

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 10, 2026

SHOE CARNIVAL, INC.

(Exact name of Registrant as Specified in Its Charter)

Indiana

(State or Other Jurisdiction of Incorporation)

1800 Innovation Point, 5th Floor

Fort Mill, SC

(Address of Principal Executive Offices)

0-21360

(Commission File Number)

35-1736614

(IRS Employer Identification No.)

29715

(Zip Code)

Registrant’s Telephone Number, Including Area Code: (803) 650-4600

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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 \$0.01 per share	SCVL	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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. ☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 10, 2026, the shareholders of Shoe Carnival, Inc. (the “Company”) approved a proposal to amend the Company’s Amended and Restated Articles of Incorporation (the “Articles”) to change the name of the Company to Shoe Station Group, Inc., as disclosed in the Company’s definitive proxy statement for the 2026 Annual Meeting of Shareholders, which was filed with the Securities and Exchange Commission on April 29, 2026. As filed with the Indiana Secretary of State on June 10, 2026, the amended Articles will be effective on June 12, 2026. The foregoing description is qualified by reference to the full text of the amended Articles, a copy of which is filed herewith as Exhibit 3-A and incorporated herein by reference.

The Board of Directors of the Company approved the amendment of the Company’s By-laws (as amended, the “By-laws”) solely to reflect the change of the Company’s name to Shoe Station Group, Inc., which amendment will become effective immediately after the Company’s name changes to Shoe Station Group, Inc. on June 12, 2026. The foregoing description is qualified by reference to the full text of the By-laws, a copy of which is filed herewith as Exhibit 3-B and incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its 2026 Annual Meeting of Shareholders on June 10, 2026. The following is a summary of the matters voted on at the meeting, as described in detail in the Company’s definitive proxy statement filed on April 29, 2026, and the voting results for each matter.

- The nominees for director were elected to serve three-year terms expiring at the 2029 annual meeting of shareholders and until their successors are elected and have qualified, as follows:

Nominee	For	Against	Abstain	Broker Non-Votes
Diane E. Randolph	20,690,085	2,467,029	5,610	2,118,220
J. Wayne Weaver	22,858,639	295,944	8,141	2,118,220

- By the following vote, the shareholders approved the advisory (non-binding) vote on the compensation paid to the Company’s named executive officers:

For	Against	Abstain	Broker Non-Votes
22,116,632	854,835	191,257	2,118,220

- The appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for fiscal 2026 was ratified by the following shareholder vote:

For	Against	Abstain	Broker Non-Votes
25,071,774	152,109	57,061	0

- By the following vote, the shareholders approved the amendment to the Company’s articles of incorporation to change the Company’s name to Shoe Station Group, Inc.:

For	Against	Abstain	Broker Non-Votes
24,988,428	161,725	130,791	0

Item 7.01 Regulation FD Disclosure.

The following information shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

On June 11, 2026, the Company issued a press release to publicly announce its name will change to Shoe Station Group, Inc. effective June 12, 2026. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report and incorporated into this Item 7.01 by reference.

Item 8.01 Other Events.

In connection with the name change discussed above, at the market open on June 12, 2026, the Company's common stock is expected to commence trading on The Nasdaq Stock Market LLC under the new trading symbol "SHOE" and will cease trading under the trading symbol "SCVL." There will be no change in the CUSIP number for the Company's common stock.

The rights of shareholders holding certificated shares under currently outstanding stock certificates and the number of shares represented by those certificates will remain unchanged. The name change will not affect the validity or transferability of any currently outstanding stock certificates nor will shareholders be required to exchange outstanding stock certificates for new stock certificates as a result of the name change. After the name change, all newly issued and transferred shares will be held in direct registration accounts and, together with uncertificated shares currently held in direct registration accounts, will bear the name "Shoe Station Group, Inc."

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

Exhibit No. Exhibits

3-A	Amended and Restated Articles of Incorporation of Shoe Station Group, Inc., as amended and restated effective June 12, 2026
3-B	By-laws of Shoe Station Group, Inc., as amended effective June 12, 2026
99.1	Press Release of the Company dated June 11, 2026
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SHOE CARNIVAL, INC.

(Registrant)

Date: June 11, 2026

By: /s/ W. Kerry Jackson

W. Kerry Jackson

Executive Vice President

Chief Financial Officer

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SHOE STATION GROUP, INC.**

Shoe Station Group, Inc. (the “Corporation”), a corporation existing pursuant to the provisions of the Indiana Business Corporation Law, as amended (the “IBCL”), hereby amends and restates its Amended and Restated Articles of Incorporation in their entirety in accordance with Indiana Code 23-1-38-7. These Amended and Restated Articles of Incorporation shall supersede and take the place of the existing Amended and Restated Articles of Incorporation of the Corporation filed with the Indiana Secretary of State on June 24, 2022, and all subsequent amendments thereto. These Amended and Restated Articles of Incorporation (hereinafter referred to as the “Restated Articles of Incorporation”) are effective as of June 12, 2026 and hereby read in their entirety as follows:

ARTICLE I

The name of the Corporation is Shoe Station Group, Inc.

ARTICLE II

[Intentionally Omitted.]

ARTICLE III

The nature of the business or purposes to be conducted or promoted are:

(a) To engage in any lawful act or activity for which corporations may be organized under the IBCL; and

(b) In general, to possess and exercise all the powers and privileges granted by the IBCL or by any other law of Indiana or by these Restated Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE IV

Section 1. Capital Stock. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 55,000,000 shares, consisting of 50,000,000 shares of Common Stock, par value \$.01 per share (“Common Stock”), and 5,000,000 shares of Preferred Stock, par value \$.01 per share (“Preferred Stock”).

Section 2. Common Stock.

(a) Subject to any voting rights that may be conferred upon the holders of any series of the Preferred Stock established by the Board of Directors pursuant to authority herein provided, and except as otherwise provided by law, the shares of Common Stock shall entitle the holders thereof to one vote for each share upon all matters upon which shareholders have the right to vote.

(b) Subject to any limitations prescribed in this Article IV and any further limitations prescribed in accordance therewith, and subject to any prior rights that may be conferred upon the holders of any series of the Preferred Stock established by the Board of Directors pursuant to authority herein provided, and except as otherwise provided by law, the holders of shares of Common Stock shall be entitled to receive when and as declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, pro rata dividends payable either in cash, in property or securities of the Corporation.

(c) Subject to any prior rights that may be conferred upon the holders of any series of the Preferred Stock established by the Board of Directors pursuant to authority herein provided, holders of shares of Common Stock will be entitled to receive pro rata all of the remaining assets of the Corporation available for distribution to its shareholders in the event of any liquidation, dissolution or winding up of the Corporation.

Section 3. Preferred Stock.

(a) Except as required by the IBCL or by the provisions of these Restated Articles of Incorporation adopted by the Board of Directors pursuant to subsection (b) of this Section 3 describing the terms of the Preferred Stock or a series thereof, the holders of Preferred Stock shall have no voting rights or powers. Shares of Preferred Stock shall, when validly issued by the Corporation, entitle the record holder thereof to vote as and on such matters, but only as and on such matters, as the holders thereof are entitled to vote under the IBCL or under the provisions of these Restated Articles of Incorporation adopted by the Board of Directors pursuant to subsection (b) of this Section 3 describing the terms of the Preferred Stock or a series thereof (which provisions may provide for special, conditional, limited, or unlimited voting rights, including multiple or fractional votes per share, or for no right to vote, except to the extent required by the IBCL) and subject to such shareholder disclosure and recognition procedures (which may include voting prohibition sanctions) as the Corporation may by action of the Board of Directors establish.

(b) Preferred Stock may be issued from time to time in one or more series, each such series to have such distinctive designation and such preferences, limitations, and relative voting and other rights as shall be set forth in these Restated Articles of Incorporation. Subject to the requirements of the IBCL and subject to all other provisions of these Restated Articles of Incorporation, the Board of Directors of the Corporation may create one or more series of Preferred Stock and may determine the preferences, limitations, and relative voting and other rights of one or more series of Preferred Stock before the issuance of any shares of that series by the adoption of an amendment to these Restated Articles of Incorporation that specifies the terms of the series of Preferred Stock. All shares of a series of Preferred Stock must have preferences, limitations, and relative voting and other rights identical with those of other shares of the same series and, if the description of the series set forth in these Restated Articles of Incorporation so provides, no series of Preferred Stock need have preferences, limitations, or relative voting or other rights identical with those of any other series of Preferred Stock.

