WEYCO GROUP, INC.
Glendale, Wisconsin

Notice of the 2020 ANNUAL MEETING OF SHAREHOLDERS
To be Held May 5, 2020

WEYCO GROUP, INC., a Wisconsin corporation (hereinafter called the "Company"), will hold its Annual Meeting of Shareholders at the general offices of the Company, 333 West Estabrook Boulevard, Glendale, Wisconsin 53212, on Tuesday, May 5, 2020, at 10:00 A.M. (Central Daylight Time), for the following purposes:

1. To elect two members to the Board of Directors,
2. To ratify the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020,
3. To consider an advisory vote to approve the compensation of the Company's named executive officers as disclosed in the Proxy Statement pursuant to Item 402 of Regulation S-K, and
4. To consider and transact any other business that properly may come before the meeting or any adjournment thereof.

The Board of Directors recommends that the shareholders vote "FOR" each of the nominees for director in item 1, and "FOR" items 2 and 3 above.

Important Notice Regarding the Internet Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 5, 2020

The Proxy Statement and Notice of Annual Meeting and the 2019 Annual Report on Form 10-K are available on the Company's website at ***https://www.weycogroup.com/home/investor.html***

The Board of Directors has fixed March 20, 2020, as the record date for the determination of the common shareholders entitled to notice of, and to vote at, the Annual Meeting or any adjournment thereof.

The Board of Directors requests that you indicate your voting directions, sign and promptly mail the enclosed proxy for the meeting. Any proxy may be revoked at any time prior to its exercise.

If you have questions or comments, please direct them to Weyco Group, Inc., 333 West Estabrook Boulevard, Glendale, Wisconsin 53212, Attention: Secretary. Please also contact the Secretary if you would like directions to the Annual Meeting.

By order of the Board of Directors,

JOHN F. WITTKOWSKE
Secretary

Date of Notice: April 2, 2020

The Company currently intends to hold its Annual Meeting of Shareholders in person; however, it is monitoring developments related to COVID-19 (Coronavirus) and guidance from the Centers for Disease Control and Prevention and the World Health Organization. If the Company determines that it is not advisable to hold an in-person meeting this year, the Company will announce that fact as promptly as practicable, and details on how to participate in the Annual Meeting will be issued by press release, posted on the Company's website and filed with the U.S. Securities and Exchange Commission as additional proxy material.

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PROXY STATEMENT

INTRODUCTION

The enclosed proxy is solicited by the Board of Directors of Weyco Group, Inc. (the "Company") for exercise at the Annual Meeting of Shareholders to be held at the offices of the Company, 333 West Estabrook Boulevard, Glendale, Wisconsin 53212, at 10:00 A.M. (Central Daylight Time), on Tuesday, May 5, 2020, or any adjournment thereof.

The Company currently intends to hold its Annual Meeting of Shareholders in person; however, it is monitoring developments related to COVID-19 (Coronavirus) and guidance from the Centers for Disease Control and Prevention and the World Health Organization. If the Company determines that it is not advisable to hold an in-person meeting this year, the Company will announce that fact as promptly as practicable, and details on how to participate in the Annual Meeting will be issued by press release, posted on the Company's website and filed with the U.S. Securities and Exchange Commission as additional proxy material.

The Proxy Statement and Notice of Annual Meeting of Shareholders and the 2019 Annual Report on Form 10-K are also available on the Company's website at *https://www.weycogroup.com/home/investor.html.* The 2019 Annual Report on Form 10-K, which also accompanies this Proxy Statement, is neither a part of this Proxy Statement nor incorporated herein by reference.

Any shareholder delivering the form of proxy has the power to revoke it at any time prior to the time of the Annual Meeting by filing with the Secretary of the Company an instrument of revocation or a duly executed proxy bearing a later date or by attending the meeting and electing to vote in person by giving notice of such election to the Secretary of the Company. Attendance at the meeting will not in itself constitute revocation of a proxy. Proxies properly signed and returned will be voted as specified thereon. The Proxy Statement and the proxy are being mailed to shareholders on or around April 2, 2020.

The Company has only one class of common stock outstanding and entitled to vote at the meeting — common stock with one vote per share on each item. As of March 20, 2020, the record date for determination of the common shareholders entitled to notice of, and to vote at, the meeting or any adjournment thereof, there were 9,817,581 shares of common stock outstanding.

SECURITY OWNERSHIP OF MANAGEMENT AND OTHERS

The following table sets forth information as of the March 20, 2020 record date with respect to the beneficial ownership of the Company's common stock in accordance with the rules of the Securities and Exchange Commission (the "SEC") by each director and nominee for director, each of the named executive officers identified in the "Summary Compensation Table" herein and all current directors and executive officers as a group. Thomas W. Florsheim, Jr. and John W. Florsheim are brothers and their father is Thomas W. Florsheim. Also, executive officers John F. Wittkowske and George Sotiros are brothers-in-law. There are no other family relationships between any of the Company's directors and executive officers. The address of each beneficial owner listed below is 333 W. Estabrook Blvd., Glendale, WI 53212.

Name of Beneficial Owner	Number of Shares and Nature of Beneficial Ownership(1)(2)(3)	Percent of Class(4)
Thomas W. Florsheim	94,104	*
Thomas W. Florsheim, Jr.	2,302,944(5)(6)(7)	23.21%
John W. Florsheim	1,059,163	10.68%
John F. Wittkowske	203,810	2.05%
Robert Feitler	259,779	2.64%
Frederick P. Stratton, Jr.	167,669	1.71%
Cory L. Nettles	19,212	*
Tina Chang	13,152	*
All Directors and Executive Officers as a Group (15 persons including the above-named)	4,323,364	42.00%

* Less than 1%.

Notes:

(1) Includes the following unissued shares deemed to be "beneficially owned" under SEC rules that may be acquired upon the exercise of outstanding stock options within 60 days of the record date: Thomas W. Florsheim — 11,925; Thomas W. Florsheim, Jr. — 103,600; John W. Florsheim — 103,600; John F. Wittkowske — 103,600; Robert Feitler — 11,925; Frederick P. Stratton, Jr. — 11,925; Cory L. Nettles — 11,925; Tina Chang — 2,850; and all directors and executive officers as a group — 475,416.

