

The United States maintains restrictions and prohibitions on transactions with certain countries, governments, entities, and individuals. These restrictions are imposed pursuant to U.S. economic sanctions regulations, which are administered by the U.S. Treasury Department, Office of Foreign Assets Control (OFAC). It is the policy of Genesco Inc. not to conduct any transactions in violation of these sanctions.

U.S. sanctions range from comprehensive, for example, the embargo on Iran pursuant to which nearly all transactions with Iran are prohibited, to selective, for example, the embargo on Zimbabwe, pursuant to which transactions with certain individual members of the government are prohibited. Note that U.S. sanctions cover both direct and indirect transactions. Thus, Genesco cannot engage in a transaction through a third party, including referring a business opportunity to that third party, which Genesco cannot engage in itself.

U.S. sanctions regulations cover the conduct of U.S. persons, which is defined to cover the following:

- all persons in the United States, regardless of nationality;
- all U.S. citizens and lawful permanent residents, wherever located; and
- all companies and organizations incorporated in the United States, as well as their foreign branches.

In the case of Cuba and Iran, at present, U.S. economic sanctions extend to non-U.S. entities that are owned or controlled by U.S. persons. In addition, any person, regardless of nationality or location, that causes a violation of U.S. sanctions, is subject to U.S. sanctions laws.

As noted above, the United States maintains economic sanctions against designated entities and individuals because of their involvement in drug trafficking, terrorism, weapons proliferation, or for other such reasons of national security. U.S. economic sanctions on entities and individuals present particular compliance challenges because sanctions targets often do not reside in countries otherwise subject to sanctions. These parties are listed on OFAC's List of Specially Designated Nationals (SDN) and Blocked Persons (the SDN List). For example, a Mexican national who has been designated as an SDN because of his involvement in narcotics trafficking is a prohibited party even though he resides in Mexico, an important U.S. trading partner.

As a general matter, U.S. persons are prohibited from conducting any transaction, directly or indirectly, with a party listed on the SDN List, or with any entity that is owned or controlled by a party on the SDN List, even if that entity is not itself included on the SDN List.

The SDN List is updated frequently, so it is important to screen parties on a regular basis even if they are well-known to the Company. If any party to a transaction is identified as an unauthorized party or a resident or national of an Embargoed Country, the transaction should be halted immediately – even if an order has already been placed or if the transaction has otherwise proceeded beyond negotiations. This will occur irrespective of any contractual obligation or possible civil liability that the Company could face. Any further communication with the transaction party will be subject to prior approval by the Legal Department.

Cooperation with boycotts imposed by other countries is strictly prohibited. Any request for information about business relationships with a boycotted country or other boycott-related information must be promptly reported to the General Counsel, even though there is no intent of complying with such a boycott request.