Before issuing any shares of a series of Preferred Stock, the Board of Directors shall adopt an amendment to these Restated Articles of Incorporation, which shall be effective without any shareholder approval or other action, that sets forth the preferences, limitations, and relative voting and other rights of the series, and authority is hereby expressly vested in the Board of Directors, by such amendment:

(1) To fix the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares thereof then outstanding) from time to time by action of the Board of Directors;

(2) To fix the voting rights of such series, which may consist of special, conditional, limited, or unlimited voting rights, including multiple or fractional votes per share, or no right to vote (except to the extent required by the IBCL);

(3) To fix the dividend or distribution rights of such series and the manner of calculating the amount and time for payment of dividends or distributions, including, but not limited to:

(A) the dividend rate, if any, of such series;

(B) any limitations, restrictions, or conditions on the payment of dividends or other distributions, including whether dividends or other distributions shall be noncumulative or cumulative or partially cumulative and, if so, from which date or dates;

(C) the relative rights of priority, if any, of payment of dividends or other distributions on shares of that series in relation to Common Stock and shares of any other series of Preferred Stock; and

(D) the form of dividends or other distributions, which may be payable at the option of the Corporation, the shareholder, or another person (and in such case to prescribe the terms and conditions of exercising such option), or upon the occurrence of a designated event in cash, indebtedness, stock or other securities or other property, or in any combination thereof,

and to make provisions, in the case of dividends or other distributions payable in stock or other securities, for adjustment of the dividend or distribution rate in such events as the Board of Directors shall determine;

(4) To fix the price or prices at which, and the terms and conditions on which, the shares of such series may be redeemed or converted, which may be

(A) at the option of the Corporation, the shareholder, or another person or upon the occurrence of a designated event;

(B) for cash, indebtedness, securities, or other property or any combination thereof; and

(C) in a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events;

(5) To fix the amount or amounts payable upon the shares of such series in the event of any liquidation, dissolution, or winding up of the Corporation and the relative rights of priority, if any, of payment upon shares of such series in relation to Common Stock and shares of any other series of special shares; and to determine whether or not any such preferential rights upon dissolution need be considered in determining whether or not the Corporation may make dividends, repurchases, or other distributions;

(6) To determine whether or not the shares of such series shall be entitled to the benefit of a sinking fund to be applied to the purchase or redemption of such series and, if so entitled, the amount of such fund and the manner of its application;

(7) To determine whether or not the issue of any additional shares of such series or of any other series in addition to such series shall be subject to restrictions in addition to restrictions, if any, on the issue of additional shares imposed in the provisions of these Restated Articles of Incorporation fixing the terms of any outstanding series of Preferred Stock theretofore issued pursuant to this Section 3 and, if subject to additional restrictions, the extent of such additional restrictions; and

(8) Generally to fix the other preferences or rights, and any qualifications, limitations, or restrictions of such preferences or rights, of such series to the full extent permitted by the IBCL; provided, however, that no such preferences, rights, qualifications, limitations, or restrictions shall be in conflict with these Restated Articles of Incorporation or any amendment hereof.

(c) Preferred Stock of any series that has been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible, has been converted into shares of the Corporation of any other class or series, may be reissued as a part of such series or of any other series of Preferred Stock, subject to such limitations (if any) as may be fixed by the Board of Directors with respect to such series of Preferred Stock in accordance with subsection (b) of this Section 3.

ARTICLE V

Section 1. Classification of Board of Directors. The Board of Directors shall be divided into three classes, as nearly equal in number as the then total number of directors constituting the entire Board permits with the term of office of one class expiring each year. The term of the first class of directors shall expire at the annual meeting of shareholders in 1997, and the term of the second and third classes of directors shall expire at the annual meetings of shareholders in 1998 and 1999, respectively. Upon expiration of the terms set forth herein, each class of directors shall be elected for a three year term expiring at the third succeeding annual meeting of shareholders. Any vacancies in the Board of Directors for any reason, and any directorships resulting from any increase in the number of directors, may be filled by the Board of Directors, acting by a majority of the directors then in office, although less than a quorum, and any directors so chosen shall hold office until the next election of the class for which such directors shall have been chosen and until their successors shall be elected and qualified. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the terms of the director or directors elected by such holders shall expire at the next succeeding annual meeting of shareholders. Subject to the foregoing, at each annual meeting of shareholders the successors to the class of directors whose term shall then expire shall be elected to hold office for a term expiring at the third succeeding annual meeting.

Section 2. Removal of Directors. Notwithstanding any other provisions of the IBCCL, these Restated Articles of Incorporation or the By-Laws of the Corporation (and notwithstanding the fact that some lesser percentage may be specified by law, these Restated Articles of Incorporation or the By-Laws of the Corporation), one or more directors of the Corporation may be removed at any time, with or without cause, by the affirmative vote of the holders of a majority or more of the outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) cast at a meeting of the shareholders called for that purpose, or by a majority vote of the entire Board of Directors. Notwithstanding the foregoing, and except as otherwise required by law, whenever the holders of any one or more series of Preferred Stock shall have the right, voting separately as a class, to elect one or more directors of the Corporation, the provisions of this Section shall not apply with respect to the director or directors elected by such holders of Preferred Stock.

Section 3. Standard for Election of Directors by Shareholders. Except as otherwise set forth in this Article V, each director shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at any shareholders meeting for the election of directors at which a quorum is present, provided that if as of the record date for such meeting the number of director nominees to be considered at the meeting exceeds the number of directors to be elected, each director shall be elected by a plurality of the votes cast by the shares entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director’s election must exceed the number of shares voted “against” that director’s election.

ARTICLE VI

The Corporation shall, to the fullest extent permitted by Indiana law, as amended from time to time, indemnify, and advance expenses to, each of its now acting and former directors, officers, employees and agents, whenever any such currently acting or former director, officer, employee or agent is made a party or threatened to be made a party in any action, suit or proceeding by reason of his service as such with the Corporation.

ARTICLE VII

Section 1. Supermajority Vote for Business Combinations. Except as provided in Sections 2 and 3 hereof, neither the Corporation nor its Subsidiaries, if any, shall become a party to any Business Combination with a Related Person without the prior affirmative vote at a meeting of the Corporation’s shareholders:

(a) Of at least 80% of the outstanding shares of all classes of Voting Stock of the Corporation considered for purposes of this Article VII as a single class, and

(b) Of an Independent Majority of Shareholders.

Such favorable votes shall be in addition to any shareholder vote which would be required without reference to this Section 1 and shall be required notwithstanding the fact that no vote may be required, or that some lesser percentage may be specified by law or elsewhere in these Restated Articles of Incorporation or the By-Laws of the Corporation or otherwise.

Section 2. Fair Price Exception. The provisions of Section 1 of this Article VII shall not apply to a Business Combination if all of the conditions set forth in subsections (a) through (d) are satisfied.

(a) The fair market value of the property, securities, or other consideration to be received per share by holders of each class or series of capital stock of the Corporation in the Business

Combination is not less, as of the date of the consummation of the Business Combination (the “Consummation Date”), than the higher of the following: (1) the highest per share price (with appropriate adjustments for recapitalizations and for stock splits, stock dividends, and like distributions), including brokerage commissions and solicitation fees paid by the Related Person in acquiring any of its holdings of such class or series of capital stock within the two-year period immediately prior to the first public announcement of the proposed Business Combination (“Announcement Date”) plus interest compounded annually from the date that the Related Person became a Related Person (the “Determination Date”), or if later from a date two years before the Consummation Date, through the Consummation Date, at the rate publicly announced as the “prime rate” of interest of Citibank, N.A. (or of such other major bank headquartered in New York as may be selected by a majority of the Continuing Directors) from time to time in effect, less the aggregate amount of any cash dividends paid and the fair market value of any dividends paid in other than cash on each share of such stock from the date from which interest accrues under the preceding clause through the Consummation Date up to but not exceeding the amount of interest so payable per share; OR (2) the fair market value per share of such class or series on the Announcement Date as determined by the highest closing sale price during the 30-day period immediately preceding the Announcement Date if such stock is listed on a securities exchange registered under the Securities Exchange Act of 1934 or, if such stock is not listed on any such exchange, the highest closing bid quotation with respect to such stock during the 30-day period preceding the Announcement Date on the National Association of Securities Dealers, Inc. Automated Quotation System or any similar system then in use, or if no such quotations are available, the fair market value of such stock immediately prior to the first public announcement of the proposed Business Combination as determined by the Continuing Directors in good faith. In the event of a Business Combination upon the consummation of which the Corporation would be the surviving corporation or company or would continue to exist (unless it is provided, contemplated, or intended that as part of such Business Combination or within one year after consummation thereof a plan of liquidation or dissolution of the Corporation will be effected), the term “other consideration to be received” shall include (without limitation) Common Stock and/or the shares of any other class of stock retained by shareholders of the Corporation other than Related Persons who are parties to such Business Combination;

(b) The consideration to be received in such Business Combination by holders of each class or series of capital stock of the Corporation other than the Related Person involved shall, except to the extent that a shareholder agrees otherwise as to all or part of the shares which he or she owns, be in the same form and of the same kind as the consideration paid by the Related Person in acquiring the majority of the shares of capital stock of such class or series already Beneficially Owned by it;

(c) After such Related Person became a Related Person and prior to the consummation of such Business Combination: (1) such Related Person shall have taken steps to ensure that the Board of Directors of the Corporation included at all times representation by Continuing Directors proportionate to the ratio that the number of shares of Voting Stock of the Corporation from time to time owned by shareholders who are not Related Persons bears to all shares of Voting Stock of the Corporation outstanding at the time in question (with a Continuing Director to occupy any resulting fractional position among the Directors); (2) such Related Person shall not have acquired from the Corporation, directly or indirectly, any shares of capital stock of the Corporation (except upon conversion of convertible securities acquired by it prior to becoming a Related Person or as a result of a pro rata stock dividend, stock split, or division of shares or in a transaction which satisfied all applicable requirements of this Article VII); (3) such Related Person shall not have acquired any additional shares of Voting Stock of the Corporation or securities convertible into or exchangeable for shares of Voting Stock except as a part of the

transaction which resulted in such Related Person's becoming a Related Person; and (4) such Related Person shall not have received the benefit, directly or indirectly (except proportionately as a shareholder), of any loans, advances, guarantees, pledges, or other financial assistance or tax credits provided by the Corporation or any Subsidiary, or made any major change in the Corporation's business or equity capital structure or entered into any contract, arrangement, or understanding with the Corporation except any such change, contract, arrangement, or understanding as may have been approved by the favorable vote of not less than a majority of the Continuing Directors of the Corporation; and

(d) A proxy or information statement complying with the requirements of the Securities Exchange Act of 1934 and the rules and regulations of the Securities and Exchange Commission thereunder, as then in force for corporations subject to the requirements of Section 14 of such Act (even if the Corporation is not otherwise subject to Section 14 of such Act), shall have been mailed to all holders of shares of the Corporation's capital stock entitled to vote with respect to such Business Combination. Such proxy or information statement shall contain on the face page thereof, in a prominent place, any recommendations as to the advisability (or inadvisability) of the Business Combination which the Continuing Directors, or any of them, may have furnished in writing and, if deemed advisable by a majority of the Continuing Directors, a fair summary of an opinion of a reputable investment banking firm addressed to the Corporation as to the fairness (or lack of fairness) of the terms of such Business Combination from the point of view of the holders of shares of Voting Stock other than any Related Person (such investment banking firm to be selected by a majority of the Continuing Directors, to be furnished with all information it reasonably requests, and to be paid a reasonable fee for its services upon receipt by the Corporation of such opinion).