(2) Includes the following shares of unvested restricted stock deemed to be "beneficially owned" under SEC rules because the holders are entitled to voting rights: Thomas W. Florsheim — 2,350; Thomas W. Florsheim, Jr. — 4,200; John W. Florsheim — 4,200; John F. Wittkowske — 4,200; Robert Feitler — 2,350; Frederick P. Stratton, Jr. — 2,350; Cory L. Nettles — 2,350; Tina Chang — 2,350; and all directors and executive officers as a group — 40,800.

(3) Except as stated in footnote 2 above, the specified persons have sole voting power and sole dispositive power as to all shares indicated above, except for the following shares as to which voting and/or dispositive power is shared:

Thomas W. Florsheim	79,829
Thomas W. Florsheim, Jr.	1,479,168
John W. Florsheim	856,523
Robert Feitler	20,000
Frederick P. Stratton, Jr.	30,300
All Directors and Executive Officers as a Group	2,465,820

(4) Calculated on the basis of 9,817,581 outstanding shares of Company common stock on the record date plus shares that can be acquired upon the exercise of outstanding stock options within 60 days of the record date, by the person or group involved in accordance with SEC rules.

(5) These shares include 522,984 shares that Mr. Florsheim, Jr. is deemed to beneficially own under applicable securities rules as the sole trustee of grantor retained annuity trusts ("GRATs") created by Thomas W. Florsheim (his father).

(6) These shares include 522,984 shares that Mr. Florsheim, Jr. is deemed to beneficially own under applicable securities rules as the sole trustee of GRATs created by Nancy P. Florsheim (his mother).

(7) These shares include 57,398 shares that Mr. Florsheim, Jr. is deemed to beneficially own under applicable securities rules as the sole trustee of a family trust created by John W. Florsheim (his brother).

The following table sets forth information as of December 31, 2019, with respect to the beneficial ownership of the Company's common stock by those persons, other than those reflected in the above table, known to the Company to own beneficially more than five percent (5%) of the Company's outstanding common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent
(1) Dimensional Fund Advisors LP Building One 6300 Bee Cave Road Austin, Texas 78746	570,704	5.8%

Note:

(1) The above information is based off a Schedule 13G statement filed by Dimensional Fund Advisors LP ("Dimensional Fund Advisors") in February 2020. These securities are owned by various individual and institutional investors. Dimensional Fund Advisors serves as an investment advisor with power to direct investments and/or sole power to vote the securities. Dimensional Fund Advisors reported sole voting power with respect to 543,986 shares and sole dispositive power with respect to 570,704 shares. For the purposes of the SEC's reporting requirements, Dimensional Fund Advisors is deemed to be a beneficial owner of such securities; however, in the Schedule 13G, Dimensional Fund Advisors expressly disclaimed beneficial ownership with respect to such securities.

ITEMS TO BE VOTED ON

Proposal One: Election of Directors

The Board of Directors currently consists of seven members divided into three classes. The members of each class serve staggered, three-year terms. Upon the expiration of the term of a class, directors in that class are elected for three-year terms. At the Annual Meeting, two directors will be elected for terms expiring in 2023. The Corporate Governance and Compensation Committee has recommended, and the Board of Directors has nominated, the following nominees for election: Thomas W. Florsheim, Jr. and Robert Feitler, both of whom are current directors of the Company.

A majority of the votes entitled to be cast by outstanding shares of common stock, represented in person or by proxy, will constitute a quorum at the Annual Meeting.

Directors are elected by a plurality of the votes cast by the holders of the Company's common stock at a meeting at which a quorum is present. "Plurality" means that the individuals who receive the largest number of votes cast are elected as directors up to the maximum number of directors to be chosen at the meeting. Consequently, any shares not voted (whether by abstention, broker nonvote or otherwise) have no impact in the election of directors except to the extent the failure to vote for an individual results in another individual receiving a comparatively larger number of votes. Votes "against" a candidate are not given legal effect and are not counted as votes cast in an election of directors. Votes will be tabulated by an inspector at the meeting.

If any of the nominees should decline or be unable to act as a director, which is not expected, the proxies will be voted with discretionary authority by the persons named to vote in the proxy for a substitute nominee designated by the Board of Directors.

Thomas W. Florsheim, Jr. and John W. Florsheim are brothers, and their father is Thomas W. Florsheim. There are no other family relationships between any of the Company's directors.

The Board recommends that you vote "FOR" the election of
Thomas W. Florsheim, Jr. and Robert Feitler.

Information regarding the nominees and the directors whose terms continue, including the particular skills, qualifications and other attributes that the Company believes qualify each of its nominees and continuing directors to serve on the Board, is set forth below. For additional information regarding the criteria to evaluate Board membership, see "Board Information — Nomination of Director Candidates" below.

Nominees for Election for Terms Expiring in 2023

Thomas W. Florsheim, Jr., Age 62, Director since 1996

Chairman of the Board since 2002

Mr. Florsheim has served as Chairman and Chief Executive Officer of the Company since 2002. Prior to that, Mr. Florsheim was President and Chief Executive Officer of the Company from 1999 to 2002, President and Chief Operating Officer of the Company from 1996 to 1999, and Vice President of the Company from 1988 to 1996. Mr. Florsheim has also served as a Director of Strattec Security Corp. (a manufacturer of automotive access control products) since 2012.

Mr. Florsheim has worked at the Company for 39 years. Prior to becoming an executive of the Company, he held various managerial positions at the Company, including managing the retail division and subsequently the purchasing department. Mr. Florsheim's day-to-day leadership and intimate knowledge of the Company's business and operations provide the Board with industry-specific experience and expertise.

Robert Feitler, Age 89, Director since 1964

Chairman of Executive Committee and Corporate Governance and Compensation Committee

Member of Audit Committee

Mr. Feitler has served as a Director of TC Manufacturing Co. (a manufacturer of flexible packaging) since 1974. He also previously served as a Director of Strattec Security Corp. until 2012. From 1968 to 1996, Mr. Feitler was President and Chief Operating Officer of the Company.

Mr. Feitler worked for the Company as its President and Chief Operating Officer for 28 years. His intimate knowledge of the Company and industry bring enduring value to the Board. He continues to be an active director or trustee of other private entities and he brings that experience to the Company.

