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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Genesco Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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*The Company provided the following investor presentation to investors. This investor presentation was also posted by the Company to [VoteGenesco.com](http://VoteGenesco.com).*

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# The Right Strategy, The Right Execution, The Right Board

July 2026



Genesco



JOURNEYS



schuh



JOHNSTON  
& MURPHY



Genesco  
BRANDS GROUP



## Our Strategy and Execution in a Highly Dynamic Consumer Environment Have Delivered Results

- ✓ Delivered seven consecutive quarters of comparable sales growth, with 10% and 9% in the last two all-important holiday fourth quarters
- ✓ Achieved 26% and 61% Adj. Operating Income and Adj. EPS growth rate over the last two years with business transformation in response to consumer changes
- ✓ Generated \$165 million of Free Cash Flow<sup>(1)</sup> since Fiscal 2024 while investing significantly to improve our business
- ✓ Digital revenue more than doubled to ~\$600 million and closed more than 300 net stores (or 22% of our fleet) since beginning of Fiscal 2020
- ✓ Aggressively returned capital to shareholders repurchasing 50% of outstanding shares since beginning of Fiscal 2020
- ✓ Accomplished multiple quarters of double-digit profit improvement highlighted by 14% growth in the first quarter this year with momentum translating into TSR outperformance

## Our Renewed Strategy, Enhanced Leadership and Purposeful Capital Allocation Will Propel Our Momentum and Deliver Increased Value

- ✓ While we advanced and improved our business with a more focused footwear strategy, our Board saw the need for further evolution to respond to continued dramatic changes in consumer shopping behavior
- ✓ Implemented Footwear First strategy targeting a 4% Adj. Operating margin by Fiscal 2029 with meaningful operating income and EPS growth
  - Create and curate winning assortments to attract new customers and grow market share
    - Achieved rapid Journeys turnaround adding ~\$50 million operating income in two years with more premium assortments and better brand access
  - Elevate our distinct consumer and retail brands to build awareness and be top of mind for customers
    - Strengthened brand positioning and increased brand awareness especially with customers under 45 with Johnston & Murphy Peyton Manning campaign
  - Create exceptional store and online customer experiences
    - Delivered 25%+ sales uplift with new Journeys store format/remodels which exemplifies new growth strategy
  - Build amazing teams with the skills and experience to build on our results
    - Added accomplished retail and footwear leadership to our senior team
- ✓ Rolled out program targeting \$40-\$50 million structural cost reduction opportunities by Fiscal 2029, beginning with IT transformation
- ✓ Healthy balance sheet with more than \$350 million of liquidity as of Q1 FY'27, allowing continued investment to drive our strategies