Section 3. Director Approval Exception. The provisions of Section 1 of this Article VII shall not apply to a Business Combination if:

(a) The Continuing Directors of the Corporation, by an affirmative vote of not less than a majority of all Continuing Directors, (1) have expressly approved a memorandum of understanding with the Related Person with respect to the Business Combination prior to the time that the Related Person became a Related Person and the Business Combination is effected on substantially the same terms and conditions as are provided by the memorandum of understanding, or (2) have otherwise approved the Business Combination (this provision is incapable of satisfaction unless there is at least one Continuing Director); or

(b) The Business Combination is solely between the Corporation and another corporation, one hundred percent (100%) of the Voting Stock of which is owned directly or indirectly by the Corporation.

Section 4. Definitions. For purposes of this Article VII:

(a) A "Business Combination" means:

(1) The sale, exchange, lease, transfer, or other disposition to or with a Related Person or any Affiliate or Associate of such Related Person by the Corporation or any Subsidiaries (in a single transaction or a Series of Related Transactions) of all or substantially all, or any Substantial Part, of its or their assets or businesses (including, without limitation, securities issued by a Subsidiary, if any);

(2) The purchase, exchange, lease, or other acquisition by the Corporation or any Subsidiaries (in a single transaction or a Series of Related Transactions) of all or substantially all, or any Substantial Part, of the assets or business of a Related Person or any Affiliate or Associate of such Related Person;

(3) Any merger or consolidation of the Corporation or any Subsidiary thereof into or with a Related Person or any Affiliate or Associate of such Related Person or into or with another Person which, after such merger or consolidation, would be an Affiliate or an Associate of a Related Person, in each case irrespective of which Person is the surviving entity in such merger or consolidation;

(4) Any reclassification of securities, recapitalization, or other transaction (other than a redemption in accordance with the terms of the security redeemed) which has the effect, directly or indirectly, of increasing the proportionate amount of shares of Voting Stock of the Corporation or any Subsidiary thereof which are Beneficially Owned by a Related Person, or any partial or complete liquidation, spinoff, splitoff, or splitup of the Corporation or any Subsidiary thereof; provided, however, that this Section 4(a)(4) shall not relate to any transaction that has been approved by a majority of the Continuing Directors; or

(5) The acquisition upon the issuance thereof of Beneficial Ownership by a Related Person of shares of Voting Stock or securities convertible into shares of Voting Stock or any voting securities or securities convertible into voting securities of any Subsidiary of the Corporation, or the acquisition upon the issuance thereof of Beneficial Ownership by a Related Person of any rights, warrants, or options to acquire any of the foregoing or any combination of the foregoing shares of Voting Stock or voting securities of a Subsidiary, if any.

(b) A "Series of Related Transactions" shall be deemed to include not only a series of transactions with the same Related Person, but also a series of separate transactions with a Related Person or any Affiliate or Associate of such Related Person.

(c) A "Person" shall mean any individual, firm, corporation, or other entity and any partnership, syndicate, or other group.

(d) "Related Person" shall mean any Person (other than the Corporation or any Subsidiary of the Corporation or the Continuing Directors, singly or as a group) who or that at any time described in the last sentence of the penultimate paragraph of this subsection (d):

(1) is the Beneficial Owner, directly or indirectly, of more than ten percent (10%) of the voting power of the outstanding shares of Voting Stock and who has not been the Beneficial Owner, directly or indirectly, of more than ten percent (10%) of the voting power of the outstanding shares of Voting Stock for a continuous period of two years prior to the date in question; or

(2) is an Affiliate of the Corporation and at any time within the two-year period immediately prior to the date in question (but not continuously during such two-year period) was the Beneficial Owner, directly or indirectly, of ten percent (10%) or more of the voting power of the then outstanding shares of Voting Stock; or

(3) is an assignee of or has otherwise succeeded to any shares of the Voting Stock which were at any time within the two-year period immediately prior to the date in question

beneficially owned by any Related Person, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933, as amended.

A Related Person shall be deemed to have acquired a share of stock of the Corporation at the time when such Related Person became the Beneficial Owner thereof. For the purposes of determining whether a Person is the Beneficial Owner of ten percent (10%) or more of the voting power of the then outstanding Voting Stock, the outstanding Voting Stock shall be deemed to include any Voting Stock that may be issuable to such Person pursuant to a right to acquire such Voting Stock and that is therefore deemed to be Beneficially Owned by such Person pursuant to Section 4(e)(2)(A). A Person who is a Related Person at (1) the time any definitive agreement relating to a Business Combination is entered into, (2) the record date for the determination of shareholders entitled to notice of and to vote on a Business Combination, or (3) the time immediately prior to the consummation of a Business Combination shall be deemed a Related Person.

A Related Person shall not include the Board of Directors of the Corporation acting as a group. In addition, a Related Person shall not include any Person who is the Beneficial Owner of more than ten percent (10%) of the outstanding shares of Voting Stock of the predecessor of the Corporation, Shoe Carnival, Inc., a Delaware corporation, formerly known as DAR Group Investments, Inc., on January 15, 1993.

(e) A Person shall be a “Beneficial Owner” of any shares of Voting Stock:

(1) which such Person or any of its Affiliates or Associates beneficially owns, directly or indirectly; or

(2) which such Person or any of its Affiliates or Associates has (A) the right to acquire (whether such right is exercisable immediately or only after the passage of time), pursuant to any agreement, arrangement, or understanding or upon the exercise of conversion rights, exchange rights, warrants, or options, or otherwise, or (B) the right to vote pursuant to any agreement, arrangement, or understanding; or

(3) which are beneficially owned, directly or indirectly, by any other Person with which such person or any of its Affiliates or Associates has any agreement, arrangement, or understanding for the purpose of acquiring, holding, voting, or disposing of any shares of Voting Stock.

(f) An “Affiliate” of, or a person Affiliated with, a specific Person means a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Person specified.

(g) The term “Associate” used to indicate a relationship with any Person, means (1) any corporation or organization (other than this Corporation or a majority-owned Subsidiary of this Corporation) of which such Person is an officer or partner or is, directly or indirectly, the Beneficial Owner of five percent (5%) or more of any class of equity securities, (2) any trust or other estate in which such Person has a substantial beneficial interest or as to which such Person serves as trustee or in a similar fiduciary capacity, (3) any relative or spouse of such Person, or any relative of such spouse, who has the same home as such Person, or (4) any investment company registered under the Investment Company Act of 1940, as amended, for which such Person or any Affiliate of such Person serves as investment adviser.

(h) “Subsidiary” means any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Corporation; provided, however, that for the purposes of the definition of Related Person set forth in Section 4(d) hereof, the term “Subsidiary” shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Corporation.

(i) “Continuing Director” means any member of the Board of Directors of the Corporation (the “Board”) who is not associated with the Related Person and was a member of the Board prior to the time that the Related Person became a Related Person, and any successor of a Continuing Director who is not associated with the Related Person and is recommended to succeed a Continuing Director by not less than two-thirds of the Continuing Directors then on the Board.

(j) “Independent Majority of Shareholders” shall mean the holders of the outstanding shares of Voting Stock representing a majority of all the votes entitled to be cast by all shares of Voting Stock other than shares Beneficially Owned or controlled, directly or indirectly, by a Related Person.

(k) “Voting Stock” shall mean all outstanding shares of capital stock of the Corporation or another corporation entitled to vote generally on the election of Directors, and each reference to a proportion of shares of Voting Stock shall refer to such proportion of the votes entitled to be cast by such shares.

(l) “Substantial Part” means properties and assets involved in any single transaction or a Series of Related Transactions having an aggregate fair market value of more than ten percent (10%) of the total consolidated assets of the Person in question as determined immediately prior to such transaction or Series of Related Transactions.

Section 5. Director Determinations. A majority of the Continuing Directors shall have the power to determine for the purposes of this Article VII, on the basis of information known to them: (a) the number of shares of Voting Stock of which any Person is the Beneficial Owner, (b) whether a Person is an Affiliate or Associate of another, (c) whether a Person has an agreement, arrangement, or understanding with another as to the matters referred to in the definition of “Beneficial Owner,” (d) whether the assets subject to any Business Combination constitute a Substantial Part, (e) whether two or more transactions constitute a Series of Related Transactions, and (f) such other matters with respect to which a determination is required under this Article VII.

Section 6. Fiduciary Obligations Unaffected. Nothing in this Article VII shall be construed to relieve any Related Person from any fiduciary duty imposed by law.

Section 7. Article VII Nonexclusive. The provisions of this Article VII are nonexclusive and are in addition to any other provisions of law or these Restated Articles of Incorporation or the By-Laws of the Corporation relating to Business Combinations, Related Persons, or similar matters.

ARTICLE VIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation in the manner now or hereafter prescribed by statute. Notwithstanding any other provision of these Restated Articles of Incorporation or the By-Laws of the Corporation (and in addition to any other vote that may be required by law, these Restated Articles of Incorporation or the By-Laws), the affirmative vote of the holders of at least 80% of the outstanding

shares of the capital stock of the Corporation entitled to vote generally in the election of directors (considered for this purpose as one class) shall be required to amend, alter or repeal any provision of Articles VI, VII, or VIII of these Restated Articles of Incorporation.