Continuing Directors Not Standing for Election at the Annual Meeting

Terms Expiring in 2021

John W. Florsheim, Age 56, Director since 1996

Mr. Florsheim has served as President, Chief Operating Officer and Assistant Secretary of the Company since 2002. He also has served as a Director of North Shore Bank since 2008. From 1999 to 2002, Mr. Florsheim served as Executive Vice President, Chief Operating Officer and Assistant Secretary of the Company. From 1996 to 1999, he served as Executive Vice President of the Company, and from 1994 to 1996, he served as Vice President of the Company. Prior to joining the Company in 1994, Mr. Florsheim was a Marketing Manager for M&M / Mars, Inc.

Mr. Florsheim brings to the Board over 25 years of experience in the shoe industry as well as detailed knowledge of the overall operations of the Company and expertise in the areas of sales and marketing, licensing and customer relations.

Frederick P. Stratton, Jr., Age 81, Director since 1976

Chairman of Audit Committee
Member of Executive Committee and Corporate Governance and Compensation Committee

Mr. Stratton has served as Chairman Emeritus of Briggs & Stratton Corporation (a manufacturer of gasoline engines) since 2003. He has been a Director of Baird Funds, Inc., since 2004. Mr. Stratton served as Chairman of the Board of Briggs & Stratton Corporation from 1986 to 2002 and was its Chief Executive Officer from 1977 to 2001. He also formerly served as a Director of Midwest Air Group, Inc. and Wisconsin Energy Corporation and its subsidiaries, Wisconsin Electric Power Company and Wisconsin Gas LLC.

Through his many years of experience as the Chief Executive Officer of Briggs & Stratton, a large multinational manufacturing company, Mr. Stratton brings extensive experience in all areas of executive management, including finance, acquisitions, relations with retailers, sales and marketing, labor relations, and international business to the Board. In addition, Mr. Stratton brings his prior experience as a securities/investment analyst to the Board. Mr. Stratton continues to be an active member of corporate boards, and the Company values his contributions over the years to the Board.

Cory L. Nettles, Age 50, Director since 2005

Member of Executive Committee, Audit Committee, and Corporate Governance and Compensation Committee

Mr. Nettles has served as Managing Director of Generation Growth Capital, Inc. (a private equity firm) since 2007. He has also been a Director of Baird Funds, Inc. since 2008, a Director of Associated Banc-Corp. since 2013, and a Director of Partners For Community Impact, LLC, which is an investor in the Milwaukee Bucks, since 2016. Mr. Nettles was Of Counsel, Business Law and Government Relations at Quarles & Brady LLP (a law firm) from 2007 to 2016; he previously served as a Partner in the Business Law and Government Relations Groups at Quarles & Brady LLP from 2005 until 2007. He was also a Director and Advisor of Baird Private Equity from 2008 to 2012 and served as a Director and Advisor of The Private Bank — Wisconsin from 2007 to 2011.

Mr. Nettles was Secretary for the Wisconsin Department of Commerce from 2003 to 2005. He was also a Director of the Midcities Venture Capital Fund from 2005 to 2007.

Mr. Nettles' prior experience as Secretary for the Wisconsin Department of Commerce provides the Company with a unique insight into the government's interactions with businesses. His background as an attorney provides a legal perspective to the Company's corporate matters. Mr. Nettles is involved in many civic organizations and brings a depth of knowledge of the local business community to the Board.

Terms Expiring in 2022

Tina Chang, Age 48, Director since 2007

Member of Executive Committee, Audit Committee, and Corporate Governance and Compensation Committee

Since 1996, Ms. Chang has served as Chairman of the Board and Chief Executive Officer of SysLogic, Inc. (an information systems consulting and services firm). Ms. Chang also served as a Director and Advisor of The Private Bank — Wisconsin from 2004 to 2013.

Ms. Chang brings to the Board a strong background in business, technology and process development in the information technology arena. With technology being a fluid and important component of business, Ms. Chang's experience is valuable to the Board. She is also strongly involved in the local business community and with charitable organizations, and brings to the Board these varied experiences.

Thomas W. Florsheim, Age 89, Director since 1964

Member of Executive Committee

Mr. Florsheim has served as Chairman Emeritus of the Company since 2002. Prior to that, Mr. Florsheim served as Chairman of the Board of the Company from 1968 to 2002, as Chief Executive Officer of the Company from 1964 to 1999, and as President of the Company from 1964 to 1968.

Mr. Florsheim brings to the Board a lifetime of experience in the shoe industry, including more than 30 years of leadership of the Company. Prior to his tenure at the Company, he was an executive at Florsheim Shoe Company. Through his more than 50 years of experience in the shoe industry, he brings significant expertise and depth of knowledge in every area of the shoe industry to the Company.

Proposal Two: Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2020

Baker Tilly Virchow Krause, LLP has audited the Company's financial statements since 2015. The Audit Committee appointed them as the Company's independent registered public accounting firm for the year ending December 31, 2020. In making its decision to reappoint Baker Tilly Virchow Krause, LLP for 2020, the Audit Committee considered the qualifications, performance and independence of Baker Tilly Virchow Krause, LLP and the audit engagement team, as well as the fees charged for services provided.

The Company asks that you ratify the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020. Representatives of Baker Tilly Virchow Krause, LLP are expected to be present at the Annual Meeting with the opportunity to make a statement if they so desire and to be available to respond to appropriate questions.

Although not required by law to submit the appointment to a vote by shareholders, the Audit Committee and the Board believe it is appropriate, as a matter of policy, to request that the shareholders ratify the appointment of its independent registered public accounting firm for 2020.

If the appointment is not ratified, the adverse vote will be considered as an indication to the Audit Committee that it should consider selecting another independent registered public accounting firm for the following year. Even if the selection is ratified, the Audit Committee, in its discretion, may select a new independent registered public accounting firm at any time during the year if it believes that such a change would be in the Company's best interest.

The Board recommends that you vote "FOR" the ratification of the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2020.

Proposal Three: Advisory Vote to Approve the Compensation of the Company's Named Executive Officers

The Company is holding an advisory vote of shareholders to approve the compensation of its named executive officers as disclosed in this Proxy Statement pursuant to Item 402 of Regulation S-K. Because this vote is advisory, it will not be binding on the Board or the Company. However, the Board and the Corporate Governance and Compensation Committee value the opinions of the Company's shareholders and will consider the outcome of the vote when making future compensation decisions for its named executive officers.

