

The Company's Amended Restated Charter provides that the Board of Directors shall be divided into three classes, designated as Class I, Class II and Class III. The terms of all Directors expire in 2012. We have provided information about the Company's Directors below.

Name, Principal Occupation, and Directorships: Age Director Since

**Class I:**

**Robert B. Carter** ..... 51 2004

Executive Vice President and Chief Information Officer of FedEx Corporation, an international provider of transportation, information, international trade support and supply chain services, since 2000. Mr. Carter serves on the board of directors of First Horizon National Corporation and has not held any other public company directorships within the last five years.

Director Qualifications:

- Management, leadership and strategy: Mr. Carter has nearly 30 years of systems development and implementation experience. As a member of the five-person executive committee at Federal Express, he plays a key role in planning and executing the corporation's strategic business activities. Mr. Carter is responsible for managing and leading a large group of technology professionals, setting technology direction and overseeing Federal Express' key applications and technology infrastructure. He has been honored with numerous professional awards including Information Week Chief of the Year Award (2000, 2001, 2005); CIO magazine's 100 Award (2000, 2001, 2002, 2003, 2004, 2006); and InfoWorld Chief Technology Officer of the Year (2000).

- Industry knowledge: Through his position with FedEx, Mr. Carter has extensive experience in and knowledge of information technology, logistics and e-commerce, all of which are critical to the operation of Saks.

**Donald E. Hess** ..... 62 1996

Lead Director of the Company's Board of Directors since February 2007. Chief Executive Officer of Southwood Partners, a private investment company, since January 1998. Mr. Hess served as Chairman Emeritus of Parisian from January 1998 until October 2006, Chairman of the Parisian Group of the Company from April 1997 until his retirement in December 1997 and President and Chief Executive Officer of Parisian, Inc. from 1986 to April 1997. Mr. Hess has not held any other public company directorships within the last five years.

Director Qualifications:

- Management, leadership and strategy: Mr. Hess held several positions of increasing responsibility with Parisian over 30 years, including President and Chief Executive Officer. He was instrumental in establishing and executing an expansion strategy for Parisian, elevating its reputation and standing in the retail community, and negotiating its sale to Proffitt's in 1996.

- Industry knowledge: Mr. Hess has extensive knowledge of the department store and luxury businesses through his Parisian affiliation, including but not limited to inventory management, vendor relationships, store design, customer service and store operations. In addition, as a long-standing member of the Saks' Board he has developed an even deeper knowledge of luxury retailing.

- Marketing: During his tenure with Parisian, Mr. Hess oversaw the marketing function and was instrumental in creating and executing numerous successful marketing campaigns for the specialty department store chain.

**Jerry W. Levin** ..... 67 2007

Chairman and Chief Executive Officer of Wilton Brands Inc., a consumer products company, since October 2009. Chairman of JW Levin Partners LLC, a management service firm, since February 2005. Mr. Levin served as Vice Chairman of Clinton Group, an investment firm, from December 2007 through October 2008, and as Chairman, President, and Chief Executive Officer of American Household, Inc., a global provider of branded consumer products and the holding company for Sunbeam Products, and The Coleman Company, from June 1998 through January 2005. Mr. Levin also served as interim Chief Executive Officer, from September 2006 to April 2007, and as Chairman, from September 2006 to April 2008, of The Sharper Image, a specialty retailer. Previously, Mr. Levin held a number of senior executive positions with The Pillsbury

Name, Principal Occupation, and Directorships:

Age

Director Since

Company and Revlon, Inc. Mr. Levin serves on the boards of directors of Ecolab, Inc. and U.S. Bancorp. Mr. Levin also served as a director of American Household, Inc., The Sharper Image and Wendy’s Inc. within the last five years.

Director Qualifications:

• Management, leadership and strategy: Mr. Levin has more than 30 years of public company operating and leadership experience, including as Chairman and/or Chief Executive Officer of Coleman, Revlon, American Household and The Sharper Image. At each of these companies, he was instrumental in setting and executing business strategies. Under his leadership, the sales and profits of branded consumer products of many of those companies grew via internal product development programs, restructurings, cost reduction programs, acquisitions and cultural improvements, and he has assisted several companies address key financial and operational issues. Mr. Levin has also served on numerous public company boards.

• Industry knowledge: Mr. Levin gained substantial retail and consumer products knowledge through each of his business affiliations outlined above.

• Finance and accounting: Mr. Levin has extensive knowledge of financial markets and has been instrumental in substantially strengthening the balance sheets of several companies in the past.

