Caleres, Inc. Incentive and Stock Compensation Plan of 2022, incorporated herein by reference to Exhibit A to the Company's definitive proxy statement dated and filed April 14, 2022.</u></a>
10.3b*	<a href="#"><u>Form of Performance Award Agreement under the Company's Incentive and Stock Compensation Plan of 2022 (for grants commencing in May 2022), incorporated herein by reference to Exhibit 10.4a to the Company's Form 10-Q for the quarter ended April 30, 2022, and filed June 7, 2022.</u></a>
10.3c*	<a href="#"><u>Form of Restricted Stock Award Agreement under the Company's Incentive and Stock Compensation Plan of 2022 (for grants commencing in May 2022), incorporated herein by reference to Exhibit 10.4b to the Company's Form 10-Q for the quarter ended April 30, 2022, and filed June 7, 2022.</u></a>
10.3d*	<a href="#"><u>Form of Performance Award Agreement (for 2023 – 2025 performance period) under the Company's Incentive and Stock Compensation Plan of 2022, incorporated herein by reference to Exhibit 10.3d to the Company's Form 10-K for the year ended January 28, 2023, and filed March 28, 2023.</u></a>
10.3e*	<a href="#"><u>Form of Restricted Award Agreement (for employee grants commencing March 2023) under the Company's Incentive and Stock Compensation Plan of 2022, incorporated herein by reference to</u></a>

†10.3f*	<a href="#"><u>Exhibit 10.3e to the Company's Form 10-K for the year ended January 28, 2023, and filed March 28, 2023.</u></a>
†10.3g*	<a href="#"><u>Form of Performance Award Agreement (for 2024 – 2026 performance period) under the Company's Incentive and Stock Compensation Plan of 2022, filed herewith.</u></a>
10.4a*	<a href="#"><u>Form of Restricted Award Agreement (for employee grants commencing March 2024) under the Company's Incentive and Stock Compensation Plan of 2022, filed herewith.</u></a>
10.4b*	<a href="#"><u>Form of Non-Employee Director Restricted Stock Unit Agreement between the Company and its Non-Employee Directors (for grants commencing in 2022), incorporated herein by reference to Exhibit 10.5a to the Company's Form 10-Q for the quarter ended April 30, 2022, and filed June 7, 2022.</u></a>
10.5*	<a href="#"><u>Form of Non-Employee Director Restricted Stock Award Agreement between the Company and its Non-Employee Directors (for grants commencing in 2022), incorporated herein by reference to Exhibit 10.5b to the Company's Form 10-Q for the quarter ended April 30, 2022, and filed June 7, 2022.</u></a>
10.6*	<a href="#"><u>Caleres, Inc. Deferred Compensation Plan for Non-Employee Directors, as amended and restated as of May 28, 2015, incorporated herein by reference to Exhibit 10.2 to the Company's Form 10-Q for the quarter ended May 2, 2015, and filed June 10, 2015.</u></a>
10.7*	<a href="#"><u>Amendment to the Caleres, Inc. Supplemental Executive Retirement Plan, incorporated herein by reference to Exhibit 10.1 to the Company's Form 8-K dated December 22, 2022, and filed December 28, 2022.</u></a>
10.8*	<a href="#"><u>Caleres, Inc. Supplemental Executive Retirement Plan (SERP), as amended and restated as of May 28, 2015, incorporated herein by reference to Exhibit 10.3 to the Company's Form 10-Q for the quarter ended May 2, 2015, and filed June 10, 2015.</u></a>
10.9*	<a href="#"><u>Caleres, Inc. Deferred Compensation Plan, as amended and restated as of May 28, 2015, incorporated herein by reference to Exhibit 10.4 to the Company's Form 10-Q for the quarter ended May 2, 2015, and filed June 10, 2015.</u></a>
10.10*	<a href="#"><u>Caleres, Inc. Non-Employee Director Share Plan (2009), incorporated herein by reference to Exhibit 10.5 to the Company's Form 10-Q for the quarter ended May 2, 2015, and filed June 10, 2015.</u></a>
10.11*	<a href="#"><u>Severance Agreement, dated March 24, 2009 and effective as of April 1, 2009, between the Company and Daniel R. Friedman, incorporated herein by reference to Exhibit 10.16 to the Company's Form 10-K for the year ended January 31, 2015, and filed March 31, 2015.</u></a>
10.12*	<a href="#"><u>Form of Amendment letter dated December 18, 2009, to the Severance Agreements between the Company and Daniel R. Friedman, as incorporated herein by reference to Exhibit 10.6 to the Company's Form 10-Q for the quarter ended July 31, 2010, and filed September 7, 2010.</u></a>
10.13*	<a href="#"><u>Severance Agreement, effective June 14, 2018, between the Company and John W. Schmidt, incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended August 4, 2018, and filed September 12, 2018.</u></a>
10.14*	<a href="#"><u>Severance Agreement, effective January 31, 2022, between the Company and Michael R. Edwards, incorporated herein by reference to Exhibit 10.15 to the Company's Form 10-K for the year ended January 28, 2023, and filed March 28, 2022.</u></a>
10.15*	<a href="#"><u>Severance Agreement, effective September 12, 2022, between the Company and Jack P. Calandra, incorporated herein by reference to Exhibit 10.10 to the Company's Form 10-Q for the quarter ended October 29, 2022, and filed December 6, 2022.</u></a>
10.16*	<a href="#"><u>Employment Agreement, effective as of January 12, 2023, between the Company and Diane M. Sullivan, incorporated herein by reference to Exhibit 10.15 to the Company's Form 10-K for the year ended January 28, 2023, and filed March 28, 2023.</u></a>
†21	<a href="#"><u>Caleres, Inc. Nonqualified Restoration Plan, incorporated herein by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended October 28, 2023, and filed December 5, 2023.</u></a>
†23	<a href="#"><u>Subsidiaries of the registrant.</u></a>
†24	<a href="#"><u>Consent of Independent Registered Public Accounting Firm.</u></a>
†31.1	<a href="#"><u>Power of attorney (contained on signature page).</u></a>
†31.2	<a href="#"><u>Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>
	<a href="#"><u>Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u></a>