ARTICLE IX

Except as otherwise expressly provided by the IBCL, these Restated Articles of Incorporation or the By-Laws of the Corporation, the By-Laws of the Corporation may from time to time be amended or repealed, or new By-Laws may be adopted, by either (i) the Board of Directors at any regular or special meeting of the Board of Directors, if such amendment, repeal or adoption is approved by the affirmative vote of a majority of the entire Board of Directors; or (ii) the affirmative vote, at a meeting of the shareholders of the Corporation for which the meeting notice designates that making, amending or repealing provisions of the By-Laws is to be considered, of at least a majority of the votes entitled to be cast by the holders of the outstanding shares of all classes of stock of the Corporation entitled to vote generally in the election of directors, considered for purposes of this Article IX as a single voting group.

**BY-LAWS
OF
SHOE STATION GROUP, INC.**

(As amended effective June 12, 2026)

Article I

Identification

Section 1. Name. The name of the Corporation is Shoe Station Group, Inc.

Section 2. Principal Office. The principal office of the Corporation shall be 7500 East Columbia Street, Evansville, Indiana 47715 or such other location as the Board of Directors may from time to time determine.

Section 3. Other Offices. The Corporation may also have an office or offices, and keep the books and records of the Corporation, except as may otherwise be required by law, at such other place or places, either within or without the State of Indiana, as the Board of Directors may from time to time determine or the business of the Corporation require.

Article II

Meetings of Shareholders

Section 1. Place of Meeting and Participation in Meetings by Remote Communication. All meetings of the shareholders of the Corporation shall be held at the principal office of the Corporation or at such other places, if any, within or without the State of Indiana, as may from time to time be fixed by the Board of Directors. The Board of Directors, acting in its sole discretion, may establish guidelines and procedures in accordance with applicable provisions of the Indiana Business Corporation Law, as amended from time to time, and any other applicable law for the participation by shareholders in a meeting of shareholders by means of remote communication, and may determine that any meeting of shareholders will not be held at any place but will instead be held solely by means of remote communication. Shareholders complying with such procedures and guidelines and otherwise entitled to vote at a meeting of shareholders shall be deemed present in person and entitled to vote at the meeting of shareholders, whether such meeting is to be held at a designated place or solely by means of remote communication.

Section 2. Annual Meetings. The annual meeting of the shareholders of the Corporation for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held on such date and at such hour as may from time to time be fixed by the Board of Directors, provided that such annual meeting shall be held in any event within six (6) months after the end of each fiscal year of the Corporation. If the date fixed for the annual meeting shall be a legal holiday, such annual meeting shall be held on the next succeeding business day.

Section 3. Special Meetings. Subject to the rights of the holders of any class or series of Preferred Stock, special meetings of the shareholders for any purpose or purposes may be called only by the Chairman of the Board or a majority of the entire Board of Directors. Only such business as is specified in the notice of any special meeting of the shareholders shall come before such meeting.

Section 4. Notice of Meetings. Written notice of each meeting of the shareholders, whether annual or special, shall be delivered, mailed or sent by electronic transmission not less than 10 nor more than 60 days before the date of the meeting to each shareholder of record entitled to notice of such meeting. If mailed, such notice shall be deemed given when deposited in the United States mail, postage prepaid, directed to the shareholder at such shareholder's address as it appears on the records of the Corporation. Each such notice shall state the place, if any, date and hour of the meeting, the means of remote communication, if any, by which shareholders may be deemed to be present in person and vote at such meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of any meeting of shareholders shall not be required to be given to any shareholder who shall attend such meeting or who shall participate in such meeting by remote communication in accordance with the Indiana Business Corporation Law in person or by proxy without protesting, prior to or at the commencement of the meeting, the lack of proper notice to such shareholder, or who shall waive notice thereof as provided in Article VIII of these By-Laws. Notice of adjournment of a meeting of shareholders need not be given if the date, time and place, if any, to which it is adjourned and the means of remote communication, if any, by which shareholders may be deemed to be present in person and vote at the meeting are announced at such meeting, unless the adjournment is for more than 30 days or, after adjournment, a new record date is fixed for the adjourned meeting.

Section 5. Quorum. The holders of a majority of the votes entitled to be cast by the shareholders entitled to vote, which if any vote is to be taken by classes shall mean the holders of a majority of the votes entitled to be cast by the shareholders of each such class, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the shareholders.

Section 6. Adjournments. In the absence of a quorum, the holders of a majority of the votes entitled to be cast by the shareholders, present in person or by proxy, may adjourn the meeting from time to time. At any such adjourned meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Order of Business. At each meeting of the shareholders, the Chairman of the Board, or, in the absence of the Chairman of the Board or at the request of the Chairman of the Board, the Vice-Chairman of the Board, or, in the absence of the Chairman of the Board and the Vice-Chairman of the Board or at the request of the Chairman of the Board or the Vice-Chairman of the Board, the Chief Executive Officer, or such other person designated by the Board of Directors, shall act as chairman of such meeting.

To be properly brought before an annual meeting, all business, including nominations of candidates for and the election of directors, must be (a) specified in the notice of the meeting (or any supplement thereto) given by or at the direction of the Board of Directors, (b) otherwise properly brought before the meeting by or at the direction of the Board of Directors or (c) otherwise properly brought before the meeting by a shareholder of the Corporation who (1) was a shareholder of record at the time of giving the notice provided for in this Section 7 or in Article III, Section 3 of these By-laws, as applicable, (2) is entitled to vote at the meeting and (3) complied with the procedures set forth in this Section 7 or in Article III, Section 3 of these By-laws, as applicable. For the avoidance of doubt, the foregoing clause (c) shall be the exclusive

means for a shareholder to make director nominations and to propose other business (other than a proposal included in the Corporation's proxy materials pursuant to and in compliance with Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) at an annual meeting of shareholders.

For business other than the nomination of candidates for and the election of directors to be properly brought by a shareholder before an annual meeting pursuant to clause (c) of the preceding paragraph, the shareholder must have given timely notice thereof in proper written form to the Secretary of the Corporation at the principal office of the Corporation. To be timely, a shareholder's notice must be delivered to or mailed and received at the principal office of the Corporation by the close of business not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than 30 days or delayed by more than 60 days from such anniversary date, or if no annual meeting was held in the preceding year, for notice by the shareholder to be timely, it must be received not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement (as defined herein) of the date of the annual meeting is first made.

Such shareholder's notice shall set forth as to each matter the shareholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the meeting and the reasons for conducting such business at the meeting and any material interest in such business of such shareholder and any Shareholder Associated Person (as defined below) on whose behalf the proposal is made; (b) as to the shareholder giving the notice and any Shareholder Associated Person on whose behalf the proposal is made (1) the name and address of such shareholder, as they appear on the Corporation's books, and the name and address of any Shareholder Associated Person, (2) the class and number of shares of the Corporation which are owned beneficially or of record by such shareholder and any Shareholder Associated Person as of the date such notice is given, (3) any derivative positions held or beneficially held by the shareholder and by any Shareholder Associated Person and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such shareholder or any Shareholder Associated Person with respect to the Corporation's securities, and (4) a representation that such shareholder intends to appear in person or by proxy at the meeting to propose such business; (c) in the event that such business includes a proposal to amend either the Restated Articles of Incorporation or the By-laws of the Corporation, the language of the proposed amendment; and (d) if the shareholder intends to solicit proxies in support of such shareholder's proposal, a representation to that effect.

Notwithstanding anything in these By-Laws to the contrary and not including nominations of candidates for and the election of directors, which are governed by Article III, Section 3 of these By-Laws, no business shall be conducted at an annual meeting except in accordance with the procedures set forth in this Section 7. The chairman of an annual meeting may refuse to permit any business to be brought before an annual meeting without compliance with the foregoing procedures or if the shareholder solicits proxies in support of such shareholder's

proposal without such shareholder having made the representation required by clause (d) of the preceding paragraph of this Section 7. If a shareholder does not appear or send a qualified representative to present his or her proposal at such annual meeting, the Corporation need not present such proposal for a vote at such meeting, notwithstanding that proxies in respect of such vote may have been received by the Corporation.

For the purposes of this Section, “public announcement” shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Exchange Act. “Shareholder Associated Person” of any shareholder means (a) any person controlling, directly or indirectly, or acting in concert with, such shareholder, (b) any beneficial owner of shares of stock of the Corporation owned of record or beneficially by such shareholder and (c) any person controlling, controlled by or under common control with such Shareholder Associated Person.

Notwithstanding the foregoing provisions of this Section 7, a shareholder seeking to include a proposal in a proxy statement that has been prepared by the Corporation to solicit proxies for an annual meeting shall comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder with respect to the matters set forth in this Section 7.

In no event shall the adjournment, recess or postponement of an annual meeting commence a new time period (or extend any time period) for the giving of a shareholder’s notice as described above.

Section 8. List of Shareholders. It shall be the duty of the Secretary or other officer of the Corporation who has charge of the stock ledger to prepare and make, at least 5 business days before each meeting of the shareholders, a complete list of the shareholders entitled to vote thereat, arranged in alphabetical order, and showing the address of each shareholder and the number of shares registered in such shareholder’s name. Such list shall be produced and kept available at the times and places required by law. If the meeting is held solely by means of remote communication, the list shall be open to examination by any shareholder at any time during the meeting on a reasonably accessible electronic network, and information required to access this list shall be provided with the notice of the meeting.