The Board of Directors has determined to hold advisory votes to approve executive compensation once every three years, which was the frequency preferred by shareholders at the last advisory vote on the frequency of these votes. Accordingly, the next advisory vote on executive compensation will occur at the 2023 Annual Meeting of Shareholders, unless the Board of Directors modifies its policy on the frequency of holding such advisory votes.

The Company's executive compensation program is designed to provide a fair and competitive compensation package to each of its executive officers without encouraging unnecessary risk-taking. At the core of the Company's executive compensation program is a balance between short-term and longer-term compensation opportunities to ensure that the Company meets short-term objectives while continuing to produce value for its shareholders over the long-term. The Company believes its compensation for named executive officers is conservative, yet is designed to promote a compensation program to attract, motivate and retain key executives.

Total maximum compensation consists of an executive's annual base salary, the maximum annual performance-based cash bonus and the long-term stock-based awards. Approximately 30-50% of the total maximum compensation for the Company's named executive officers is at-risk. The maximum annual performance-based cash bonus is based solely on the achievement of financial goals set by the Corporate Governance and Compensation Committee, and the long-term stock-based awards, which are subject to time-based vesting requirements, are tied to the long-term performance of the Company's stock. The Company believes the long-term awards ensure that a significant portion of the executive's compensation is aligned with the interests of shareholders and encourages officer retention.

The Company believes its compensation for named executive officers is appropriately tied to the achievement of the Company's business goals and the success of its shareholders. If the value to the Company's shareholders declines, so does the compensation to its named executive officers.

Accordingly, the following advisory resolution is being presented to the Company's shareholders for approval:

> "RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in the Proxy Statement pursuant to Item 402 of Regulation S-K, is hereby approved."

Assuming a quorum is present at the Annual Meeting, this non-binding advisory vote approving the compensation of the Company's named executive officers will be approved if the votes at the Annual Meeting by the holders of shares of common stock entitled to vote voting for this proposal exceed those voting against it. Abstentions and broker nonvotes will not affect the outcome of this proposal, except insofar as they reduce the number of shares that are voted.

The Board recommends that you vote "FOR" the approval of the compensation of the Company's named executive officers.

BOARD INFORMATION

Composition of the Board of Directors

The Board of Directors currently has seven members. The Bylaws of the Company provide that there shall be seven directors, divided into three staggered classes. Directors are elected to three-year terms. The number of directors may be increased or decreased from time to time by amending the applicable provision of the Bylaws, but no decrease shall have the effect of shortening the term of an incumbent director.

Meetings

The Board of Directors held four meetings during 2019. All members of the Board of Directors attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which they served. The Company's policy is that its directors should attend the Annual Meeting of Shareholders. All Board members attended the Annual Meeting held on May 7, 2019. In accordance with the Nasdaq rules, the Company's independent directors have periodic meetings at which only independent directors are present.

Director Independence

Each year, the Board reviews the relationships that each director has with the Company. Only those directors who the Board affirmatively determines have no relationship which would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who do not have any of the categorical relationships that preclude a determination of independence under the Nasdaq listing standards, are considered to be independent directors.

In accordance with the applicable Nasdaq rules, the Board has determined that the following directors qualify as independent directors: Tina Chang, Robert Feitler, Cory L. Nettles, and Frederick P. Stratton, Jr. The Board concluded that none of these directors possessed the categorical relationships set forth in the Nasdaq standards that preclude a determination of independence, and that none of them have any other relationship that the Board believes would interfere with the exercise of their independent judgment in carrying out the responsibilities of a director. The Audit Committee and the Corporate Governance and Compensation Committee are comprised solely of directors who have been determined to be independent. Because of their relationships with the Company, Thomas W. Florsheim, Thomas W. Florsheim, Jr. and John Florsheim are not independent directors.

Board Leadership Structure and Role in Risk Oversight

The Company combines the positions of Chairman of the Board of Directors and Chief Executive Officer. The Company's management and Board of Directors currently believe that the Chief Executive Officer's direct involvement in the day-to-day operations of the Company makes him best positioned to lead Board discussions of the Company's short-term and long-term objectives and helps ensure proper oversight of the Company's risks. Additionally, the Company's Board structure provides oversight by its independent directors. As previously disclosed, the independent directors meet periodically without any members of management present. In addition, each of the Board's standing committees is chaired by an independent director and both the Audit Committee and the Corporate Governance and Compensation Committee are comprised solely of directors who are independent. The Board has not appointed an independent lead director; however, the Chair of each of the above mentioned committees typically leads the non-management sessions of that particular committee.

The Company's Board of Directors plays a role in the oversight of risks that could potentially affect the Company. The Board's Audit Committee fulfills the formal responsibility of financial risk management as disclosed in its charter, which is available on the Company's website. The Audit Committee meets periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including risks related to cybersecurity and data security. The Corporate Governance and Compensation Committee is responsible for the evaluation of risk as it relates to compensation and corporate governance.

Shareholder Communications with the Board

Shareholders wishing to communicate with the Board of Directors or with a particular Board member should address communications to the Board or to a particular Board member, c/o Secretary, Weyco Group, Inc., 333 West Estabrook Boulevard, Glendale, Wisconsin 53212. All communications addressed to the Board or to a particular director or committee will be relayed to that addressee. From time to time, the Board may change the process through which shareholders communicate with the Board. Please refer to the Company's website at www.weycogroup.com for changes in this process.

Nomination of Director Candidates

The principal functions of the Corporate Governance and Compensation Committee are: (1) to assist the Board by identifying individuals qualified to become members of the Board and its Committees, and to recommend to the Board the director nominees for the next Annual Meeting of Shareholders; (2) to recommend to the Board the corporate governance guidelines applicable to the Company, including changes to those guidelines as appropriate from time to time; (3) to lead the Board in its periodic reviews of the Board's performance; (4) to establish, subject to approval of the full Board, compensation arrangements for the Company's executive officers; (5) to administer the Company's equity incentive and other compensation plans, and approve the granting of equity awards to officers and other key employees of the Company and its subsidiaries; and (6) to communicate to shareholders regarding these policies and activities as required by the SEC and other regulatory bodies. The Corporate Governance and Compensation Committee Charter and the Guidelines and Criteria for Nomination of Director Candidates are available on the Company's website.