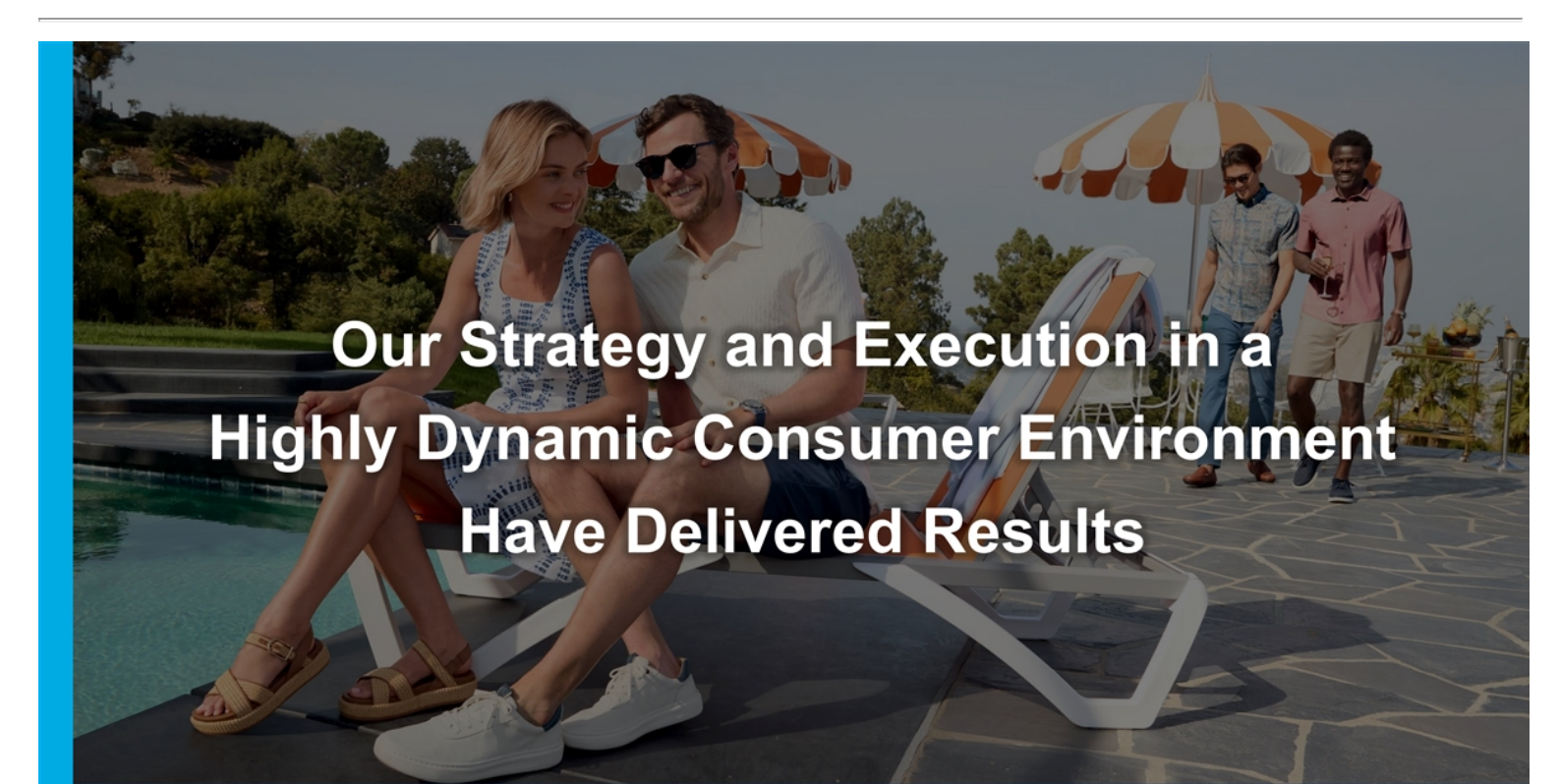
(1) Free Cash Flow defined as Cash Flow from Operations less CapEx.

**We Have Actively Refreshed Our Board with the Right Skills and Experience to Meet the Demands of the Evolving Footwear Retail Industry**

- ✓ **Regular and Strategic Board Refreshment:** Since 2020, the Board has added 6 (out of 8) highly-respected independent directors, including a new Lead Independent Director, and another 6 directors have retired
- ✓ **Prioritizing Key Skill Sets:** Our Directors' skill sets have been carefully assembled to oversee Genesco's complex, consumer-facing omnichannel retail business and help drive our long-term Footwear First strategy
- ✓ **Robust Corporate Governance:** Corporate governance and Board leadership structure emphasizes Board independence, accountability, refreshment and shareholder rights
- ✓ **Pay Aligned with Performance:** Executive compensation program outcomes reflect business performance and are aligned with shareholders, with below-target or zero payouts when performance thresholds not achieved

**We Believe Radoff's Campaign Risks Momentum Disruption and Value Destruction**

- ✓ **Continued Efforts to Constructively Engage:** We have continued to make good faith efforts to engage with Radoff to understand his perspectives, but he has failed to respond constructively
- ✓ **No Articulation of Plan:** Radoff has not articulated clearly-defined value creation plan
- ✓ **Openness to Shareholder Perspectives:** Genesco is always open to ideas that would generate value for our shareholders
- ✓ **Robust Director Assessment Process:** 3 independent directors, including 2 Committee Chairs and our Lead Independent Director, promptly and thoroughly conducted interviews with each of Radoff's 4 initial nominees, and they were presented to the full Board. Following deliberation, the full Board unanimously determined to not proceed with Radoff's candidates due to lack of additive experience, skills and track records
- ✓ **Radoff Nominee Lack of Relevant Skills:** None of Radoff's nominees possess direct footwear industry experience, any general retail experience or other skills that would be additive to Genesco's Board, or that are not already present on the current Board
- ✓ **Genesco Directors Possess Unique and Critical Skills:** The directors Radoff has targeted provide the Board with unique sector and company-specific expertise, as well as essential institutional knowledge and continuity, which are important to the furtherance of our Footwear First strategy
- ✓ **Risk of Disruption:** Radoff's campaign risks serious disruption to Genesco's strong results and clear business momentum



