

WEYCO GROUP, INC.

AUDIT COMMITTEE CHARTER

The Audit Committee consists of at least three (3) members of the Board of Directors who are not employees of the Company. The Audit Committee's primary duties and responsibilities are to: (1) monitor the integrity of the financial statements of the Company, (2) monitor the compliance by the Company with legal and regulatory requirements and (3) oversee the independence and performance of the Company's external auditors.

The members of the Audit Committee shall meet the independence and experience requirements included in the listing requirements of the Nasdaq Stock Market, Inc. The Audit Committee shall have the authority to retain at the Company's expense special legal, accounting or other consultants to advise the Committee. The Audit Committee may request any employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Audit Committee shall:

Review Procedures

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Review the Company's annual audited financial statements with management and independent auditors prior to filing or distribution. The review shall include major issues regarding accounting and auditing principles and practices as well as the adequacy of internal controls that could significantly affect the Company's financial statements.
3. Review an analysis prepared by management and the independent auditor of significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
4. Review with management and independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q. At a minimum, the Audit Committee Chairman must participate in these reviews.

5. Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
6. Review major changes to the Company's auditing and accounting principles and practices as suggested by the independent auditor or management.

Independent Auditors

7. Recommend to the Board the appointment of the independent auditors, who are ultimately accountable to the Audit Committee and the Board.
8. Approve in advance the audit and permitted non-audit services to be provided by, and the fees to be paid to the independent auditor, subject to the de minimis exceptions to pre-approval permitted by the rules of the SEC and Nasdaq for non-audit services.
9. Receive periodic reports from the independent auditor regarding the auditor's independence, discuss such reports with the auditor, and if so determined by the Audit Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the auditor.
10. Evaluate together with the Board the performance of the independent auditor and, if so determined by the Audit Committee, replace the independent auditor.
11. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
12. Obtain from the independent auditor assurance that Section 10A of the Securities Exchange Act of 1934 has not been implicated.
13. Discuss with the independent auditor the matters required to be discussed by Statement of Auditing Standards No. 61 relating to the conduct of the audit.
14. Review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to that letter. Such review should include any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access of required information.

15. On at least an annual basis, meet privately with the independent public accountants to discuss any pertinent matters that they feel should be discussed, including quality of management, financial and accounting personnel, or determine if any restrictions have been placed by management on the scope of their examination, and assure the auditors of the Committee's availability for additional private discussions if they feel them necessary.

Other Audit Committee Responsibilities

16. Review and approve the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
17. Review with the Company's General Counsel legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
18. Meet at least annually with the chief financial officer and the independent auditor in separate executive sessions.
19. Establish, review and maintain appropriate procedures for handling complaints and concerns regarding accounting or auditing matters as required by law.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. See Section 17 of the Code of Business Ethics - there are some compliance responsibilities of the Audit Committee and its Chairman.