In carrying out its responsibilities regarding director nominations, the Corporate Governance and Compensation Committee has established the following Guidelines and Criteria for Nomination of Director Candidates:

- The Committee will review each candidate's qualifications in light of the needs of the Board and the Company, considering the current mix of director attributes and other pertinent factors (specific qualities, skills and professional experience required will vary depending on the Company's specific needs at any point in time).
- The Committee will consider the diversity of the existing Board, so that the Board maintains a body of directors from diverse professional and personal backgrounds.
- There will be no differences in the manner in which the Committee evaluates candidates recommended by shareholders and candidates identified from other sources.
- Any nominee should be an individual of the highest character and integrity and have an inquiring mind, vision and the ability to work well with others.
- Any nominee should be free of any conflict of interest which would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director.
- Any nominee should possess substantial and significant experience which would be of value to the Company in the performance of the duties of a director.
- Any nominee should have sufficient time available to devote to the affairs of the Company in order to carry out the responsibilities of a director.
- To recommend a candidate, shareholders should write to the Corporate Governance and Compensation Committee, Weyco Group, Inc., 333 West Estabrook Boulevard, Glendale, Wisconsin 53212, via certified mail. The written recommendation should include the candidate's name and address, a brief biographical description and statement of qualifications of the candidate and the candidate's signed consent to be named in the Proxy Statement and to serve as a director if elected.
- To be considered by the Committee for nomination and inclusion in the Company's Proxy Statement, the Committee must receive shareholder recommendations for directors no later than December 3 of the year prior to the Annual Meeting of Shareholders.

From time to time, the Board may change the process through which shareholders may recommend director candidates to the Corporate Governance and Compensation Committee. The Company has not received any shareholder recommendations for director candidates with regard to the election of directors covered by this Proxy Statement or otherwise.

Director Compensation

Directors of the Company who are not also employees of the Company or subsidiaries receive a quarterly cash retainer. For the first quarter of 2019, the quarterly cash retainer was $5,600. For the remaining three quarters of 2019, the quarterly cash retainer was $7,500. Non-employee directors are also eligible to receive equity awards. In 2019, each non-employee director received 1,000 shares of restricted stock and options to purchase 3,500 shares of common stock under the Weyco Group, Inc. 2017 Incentive Plan. The restricted stock awards vest ratably over four years and the stock options vest ratably over five years. The following table shows director compensation for the non-employee directors for 2019.

Name	Fees Earned or Paid in Cash ($)	Restricted Stock Awards ($)[1]	Stock Option Awards ($)[2]	All Other Compensation[3]	Total ($)
Thomas W. Florsheim	$28,100	$23,480	$11,620	$14,400	$77,600
Tina Chang	$28,100	$23,480	$11,620	$ 0	$63,200
Robert Feitler	$28,100	$23,480	$11,620	$ 0	$63,200
Cory L. Nettles	$28,100	$23,480	$11,620	$ 0	$63,200
Frederick P. Stratton, Jr.	$28,100	$23,480	$11,620	$ 0	$63,200

Notes:

(1) This amount represents the grant date fair value (which was calculated to be $23.48 per share) of the restricted stock awards granted on August 14, 2019, computed in accordance with Accounting Standards Codification Topic 718 ("ASC 718"). See Note 19 of the Notes to the Consolidated Financial Statements in the Company's 2019 Annual Report on Form 10-K.

(2) This amount represents the grant date fair value (which was calculated to be $3.32 per option) of the stock option awards granted on August 14, 2019, computed in accordance with ASC 718 as calculated under the Black-Scholes option pricing model, as described in Note 19 to the Consolidated Financial Statements in the Company's 2019 Annual Report on Form 10-K.

(3) On December 28, 2000, Chairman Emeritus of the Board, Thomas W. Florsheim, entered into a consulting agreement with the Company under which he agreed to act as advisor to the Company in connection with the Company's acquisition and sale of products and materials. In accordance with this agreement, Thomas W. Florsheim was paid $14,400 in 2019.

Committees

The Board of Directors has three standing committees: an executive committee (the "Executive Committee"), a corporate governance and compensation committee (the "Corporate Governance and Compensation Committee") and an audit committee (the "Audit Committee").

Executive Committee

The Executive Committee is empowered to exercise the authority of the Board of Directors in the management of the business and affairs of the Company between meetings of the Board, except for declaring dividends, filling vacancies in the Board of Directors or committees thereof, amending the Articles of Incorporation, adopting, amending or repealing Bylaws and certain other matters as provided in the Bylaws. Robert Feitler is the Chairman of the Executive Committee and Tina Chang, Thomas W. Florsheim, Cory L. Nettles and Frederick P. Stratton, Jr. are members. No meetings of the Executive Committee were held in 2019.

Corporate Governance and Compensation Committee

The Company is committed to conducting its business with the highest standards of business ethics and in accordance with all applicable laws, rules and regulations, including the rules of the SEC and Nasdaq on which the Company's common stock is traded. In addition to Nasdaq rules and applicable governmental laws and regulations, the framework for the Company's corporate governance is provided by: (a) the Company's Articles of Incorporation and Bylaws; (b) the charters of its board committees; and (c) the Company's Code of Business Ethics.

The Corporate Governance and Compensation Committee is responsible for various matters related to corporate and board governance including, among others, director nominations. See "Nomination of Director Candidates" above for additional information regarding the committee's responsibilities.

The Corporate Governance and Compensation Committee also establishes compensation arrangements for senior management and administers the granting of stock-based awards to officers and other key employees of the Company and its subsidiaries. The Corporate Governance and Compensation Committee also reviews the procedures, the effectiveness and the performance of the Board as a whole, the individual directors and the Board committees, as well as its own performance. The Board of Directors has determined that each of the members of the Corporate Governance and Compensation Committee (Robert Feitler, Tina Chang, Cory L. Nettles and Frederick P. Stratton, Jr.) is independent, as defined in the current listing standards of Nasdaq and the SEC rules relating to such committees. Three meetings of the Corporate Governance and Compensation Committee were held in 2019. The charter of the Corporate Governance and Compensation Committee is available on the Company's website.