Section 9. Voting. Each shareholder of record of any class or series of Preferred Stock shall be entitled at each meeting of shareholders to such number of votes for each share of such stock as may be fixed in the Restated Articles of Incorporation or an amendment thereto adopted by the Board of Directors providing for the issuance of such stock, and each shareholder of record of Common Stock shall be entitled at each meeting of shareholders to one (1) vote for each share of stock registered in such shareholder’s name on the books of the Corporation:

(1) on the date fixed pursuant to Section 6 of Article VI of these By-Laws as the record date for the determination of shareholders entitled to notice of and to vote at such meeting; or

(2) if no such record date shall have been so fixed, then at the close of business on the day next preceding the day on which notice of such meeting is given, or,

if notice is waived, at the close of business on the day next preceding the day on which the meeting is held, or if no record date for determining shareholders entitled to express consent to corporate action in writing without a meeting shall have been fixed, the day on which the first written consent is expressed.

Each shareholder entitled to vote at any meeting of shareholders may authorize not in excess of three persons to act for such shareholder by a proxy signed by such shareholder or such shareholder's attorney-in-fact. Any such proxy shall be delivered to the secretary of such meeting at or prior to the time designated for holding such meeting, but in any event not later than the time designated in the order of business for so delivering such proxies. No such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a shorter or longer period. Any shareholder directly or indirectly soliciting proxies from other shareholders must use a proxy card color other than white, which shall be reserved for the exclusive use by the Board of Directors.

At a meeting of the shareholders, except as provided in Article III, Section 2 with respect to the election of directors or as required by law, all corporate actions to be taken by vote of the shareholders shall be authorized if the number of votes cast in favor of the action exceeds the number of votes cast opposing the action, and where a separate vote by class is required, the number of votes cast in favor of the action by the shareholders of such class exceeds the number of votes cast by the shareholders of such class opposing the action.

Unless required by law or determined by the chairman of the meeting to be advisable, the vote on any matter, including the election of directors, need not be by written ballot. In the case of a vote by written ballot, each ballot shall be signed by the shareholder voting, or by such shareholder's proxy, and shall state the number of shares voted.

Section 10. Inspectors. Either the Board of Directors or, in the absence of designation of inspectors by the Board, the chairman of any meeting of shareholders may, in its or such person's discretion, appoint two or more inspectors to act at any meeting of shareholders. Such inspectors shall perform such duties as shall be specified by the Board or the chairman of the meeting. Inspectors need not be shareholders. No director or nominee for the office of director shall be appointed such inspector.

Article III

Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Restated Articles of Incorporation of the Corporation directed or required to be exercised or done by the shareholders.

Section 2. Number, Qualification and Election. Except as otherwise fixed by or pursuant to the provisions of the Restated Articles of Incorporation of the Corporation relating to the rights of the holders of any class or series of Preferred Stock, the number of directors of the

Corporation shall be determined from time to time by vote of a majority of the entire Board of Directors, provided that the number thereof may not be less than three nor more than fifteen.

The directors, other than those who may be elected by the holders of shares of any class or series of Preferred Stock pursuant to the terms of the Restated Articles of Incorporation or any resolution or resolutions providing for the issuance of such stock adopted by the Board, shall be classified, with respect to the time for which they severally hold office, into three classes as nearly equal in number as possible, with each class to hold office until its successors are elected and qualified. If the number of directors is changed by the Board of Directors, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal as possible; provided, however, that no decrease in the number of directors shall shorten the term of any incumbent director. At each annual meeting of the shareholders of the Corporation, subject to the rights of the holders of any class or series of stock having a preference over the Common Stock of the Corporation as to dividends or upon liquidation, the successors of the class of directors whose term expires at that meeting shall be elected to hold office for a term expiring at the annual meeting of shareholders held in the third year following the year of their election.

Directors need not be shareholders of the Corporation.

Except as otherwise set forth in the Restated Articles of Incorporation, each director shall be elected by the affirmative vote of a majority of the votes cast with respect to the director at any shareholders meeting for the election of directors at which a quorum is present, provided that if as of the record date for such meeting the number of director nominees to be considered at the meeting exceeds the number of directors to be elected, each director shall be elected by a plurality of the votes cast by the shares entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted “for” a director’s election must exceed the number of shares voted “against” that director’s election.

If a nominee for director who is an incumbent director does not receive the requisite affirmative majority of the votes cast for his or her re-election, such director shall immediately tender his or her resignation to the Board, subject to acceptance by the Board. The Nominating and Corporate Governance Committee shall make a recommendation to the Board on whether to accept or reject the tendered resignation, or whether other action should be taken. The Board, taking into account the recommendation of the Nominating and Corporate Governance Committee, shall determine the appropriate responsive action with respect to the tendered resignation. The Nominating and Corporate Governance Committee, in making its recommendation, and the Board, in making its decision, may each consider any factors or other recommendations that it considers relevant and appropriate. The incumbent director who tenders his or her resignation shall not participate in the Board’s decision with respect to that director. If the resignation is not accepted, such director shall continue to serve until the next annual meeting of shareholders and until his or her successor is duly elected, or his or her earlier death, resignation, retirement or removal. If the resignation is accepted, or if a nominee fails to receive the required vote and the nominee is not an incumbent director, the Board may decide to fill any resulting vacancy or decrease the number of directors.

Section 3. Notification of Nominations. Subject to the rights of the holders of any class or series of Preferred Stock, nominations for the election of directors may be made by the Board of Directors or by any shareholder entitled to vote for the election of directors, but in the case of a nomination by a shareholder, only in accordance with the procedures set forth in this Section 3. For nominations of candidates for election to the Board of Directors to be properly brought before an annual meeting of shareholders or a special meeting of shareholders (but only if the election of directors is a matter specified in the notice of a special meeting) by a shareholder pursuant to clause (c) of the second paragraph of Article II, Section 7 of these By-laws, timely written notice of such shareholder's intent to make such nomination must be given to the Secretary of the Corporation at the principal office of the Corporation in accordance with the procedures for bringing nominations before a shareholders' meeting set forth in this Section 3. To be timely, a shareholder's notice shall be delivered (a) with respect to an election to be held at an annual meeting of shareholders, by the close of business not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is advanced by more than 30 days or delayed by more than 60 days from such anniversary date, or if no annual meeting was held in the preceding year, notice by the shareholder, to be timely, must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement (as defined in Article II, Section 7 of these By-laws) is first made of the date of such meeting, and (b) with respect to an election to be held at a special meeting of shareholders, not earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees to be elected at such meeting.

Such shareholder's notice shall set forth: (a) the name and address of the shareholder who intends to make the nomination as they appear in the Corporation's records, of the person or persons to be nominated and of any Shareholder Associated Person (as defined in Article II, Section 7 of these By-laws) on whose behalf the nomination is made; (b) a representation that the shareholder is a holder of record of stock of the Corporation entitled to vote at such meeting in such election and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (c) a representation that the person or persons to be nominated intend to serve as director(s) for the term(s) for which he, she or they are standing for election; (d)(1) the class and number of shares of the Corporation which are owned beneficially or of record by such shareholder and by any Shareholder Associated Person as of the date such notice is given, and (2) any derivative positions held or beneficially held by the shareholder and by any Shareholder Associated Person and whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of, or any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares) has been made, the effect or intent of which is to mitigate loss to or manage risk or benefit of share price changes for, or to increase or decrease the voting power of, such shareholder or any Shareholder Associated Person with respect to the Corporation's securities; (e) a description of all arrangements or understandings between or among the shareholder, any Shareholder Associated Person, each nominee and any other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the shareholder; (f) such other information regarding each nominee proposed by such shareholder as

would have been required to be disclosed in solicitations of proxies for the election of directors in an election contest (even if an election contest is not involved), or is otherwise required, in each case pursuant to Regulation 14A (or any successor provision) under the Exchange Act and the rules thereunder; and (g) the consent of each nominee to being named in any proxy materials as a nominee and to serve as a director if so elected. A shareholder who intends to solicit proxies in support of director nominees other than the Corporation's director nominees and who has delivered a notice of nomination pursuant to this Section 3 shall promptly certify to the Corporation, and notify the Corporation in writing, that it has complied with or will comply with the requirements of Rule 14a-19 under the Exchange Act, and upon request of the Corporation, shall, not later than five business days prior to the date of the applicable meeting of shareholders, deliver to the Corporation reasonable evidence of such compliance. The Corporation may require any person or persons to be nominated to furnish such other information as it may reasonably require to determine the eligibility of such person or persons to serve as a director of the Corporation.

The chairman of any meeting of shareholders to elect directors and the Board of Directors may refuse to acknowledge the nomination of any person not made in compliance with the foregoing procedure or if the shareholder solicits proxies in support of such shareholder's nominee(s) without such shareholder having made the representations required by this Section 3. Unless otherwise required by law, if any shareholder (a) provides notice pursuant to Rule 14a-19 under the Exchange Act and (b) subsequently (1) notifies the Corporation that such shareholder no longer intends to solicit proxies in support of director nominees other than the Corporation's director nominees in accordance with Rule 14a-19, (2) fails to comply with the requirements of Rule 14a-19, or (3) fails to provide reasonable evidence sufficient to satisfy the Corporation that such requirements have been met, then such shareholder's nominations shall be deemed null and void and the Corporation shall disregard any proxies or votes solicited for any nominee proposed by such shareholder. If a shareholder does not appear or send a qualified representative to present his or her nomination at such meeting, the Corporation need not present such nomination for a vote at such meeting, notwithstanding that proxies in respect of such nomination may have been received by the Corporation.

Notwithstanding the foregoing provisions of this Section 3, a shareholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder (including Rule 14a-19) with respect to the matters set forth in this Section 3.

In no event shall the adjournment, recess or postponement of a shareholders' meeting commence a new time period (or extend any time period) for the giving of a shareholder's notice as described above.

