

STEIN MART, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

As Amended September 27, 2016

I. Purpose

The Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Stein Mart, Inc. (the “**Company**”) is appointed by the Board (i) to oversee the selection of new directors, (ii) to oversee the function of the Board and its committees, (iii) to evaluate the Board’s performance as well as the relationship between the Board and the Company’s management, and (iv) to review the Company’s policies and programs that relate to matters of corporate responsibility including the Company’s Corporate Governance Guidelines.

II. Members

The Committee shall be made up of the Company’s Lead Director and not less than two additional members of the Board each of whom meets the independence requirements of the listing standards of NASDAQ. The Company’s Lead Director shall serve as Chairman of the Committee and the two independent directors shall be the chairs of the Company’s Audit and Compensation Committees.

III. Authority & Duties

The Committee shall have the authority and duties set forth below, and is hereby authorized to incur costs and to retain special legal and other consultants to advise the Committee in the performance of its functions:

A. General Duties.

(1) Nominations Process. The Committee shall be responsible for the nominations process relating to the Company’s directors including (i) leading the search for individuals qualified to become members of the Board, and (ii) selecting director nominees to be submitted to the full Board for nomination for shareholder approval at annual meetings of the Company’s shareholders, based on criteria approved by the Board. The Committee shall also review any candidate recommended or nominated by shareholders in light of the Committee’s criteria for selection of new directors, as well as requirements under the Company’s organizational documents, including without limitation Section 3.18 of the Company’s Bylaws, and applicable law. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board and such candidate’s compliance with the independence and other qualification requirements established by Committee. The Committee shall also

have the authority to nominate for Board approval directors to fill any vacancies on the Board between the time such vacancies are created and the next annual meeting of the Company's shareholders.

(2) Committee Structure. The Committee shall review the structure of the standing committees of the Board, make recommendations to the full Board as to changes in such structure and in the charters of each of those standing committees. The Committee shall recommend to the Board the membership of each of the Board's committees.

(3) Governance Documents. The Committee shall oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including the Company's corporate governance guidelines and code of ethics. The code of ethics shall be applicable to all directors, officers, managers and employees of the Company and the Committee will ensure that a copy of such code is publicly available.

(4) Evaluation. The Committee shall develop and recommend to the full Board for its approval a self-evaluation process for the Board and its committees and to oversee those self-evaluations.

(5) Delegation and Outside Advisors. The Committee shall have the authority to delegate any of its responsibilities to such sub-committees as the Committee may deem appropriate from time to time in its sole discretion. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel and any other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

(6) Reports. The Committee shall report its actions and recommendations to the full Board either at the next meeting of the full Board or by circulating minutes of the Committee's meetings.

(7) Chief Executive Officer. The Committee shall have the power and authority, on behalf of the entire Board, to terminate the President and Chief Executive Officer of the Company, with or without cause, and to negotiate the

terms of severance with respect to any such termination, with that action to be reported to the full Board as soon as reasonably practical following such action.

(8) Charter. The Committee shall annually review the adequacy of this Charter and recommend any changes to this Charter.

IV. Role of Lead Director

The company's Board shall, from time to time, designate one of its members who meets the independence criteria set forth in Section II hereof to serve as the "Lead Director."

A. Duties of Lead Director. The Lead Director shall have the following duties:

(1) To serve as Chairman of the Committee.

(2) To set the agenda for the Committee and to work with the Chairman of the Board in setting the agenda for each meeting of the Board.

(3) To communicate with other members of the Board from time to time to develop agenda items for meetings of the Board and committees of the Board.

(4) To recommend to the Committee the make-up of committee members and rotation of such members.

(5) To be a principal liaison between the Board and management and to increase the flow of information between members of the Board and management.

(6) To act as the leader during periodic executive sessions of all of the directors who meet the independence criteria set forth in Section II hereof (the "**Independent Directors**").

(7) To assist the Independent Directors in leading the Board's annual review of the Chief Executive Officer's performance.

(8) To be a principal liaison between the Chairman and the Independent Directors.

(9) To approve information sent by the Company or management to the directors.

(10) To approve the schedule of meetings of the Board and Independent Directors.

V. Committee Meetings

The Committee shall hold meetings at such times and places as it shall deem necessary, but shall hold at least two meetings each calendar year at which only

members of the Committee are present. The Lead Director, as Chairman of the Committee, shall have the authority to call a meeting of the Committee at such times as the Lead Director believes appropriate.

Richard Sisisky, Lead Director