# Our Strategy and Execution in a Highly Dynamic Consumer Environment Have Delivered Results



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JOHNSTON & MURPHY



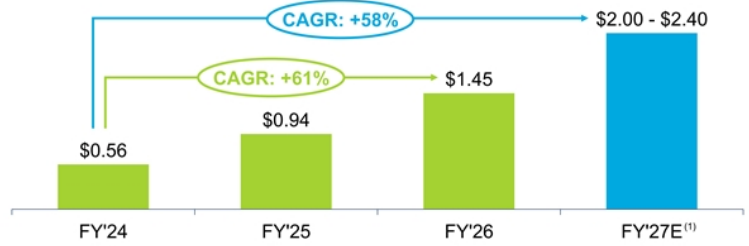
- Achieved strong success transforming and building business following significant changes in consumer environment and behavior
- Delivered 7 consecutive quarters of total comparable sales growth between Q3 FY'25 and Q1 FY'27
- Aggressive return of capital – have repurchased ~50% of outstanding shares (or ~\$400 million) since beginning of FY'20, enhancing EPS growth
- Delivering a third year of improved results, guiding to:
  - 39% growth in Adj. Operating Income<sup>(2)</sup>
  - 52% growth in Adj. EPS<sup>(2)</sup>

## Strategy Translating to Results

Adjusted Operating Income (\$mm)



Adjusted EPS (\$ / share)



Source: Public company filings.

(1) Guidance as of May 2026.

(2) Growth based on midpoint of guidance range.

# We Are Evolving Our Business by Responding to the Consumer and Achieving Results

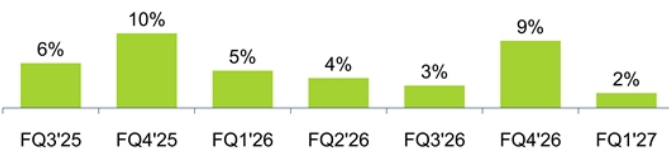
## We have successfully responded to dynamic consumer changes

- Our Footwear Focused strategy allowed us to weather the pandemic and achieve record footwear results in FY'22
- Consumer behavior dramatically changed post-pandemic as a more digitally-savvy shopper squeezed by inflation became far more discriminating
- These changes materially impacted our business and our Board and management responded with new strategies and decisive actions

## We are rebuilding our strategically well-positioned businesses and seeing the results of our actions

- We have taken significant action to transform each of our businesses with elevated assortments and exceptional brand marketing, starting with successfully transforming Journeys
- We achieved 7 consecutive quarters of comparable sales growth as a result of these efforts
- We have more than doubled our digital business and optimized our store footprint by closing net 300+ stores since beginning of FY'20
- We proactively implemented our new Footwear First strategy at the beginning of this year
- We have momentum to drive continued improvement

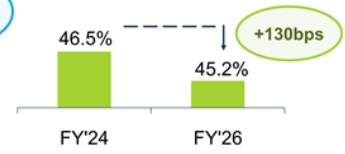
Comparable Sales Growth



Net Store Closings (# of stores)



SG&A Leverage (% of Net Sales)



Source: Public company filings.

# We Have Positive Momentum in Our Performance...

	Q4 FY'26	FY'26	Q1 FY'27
Overall Comp Sales	+9%	+6%	+2% <sup>(1)</sup>
Prior Year Overall Comp Sales	+10%	+3%	+5%
SG&A Leverage YoY	+140bps	+120bps	+60bps <sup>(2)</sup>
Adj. Operating Income Growth YoY	+17%	+41%	+14% <sup>(3)</sup>

*We have delivered multiple consecutive quarters of double-digit YoY profit improvement*

Source: Public company filings.

(1) Johnston & Murphy +7%, Journeys +5%, Schuh (9%) with pull back on promotion.

(2) Reflects adjusted SG&A leverage.

(3) Improvement of operating loss.