Code of Business Ethics

The Company's Code of Business Ethics sets forth ethical obligations for all employees, officers and directors, including those that apply specifically to directors and executive officers, such as accounting and financial reporting matters. Any waiver of the Code of Business Ethics requires approval of the Board of Directors or of a committee of the Board. The Company's Code of Business Ethics is available on the Company's website. If any substantive amendment is made to the Code, the nature of the amendment will be disclosed on the Company's website or in a current report on Form 8-K. In addition, if a waiver from the Code is granted to an executive officer or director, the nature of the waiver will be disclosed in a current report on Form 8-K.

Audit Committee

The Audit Committee of the Board of Directors is responsible for providing independent oversight of the Company's financial statements and the financial reporting process, the systems of internal accounting and financial controls, and the annual independent audit of the Company's financial statements. A copy of the charter of the Audit Committee is available on the Company's website. The Board of Directors has determined that each of the members of the Audit Committee (Frederick P. Stratton, Jr., Tina Chang, Robert Feitler, and Cory L. Nettles) is independent, as defined in the current listing standards of Nasdaq and SEC rules relating to audit committees. This means that, except in their roles as members of the Board of Directors and its committees, they are not affiliates of the Company, they receive no consulting, advisory or other compensatory fees directly or indirectly from the Company, they have no other relationships with the Company that may interfere with the exercise of their independence from management and the Company, and they have not participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the past three years. In addition, the Board of Directors has determined that each Audit Committee member satisfies the financial literacy requirements of Nasdaq and that Robert Feitler and Frederick P. Stratton, Jr. each qualify as "audit committee financial experts" within the meaning of applicable rules of the SEC.

Management has primary responsibility for the financial statements and the reporting process, including the systems of internal controls. In fulfilling its oversight responsibilities, the Committee reviewed the Company's audited financial statements with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements. The Committee also discussed and reviewed with the independent registered public accounting firm all communications required under generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board ("PCAOB"), and SEC rules. In addition, the independent registered public accounting firm provided to the Audit Committee the written disclosures required by PCAOB rules concerning independence. The Committee discussed with the independent registered public accounting firm their independence from management and the Company and considered the compatibility of non-audit services with the independent registered public accounting firm's independence.

The Committee discussed with the Company's independent registered public accounting firm the overall scope and plan for their audit. The Committee meets with the independent registered public accounting firm, with and without management present, to discuss the results of their examination, their evaluation of the Company's internal controls, and the overall quality of the Company's financial reporting. The Committee held four meetings during 2019.

Pre-Approval Policy

Consistent with the rules of the SEC regarding the independent registered public accounting firm's independence, the Audit Committee has responsibility for recommending appointment of, setting compensation for, and overseeing the work of the independent registered public accounting firm. In recognition of this responsibility, the Audit Committee's charter states that the Audit Committee must 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. No fees were paid to the independent registered public accounting firm pursuant to the de minimis exception to the foregoing pre-approval policy.

Report of Audit Committee

In connection with its function to oversee and monitor the financial reporting process of the Company, the Audit Committee has done the following (among other things):

- reviewed and discussed with management the Company's audited financial statements as of and for the fiscal year ended December 31, 2019;
- discussed with Baker Tilly Virchow Krause, LLP, the independent registered public accounting firm for the Company, the matters required to be discussed by PCAOB and SEC;
- received and reviewed the written disclosures and the letter from Baker Tilly Virchow Krause, LLP required by applicable requirements of the PCAOB regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence, and have discussed with them their independence; and
- concluded that Baker Tilly Virchow Krause LLP's provision of audit and non-audit services to the Company is compatible with their independence.

Based on the foregoing, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

Frederick P. Stratton, Jr., Chairman
Tina Chang
Robert Feitler
Cory L. Nettles

Audit and Non-Audit Fees

The Audit Committee also reviewed the fees and scope of services provided to the Company by its independent registered public accounting firm for the years ended December 31, 2019 and 2018. Fees billed to the Company by Baker Tilly Virchow Krause, LLP for the years ended December 31, 2019 and 2018 are reflected in the following table.

	2019	2018
Audit Fees[(a)]	**$281,800**	$278,376
Audit-Related Fees[(b)]	**22,000**	21,400
Tax Fees[(c)]	**7,500**	25,900
All Other Fees	**—**	—
Total	**$311,300**	$325,676

(a) Audit fees consisted of fees for professional services for the audit of the Company's financial statements, review of financial statements included in the Company's Form 10-Q filings and services that are normally provided in connection with statutory or regulatory filings or engagements. These fees also included the audit of the Company's internal controls in accordance with Section 404 of the Sarbanes Oxley Act of 2002.

(b) Audit-related fees consisted of fees for ERISA employee benefit plan audits.

(c) Tax fees consisted of fees for professional services performed with respect to tax compliance, tax advice and tax planning.

There were no other fees billed by Baker Tilly Virchow Krause, LLP for services rendered to the Company, other than the services described above, in 2019 and 2018, respectively.

Summary Compensation Table

The following table sets forth total compensation of the Company's named executive officers for the years ended December 31, 2019 and 2018.

Name and Principal Position	Year	Salary ($)	Option Awards ($)	Stock Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($)	Total ($)
Thomas W. Florsheim, Jr.	2019	$679,000	$33,200(1)	$46,960(3)	$229,163(5)	$25,748(6)	$1,014,071
Chairman and Chief Executive Officer	2018	$659,000	$56,560(2)	$59,552(4)	$444,825(5)	$35,113(6)	$1,255,050
John W. Florsheim	2019	$649,000	$33,200(1)	$46,960(3)	$219,038(5)	$15,944(7)	$ 964,142
President, Chief Operating Officer and Assistant Secretary	2018	$630,000	$56,560(2)	$59,552(4)	$425,250(5)	$23,077(7)	$1,194,439
John F. Wittkowske	2019	$438,000	$33,200(1)	$46,960(3)	$131,400(5)	$18,375(7)	$ 667,935
Senior Vice President, Chief Financial Officer and Secretary	2018	$421,000	$56,560(2)	$59,552(4)	$252,600(5)	$30,155(7)	$ 819,867

Notes:

(1) This amount represents the grant date fair value of the stock option awards granted on August 14, 2019, using the fair value of $3.32 per option computed in accordance with ASC 718, as calculated under the Black-Scholes option pricing model as described in Note 19 to the Consolidated Financial Statements in the Company's 2019 Annual Report on Form 10-K. Stock options vest ratably over five years and expire 10 years from grant date.