Section 4. Quorum and Manner of Acting. Except as otherwise provided by these By-Laws, a majority of the entire Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, and, except as so provided, the vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. In the absence of a quorum, a majority of the directors present may adjourn the meeting to another time and place. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 5. Place of Meeting. The Board of Directors may hold its meetings at such place or places within or without the State of Indiana as the Board may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places as the Board shall from time to time by resolution determine. If any day fixed for a regular meeting shall be a legal holiday under the laws of the place where the meeting is to be held, the meeting which would otherwise be held on that day shall be held at the same hour on the next succeeding business day.

Section 7. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman of the Board or by a majority of the directors.

Section 8. Notice of Meetings. Notice of regular meetings of the Board of Directors or of any adjourned meeting thereof need not be given. Notice of each special meeting of the Board shall be mailed to each director, addressed to such director at such director's residence or usual place of business, at least two days before the day on which the meeting is to be held or shall be communicated to such director by telegraph, facsimile or other form of electronic communication, or be given personally or by telephone, not later than the day before the meeting is to be held, but notice need not be given to any director who shall, either before or after the meeting, submit a signed waiver of such notice or who shall attend such meeting without protesting, prior to or at its commencement, the lack of notice to such director. Every such notice shall state the time and place but need not state the purpose of the meeting.

Section 9. Rules and Regulations. The Board of Directors may adopt such rules and regulations not inconsistent with the provisions of these By-Laws for the conduct of its meetings and management of the affairs of the Corporation as the Board may deem necessary or proper. In the absence of the Chairman of the Board, such person designated by the Board of Directors shall preside at meetings of the Board.

Section 10. Participation in Meeting by Means of Communications Equipment. Any one or more members of the Board of Directors or any committee thereof may participate in any meeting of the Board or of any such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

Section 11. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if the action is taken by all members of the Board or of any such committee thereof. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Electronic signatures, in accordance with the Uniform Electronic Transactions Act (IC 26-2-8), and facsimile signatures shall have the same validity and effect as original signatures. Action taken under this Section 11 is effective when the last director signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. A consent signed under this Section 11 shall have the

same effect as a unanimous vote of all members of the Board or of such committee thereof and may be described as such in any document.

Section 12. Resignations. Any director of the Corporation may at any time resign by giving written notice to the Board of Directors, the Chairman of the Board, the Chief Executive Officer, the President or the Secretary of the Corporation. Except as otherwise set forth in Article III, Section 2, such resignation shall take effect at the time specified therein or, if the time be not specified, upon receipt thereof; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 13. Removal of Directors. Directors may be removed only as provided in the Restated Articles of Incorporation of the Corporation.

Section 14. Vacancies. Subject to the rights of the holders of any class or series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, removal or other cause shall only be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors, or by a sole remaining director, and newly created directorships resulting from any increase in the number of directors shall be filled by the Board, or if not so filled, by the shareholders at the next annual meeting thereof or at a special meeting called for that purpose in accordance with Section 3 of Article II of these By-Laws. Any director elected in accordance with the preceding sentence of this Section 14 shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified.

Section 15. Compensation. Each director who shall not at the time also be an officer or employee of the Corporation or any of its subsidiaries (hereinafter referred to as an "outside director"), in consideration of such person serving as a director, shall be entitled to receive from the Corporation such amount per annum and such fees for attendance at meetings of the Board of Directors or of committees of the Board, or both, as the Board shall from time to time determine. In addition, each director, whether or not an outside director, shall be entitled to receive from the Corporation reimbursement for the reasonable expenses incurred by such person in connection with the performance of such person's duties as a director. Nothing contained in this Section shall preclude any director from serving the Corporation or any of its subsidiaries in any other capacity and receiving proper compensation therefor.

Section 16. Committees. The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more of its members to constitute members or alternate members of a committee. Such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers and authority of the Board in the management of the business and affairs of the Corporation, including without limitation, if such committee is so empowered and authorized in the resolution of the Board, the power and authority to declare a dividend and to authorize the issuance of stock, and may authorize the seal of the Corporation, if any, to be affixed to all papers which may require it, except that no committee shall have such power or authority in reference to:

(a) authorize dividends or other distributions, except a committee (or an executive officer of the Corporation designated by the Board of Directors) may authorize or approve a reacquisition of stock or other distribution, if done according to a formula or method, or within a range, prescribed by the Board of Directors;

(b) approve or propose to shareholders action that is required to be approved by shareholders;

(c) fill vacancies on the Board of Directors or on any of its committees;

(d) except to the extent permitted by clause (g) below, amend the Corporation's Restated Articles of Incorporation;

(e) adopt, amend, repeal, or waive provisions of these By-Laws;

(f) approve a plan of merger not requiring shareholder approval; or

(g) authorize or approve the issuance or sale or a contract for sale of stock, or determine the designation and relative rights, preferences, and limitations of a class or series of Preferred Stock, except the Board of Directors may authorize a committee (or an executive officer of the Corporation designated by the Board of Directors) to take the action described herein within limits prescribed by the Board of Directors.

A majority of all the members of such committee may determine its action and fix the time and place of its meetings, unless the Board shall otherwise provide. The Board shall have power at any time to change the membership of, to fill all vacancies in and to discharge any such committee, either with or without cause.

Section 17. Mandatory Classified Board Structure. The provisions of IC 23-1-33-6(c) shall not apply to the Corporation.

Article IV

Officers

Section 1. Number; Term of Office. The officers of the Corporation may consist of a Chairman of the Board, a Vice-Chairman of the Board, a Chief Executive Officer, a President, a Chief Financial Officer, one or more Vice-Presidents, one or more of whom may be designated as Senior Executive, Executive or Senior Vice-Presidents, a Treasurer, a Secretary, and such other officers or agents with such titles and such duties as the Board of Directors may from time to time determine, each to have such authority, functions or duties as in these By-Laws provided or as the Board may from time to time determine, and each to hold office for such term as may be prescribed by the Board and until such person's successor shall have been chosen and shall qualify, or until such person's death or resignation, or until such person's removal in the manner hereinafter provided. The Chairman of the Board and the Vice-Chairman of the Board shall be elected from among the directors. One person may hold the offices and perform the duties of any two or more of said officers; provided, however, that no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law, the

Restated Articles of Incorporation of the Corporation or these By-Laws to be executed, acknowledged or verified by two or more officers. The Board may from time to time authorize any officer to appoint and remove any such other officers and agents and to prescribe their powers and duties. The Board may require any officer or agent to give security for the faithful performance of such person's duties.

Section 2. Removal. Any officer may be removed, either with or without cause, by the Board of Directors at any meeting thereof called for the purpose, or, except in the case of any officer elected by the Board, by any committee or superior officer upon whom such power may be conferred by the Board.

Section 3. Resignation. Any officer may resign at any time by giving notice to the Board of Directors, the Chairman of the Board, the Chief Executive Officer, the President or the Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal or any other cause may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election to such office.

Section 5. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the Board of Directors and, if present, preside at meetings of the shareholders. He shall have such other duties and responsibilities as may be specified by the Board of Directors.

Section 6. Vice-Chairman of the Board. The Vice-Chairman of the Board shall have such power and perform such duties as the Board of Directors or the Chairman of the Board may, from time to time, prescribe. In the absence of the Chairman of the Board, or at the request of the Chairman of the Board, the Vice-Chairman of the Board shall preside at meetings of the shareholders and of the Board of Directors.

Section 7. Chief Executive Officer. The Chief Executive Officer shall be the chief executive and principal policymaking officer of the Corporation and as such shall have general supervision and direction of the business and affairs of the Corporation subject to the control of the Board of Directors. The Chief Executive Officer shall perform such other duties as the Board may from time to time determine and shall, in the absence of the Chairman of the Board and the Vice-Chairman of the Board, or at the request of the Chairman of the Board or the Vice-Chairman of the Board, preside at meetings of the shareholders.

Section 8. President. Unless the President is also the Chief Executive Officer, the President shall have such powers and perform such duties as the Board of Directors or the Chairman of the Board may from time to time prescribe or as may be prescribed in these By-laws. If the President is the Chief Executive Officer, then Section 7 shall be applicable.

Section 9. Chief Financial Officer. The Chief Financial Officer shall be the chief financial officer of the Corporation and shall perform all of the duties customary to that office. He or she shall be responsible for all of the Corporation's financial affairs, subject to the supervision and direction of the Chief Executive Officer, and shall have and perform such further

powers and duties as the Board of Directors may, from time to time, prescribe and as the Chief Executive Officer may, from time to time, delegate to him or her.

Section 10. Vice-Presidents. Each Vice-President shall have such powers and duties as shall be prescribed by the Chief Executive Officer, the President or the Board of Directors.

Section 11. Treasurer. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Chief Executive Officer, the President or the Board of Directors.

Section 12. Secretary. The Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall have charge of the stock ledger and also of the other books, records and papers of the Corporation and of its corporate seal, if any, and shall see that the reports, statements and other documents required by law are properly kept and filed; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to such person by the Chief Executive Officer, the President or the Board of Directors.

Section 13. Assistant Treasurers or Secretaries. The Assistant Treasurers and the Assistant Secretaries, if any, shall perform such duties as shall be assigned to them by the Treasurer or Secretary, or by the Chief Executive Officer, the President or the Board of Directors.

Article V

Indemnification

Section 1. Indemnification. The Corporation shall indemnify every Eligible Person against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the laws of the State of Indiana, as the same exists or may hereafter be amended (but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), or otherwise consistent with the public policy of the State of Indiana. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful with respect to the Claim, or (b) if not Wholly Successful, then if such Eligible Person is determined, as provided in Section 3 of this Article V, to have acted in good faith, in what he or she reasonably believed to be in the best interests of the Corporation or at least not opposed to its best interests and, in addition, with respect to any criminal claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section 1. If several Claims are involved, an Eligible Person may be entitled to indemnification as to some matters even though he or she is

not entitled as to other matters. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be in the best interests of the Corporation or at least not opposed to its best interests if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act or he or she reasonably believed his or her actions to be in the interests of the participants in and beneficiaries of the plan.