**Class II:**

**Michael S. Gross** . . . . . 49

1994

Since March 2007, Mr. Gross has served as the Chairman and Chief Executive Officer of Solar Capital, Ltd., a finance company focusing on debt and equity investments in leveraged companies. Mr. Gross was co-chairman of the investment committee of Magnetar Financial LLC, an investment management firm, and a senior partner in Magnetar Capital Partners LP, the holding company for Magnetar Financial LLC, from July 2006 to April 2009. Mr. Gross was the Chairman, Chief Executive Officer and Secretary of Marathon Acquisition Corp. from April 2006 to August 2008. Between February 2004 and February 2006, Mr. Gross was the President and Chief Executive Officer of Apollo Investment Corporation, a publicly traded business development company that he founded and on whose board of directors and investment committee he served as Chairman from February 2004 to July 2006, and was the managing partner of Apollo Investment Corporation. From 1990 to February 2006, Mr. Gross was a senior partner at Apollo Management LP, a private equity firm that he co-founded in 1990. In addition, from 2003 to February 2006, Mr. Gross was the managing partner of Apollo Distressed Investment Fund, an investment fund that he founded. He serves on the boards of directors of Jarden Corporation and Global Ship Lease, Inc. Mr. Gross also served as a director of Allied Waste Industries, Alternative Asset Management Acquisition Corporation, Educate, Inc. and United Rentals within the last five years.

Director Qualifications:

• Management, leadership and strategy: Mr. Gross has more than 20 years of leadership experience through the management of various investment funds and companies and through his service on several public company boards. As a founding partner of Apollo Investment Corporation, he was instrumental in setting its strategic direction and attaining its substantial growth. Through his investment company and board affiliations, he has assisted several companies in addressing key financial and operational issues.

• Industry knowledge: Over his career, Mr. Gross has been involved with several retail and consumer products companies in an investment capacity, and as a long-standing member of the Saks’ Board he has developed a deep knowledge of the retail industry and luxury retailing.

• Finance and accounting: Mr. Gross has over 20 years of investment portfolio management experience and has extensive knowledge of financial markets and financing instruments.

**Nora P. McAniff** . . . . . 52

2002

Treasurer and Member of the Executive Committee of Social Venture Partners of Santa Barbara, a non-profit organization, since 2009. Ms. McAniff held the position of Chief Operating Officer of Time, Inc., a magazine publisher, from December 2005 until January 2007 and served as

**Name, Principal Occupation, and Directorships:**

**Age**

**Director Since**

Executive Vice President of Time, Inc. between September 2002 and December 2005. She served as Group President of the *People* Magazine Group of Time, Inc. between January 2001 and August 2002 and President of People Magazine between October 1998 and January 2001. Ms. McAniff has not held any other public company directorships within the last five years.

**Director Qualifications:**

• Management, leadership and strategy: Ms. McAniff is a seasoned and proven executive, having held various positions of increasing responsibility with Time, Inc. during her 25 year tenure. In her role as Chief Operating Officer of Time, she was responsible for setting and executing strategic initiatives for several core magazines and overseeing the operations of each. She managed complex businesses through several economic downturns and created and/or adapted brands to meet the needs of changing environments.

• Marketing: Ms. McAniff has extensive knowledge of marketing and advertising and received several awards during her Time tenure, including induction into the American Advertising Federation’s Hall of Achievement. As Chief Operating Officer of Time, she had oversight of the sales and marketing function, giving her primary responsibility for the company’s advertising revenue stream.

**Stephen I. Sadove . . . . . 59**

1998

Chief Executive Officer of the Company since January 2006 and Chairman of the Board of the Company since May 2007. Mr. Sadove joined the Company in January 2002 as Vice Chairman and served in that capacity until March 2004. He served as Vice Chairman and Chief Operating Officer of the Company from March 2004 until January 2006. Mr. Sadove served as Senior Vice President of Bristol-Myers Squibb, a beauty, nutritional and pharmaceutical company, and President of Bristol-Myers Squibb Worldwide Beauty Care from 1996 to January 2002. Mr. Sadove serves on the boards of directors of Colgate-Palmolive Company and Ruby Tuesday, Inc. and previously served on the Board of Trustees of Equity Office Properties Trust within the last five years.

**Director Qualifications:**

• Management, leadership and strategy: Prior to joining the Company, Mr. Sadove built a distinguished marketing and consumer products career spanning over 25 years with General Foods USA and Bristol-Myers Squibb Company. During his tenure at Bristol-Myers Squibb, he set and executed strategies that led Clairol to become the number one hair care business in the United States, relaunched the Herbal Essences brand and completed the sale of the beauty care business to Procter & Gamble for approximately \$5 billion. He also is particularly skilled in people management and development and in internal and external communication.

• Industry knowledge: Mr. Sadove has served in roles of increasing responsibility since joining Saks in 2002, becoming a respected leader in the retail industry and luxury retailing. Prior to joining the Company, he served on the Board of Directors of Saks. Through his positions with General Foods and Bristol-Myers Squibb and his other public board affiliations, Mr. Sadove developed an extensive understanding of consumer products and consumer behavior, which is critical in his current role.

• Finance and accounting: Mr. Sadove has overseen and managed operating budgets for various companies throughout his career and has ultimate responsibility for the execution of the financial plans at Saks.

• Marketing: Mr. Sadove possesses extensive marketing and advertising capabilities and experience. Mr. Sadove had over 25 years of marketing experience at General Foods and Bristol-Myers Squibb, and he currently is instrumental in shaping the marketing initiatives at Saks Fifth Avenue.