## Table of Contents

- †32.1 [Certification of the Chief Executive and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- †97.1 [Caleres, Inc. Incentive Compensation Recovery Policy, filed herewith.](#)
- †101.INS Inline XBRL Instance Document
- †101.SCH Inline XBRL Taxonomy Extension Schema Document
- †101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- †101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- †101.PRE Inline XBRL Taxonomy Presentation Linkbase Document
- †101.DEF Inline XBRL Taxonomy Definition Linkbase Document
- †104 Cover Page Interactive Data File, formatted in iXBRL and contained in Exhibit 101.
- (b) Exhibits:  
See Item 15(a)(3) above. On request, copies of any exhibit will be furnished to shareholders upon payment of the Company's reasonable expenses incurred in furnishing such exhibits.
- (c) Financial Statement Schedules:  
See Item 8 above.

- 
- \* Denotes management contract or compensatory plan arrangements.
- † Denotes exhibit is filed with this Form 10-K.

---

## **ITEM 16 FORM 10-K SUMMARY**

None.

**SIGNATURES**

---

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CALERES, INC.

By: /s/ Jack P. Calandra  
Jack P. Calandra  
Senior Vice President and Chief Financial Officer

Date: April 2, 2024

Know all men by these presents, that each person whose signature appears below constitutes and appoints John W. Schmidt and Jack P. Calandra his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Table of Contents

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant, on the dates and in the capacities indicated.

Signatures	Date	Title
<u>/s/ John W. Schmidt</u> John W. Schmidt	April 2, 2024	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Jack P. Calandra</u> Jack P. Calandra	April 2, 2024	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Todd E. Hasty</u> Todd E. Hasty	April 2, 2024	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Diane M. Sullivan</u> Diane M. Sullivan	April 2, 2024	Executive Chair
<u>/s/ Lisa A. Flavin</u> Lisa A. Flavin	April 2, 2024	Director
<u>/s/ Brenda C. Freeman</u> Brenda C. Freeman	April 2, 2024	Director
<u>/s/ Lori H. Greeley</u> Lori H. Greeley	April 2, 2024	Director
<u>/s/ Mahendra R. Gupta</u> Mahendra R. Gupta	April 2, 2024	Director
<u>/s/ Carla C. Hendra</u> Carla C. Hendra	April 2, 2024	Director
<u>/s/ Ward M. Klein</u> Ward M. Klein	April 2, 2024	Director
<u>/s/ Steven W. Korn</u> Steven W. Korn	April 2, 2024	Director
<u>/s/ Wenda Harris Millard</u> Wenda Harris Millard	April 2, 2024	Director
<u>/s/ Bruce K. Thorn</u> Bruce K. Thorn	April 2, 2024	Director

**CALERES, INC.**  
**INCENTIVE AND STOCK COMPENSATION PLAN OF 2022**  
**PERFORMANCE AWARD AGREEMENT**

THIS AWARD AGREEMENT, effective 3/21/2024, represents the grant of a long-term incentive award ("Award") by Caleres, Inc. ("Company") to the Participant named below, who has been selected by the Culture, Compensation, and People Committee of the Company's Board of Directors (the "Committee") to receive the Award with respect to the Performance Periods set forth below under the Company's Incentive and Stock Compensation Plan of 2022 (the "Plan"). Subject to the terms set forth below, all of which constitute part of this Agreement, this Award provides the following:

**Participant:**

**Target Award:** total shares; total shares per 3 Performance Periods and total shares for the 4<sup>th</sup> Performance Period

**Form of Payment:** Stock from Threshold through Target (as determined separately for each performance period), Cash over Target up to \$ Maximum (\$ maximum per performance period)

**Performance Cycle:** The Company's Fiscal Years 2024 through 2026

**Performance Periods:** Four distinct performance periods: Fiscal Year 2024, Fiscal Year 2025, Fiscal Year 2026 and individual strategic initiatives for the three-year period of Fiscal Years 2024 – 2026, with one-fourth of the Target Award allocated to each of Fiscal Year 2024, Fiscal Year 2025, Fiscal Year 2026 and individual strategic initiatives for the three-year period of Fiscal Years 2024 – 2026.

