

GENESCO INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Genesco Inc. (the “Company”) is to provide assistance to the Board in identifying and recommending candidates qualified to serve as directors of the Company, to review the composition of the Board, to develop, review and recommend governance policies and principles for the Company, including a set of corporate governance guidelines, and to oversee the evaluation of the performance of the Board and management. The Committee shall make regular reports to the Board and shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board.

Powers and Duties

The powers and duties of the Committee are as follows:

1. Identify qualified candidates to serve as members of the Board.
2. Review and consider the qualifications of incumbent directors to determine whether to recommend them as nominees for reelection.
3. Review and consider candidates who may be suggested by any director or executive officer of the Company, or by any shareholder if made in accordance with the Company’s charter, bylaws and applicable law.
4. Conduct searches for, and recruit and recommend to the Board, qualified candidates for new or vacant positions on the Company’s Board. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of potential nominees to serve as members of the Board.
5. Recommend, after reviewing their qualifications, directors to serve as members of the various committees of the Board.
6. Review and recommend to the Board considerations relating to board composition, including size of the board and the criteria for membership on the Board. The considerations relating to director qualifications shall include diversity, independence, experience, expertise and skills, as well as any other factors set forth in the Committee’s policies regarding evaluation of director candidates. Diversity on the basis of age, race, gender and ethnicity are important factors in evaluating candidates for Board membership.

7. Review and recommend corporate governance policies and principles for the Company, including those relating to the structure and operations of the Board and its committees.
8. Annually oversee an evaluation of the Board and of management of the Company, assess the Board's contributions to the Company and consider whether additional powers and responsibilities of the Board are needed to allow it more effectively to oversee the business and affairs of the Company.
9. Provide an annual review of compliance by the Board with the Company's Corporate Governance Guidelines.
10. Annually (or more frequently, if appropriate) review the Corporate Governance Guidelines and recommend changes to the Board as deemed necessary.
11. Review annually its own performance.
12. Maintain an orientation program for new members of the Board and continuing education programs for all members of the Board.
13. Oversee the Company's shareholder engagement program as it relates to corporate social responsibility.
14. Determine stock ownership guidelines and monitor compliance with such guidelines.
15. Make such recommendations to the Board as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board; provided, that the Committee shall have the sole authority to retain and terminate such advisors as the Committee may deem appropriate in its sole discretion, including any search firm to assist the Committee in identifying director candidates, and to approve related fees and retention terms of such advisors. The Company shall pay the costs of any such advisors retained by the Committee.

Meetings

The Committee shall meet at least annually and more frequently as necessary or appropriate. The Chairperson, in consultation with the other members of the Committee, shall set the length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee, as well as any other individuals who attend the meeting, in advance of the meeting. Special meetings of the Committee may be called on two hours notice by the Chairman of the Board or the Committee Chairperson. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee may also act by unanimous written consent. The Committee shall maintain minutes of all meetings documenting its activities and

recommendations to the Board. In addition, actions taken by the Committee will be reported by the Committee Chairperson to the Board at the next regular meeting following such an action.

Composition of Committee

The Committee shall be comprised of not less than three Board members, each of whom shall meet the independence requirements of the New York Stock Exchange and any other applicable legal or regulatory requirements.

Appointment and Removal

Subject to the requirements of the listing standards of the New York Stock Exchange, the Board may appoint and remove Committee members. Committee members will serve for such terms as the Board may fix, in any case at the Board's will, whether or not a specific term is fixed.

Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, consisting of one or more independent members of the Committee.