(2) This amount represents the grant date fair value of the stock option awards granted on August 23, 2018, using the fair value of $7.07 per option computed in accordance with ASC 718, as calculated under the

Black-Scholes option pricing model as described in Note 18 to the Consolidated Financial Statements in the Company's 2018 Annual Report on Form 10-K. Stock options vest ratably over five years and expire 10 years from grant date.

(3) This amount represents the grant date fair value ($23.48 per share) of the restricted stock granted on August 14, 2019, computed in accordance with ASC 718. See Note 19 of the Notes to the Consolidated Financial Statements in the Company's 2019 Annual Report on Form 10-K. Restricted stock vests ratably over four years.

(4) This amount represents the grant date fair value ($37.22 per share) of the restricted stock granted on August 23, 2018, computed in accordance with ASC 718. See Note 18 of the Notes to the Consolidated Financial Statements in the Company's 2018 Annual Report on Form 10-K. Restricted stock vests ratably over four years.

(5) These amounts reflect annual cash bonuses related to the achievement of Company-wide financial goals in 2019 and 2018 and were paid after each respective fiscal year end (December 31). A more detailed description of these bonuses is provided under "Non-Equity Incentive Plan Compensation" below.

(6) All other compensation relates to the use of an automobile, life insurance premiums, 401(K) match contributions, and clerical services provided by Company personnel for Thomas W. Florsheim, Jr.

(7) All other compensation relates to the use of an automobile, life insurance premiums and 401(K) match contributions.

Non-Equity Incentive Plan Compensation

Non-equity incentive plan compensation represents annual cash bonuses awarded pursuant to the Company's 2017 Incentive Plan. Annual cash bonuses are based solely upon the achievement of Company-wide financial goals, established by the Corporate Governance and Compensation Committee. For the years 2019 and 2018, the annual cash bonus was based on the Company achieving an increase in net earnings over the previous year. Bonuses are based on a set percentage of the executive's salary, with a maximum bonus of 67.50% of salary for Thomas W. Florsheim, Jr. and John W. Florsheim, and 60.0% of salary for John Wittkowske.

Outstanding Equity Awards at December 31, 2019

		Option Awards				Stock Awards	
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)[3]	Market Value of Shares or Units of Stock That Have Not Vested ($)[4]
Thomas W. Florsheim, Jr.	8/26/2014	40,000		$27.04	8/26/2020		
	8/25/2015	32,000		$25.64	8/25/2021		
	8/25/2016	24,000	8,000[1]	$25.51	8/25/2022		
	8/25/2017	6,000	9,000[2]	$27.94	8/25/2027	1,000	$26,450
	8/23/2018	1,600	6,400[2]	$37.22	8/23/2028	1,200	$31,740
	8/14/2019		10,000[2]	$23.48	8/14/2029	2,000	$52,900
John W. Florsheim	8/26/2014	40,000		$27.04	8/26/2020		
	8/25/2015	32,000		$25.64	8/25/2021		
	8/25/2016	24,000	8,000[1]	$25.51	8/25/2022		
	8/25/2017	6,000	9,000[2]	$27.94	8/25/2027	1,000	$26,450
	8/23/2018	1,600	6,400[2]	$37.22	8/23/2028	1,200	$31,740
	8/14/2019		10,000[2]	$23.48	8/14/2029	2,000	$52,900

Name	Grant Date	Option Awards: Number of Securities Underlying Unexercised Options (#) Exercisable	Option Awards: Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Awards: Option Exercise Price ($)	Option Awards: Option Expiration Date	Stock Awards: Number of Shares or Units of Stock That Have Not Vested (#)[3]	Stock Awards: Market Value of Shares or Units of Stock That Have Not Vested ($)[4]
John F. Wittkowske	8/26/2014	40,000		$27.04	8/26/2020		
	8/25/2015	32,000		$25.64	8/25/2021		
	8/25/2016	24,000	8,000[(1)]	$25.51	8/25/2022		
	8/25/2017	6,000	9,000[(2)]	$27.94	8/25/2027	1,000	$26,450
	8/23/2018	1,600	6,400[(2)]	$37.22	8/23/2028	1,200	$31,740
	8/14/2019		10,000[(2)]	$23.48	8/14/2029	2,000	$52,900

Notes:

(1) These option awards vest ratably over four years beginning on the first anniversary of the grant date.

(2) These option awards vest ratably over five years beginning on the first anniversary of the respective grant dates.

(3) The restricted stock awards vest ratably over four years beginning on the first anniversary of the respective grant dates.

(4) Amounts are calculated using the market value of the Company's stock on December 31, 2019 of $26.45.

Awards granted beginning in 2017 were granted under the Company's 2017 Incentive Plan. From 2014 until 2016, awards were granted under the Company's 2014 Incentive Plan.

Pension Benefits

The Company maintains a defined benefit pension plan for various employees of the Company, including salaried employees. The Company also maintains an unfunded supplemental pension plan for key executives so they may receive pension benefits which they would otherwise be prevented from receiving as a result of certain limitations of the Internal Revenue Code. Retirement benefits are provided based on employees' years of credited service and average earnings or stated amounts for years of service. The plans provide for normal retirement at age 65 and provide for reduced benefits for early retirement beginning at age 55. Pension benefits are payable under a variety of options, to be selected by the retiree and are calculated under a formula which is integrated with Social Security, although the amounts determined under the formula are not reduced by Social Security benefits. The normal retirement benefit is based on (i) the highest average earnings for any 5 consecutive years during the 10 calendar years ending with the year of retirement, (ii) length of service up to 25 years and (iii) the highest average covered compensation for Social Security purposes.

The foregoing describes the general formula under the defined benefit plan and related excess benefits plan as revised in 1997. Those salaried employees who were covered in the plans on January 1, 1989, and all officers (including the named executive officers) who are Senior Vice Presidents or above are provided with the higher of the benefits described above or a minimum benefit based on a prior formula through the defined benefit plan, the unfunded excess benefits plan described above and an unfunded deferred compensation plan. The normal retirement benefit under the prior formula is based on the highest average earnings for any 5 consecutive years during the 10 calendar years preceding retirement and length of service up to 25 years. The normal retirement benefit for officers (including the named executive officers) who are Senior Vice Presidents or above is based on the highest average earnings for any 5 years during the 20 calendar years preceding retirement and length of service up to 25 years. Minimum benefit amounts are not subject to any deduction for Social Security benefits. Under the excess benefits plan, upon a change in control, a lump sum benefit payment shall be made to each participant.

