GENESCO INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Genesco Inc. (the "Company") is to assist the Board in the discharge of its responsibilities relating to compensation of the Company's non-employee directors and executive officers. The Committee also shall produce an annual report on executive compensation for inclusion in the Company's annual proxy statement. The Committee shall make regular reports to the Board.

Powers and Duties

The powers and duties of the Committee are as follows:

1. Review the alignment of executive compensation and benefit programs, policies and practices with Company values and strategy, and the creation of value for shareholders.

2. Oversee and review executive compensation programs, benefits, policies and practices with a view to attract, motivate and retain qualified executive officers and other key employees of the Company and make recommendations to the Board with respect to compensation, incentive compensation plans and equity-based plans for non-employee directors and executive officers of the Company. In connection with this duty, review peer group and other data sources for benchmarking executive compensation.

3. Review and approve goals and objectives relevant to Chief Executive Officer compensation, measure the Chief Executive Officer's performance against these goals and objectives and, based on this evaluation, except for compensation which applicable law or regulations or the terms of the applicable compensation plan require the Committee (or a committee of independent directors) alone to authorize or approve, make recommendations to the Board with respect to compensation and incentive arrangements (including any incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, employment agreements, severance arrangements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits or perquisites) with the Chief Executive Officer for approval by the independent members of the Board (including the members of the Committee). The Committee shall authorize and approve any compensation which applicable law or regulation or the terms of the applicable compensation plan require it (or a committee of independent directors) alone to approve and shall make recommendations to the Board with respect to any equity compensation plan or amendment thereto that are subject to Board and/or shareholder approval. In determining or recommending, as applicable, the long-term incentive component of Chief Executive Officer compensation, the Committee may consider any factors that the Committee deems relevant, including the Company's performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.

4. Review and determine compensation and incentive policies and arrangements (including base salary, any incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, employment agreements, severance agreements, retirement arrangements, change in control agreements/provisions, and any special or supplemental benefits or perquisites, including material amendments to such agreements and other arrangements) for the executive officers of the Company other than the Chief Executive Officer.

5. Review and approve other payments to executive officers that are deemed compensation under applicable rules of the Securities and Exchange Commission (the "SEC") or other applicable laws or regulations.

6. Review policies in the area of perquisites for non-employee directors and executive officers.

7. Oversee, administer and interpret the Company's equity-based plans. Make awards under the Company's equity-based plans, whether the awards relate to new hires, promotions, annual grants, or special recognitions.

8. Periodically review non-employee director compensation and recommend changes to non-employee director compensation for approval by the Board.

9. Retain or obtain the advice of a compensation consultant, independent legal counsel or other advisor, in the Committee's sole discretion. The Committee shall be directly responsible for the appointment, compensation, oversight of the work and termination of any such advisors and shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to such advisors. In selecting or retaining an advisor (other than in-house counsel), the Committee shall consider all factors relevant to that person's independence from management, including the relevant factors set forth in the New York Stock Exchange listing standards.

10. Review and discuss with management the Company's executive compensation disclosure including the Compensation Discussion and Analysis ("CD&A") required by SEC rules and regulations. Based on such review and discussion, determine whether to recommend to the Board that the CD&A in the form prepared by management be included in the Company's annual report on Form 10-K and proxy statement.

11. Prepare the Compensation Committee report required by SEC rules and regulations for inclusion above the names of the members of the Committee in the Company's annual report and proxy statement. This report shall state whether (a) the Committee reviewed and discussed with management the CD&A and (b) based on such review and discussion, the Committee recommended to the Board that the CD&A be included in the annual report or proxy statement.

12. Review annually the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

13. Review and oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on compensation of its named executive officers and the frequency of such votes, and the requirement under NYSE rules that, with limited exceptions, shareholders approve all equity compensation plans. The Committee shall also review the results of such advisory votes on the compensation of its named executive officers and the frequency of such votes and consider whether to make any adjustments to the Company's executive compensation policies and practices.

14. Review annually the Company's compensation policies and practices and certain aspects of workforce-related risks as they relate to risk management, assess whether such practices, programs and policies encourage risk taking that could be reasonably likely to have a material adverse effect on the Company, and determine whether to make any adjustments to mitigate any excessive risk.

15. Review and advise management regarding compensation strategies related to human capital management, including employee engagement, culture and corporate responsibility.

16. Oversee and monitor the Company's compensation recoupment policies and procedures.

17. 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.

18. Monitor compensation and regulatory developments and trends and solicit independent advice where appropriate.

19. Perform any other activities consistent with this Charter, the Company's by-laws and governing law, including any laws that may require certain actions by the Committee that come into effect after the date of this Charter, as the Committee or the Board deems necessary or appropriate.

Meetings

The Committee shall meet at least quarterly and more frequently as necessary or appropriate. Special meetings of the Committee may be called on two hours' notice by the Chairman of the Board or the Committee chairperson. All meetings of the Committee may be held telephonically, by video conference or by other similar technology. The Committee 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 upcoming meeting. The Committee chairperson shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee as well as, if appropriate, any other invitees in advance of the meeting. All non-employee directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, any member of the Company's management and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities. The Committee may meet in executive session without the presence of the management at any time at its discretion, including during voting or deliberations on executive compensation. 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 action.

Composition of the Committee

The Committee shall be comprised of not less than three Board members, each of whom shall (i) meet the independence requirements of the New York Stock Exchange, including the additional independence requirements specific to compensation committee membership set forth in Section 303A.02(a)(ii) of the NYSE Listed Company Manual, (ii) be a "non-employee director" for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and (iii) be "independent" in accordance with the provisions of the Exchange Act. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. Members should possess sufficient skills and knowledge to fulfill the responsibilities of the Committee, including with various components of executive compensation.

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 at least two independent members of the Committee, provided that such delegation complies with applicable laws and regulations.

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