**Performance Measure(s):** Adjusted EPS, ROIC, and Strategic Initiatives, as more fully defined in the Performance Matrix set forth in Attachment A ("Attachment A").

**Minimum Performance Level:** As shown in Attachment A

**Maximum Award Value:** 200% of Target Award grant value for each Performance Period (up to shares of stock and \$ in cash)

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed effective as of the last date written below.

**CALERES, INC.**

By:

Becky Helvey  
 Sr. Director, Total Rewards & HR Operations

Date: March 21, 2024

Accepted: \_\_\_\_\_  
 Participant Signature

Date: \_\_\_\_\_

**Caleres, Inc.**  
**PERFORMANCE AWARD 2024 to 2026**  
**General Terms and Conditions (as of May 26, 2022)**

The parties hereto agree as follows:

1. **Performance Period(s).** The Performance Period(s) shall be as specified on the executed cover page of this Award.
  2. **Performance Measure(s).** The Performance Measure(s) shall be as specified on the executed cover page of this Award.
  3. **Value of Award.** The Award shall represent and have a Maximum Award Value as specified on the executed cover page of this Award.
  4. **Earning the Award; Certification of Performance and Percent Earned.** The portion of the Award allocated to a Performance Period shall be "earned" following the end of such Performance Period, as of the date the Committee shall determine and certify: (a) whether the Minimum Performance Level (as set forth on Attachment A) has been satisfied; (b) and if so, the percent of the Award that has been earned in accordance with Attachment A (the "**Percent Earned**"), but in no event more than the Maximum Award Value; and provided that the determinations pursuant to (a) and (b) shall be subject to the Committee's right to exercise its discretion to increase or reduce the earned Award pursuant to Article 9 of the Plan. All calculations as to the Performance Measures may be adjusted pursuant to Section 14.2 of the Plan.
    5. **Amount Payable and Payment of the Award.**
      - (a) Unless this Award is sooner terminated in accordance with Section 6 hereof, an earned Award (as provided in Section 4 hereof) shall be payable within sixty (60) days following completion of the Performance Cycle. Subject to Section 6(b) and in accordance with Section 6(c), this Award shall not be payable and shall be forfeited if Participant terminates employment with the Company prior to the date that the Award payment is made to the Participant.
      - (b) The amount payable to the Participant shall be determined by multiplying the Percent Earned by the Target Award specified on Attachment A (as determined separately for each performance period), subject to the Committee's right to exercise discretion as provided in Section 4 hereof.
    6. **Termination Provisions.**
      - (a) If, pursuant to Section 4 hereof, the Committee certifies that the Minimum Performance Level has not been achieved, this Award shall immediately terminate and no longer be of any effect.
      - (b) If Participant's employment is terminated during the Performance Period by reason of death, Disability (as defined in the Plan), retirement (as determined and approved by the Committee) or early retirement (as determined and approved by the Committee), the Committee, in its sole discretion, shall determine whether the Participant (or Participant's beneficiary in the event of death) shall be eligible to receive any payment under this Award. If payment of this Award is approved by the Committee, such payment shall be pro-rated based on the number of full months of continued active employment by Participant during the Performance Cycle as a percent of the total number of months in the Performance Cycle; the amount payable shall be based on the Percent Earned; and payment shall be made pursuant to Section 5 at the same time as payment of other awards for the same Performance Cycle are made to other eligible participants who did not terminate employment during the Performance Cycle. Notwithstanding the foregoing, in the event of
-

Participant's termination due to death or Disability, if approved by the Committee, such pro-rated payment may be made prior to expiration of the Performance Cycle, with calculation of and timing of the payment amount to be determined by the Committee, to the extent such payment would not result in adverse tax consequences under Section 409A of the Code.

(c) Except as provided in subsection 6(b), a Participant shall be eligible for payment of the earned Award, as specified in Section 4, only if the Participant remains continuously employed by the Company from the date of this Agreement, through the end of the Performance Cycle and continuing thereafter until the date the Awards is actually paid.

7. **Dividends.** To the extent applicable, the Participant shall have no right to any dividends that may be paid with respect to Shares until any such shares are vested.

8. **Change in Control.** If a Participant is employed by the Company on the date of a Change in Control, subject to Article 13 of the Plan, unless otherwise specifically prohibited under applicable laws, or by the rules and regulations of any governing governmental agencies or national securities exchange, the Award shall be deemed to have been fully earned for the entire Performance Cycle and fully vested as of the effective date of the Change in Control; and based upon an assumed achievement of all relevant targeted performance goals, the Award shall be payable in the amounts or at the level provided by the above-referenced provisions of the Plan within thirty (30) days following the effective date of the Change in Control, to the extent meeting the requirements under Section 409A of the Code.

