



Anti-Corruption Policy

Employees, agents and others acting on behalf of Genesco may never offer, promise, provide, authorize or agree to provide money, a gift, or any other thing of value to, or for the benefit of, any person or entity to corruptly or unlawfully influence the recipient in any way related to Genesco's business. This prohibition extends to indirect actions, as an action – such as through an agent, consultant, representative, or any other party acting on behalf of Genesco – that Genesco cannot take directly cannot be taken indirectly.

This prohibition includes corrupt or unlawful attempts or conduct intended to cause any person to act, or refrain from acting, in order to obtain or retain business or otherwise secure an improper business advantage for the Company or any other party. This prohibition applies to dealings with any person or entity as it relates to the Company's business.

This policy does not prohibit the Company from making standard payments directly to foreign governments for legitimate reasons, such as standard tax assessments and official licensing, permitting, or customs fees.

In addition to the general prohibition on corrupt actions, certain anti-corruption laws apply to the conduct of the Company, its employees, its agents, and others acting on its behalf, when operating in foreign countries. The United States Foreign Corrupt Practices Act ("FCPA") (and, where applicable, the U.K. Bribery Act 2010 and anti-corruption laws of other jurisdictions) prohibit the Company and any individual from directly or indirectly offering or providing anything of value to any public official for the purpose of gaining an improper "advantage" for the Company. The FCPA also requires publicly-traded companies such as Genesco to maintain accurate books and records and robust internal controls. (For more information about this requirement, refer to Genesco's policy on Accounting Records and Internal Controls.)

Violations of anti-corruption laws like the FCPA and U.K. Bribery Act can result in severe penalties, including felony criminal convictions, stiff fines and the imprisonment of individuals. It is important to understand that the FCPA may apply to non-U.S. citizens and individuals or companies that do not operate in the United States. Thus, in certain circumstances, the Company can be held civilly and criminally liable for FCPA violations by third-parties acting on its behalf. Similarly, conduct that occurs outside the United Kingdom, even conduct by non-U.K. citizens acting on behalf of the Company, may be governed by the U.K. Bribery Act in many cases. Because of the potential application of the FCPA, U.K. Bribery Act, and other anti-corruption laws, the Company maintains specific restrictions on interactions with public officials.

Employees and agents of the Company are prohibited from offering or providing any meal, gift, entertainment, travel, cash or anything of value to a public official on behalf of the Company without the prior written authorization of the General Counsel. No employee may hire a public official, or an immediate family member of public official, without prior written approval of the General Counsel.

Before entering into any agreement on behalf of the Company with any agent, independent contractor, supplier, vendor, distributor, or other third party, where there is a reasonable possibility that third party will

- interact with a public official on behalf of Genesco, and/or

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- conduct business activities related to a country other than the U.S., Canada or the U.K. as a representative or agent of Genesco,

employees must consult with the General Counsel, who will employ appropriate procedures for due diligence and training, and to develop appropriate compliance language for the underlying agreement with the third party.

Employees must receive prior written approval from the General Counsel before: (i) initiating any communication on behalf of the Company with a public official, directly or indirectly, that relates to any merger, acquisition, joint venture relationship or new business opportunity; or (ii) on behalf of the Company, visiting, or pursuing business opportunities in, any foreign country in or with which the employee's business unit does not already engage in business activities.

Any employee who is aware of a violation of this policy must immediately notify his or her supervisor or the General Counsel or make an anonymous report to the Company in accordance with the Procedures for Anonymous Reporting.

For purposes of this policy, "anything of value" or "thing of value" should be interpreted broadly to mean anything that could benefit the recipient. Even an item or action that has no monetary value can be a thing of value. Examples can include:

- Cash;
- Gift cards, vouchers or things similar to cash;
- Gifts;
- Services or use of company facilities, equipment or property;
- Entertainment, event tickets or golf;
- Meals, drinks or other hospitality;
- Payments or reimbursements of travel expenses, lodging, or vacations;
- Offers of employment to the recipient or his or her family members; and
- Discounts or rebates.

Even charitable donations are prohibited if they are intended to corruptly influence anyone in any way related to Genesco's business.

Examples of persons who should be treated as public officials under this policy include, but are not limited to:

- Employees of a company owned or controlled by a government, even if the government is not the sole owner;
- Embassy employees;
- Members of royal families and those acting on their behalf;
- Customs, tax and licensing officials;
- Political parties and party officials of non-U.S. countries (even if they do not hold public office);
- Employees of the World Bank and other public international organizations;
- Politicians; and
- Any official, representative, or employee of any government department, agency, or authority.

If you do not know whether an individual is a public official as defined under this policy, you should consult the General Counsel for guidance or, in the absence of such consultation, treat that person as a public official when you are acting on behalf of Genesco.