

GENESCO INC.
STRATEGIC ALTERNATIVES COMMITTEE CHARTER

This Charter, effective as of February 8, 2018, is the charter of the Strategic Alternatives Committee (the “Committee”) of the Board of Directors (the “Board”) of Genesco Inc., a Tennessee corporation (the “Company”). This Charter is the original charter of the Committee.

Purpose

The responsibilities of the Committee are to review, evaluate, identify and provide direction concerning acquisitions, dispositions, joint ventures, asset sales or divestitures or similar strategic alternatives which may enhance shareholder value (“Strategic Transaction Alternatives”) that are or may be available to the Company. Specifically, the Committee will:

- review and provide guidance to management and the Board with respect to the Company's approach to Strategic Transaction Alternatives.
- review, identify and evaluate opportunities related to Strategic Transaction Alternatives.
- oversee management and the Board's due diligence process with respect to Strategic Transaction Alternatives.
- engage in discussions with the Company's investment advisor and potential parties to Strategic Transaction Alternatives with the Company, as needed to evaluate Strategic Transaction Alternatives.
- make recommendations to the Board regarding Strategic Transaction Alternatives.
- retain and terminate advisors to assist in discharging its duties, including approving such advisors' fees and retention terms.
- provide a report of its meetings and activities to the full Board on a regular basis.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with applicable laws and regulations, the Company’s Restated Charter and the Company’s Amended and Restated Bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate. The nature of the Committee’s role principally is to advise the Board as to matters within the scope of the powers and responsibilities delegated to it by the Board.

Committee Membership; Chairman

The Committee shall consist of four members. The members of the Committee and the Committee’s Chairman shall be appointed by the Board and shall continue to serve until their

successors are appointed or until their earlier resignation or removal. The members of the Committee shall be “independent” in accordance with applicable rules of the New York Stock Exchange.

The Committee’s Chairman shall convene and chair all sessions of the Committee, set agendas for Committee meetings, determine the information needs of the Committee and be responsible for communicating any recommendations of the Committee to the Board in a timely manner. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to the members of the Committee prior to the meeting.

Committee Meetings

The Committee shall meet as often as it deems necessary to carry out its responsibilities. Meetings shall be held on at least one (1) days’ prior notice. The Committee, in its discretion, may ask other directors, members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the Committee members shall constitute a quorum. Each Committee member shall have one vote, and actions at meetings require the approval of all of the members present.

Meetings of the Committee may be held telephonically so long as all who are participating can hear each other simultaneously during the meeting. In lieu of a meeting, the Committee may also act by unanimous written consent resolution.

The Committee shall maintain minutes of all its meetings to document its activities and recommendations. At the Board meeting following each Committee meeting, or more often, if requested by the Chairman of the Board, the Committee’s Chairman (or the Chairman’s designee) shall report to the full Board on the Committee’s actions.

Committee Resources

To assist the Committee in fulfilling its responsibilities, the Committee may retain and terminate independent consultants and advisors, in each case, subject to the Board’s approval of all such consultants and advisors and the terms of their engagement. The Company will bear the expense of consultants and advisors engaged with the Board’s approval.

Committee members shall be reimbursed for all of their reasonable out of pocket expenses, and shall receive such fees and compensation as may be determined by the Board.