

GENESCO INC.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE SUBCOMMITTEE CHARTER

Members

The Nominating and Governance Committee (the “NG Committee”) of the Board of Directors (the “Board”) of Genesco Inc. (the “Company”) appoints an Environmental, Social and Governance (“ESG”) Subcommittee (the “Subcommittee”), consisting of at least two members of the Board, and designates at least one member as chairperson, or delegates the authority to designate a chairperson to the Subcommittee.

Purpose

The purpose of the Subcommittee is to (i) assist the NG Committee, and the Board, in discharging its oversight responsibility related to ESG matters such as environmental, health and safety, diversity, equity and inclusion, corporate social responsibility, corporate governance and sustainability initiatives and other ESG issues and public policy matters that are relevant and material to the Company, (ii) provide guidance to the Board on ESG matters, (iii) oversee communications with shareholders, employees, and other stakeholders of the Company with respect to ESG matters, and (iv) monitor and anticipate developments relating to, and improving the Company’s understanding of, ESG matters.

Powers and Duties

The powers and duties of the Subcommittee are as follows:

1. Review, oversee, discuss with management, and advise the Board and NG Committee on the Company’s general strategy with respect to ESG matters, including human capital management and company culture, and to consider and recommend policies, practices, and disclosures that conform with such strategy.
2. Consider, and bring to the attention of the Board and NG Committee, as appropriate, current and emerging ESG matters that may affect the business, operations, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders, and to make recommendations to the management of the Company, as appropriate, regarding how the Company’s policies, practices, and disclosures can adjust to or address such trends and issues.
3. Review and evaluate ESG risks and opportunities that may arise in connection with the Company’s activities and advise the Board on such risks and opportunities that may materially affect the Company’s broad enterprise risk management program.
4. Review and discuss periodic reports from management on ESG goals and initiatives, assess the Company’s progress against agreed key ESG targets, advise the Board on core ESG metrics, and provide recommendations with respect thereto.

5. Review and discuss with management the Company's ESG reporting and disclosures in its annual proxy statement and other ESG reports including, but not limited to, any ESG report released by the Company to its stakeholders, and provide recommendations with respect thereto.
6. Review, discuss with and advise management of the Company on shareholder proposals and other significant stakeholder concerns relating to ESG matters.
7. Review and discuss with management the Company's internal and external communication strategies and approach with employees, shareholders, and other stakeholders regarding the Company's position or approach to ESG matters, and provide recommendations as appropriate.
8. Review and assess the performance of the Subcommittee and the adequacy of this Charter annually and recommend any proposed changes for approval by the NG Committee.
9. Perform any other duties and responsibilities expressly delegated to the Subcommittee by the NG Committee or the Board from time to time relating to the powers and duties of the Subcommittee set forth in (1) through (7) above.

Meetings

The Subcommittee shall meet at least quarterly and more frequently as necessary or appropriate. The Chairperson, in consultation with the other members of the Subcommittee, 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 Subcommittee is circulated to each member of the Subcommittee, as well as any other individuals who attend the meeting, in advance of the meeting. Special meetings of the Subcommittee may be called on two hours notice by the Chair of the Board, the Chairperson of the NG Committee or the Subcommittee Chairperson. A majority of the Subcommittee shall constitute a quorum, and the Subcommittee shall act only on the affirmative vote of a majority of the members present at the meeting. The Subcommittee may also act by unanimous written consent. The Subcommittee shall maintain minutes of all meetings documenting its activities and recommendations to the NG Committee and the Board. In addition, actions taken by the Subcommittee will be reported by the Subcommittee Chairperson to the Board at the next regular meeting following such an action.

Appointment and Removal

The members of the Subcommittee shall be recommended and appointed by the NG Committee and will serve for such terms as the NG Committee may fix. The NG Committee may remove, with or without cause, any members of the Subcommittee and may fill any vacancies on the Subcommittee.

Outside Advisors

The Subcommittee has the authority to retain any advisors that the Subcommittee believes to be desirable or appropriate and has the authority to approve related fees.

July 1, 2021