9. **Recapitalization.** To the extent applicable, subject to Section 4.2 of the Plan, in the event that there is any change in corporate capitalization, such as a stock split, or a corporate transaction, such as any merger, consolidation, separation including a spin-off, or other distribution of stock or property of the Company, any reorganization (whether or not such reorganization comes within the definition of such term in Code 368) or any partial or complete liquidation of the Company, such adjustment shall be made in the number and class and/or price of the Shares subject to this Award, as may be determined to be appropriate and equitable by the Committee, in its sole discretion, to prevent dilution or enlargement of rights; provided, however, that the number of Performance Shares subject to this Award shall always be a whole number.

10. **Tax Withholding.** The Company shall have the power and the right to deduct or withhold, or require the Participant or beneficiary to remit to the Company, an amount sufficient to satisfy Federal, state, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of the Award. Taxes on the portion of the award paid in shares may be satisfied through either share withholding or cash payment to the Company, but taxes on the portion of the award paid in cash may only be satisfied through cash withholding.

11. **Clawback.** Any payouts will be subject to recovery if it is determined that the Participant personally and knowingly engaged in practices that materially contributed to the circumstances that led to the restatement of the Company's financial statements. In addition, Participants acknowledge and agree that they are subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law or listing standards, any of which could in certain circumstances require repayment or forfeiture of awards or any shares of Common Stock or other cash or property received with respect to the awards (including any value received from a disposition of the shares acquired with respect to such awards).

12. **Nontransferability.** This Agreement, as well as the rights granted thereunder, may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution.

13. **Administration.**

(a) This Award and the rights of the Participant hereunder are subject to all terms and conditions of the Plan, as the same may be amended from time to time, as well as to such rules and regulations as the Committee may adopt for administration of the Plan. It is expressly understood that the Committee is authorized to administer, construe, and make all determinations necessary or appropriate to the administration of the Plan and this Agreement, all of which shall be binding upon the Participant.

(b) If there is any inconsistency between the terms of this Award and the terms of the Plan, the Plan's terms shall completely supersede and replace the conflicting terms of this Agreement. All capitalized terms shall have the meanings ascribed to them in the Plan unless specifically set forth otherwise herein.

---

14. **Miscellaneous**

- (a) This Agreement shall not confer upon the Participant any right to continuation of employment by the Company, nor shall this Agreement interfere in any way with the Company's right to terminate his or her employment at any time.
  - (b) The Committee and/or the Company's Board of Directors may terminate, amend, or modify the Plan; provided, however, that no such termination, amendment, or modification of the Plan may in any way adversely affect the Participant's rights under this Agreement without the Participant's written consent.
  - (c) This Agreement shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.
  - (d) To the extent not preempted by Federal law, this Agreement shall be construed in accordance with and governed by the substantive laws of the State of Missouri without regard to conflicts of laws principles, which might otherwise apply. Any litigation arising out of, in connection with, or concerning any aspect of the Plan or this Agreement shall be conducted exclusively in the State or Federal courts located in the City or County of St. Louis, Missouri.
-

RESTRICTED STOCK AWARD AGREEMENT - Employee  
CALERES, INC.  
INCENTIVE AND STOCK COMPENSATION PLAN OF 2022

Caleres, Inc., a New York corporation (the "Company"), grants to the participant identified below an award of Restricted Stock (referred to herein as "Restricted Stock" or "Restricted Shares"), which shall be shares of the Company's Common Stock, \$.01 par value ("Common Stock"), pursuant to the provisions of the Incentive and Stock Compensation Plan of 2022 (the "Plan"), and subject to the key terms set forth below and the attached General Terms and Conditions (dated as of May 26, 2022), including restrictions applicable to the Restricted Shares, all of which constitute part of this Agreement (the "Restricted Stock Award"), as follows:

**Participant:**

**Award Grant Date:** March 21, 2024

**Number of Restricted Shares:** Shares of Caleres, Inc. Common Stock, subject to certain restrictions.

**Vesting Schedule (Lapse of Restrictions):** 3 year graded: 50% after 2 years and 50% after 3 years

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed effective as of the date written below.

**CALERES, INC.**

By:

Becky Helvey  
Sr. Director, Total Rewards & HR Operations  
Date: March 21, 2024

Accepted: \_\_\_\_\_

Participant

Date: \_\_\_\_\_

---

**RESTRICTED STOCK AWARD**  
**General Terms and Conditions (as of May 26, 2022)**

**Incentive and Stock Compensation Plan of 2022**

**1. Restrictions**

The Restricted Shares are restricted as to disposition and may not be pledged and are subject to forfeiture unless certain conditions are met. The Company's transfer agent has been advised that the Restricted Shares cannot be sold, transferred, re-registered or disposed of until the restrictions on the shares lapse. Restricted Shares shall vest, and the restrictions shall no longer apply, as to the number or percentage of Restricted Shares and on the dates specified on the executed cover page of this Award as the "Vesting Schedule." A further restriction on the Restricted Shares is that you shall only be entitled to receive Shares free of restrictions if, at the time of the lapse of such restrictions, you are then in the employ of the Company and shall have been continuously so employed since the date of grant of the Restricted Shares. If you do not meet these conditions at any time, such Shares shall be forfeited.