Section 2. Defined Terms.

(a) The term “Claim” as used in this Article V shall include every pending, threatened, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of the Corporation or any other corporation or otherwise), whether civil, criminal, administrative, or investigative, formal or informal, in which an Eligible Person may become involved, as a party or otherwise:

(1) by reason of his or her being or having been an Eligible Person, or

(2) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in such capacity at the time such Liability or Expense shall have been incurred.

(b) The term “Eligible Person” as used in this Article V shall mean every person (and the estate, heirs, and personal representatives of such person) who is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, partner, trustee, member, manager, agent, or fiduciary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

(c) The terms “Liability” and “Expense” as used in this Article V shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of an Eligible Person.

(d) The term “Wholly Successful” as used in this Article V shall mean (1) termination of any Claim, whether on the merits or otherwise, against the Eligible Person in question without any finding of liability or guilt against him or her, (2) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (3) the expiration of a reasonable period of time

after the making or threatened making of any Claim without the institution of the same, without any payment or promise made to induce a settlement.

(e) As used in this Article V, the term “Corporation” includes all constituent entities in a consolidation or merger and the new or surviving corporation of such consolidation or merger, so that any Eligible Person who is or was a director or officer of such a constituent entity, or is or was serving at the request of such constituent entity as a director, officer, employee, partner, trustee, member, manager, agent, or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit plan, or other organization or entity, whether for profit or not, shall stand in the same position under this Article V with respect to the new or surviving corporation as he or she would if he or she had served the new or surviving corporation in the same capacity.

Section 3. Determination of Conduct. Subject to any rights under any contract between the Corporation and any Eligible Person, any indemnification against underlying liability provided for in Section 1(b) of this Article V (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Eligible Person is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1(b). Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to such Claim; (b) if such an independent quorum cannot be obtained, by majority vote of a committee duly designated by the full Board of Directors (in which designation directors who are parties may participate), consisting solely of one or more directors not at the time parties to the Claim; or (c) by special legal counsel (1) selected by the independent quorum of the Board of Directors (or the independent committee thereof if no such quorum can be obtained), or (2) if no such independent quorum or committee thereof can be obtained, selected by majority vote of the full Board of Directors (in which selection directors who are parties may participate). Notwithstanding the foregoing, an Eligible Person shall be able to contest any determination that he or she has not met the applicable standard of conduct by petitioning a court of appropriate jurisdiction.

Section 4. Advancement of Expenses. To the fullest extent permitted by the laws of the State of Indiana, Expenses incurred by an Eligible Person in defending any Claim shall be paid by the Corporation in advance of the final disposition of such Claim promptly as they are incurred upon receipt of an undertaking by or on behalf of such Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification by the Corporation.

Section 5. Indemnity Not Exclusive. The rights of indemnification and advancement of Expenses provided in this Article V shall be in addition to any rights to which any Eligible Person may otherwise be entitled or permitted by contract, the Restated Articles of Incorporation, vote of shareholders or directors or otherwise, or as a matter of law, both as to actions in his or her official capacity and actions in any other capacity while holding such office. Irrespective of the provisions of this Article V, the Board of Directors may, at any time and from time to time, (a) approve indemnification of any Eligible Person or other person to the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions, and (b) authorize the Corporation to purchase and maintain insurance on

behalf of any Eligible Person against any Liability or Expense asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such Liability or Expense under the provisions of this Article V.

Section 6. Vested Right to Indemnification. The provisions of this Article V shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article V that occurs subsequent to such person becoming an Eligible Person. The provisions of this Article V shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

Section 7. Invalidation. If this Article V or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director or officer of the Corporation as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article V that shall not have been invalidated and to the fullest extent permitted by applicable law.

Article VI

Capital Stock

Section 1. Certificates for Shares. Shares of stock of each class of the Corporation may be issued in book-entry form or evidenced by certificates. However, every holder of shares in the Corporation shall be entitled upon request to have a certificate evidencing the shares owned by the shareholder, signed in the name of the Corporation by the Chairman of the Board, the Chief Executive Officer, President or a Vice President and the Secretary or an Assistant Secretary, certifying the number of shares owned by the shareholder in the Corporation. The signatures of such officers, the signature of the transfer agent and registrar, and the seal of the Corporation, if any, may be facsimiles. In case any officer or employee who shall have signed, or whose facsimile signature or signatures shall have been used on, any certificate shall cease to be an officer or employee of the Corporation before the certificate shall have been issued and delivered by the Corporation, the certificate may nevertheless be adopted by the Corporation and be issued and delivered as though the person or persons who signed the certificate or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or employee of the Corporation; and the issuance and delivery by the Corporation of any such certificate shall constitute an adoption thereof. Every certificate shall state on its face (or in the case of book-entry shares, the statements evidencing ownership of such shares shall state) the name of the Corporation and that it is organized under the laws of the State of Indiana, the name of the person to whom it is issued, and the number and class of shares and the designation of the series, if any, the certificate represents, and shall state conspicuously on its front or back that the Corporation will furnish the shareholder, upon written request and without charge, a summary of the designations, relative rights, preferences and limitations applicable to each class and the

variations in rights, preferences and limitations determined for each series (and the authority of the Board of Directors to determine variations for future series). Every certificate (or book-entry statement) shall state whether such shares have been fully paid and are non-assessable. If any such shares are not fully paid, the certificate (or book-entry statement) shall be legibly stamped to indicate the percentum which has been paid up, and as further payments are made thereon, the certificate shall be stamped (or book-entry statement updated) accordingly. Subject to the foregoing provisions, certificates representing shares in the Corporation shall be in such form as shall be approved by the Board of Directors. There shall be entered upon the stock books of the Corporation at the time of the issuance or transfer of each share the number of the certificates representing such share (if any), the name of the person owning the shares represented thereby, the class of such share and the date of the issuance or transfer thereof.

The stock ledger and blank share certificates shall be kept by the Secretary or by a transfer agent or by a registrar or by any other officer or agent designated by the Board.

Section 2. Transfer of Shares. Transfers of shares of stock of each class of the Corporation shall be made only on the books of the Corporation by the holder thereof, or by such holder's attorney thereunto authorized by a power of attorney duly executed and filed with the Secretary of the Corporation or a transfer agent for such stock, if any, and on surrender of the certificate or certificates, if any, for such shares properly endorsed or accompanied by a duly executed stock transfer power and the payment of all taxes thereon. The person in whose name shares stand on the books of the Corporation shall be deemed the owner thereof for all purposes as regards the Corporation; provided, however, that whenever any transfer of shares shall be made for collateral security and not absolutely, and written notice thereof shall be given to the Secretary or to such transfer agent, such fact shall be stated in the entry of the transfer. No transfer of shares shall be valid as against the Corporation, its shareholders and creditors for any purpose, except to render the transferee liable for the debts of the Corporation to the extent provided by law, until it shall have been entered in the stock records of the Corporation by an entry showing from and to whom transferred.

Section 3. Addresses of Shareholders. Each shareholder shall designate to the Secretary or transfer agent of the Corporation an address at which notices of meetings and all other corporate notices may be served or mailed to such person, and, if any shareholder shall fail to designate such address, corporate notices may be served upon such person by mail directed to such person at such person's post office address, if any, as the same appears on the share record books of the Corporation or at such person's last known post office address.

Section 4. Lost, Destroyed and Mutilated Certificates. The holder of any share of stock of the Corporation shall immediately notify the Corporation of any loss, theft, destruction or mutilation of the certificate therefor; the Corporation may issue to such holder a new certificate or certificates for shares, upon the surrender of the mutilated certificate or, in the case of loss, theft or destruction of the certificate, upon satisfactory proof of such loss, theft or destruction; the Board of Directors, or a committee designated thereby, or the transfer agents and registrars for the stock, may, in their discretion, require the owner of the lost, stolen or destroyed certificate, or such person's legal representative, to give the Corporation a bond in such sum and with such surety or sureties as they may direct to indemnify the Corporation and said transfer

agents and registrars against any claim that may be made on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.

Section 5. Regulations. The Board of Directors may make such additional rules and regulations as it may deem expedient concerning the issue and transfer of certificates representing shares or book-entry shares of stock of each class of the Corporation and may make such rules and take such action as it may deem expedient concerning the issue of certificates in lieu of certificates claimed to have been lost, destroyed, stolen or mutilated.

Section 6. Fixing Date for Determination of Shareholders of Record. In order that the Corporation may determine the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend or other distribution or allotment or any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than 70 days before the date of such meeting. A determination of shareholders entitled to notice of or to vote at a meeting of the shareholders shall apply to any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the adjourned meeting is not within 120 days of the date fixed for the original meeting.

Article VII

Fiscal Year

The fiscal year of the Corporation shall be determined by resolution of the Board of Directors. In the absence of such a resolution, the fiscal year of the Corporation shall end on the Saturday nearest January 31 of each year.

Article VIII

Waiver of Notice

Whenever any notice whatsoever is required to be given by these By-Laws, by the Restated Articles of Incorporation of the Corporation or by law, the person entitled thereto may, either before or after the meeting or other matter in respect of which such notice is to be given, waive such notice in writing, which writing shall be filed with or entered upon the records of the meeting or the records kept with respect to such other matter, as the case may be, and in such event such notice need not be given to such person and such waiver shall be deemed equivalent to such notice.