**Class III:**

**Marguerite W. Kondracke . . . . . 65**

1996

Since October 2004, President and Chief Executive Officer of America’s Promise—The Alliance for Youth, a not-for-profit children’s advocacy organization founded in 1997 by General Colin Powell. Ms. Kondracke was employed as Staff Director, U.S. Senate Subcommittee on Children and Families between April 2003 and September 2004 and as President and Chief Executive

**Name, Principal Occupation, and Directorships:**

**Age**

**Director Since**

Officer of The Brown Schools, the nation’s largest provider of treatment services for troubled adolescents, from August 2000 to April 2003. Ms. Kondracke is co-founder, former Chief Executive Officer, and currently a board member of Bright Horizons Family Solutions, a corporate child-care provider; a Trustee of Duke University; and serves on the board of directors of LifePoint Hospitals, Inc. Ms. Kondracke has not held any other public company directorships within the last five years.

**Director Qualifications:**

- Management, leadership and strategy: During her 40-year career, Ms. Kondracke has been both an entrepreneur and a public servant, addressing issues and challenges in society and devising and implementing creative and effective solutions. Ms. Kondracke was co-founder and CEO of Bright Horizons Family Solutions, the nation’s largest provider of employer-sponsored child care and one of Fortune’s “100 Best Companies to Work For.” Throughout her career, Ms. Kondracke has received numerous awards and honors, including being named a Purpose Prize Fellow, awarded by Civic Ventures to those over 60 taking on society’s biggest challenges, and named by *The Non-Profit Times* as one of the “Top 50 People of Power and Influence in 2008.” She has working relationships with the highest government officials and business and community leaders throughout the country.

- Industry knowledge: As a long-standing member of the Saks’ Board she has developed a deep knowledge of the retail industry and luxury retailing.

- Finance and accounting: In her role as CEO of America’s Promise—The Alliance for Youth and as the former CEO of The Brown Schools and Bright Horizons Family Solutions and as an audit committee member of LifePoint Hospitals, Inc., Ms. Kondracke has extensive knowledge of finance and accounting.

**C. Warren Neel . . . . . 72**

1987

Executive Director of the Center for Corporate Governance at the University of Tennessee, Knoxville (“UTK”) since February 2003. Dr. Neel served as Interim President of Lincoln Memorial University from April 2009 to March 2010. Dr. Neel served as Commissioner of Finance and Administration for the State of Tennessee from July 2000 to January 2003 and as the Dean of the College of Business Administration at UTK, from 1977 until June 2000. Dr. Neel serves on the board of directors of Healthways, Inc. Dr. Neel has not held any other public company directorships within the last five years.

**Director Qualifications:**

- Management, leadership and strategy: Dr. Neel has proven management, leadership and strategy skills through both his academic and public service careers. In both fields, he has created policies and programs, managed and developed people, and tackled difficult financial and budget challenges. In his roles as Executive Director for the Center for Corporate Governance at the University of Tennessee, Commissioner of Finance and Administration for the State of Tennessee and Dean of the College of Business Administration at UTK, Dr. Neel has developed an expertise in corporate governance and been instrumental in overseeing the corporate governance of those institutions.

- Industry knowledge: As a long-standing member of the Saks’ Board, Dr. Neel has developed a deep knowledge of the retail industry and luxury retailing.

- Finance and accounting: In his role as the Commissioner of Finance and Administration for the State of Tennessee, Dr. Neel served as the Governor’s chief financial officer for Tennessee state government and managed a more than \$20 billion budget. In the past, Dr. Neel has served on numerous public company boards, where he was the audit committee chair of four and the corporate governance committee chair of two. These experiences, along with his years in academia, have provided Dr. Neel with a wealth of finance, accounting and corporate governance expertise.

**Jack L. Stahl . . . . . 58**

2012

Mr. Stahl has over thirty years of management, finance, and consumer products experience and currently devotes his time primarily to serving on both corporate and not-for-profit boards and advisory work. From 2002 through 2006, he served as President and Chief Executive Officer of Revlon, Inc., where he led and strengthened the \$1.3 billion cosmetics and personal products business. Prior to joining Revlon, Mr. Stahl spent over twenty years with The Coca-Cola

Name, Principal Occupation, and Directorships:

Age

Director Since

Company. He joined Coca-Cola in 1979 and moved through the ranks in the company's finance department, becoming Chief Financial Officer at the age of 36. Subsequent to that, he held various operational roles of increasing responsibility, eventually serving as President and Chief Operating Officer of the then-\$20 billion consumer soft drink company. He began his career at Arthur Andersen after earning a Bachelor of Arts in Economics from Emory University and his MBA from the Wharton School of the University of Pennsylvania. Mr. Stahl also is the author of a book entitled, *Lessons of Leadership: The 7 Fundamental Management Skills for Leaders at All Levels*.

Mr. Stahl also serves on the Boards of Directors of Dr Pepper Snapple Group, Inc. (NYSE: DPS), privately-owned fragrance and beauty products company Coty, Inc., and Delhaize Group, a Belgium-based food retailer.