**2. Voting Rights and Dividend Rights**

You will be entitled to full voting rights and dividend rights for all Restricted Shares, beginning with the date of grant, regardless of restriction periods. Dividends may be paid directly to you or may be credited to your dividend re-investment plan account. Dividend rights and voting rights will be cancelled in the event the Restricted Shares are forfeited.

**3. Book Entry for Restricted Shares.** You will not receive a certificate for the Restricted Shares; instead, the Restricted Shares will be credited as a book entry to an account in your name with the Company's transfer agent. At such time as the restrictions lapse, those Shares that are no longer subject to restrictions shall be transferred to a non-restricted account in your name with the transfer agent or as otherwise directed by you and agreed by the Company.

**4. Death, Disability or Retirement.** In the event of termination of employment due to death, permanent Disability (as defined in the Plan), or retirement (including but not limited to any early retirement) if approved by the Culture, Compensation and People Committee, all Restricted Shares shall vest immediately and be free of restrictions.

**5. Change in Control.** Subject to Article 13 of the Plan, unless otherwise specifically prohibited under applicable laws, or by the rules and regulations of any governing governmental agencies or national securities exchange, the Restricted Shares still subject to restrictions under this Agreement shall automatically vest and all restrictions shall lapse upon the occurrence of a Change in Control (as defined in the Plan).

**6. Adjustment Upon Changes in Capitalization.** In accordance with Section 4.2 of the Plan, in the event that there is a change in the Common Stock of the Company by reason of stock dividends, split-ups, recapitalizations, mergers, consolidations, reorganizations, combinations or exchanges of shares, then the Restricted Shares shall be adjusted in the same manner as other shares of Common Stock are adjusted.

**7. Tax Withholding.** The Company shall have the power and the right to deduct or withhold, cash or shares, or require the Participant to remit to the Company, an amount sufficient to satisfy Federal, state, and local taxes, domestic or foreign, required by law or regulation to be withheld with respect to any taxable event arising as a result of the Award.

**8. Share Withholding.** With respect to withholding upon the lapse of restrictions on the Restricted Shares, or upon any other taxable event arising as a result of this grant of Restricted Shares, the Participant may elect, subject to the approval of the Board, to satisfy the tax withholding requirement, in whole or in part, by having the Company withhold Shares having a Fair Market Value on the date the tax is to be determined equal to the minimum statutory total tax which could be imposed on the transaction, or at such other rate as will not result in adverse accounting

---

treatment, as determined by the Board in its sole discretion. All such elections shall be irrevocable, made in writing, signed by the Participant, and shall be subject to any restrictions or limitations that the Board, in its sole discretion, deems appropriate. Notwithstanding the foregoing, in the event that the Participant has the opportunity to make an election but does not submit to the Company a properly completed election form at least five (5) business days prior to the date of Lapse of Restrictions; or the Participant does not tender cash consideration as elected or required, then Section 7 of these Terms and Conditions may be applied.

9. **Nontransferability.** This Agreement and the Restricted Shares granted hereunder, until such time as the restrictions on the Shares have lapsed, may not be sold, transferred, pledged, assigned, or otherwise alienated or hypothecated, other than by will or by the laws of descent and distribution.

10. **Administration and Interpretation.** This Award Agreement and the rights of the Participant hereunder are subject to all terms and conditions of the Plan, as the same may be amended from time to time, as well as to such rules and regulations as the Board may adopt for administration of the Plan. It is expressly understood that the Board is authorized to administer, construe, and make all determinations necessary or appropriate to the administration of the Plan and this Award Agreement, all of which shall be binding upon the Participant. The Board may delegate to the Culture, Compensation and People Committee all determinations with respect to the Plan and this Award Agreement. All capitalized terms used in this Award Agreement shall have the meanings ascribed to them in the Plan, unless specifically set forth otherwise herein. If there is any inconsistency between the terms of this Award Agreement and the terms of the Plan, the Plan's terms shall completely supersede and replace the conflicting terms of this Award Agreement.

11. **Miscellaneous**

- (a) This Award Agreement shall not confer upon the Participant any right to continuation of employment by the Company, nor shall this Award Agreement interfere in any way with the Company's right to terminate his or her employment at any time.
- (b) The Board may terminate, amend, or modify the Plan; provided, however, that no such termination, amendment, or modification of the Plan may in any way adversely affect the Participant's rights under this Award Agreement without the Participant's written consent.
- (c) This Award Agreement shall be subject to all applicable laws, rules, and regulations, and to such approvals by any governmental agencies or national securities exchanges as may be required.
- (d) To the extent not preempted by Federal law, this Award Agreement shall be construed in accordance with and governed by the substantive laws of the State of Missouri without regard to conflicts of laws principles, which might otherwise apply. Any litigation arising out of, in connection with, or concerning any aspect of the Plan or this Award Agreement shall be conducted exclusively in the State or Federal courts located in the City or County of St. Louis, Missouri.