Article IX

Amendments

Except as otherwise expressly provided by law or the Corporation's Restated Articles of Incorporation, these By-Laws may from time to time be amended or repealed, or new By-Laws may be adopted, by either (a) the Board of Directors at any regular or special meeting of the Board of Directors, if such amendment, repeal or adoption is approved by the affirmative vote of

a majority of the entire Board of Directors; or (b) the affirmative vote, at a meeting of the shareholders of the Corporation for which the meeting notice designates that making, amending or repealing provisions of these By-Laws is to be considered, of at least a majority of the votes entitled to be cast by the holders of the outstanding shares of all classes of stock of the Corporation entitled to vote generally in the election of directors, considered for purposes of this Article IX as a single voting group.

Article X

Miscellaneous

Section 1. Execution of Documents. The Board of Directors or any committee thereof shall designate the officers, employees and agents of the Corporation who shall have power to execute and deliver deeds, contracts, mortgages, bonds, debentures, notes, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees or agents of the Corporation. Such delegation may be by resolution or otherwise and the authority granted shall be general or confined to specific matters, all as the Board of Directors or any such committee may determine. In the absence of such designation referred to in the first sentence of this Section, the officers of the Corporation shall have such power so referred to, to the extent incident to the normal performance of their duties.

Section 2. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation or otherwise as the Board of Directors or any committee thereof or any officer of the Corporation to whom power in that respect shall have been delegated by the Board of Directors or any such committee shall select.

Section 3. Checks. All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee thereof.

Section 4. Proxies in Respect of Stock or Other Securities of Other Corporations. The Board of Directors or any committee thereof shall designate the officers of the Corporation who shall have authority from time to time to appoint an agent or agents of the Corporation to exercise in the name and on behalf of the Corporation the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation, and to vote or consent in respect of such stock or securities; such designated officers may instruct the person or persons so appointed as to the manner of exercising such powers and rights; and such designated officers may execute or cause to be executed in the name and on behalf of the Corporation or otherwise, such written proxies, powers of attorney or other instruments as they may deem necessary or proper in order that the Corporation may exercise its said powers and rights.

Section 5. By-Laws Subject to Law and Restated Articles of Incorporation of the Corporation. Each provision of these By-Laws is subject to any contrary provision of the

Restated Articles of Incorporation of the Corporation or of any applicable law as from time to time in effect, and to the extent any such provision is inconsistent therewith, such provision shall be superseded thereby for as long as it is inconsistent, but for all other purposes of these By-Laws shall continue in full force and effect.

Section 6. Definition of Restated Articles of Incorporation. The term “Restated Articles of Incorporation” as used in these By-Laws means the Amended and Restated Articles of Incorporation of the Corporation as from time to time in effect.



SHOE CARNIVAL, INC. ANNOUNCES NAME CHANGE TO SHOE STATION GROUP AND TICKER SYMBOL CHANGE TO "SHOE"

DECLARES QUARTERLY CASH DIVIDEND

June 11, 2026

FOR IMMEDIATE RELEASE

FORT MILL, SC – Shoe Carnival, Inc., (Nasdaq: SCVL) (the "Company"), a leading omnichannel retailer of footwear and accessories for the family, today announced that it received shareholder approval to change its name to Shoe Station Group, Inc. The name change will be effective June 12, 2026. In connection with the name change, the Company's common stock is expected to begin trading on The Nasdaq Stock Market LLC under the symbol "SHOE" on Friday, June 12, 2026. Shares will continue trading under the symbol "SCVL" through the close of market on Thursday, June 11, 2026.

"We are pleased our shareholders overwhelmingly approved changing our corporate name to Shoe Station Group, Inc. The new name and new ticker are reflective of our multi-banner strategy with Shoe Station as our primary long-term growth vehicle and Shoe Carnival continuing in markets where it is dominant. We will also seek to expand our business through strategic acquisitions of other footwear retailers," said Cliff Sifford, Interim President and Chief Executive Officer.

Additionally, the Company's Board of Directors approved the payment of a quarterly cash dividend of \$0.17 per share to be paid on July 20, 2026, to shareholders of record as of the close of business on July 6, 2026. This marks the Company's 57th consecutive quarterly dividend.

Future declarations of dividends are subject to approval of the Board of Directors and will depend on the Company's results of operations, financial condition, business conditions and other factors deemed relevant by the Board of Directors.

About Shoe Carnival

Shoe Carnival, Inc. is one of the nation's largest omnichannel family footwear retailers, offering a broad assortment of dress, casual and athletic footwear for men, women and children with emphasis on national name brands. As of June 11, 2026, the Company operated 426 stores in 35 states and Puerto Rico under its Shoe Carnival and Shoe Station banners and offers shopping at www.shoecarnival.com and www.shoestation.com. Headquartered in Fort Mill, SC, and with distribution and support operations located in Evansville, IN, Shoe Carnival, Inc. trades on The Nasdaq Stock Market LLC under the symbol SCVL and beginning on June 12, 2026 will trade under the symbol SHOE.

Name and Ticker Change Details

New Corporate Name:	Shoe Station Group, Inc.
Former Corporate Name:	Shoe Carnival, Inc.
Effective Date:	June 12, 2026
New Ticker Symbol:	SHOE

Former Ticker Symbol:	SCVL
Effective Date:	June 12, 2026
Exchange:	Nasdaq
CUSIP:	824889109 (unchanged)
Transfer Agent:	Computershare

The Company urges stakeholders to ensure that data links to receive company information, updates and current trading activity utilizing “Shoe Carnival” or “SCVL” are adjusted to “Shoe Station Group” and “SHOE” on June 12, 2026.

Press releases and annual reports are available on the Company's website at www.shoecarnival.com.

Contact Information

W. Kerry Jackson
Chief Financial Officer
(812) 867-4034
scvlir@scvl.com

Cautionary Statement Regarding Forward-Looking Information

As used herein, “we,” “our” and “us” refer to Shoe Carnival, Inc. This press release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve a number of risks and uncertainties. These forward-looking statements necessarily depend upon assumptions, estimates and dates that may be incorrect or imprecise and involve known and unknown risks, uncertainties, and other factors. Accordingly, any forward-looking statements included in this press release do not purport to be predictions of future events or circumstances and may not be realized. Forward-looking statements can be identified by, among other things, the use of forward-looking terms such as “believes,” “expects,” “aims,” “on track,” “may,” “will,” “should,” “seeks,” “pro forma,” “anticipates,” “intends” or the negative of any of these terms, or comparable terminology, or by discussions of strategy or intentions. Given these uncertainties, we caution investors not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. We disclaim any obligation to update any of these factors or to publicly announce any revisions to the forward-looking statements contained in this press release to reflect future events or developments. A number of factors could cause our actual results, performance, achievements, or industry results to be materially different from any future results, performance or achievements expressed or implied by these forward-looking statements. These factors include, but are not limited to:

- our ability to achieve expected operating results from, and planned growth of, our banner strategy, including store growth and expected inventory reductions, cost savings and synergies;
- our ability to increase sales at our existing stores;
- the impact of intense competition and our ability to effectively compete;
- the impact of changes in consumer spending on our business and the impact of our promotional strategies and intensity;
- our ability to successfully manage and execute our marketing and pricing strategies;
- the impact of higher gasoline and energy prices on discretionary spending and our cost of operations;
- our dependence on key suppliers for merchandise and advertising support, and the impact of any loss of any key suppliers;
- the impact of changes in the cost, or a disruption in the flow, of imported goods as a result of trade policy and/or tariffs;
- our ability to manage other risks related to our reliance on imported goods;
- our ability to anticipate, identify and respond to emerging fashion trends;

- our ability to effectively manage our real estate portfolio;
 - our ability to manage the risks associated with our e-commerce platform and its impact on traffic and transactions in our physical stores;
 - our ability to maintain positive brand perception and recognition;
 - our ability to maintain, grow and generate sales from members of our Shoe Perks loyalty program;
 - our ability to successfully execute our strategies to grow our business;
 - our ability to identify or consummate future acquisitions or achieve expected benefits from and effectively integrate future acquisitions;
 - the internal and external impact of a failure of our information technology systems to operate effectively, or in the event such systems are disrupted or compromised;
 - our ability to manage the risks associated with our outsourced business processes and other third-party business relationships, including disruptions to our business and increased costs;
 - our ability to adapt to emerging technologies that may create disruption to our operations and the retail industry;
 - our ability to manage, and the impact of, fluctuating quarterly operating results due to seasonality, weather conditions and other factors;
 - the impact of any physical and financial risk related to the uncertainty of climate change;
 - the impact of natural disasters, public health crises, political crises, civil unrest, wars and other catastrophic events or other events outside of our control on our facilities or the facilities of third parties on which we depend, as well as on our supply chain and access to customers;
 - the impact of litigation and reputational risk resulting from a failure to protect the integrity and security of individually identifiable data of our customers and employees, including as a result of a cyber security breach;
 - the impact of losses or liabilities in excess of our insurance coverage;
 - the impact of periodic litigation and other regulatory proceedings, which could result in the unexpected expenditure of time and resources;
 - our ability to manage key executive succession and retention, and attract and retain qualified personnel and control labor costs;
 - our ability to generate and maintain cash flow and capital necessary to implement our business strategy and meet our other liquidity needs;
 - the impact of financial market volatility on the sources and costs of financing available to us;
 - the impact of significant non-cash impairment charges in the event our long-lived assets become impaired;
 - the impact of the loss of investor confidence in our financial reports and adverse effect on our stock price if we fail to maintain effective internal control over financial reporting;
 - the impact of perceptions of the overall retail industry and other macroeconomic conditions on our business and stock;
 - the impact and risk of volatility in the stock market and our stock;
 - the impact of any changes to our dividend policy or stock repurchase program;
 - the impact of any influence over our management and operations exerted by our principal shareholders;
 - the impact of our organizational documents and Indiana law on potential acquisition bids for us; and
 - other factors described in our Securities and Exchange Commission filings, including our latest Annual Report on Form 10-K and our subsequent Securities and Exchange Commission filings.
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