## Q1 FY'27 Earnings Highlights

**+2%<sup>(1)</sup>**  
Comparable Sales

**+90bps**  
YoY  $\Delta$  Adj. EBITDA Margin

7<sup>th</sup> Consecutive Quarter of Positive Comparable Sales Growth

### Beat Street Expectations...

**+2.6%**  
Sales Beat

**+170bps**  
SSS Beat

**+30%**  
Adj. EBITDA Beat

**+16%**  
Adj. EPS Beat

### ...And Raised Full-Year FY'27 EPS Guidance



## Sellside Analysts Recognize Our Momentum

"GCO delivered a nice quarter with **broad-based strength and solid execution, led by Journeys and Johnston & Murphy. Momentum is carrying into Q2/North America.**"

– Corey Tarlowe\*  
Jefferies; May 29, 2026

"All told, **despite a tough macro, Journeys is holding up better than we had anticipated.** More specifically, **despite the recent uptick in gas prices, Journeys did not experience comp deceleration from February to March, April, and May.** GCO would attribute this to the strength of the Journeys assortment, given an elevated product offering and favorable underlying footwear trends."

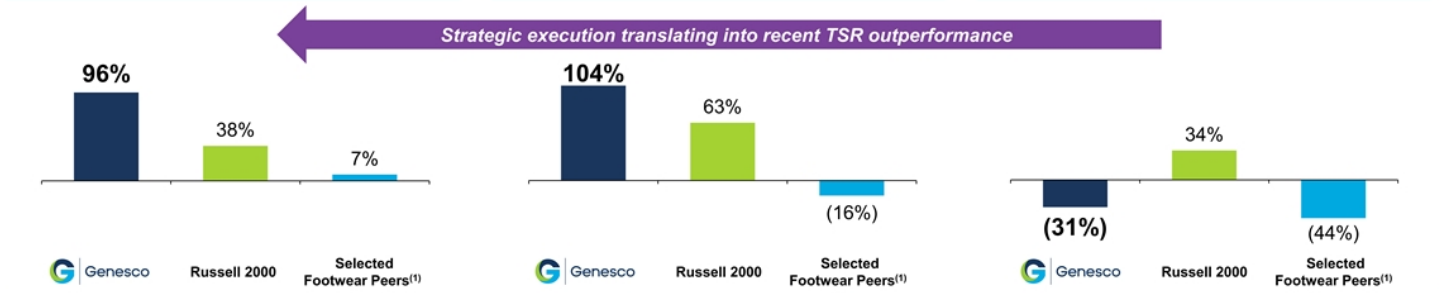
– Mitch Kummetz\*  
Seaport Research Partners; May 29, 2026

Source: Public company filings, FactSet and Wall Street research.  
\*Permission to use quote neither sought nor obtained

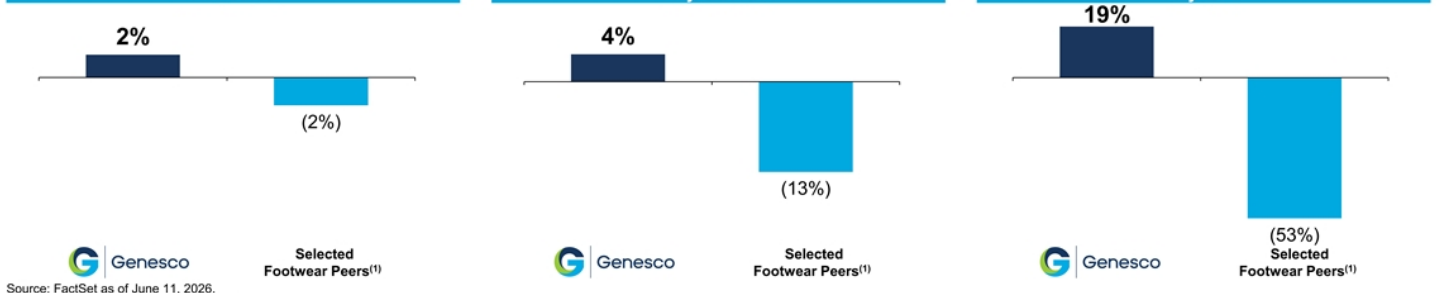
(1) Johnston & Murphy +7%, Journeys +5%, schuh (9%) with pull back on promotion.  
(2) Represents increase at midpoint of range.

# ...And Our Execution is Translating into Long-Term Shareholder Value and Outperformance vs Peers

## Total Shareholder Return



## Calendar Year 2023 – 2025 CAGRs



Source: FactSet as of June 11, 2026.  
 Note: Financials calendarized for comparison purposes.  
 (1) Selected footwear peers include CAL, DBI, SHOE and WWW. Represents median of peer group.