12. **Clawback.** Any payouts will be subject to recovery if it is determined that the Participant personally and knowingly engaged in practices that materially contributed to the circumstances that led to the restatement of the Company's financial statements. In addition, Participants acknowledge and agree that they are subject to the terms of the Company's recoupment, clawback or similar policy as it may be in effect from time to time, as well as any similar provisions of applicable law or listing standards, any of which could in certain circumstances require repayment or forfeiture of awards or any shares of Common Stock or other cash or property received with respect to the awards (including any value received from a disposition of the shares acquired with respect to such awards).

---

**SUBSIDIARIES OF THE REGISTRANT  
CALERES, INC.**

**February 3, 2024**

Name	State or Country of Incorporation
AESC Holding, LLC	Delaware
AESC Manufacturing, LLC	Delaware
Allen Edmonds, LLC	Wisconsin
Allen-Edmonds Sales LLC	Delaware
Allen Edmonds Licensing Inc.	Delaware
Apollo Buyer Holding LLC	Delaware
B&H Footwear Company Limited (51% owned)	Hong Kong
BG Retail, LLC	Delaware
BGDL Limited	Ireland
Blowfish, LLC	Delaware
Buster Brown & Company	Missouri
Cal Shoes India Private Limited	India
Caleres Canada, Inc.	Canada
Caleres Cayman Limited	Cayman Islands
Caleres Europe Limited (FKA Vionic Europe Limited)	United Kingdom
Caleres International (Macau) Company Limited	Macau
Caleres International Corporation	Delaware
Caleres International Vietnam Company Limited	Vietnam
Caleres Investment Company, Inc.	Delaware
Caleres Italy S.r.l.	Italy
Caleres Leather Trading PLC	Ethiopia
Caleres Licensing Netherlands B.V.	Netherlands
Caleres Service (Macau) Company Limited	Macau
Caleres Services Corporation	Ohio
Caleres Trading Limited	
CLT Brand Solutions (HK) Limited – Hong Kong	Hong Kong
CLT Brand Solutions Limited (50% owned)	Hong Kong
CLT Brand Solutions Trading Limited (Hong Kong)	British Virgin Islands
CLT Commerce and Trade Shanghai LTD	Hong Kong
DongGuan Caleres Company Limited	China
DongGuan Leeway Footwear Company Limited	China
Edelman Shoe, Inc.	China
Great Prosper Profits Corporation	Delaware
Leeway International Company Limited	British Virgin Islands
Pagoda International Footwear (Macau Commercial Offshore) Limited	Hong Kong
Putian Caleres Company Limited	Macau
Sidney Rich Associates, Inc.	China
Vionic Group LLC	Missouri
Vionic International LLC	Delaware
Vionic Hong Kong Limited	Delaware
Whitenox Limited	Hong Kong
Wooden Shoe International, LLC	Hong Kong
	Delaware

**Exhibit 21**  
**Subsidiaries of the Registrant (Continued)**

BG Retail, LLC does business under the following names:

Famous Footwear  
Famous Footwear Outlet  
Naturalizer  
Sam Edelman

Caleres Canada, Inc. does business under the following names:

Famous Footwear  
Famous Footwear Outlet

---

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the following Registration Statements of Caleres, Inc. of our reports dated April 2, 2024, with respect to the consolidated financial statements and schedule of Caleres, Inc. and the effectiveness of internal control over financial reporting of Caleres, Inc. included in this Annual Report (Form 10-K) of Caleres, Inc. for the year ended February 3, 2024.

<b>Form Number</b>	<b>Registration Statement Number</b>	<b>Description</b>
Form S-8	333-65900	Caleres, Inc. 401(k) Savings Plan
Form S-8	333-89014	Caleres, Inc. Incentive and Stock Compensation Plan of 2002
Form S-8	333-134496	Caleres, Inc. Incentive and Stock Compensation Plan of 2002
Form S-8	333-147989	Caleres, Inc. Deferred Compensation Plan
Form S-8	333-151122	Caleres, Inc. Incentive and Stock Compensation Plan of 2002
Form S-8	333-174526	Caleres, Inc. Incentive and Stock Compensation Plan of 2011
Form S-8	333-208908	Caleres, Inc. Deferred Compensation Plan
Form S-8	333-218832	Caleres, Inc. Incentive and Stock Compensation Plan of 2017
Form S-8	333-257165	Caleres, Inc. Deferred Compensation Plan
Form S-8	333-265234	Caleres, Inc. Incentive and Stock Compensation Plan of 2022

/s/ Ernst & Young LLP

St. Louis, Missouri  
April 2, 2024

---

**CERTIFICATIONS**

---

I, John W. Schmidt, certify that:

1. I have reviewed this annual report on Form 10-K of Caleres, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ John W. Schmidt

John W. Schmidt  
President, Chief Executive Officer and Director  
Caleres, Inc.  
April 2, 2024

---

**CERTIFICATIONS**

---

I, Jack P. Calandra, certify that:

1. I have reviewed this annual report on Form 10-K of Caleres, Inc. (the "Registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