Employment Contracts and Potential Payments Upon Termination or Change of Control

The Company has entered into employment contracts with Thomas W. Florsheim, Jr. and John W. Florsheim whereby, for services to be rendered, their employment will be continued until December 31, 2022, at salary levels to be determined and reviewed periodically. These contracts provide, among other things, that a lump sum amount equal to slightly less than three times his base amount compensation (as defined in Section 280G of the Internal Revenue Code) will be paid to Thomas W. Florsheim, Jr. and John W. Florsheim, respectively, as severance pay, in the event the Company terminates his employment without cause or he terminates his employment following a change of control of the Company. A "change of control" is defined in the employment agreements as: a change in control of more than 15% of the shares of the Company; the replacement of two or more directors by persons not nominated by the Board of Directors; any enlargement of the size of the Board of Directors if the change was not supported by the existing Board of Directors; a merger, consolidation or transfer of assets of the Company; or a substantial change in his responsibilities. In the event Thomas W. Florsheim, Jr. or John W. Florsheim is prevented from performing his duties by reason of permanent disability, his normal salary will be discontinued and a disability salary of 75% of his then current salary will be paid until December 31, 2022.

Also, in the event Thomas W. Florsheim, Jr. or John W. Florsheim dies prior to the termination of his employment under the contract, a death benefit equal to his salary at the annual rate being paid to him at the date of death will be paid to a designated beneficiary for a three-year period. As of March 31, 2020, the annual salary of Thomas W. Florsheim, Jr. is $696,000 and John W. Florsheim's annual salary is $665,250.

The Company has a change of control agreement with John F. Wittkowske. This contract provides that a lump sum equal to slightly less than three times his annual compensation (as defined in Section 280G of the Internal Revenue Code), calculated with respect to the three taxable year period ending before the date the change of control occurs, will be paid as severance pay in the event of a change of control. The change of control agreement defines a "change of control" as an event in which:

(1) more than 30% of the voting power of the outstanding stock of the Company is directly or indirectly controlled by a person or group of persons (other than a group consisting of the members of the family of Thomas W. Florsheim and their descendants or trusts);

(2) all or substantially all of the operating assets of the Company have been sold; or

(3) a majority of the Company's Board of Directors is replaced during any 12-month period by directors whose appointment or election is not endorsed by a majority of the members of the Company's Board of Directors before the date of the appointment or election.

As of March 31, 2020, Mr. Wittkowske's annual salary is $453,500.

In accordance with the terms of the 2017 and 2014 Incentive Plans, if a change of control should occur, all options and stock awards granted by the Company shall immediately vest.

OTHER INFORMATION

Transactions with Related Persons

The Company's written Code of Business Ethics provides that, except with the prior knowledge and consent of the Company, directors and employees are not permitted to have a financial interest in a supplier, competitor or customer of the Company because of the potential conflicts of interest raised by such transactions. There is a limited exception for ownership of securities of a publicly traded corporation unless the investments are of a size as to have influence or control over the corporation. The Company's policies include no minimum size for this restriction on potential conflict of interest transactions. Actual or potential conflict of interest transactions or relationships are to be reported to the Company's Chief Financial Officer or another officer of the Company. Waivers or exceptions for executive officers or directors may be granted only in advance and under exceptional circumstances and only by the Board of Directors or an appropriate committee. Transactions with related persons are also subject to the Company's disclosure controls and procedures to ensure compliance with applicable laws and requirements of Nasdaq.

There were no transactions since the beginning of 2019, and there are no proposed transactions, in which the Company was or is to be a participant and the amount involved exceeds the lesser of $120,000 or 1% of the Company's total assets as of December 31, 2019, and in which (a) any director, executive officer, director nominee, or immediate family member of a director, executive officer or nominee, or (b) any holder of 5% or more of the Company's common stock or their immediate family members, had a direct or indirect material interest.

Method of Proxy Solicitation

The cost of solicitation of proxies will be borne by the Company. The officers of the Company may solicit proxies from some of the larger shareholders, which solicitation may be made by mail, telephone, or personal contacts; these officers will not receive additional compensation for soliciting such proxies. Request will also be made of brokerage houses and other custodians, nominees and fiduciaries to forward, at the expense of the Company, soliciting material to the beneficial owners of shares held of record by such persons.

Delinquent Section 16(a) Reports

Under the federal securities laws, the Company's directors, executive officers and any person holding more than 10% of the Company's common stock are required to report their initial ownership of the Company's common stock and any change in that ownership to the SEC. Specific due dates for these reports have been established, and the Company is required to disclose in this Proxy Statement any failure to timely file such reports by these dates during the last year.

The Company believes that all of these filing requirements were satisfied on a timely basis for the year ended December 31, 2019. In making these disclosures, the Company has relied solely on written representations of its directors and executive officers and copies of the reports they have filed with the SEC.

Other Matters

The Company has not been informed and is not aware that any other matters will be brought before the meeting. However, proxies will be voted with discretionary authority with respect to any other matters that properly may be presented to the meeting.

Shareholder Proposals

Under Rule 14a-8 promulgated under the Securities Exchange Act of 1934, shareholder proposals must be received by the Company no later than December 3, 2020 in order to be considered for inclusion in next year's Annual Meeting proxy statement. Further, under the Company's Guidelines and Criteria for Nomination of Director Candidates, shareholder recommendations for directors must be received by the Company no later than December 3, 2020, in order to be considered by the Corporate Governance and Compensation Committee for nomination and inclusion in next year's Annual Meeting proxy statement. In addition, a proposal submitted outside of Rule 14a-8 will be considered untimely, and the Company may use discretionary voting authority for any proposal that may be raised at next year's Annual Meeting unless the proponent notifies us of the proposal not later than February 16, 2021.

WEYCO GROUP, INC.

April 2, 2020	JOHN F. WITTKOWSKE
Milwaukee, Wisconsin	Secretary