/s/ Jack P. Calandra

Jack P. Calandra  
Senior Vice President and Chief Financial Officer  
Caleres, Inc.  
April 2, 2024

---

**Certification Pursuant to  
18 U.S.C. §1350,  
As Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Annual Report of Caleres, Inc. (the "Registrant") on Form 10-K for the year ended February 3, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), we, John W. Schmidt, President, Chief Executive Officer and Director of the Registrant, and Jack P. Calandra, Senior Vice President and Chief Financial Officer of the Registrant, certify, to the best of our knowledge, pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ John W. Schmidt

John W. Schmidt  
President, Chief Executive Officer and Director  
Caleres, Inc.  
April 2, 2024

/s/ Jack P. Calandra

Jack P. Calandra  
Senior Vice President and Chief Financial Officer  
Caleres, Inc.  
April 2, 2024

---

**CALERES, INC. ("the Company")**  
**INCENTIVE COMPENSATION RECOVERY POLICY**

**I. Introduction**

The Culture, Compensation and People Committee of the Board of Directors (the "**Board**") has adopted this Incentive Compensation Recovery Policy (this "**Policy**") to comply with NYSE Listed Company Rule 303A.14, which provides for the recovery of certain executive compensation in the event of an Accounting Restatement resulting from material noncompliance with financial reporting requirements under the U.S. federal securities laws.

**II. Administration**

This Policy shall be administered by the Committee. Any determinations made by the Committee shall be final and binding on all affected individuals.

**III. Definitions**

For purposes of this Policy, the following capitalized terms shall have the meanings set forth below:

(a) "**Accounting Restatement**" means an accounting restatement (i) due to the material noncompliance of the Company with any financial reporting requirement under the U.S. federal securities laws, including any required accounting restatement to correct an error in previously issued financial restatements that is material to the previously issued financial statements (a "Big R" restatement), or (ii) that corrects an error that is not material to previously issued financial statements, but would result in a material misstatement if the error were corrected in the current period or was left uncorrected in the current period (a "little r" restatement).

(b) "**Recovery Eligible Incentive-based Compensation**" means, in connection with an Accounting Restatement and with respect to each individual who served as a Covered Executive at any time during the applicable performance period for any Incentive-based Compensation (whether or not such Covered Executive is serving at the time the Erroneously Awarded Compensation is required to be repaid to the Company), all Incentive-based Compensation Received by such Covered Executive (i) on or after the Effective Date, (ii) after beginning service as a Covered Executive, (iii) while the Company has a class of securities listed on a national securities exchange or a national securities association, and (iv) during the applicable Recovery Period.

(c) "**Recovery Period**" means, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date and any transition period (that results from a change in the Company's fiscal year) of less than nine months within or immediately following those three completed fiscal years.

(d) "**Committee**" means the Culture, Compensation and People Committee of the Board.

(e) "**Covered Executives**" means the Company's current and former Executive Officers, as determined by the Committee or Board in accordance with Section 10D of the Exchange Act and the listing standards of NYSE.

(f) "**Effective Date**" means October 2, 2023.

(g) "**Erroneously Awarded Compensation**" means, with respect to each Covered Executive in connection with an Accounting Restatement, the amount of Recovery Eligible Incentive-based Compensation that exceeds the amount of Incentive-based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid.

(h) "**Exchange Act**" means the Securities Exchange Act of 1934, as amended.

---

(i) **"Executive Officer"** means the Company's president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person (including any executive officer of the Company's affiliates) who performs similar policy-making functions for the Company. The term "Executive Officer" includes, without limitation, those officers identified by the Company in any disclosure made pursuant to the requirements of Regulation S-K Item 401(b).

(j) **"Financial Reporting Measures"** means measures that are determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and all other measures that are derived wholly or in part from such measures. Stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return) shall for purposes of this Policy be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented in the Company's financial statements or included in a filing with the SEC.

(k) **"Incentive-based Compensation"** means any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(l) **"NYSE"** means the New York Stock Exchange.

(m) **"Received"** - Incentive-based Compensation shall be deemed "Received" in the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-based Compensation award is attained, even if payment or grant of the Incentive-based Compensation occurs after the end of that period.

(n) **"Restatement Date"** means the earlier to occur of (i) (A) the date the Board, or (B) the date a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, and (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

(o) **"SEC"** means the U.S. Securities and Exchange Commission.

#### **IV. Repayment of Erroneously Awarded Compensation; Method of Recovery**

(a) In the event of an Accounting Restatement, the Committee shall take reasonably prompt action after the Restatement Date to determine the amount of any Erroneously Awarded Compensation for each Covered Executive in connection with such Accounting Restatement and, thereafter, shall promptly provide each Covered Executive with a written notice containing the amount of Erroneously Awarded Compensation and a demand for repayment or return, as applicable. For Incentive-based Compensation based on (or derived from) stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, the amount shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or total shareholder return upon which the Incentive-based Compensation was Received (in which case the Company shall maintain documentation of such determination of that reasonable estimate and provide such documentation to the NYSE).

(b) The Committee shall have broad discretion to determine the appropriate means of recovery of Erroneously Awarded Compensation based on all applicable facts and circumstances and taking into account the time

value of money and the cost to shareholders of delaying recovery, including without limitation (i) requiring reimbursement of cash Incentive-based Compensation previously paid; (ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based awards; (iii) offsetting the amount of any Erroneously Awarded Compensation from any compensation otherwise owed by the Company to the Covered Executive; (iv) cancelling outstanding vested or unvested equity awards; and/or (v) taking any other remedial and recovery action permitted by law. For the avoidance of doubt, except as set forth in Section IV(d) below, in no event may the Company accept an amount that is less than the amount of Erroneously Awarded Compensation in satisfaction of a Covered Executive's obligations hereunder.

(c) To the extent that a Covered Executive fails to repay all Erroneously Awarded Compensation to the Company when due (as determined in accordance with Section IV(b) above), the Company shall take all actions reasonable and appropriate to recover such Erroneously Awarded Compensation from the applicable Covered Executive. The applicable Covered Executive shall be required to reimburse the Company for any and all expenses reasonably incurred (including legal fees) by the Company in recovering such Erroneously Awarded Compensation in accordance with the immediately preceding sentence.

(d) Notwithstanding anything herein to the contrary, the Company shall not be required to take the actions contemplated by Section IV(b) above if the following conditions are met and the Committee determines that recovery would be impracticable:

(i) the direct expenses paid to a third party to assist in enforcing this Policy against a Covered Executive would exceed the amount to be recovered, after the Company has made a reasonable attempt to recover the applicable Erroneously Awarded Compensation, documented such attempts and provided such documentation to NYSE;

(ii) recovery would violate home country law where that law was adopted prior to November 28, 2022; provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel (acceptable to NYSE) that recovery would result in such a violation and a copy of the opinion is provided to NYSE; or

(iii) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and the regulations thereunder.

#### **V. Acknowledgement by Covered Executives**

The Committee shall provide notice of this Policy to, and seek written acknowledgement of this Policy from, each Executive Officer in the form attached hereto as Exhibit A; provided that the failure to provide such notice or obtain such acknowledgement shall have no impact on the applicability or enforceability of this Policy.

#### **VI. Reporting and Disclosure.**

The Company shall file all disclosures with respect to this Policy in accordance with the requirement of the U.S. federal securities laws, including the disclosure required by applicable SEC filings.

#### **VII. No Indemnification**

Notwithstanding the terms of any of the Company's organizational documents, any corporate policy or any contract, the Company shall not indemnify any Covered Executive against the loss of any Erroneously Awarded Compensation or any claims relating to the Company's enforcement of its rights under this Policy nor shall the Company pay or reimburse any Covered Executive for any insurance premium to cover the loss of any Erroneously Awarded Compensation.

#### **VIII. Interpretation**

The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. It is intended that this Policy be interpreted in a manner that is consistent with the requirements of Section 10D of the Exchange Act and any applicable rules or standards adopted by the SEC or any national securities exchange or national securities association on which the Company's securities are listed.

#### **IX. Effective Date\_**

This Policy shall be effective as of the Effective Date.

#### **X. Amendment; Termination**

The Committee may amend this Policy from time to time in its discretion and shall amend this Policy as it deems necessary to reflect final regulations adopted by the SEC under Section 10D of the Exchange Act and to comply with any rules or standards adopted by a national securities exchange or national securities association on which the Company's securities are listed. The Committee may terminate this Policy at any time. Notwithstanding the foregoing, no amendment or termination of this Policy shall be effective if such amendment or termination would (after taking into account any actions taken by the Company contemporaneously with such amendment or termination) cause the Company to violate any U.S. federal securities laws, SEC rule or the rules of any national securities exchange or national securities association on which the Company's securities are listed.

#### **XI. Other Recovery Rights**

The Committee intends that this Policy will be applied to the fullest extent of the law. The Committee may require that any employment agreement, equity award agreement, or similar agreement entered into on or after the Effective Date shall, as a condition to the grant of any benefit thereunder, require a Covered Executive to agree to abide by the terms of this Policy. Any right of recovery under this Policy is in addition to, and not in lieu of, any other remedies or rights of recovery that may be available to the Company under applicable law, regulation or rule or pursuant to the terms of any similar policy, whether or not included in any employment agreement, equity award agreement, or similar agreement, and any other legal remedies or rights available to the Company.

#### **XII. Successors**

This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

**Exhibit A**

**CALERES, INC. ("the Company")**

**INCENTIVE COMPENSATION RECOVERY POLICY ACKNOWLEDGEMENT FORM**

By signing below, the undersigned (i) acknowledges and confirms that the undersigned has received and reviewed a copy of the Company's Incentive Compensation Recovery Policy (the "**Policy**") and (ii) acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned's employment with the Company. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning any Erroneously Awarded Compensation (as defined in the Policy) to the Company to the extent required by, and in a manner permitted by, the Policy.

\_\_\_\_\_  
Signature  
Print Name:  
Date:

\_\_\_\_\_