**Our Renewed Strategy, Enhanced Leadership  
and Purposeful Capital Allocation Will Propel  
Our Momentum and Deliver Increased Value**



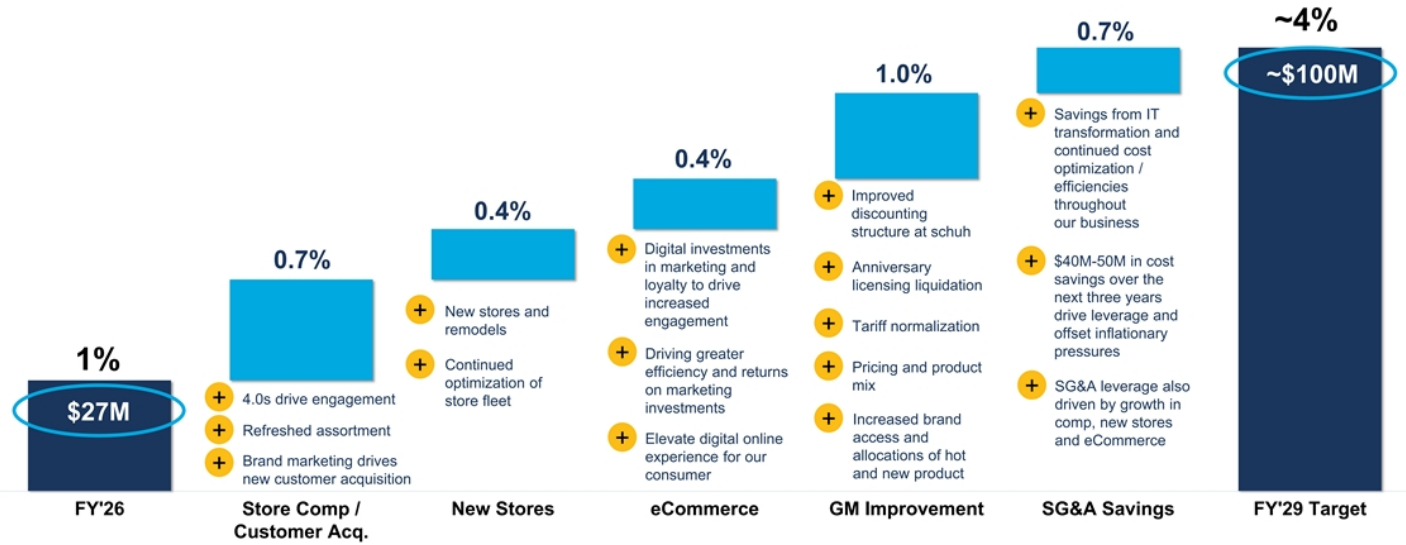
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**JOHNSTON & MURPHY.**



# Thoughtful Plan Targeted at Driving Significant Operating Income & Margin Expansion

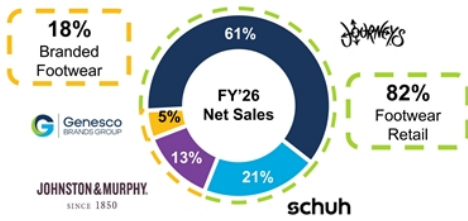
Projected Adj. Operating Income Growth Translates into \$6-\$7 of Adj. EPS\*



Source: Public company filings and management guidance.  
\* Assumes constant share count.

# We Believe Our Footwear First Strategy Positions Us for Long-Term Success




## Transformation into a Footwear Focused Business



### Successfully Transformed Genesco into a Focused Footwear Company Following the Lids Divestiture

- Built stronger digital, omnichannel and operating capabilities across the enterprise
- Successfully repositioned Journeys through a comprehensive business transformation
- Created a stronger foundation from which to accelerate long-term growth

## Why We Evolved the Strategy

-  The retail landscape has continued to evolve, requiring the next generation of our strategy
-  Consumer expectations have shifted dramatically following COVID, requiring greater speed, product relevance and seamless omnichannel experiences
-  Persistent inflation, tariffs, geopolitical uncertainty and weakening consumer confidence have pressured discretionary spending and increased operating complexity
-  The footwear market continues to experience declining consumer purchase frequency, with units down (3%) in 2025 and (7%) year-to-date in 2026, while average selling prices increased +4% and +8%, respectively
-  Footwear First builds on the success of Footwear-Focused while sharpening our execution around the areas that create the greatest long-term shareholder value

## What We Will Do

*Become the leading footwear destination by combining compelling product, differentiated brands, exceptional consumer experiences and world-class execution*

## How We Will Achieve It

*By combining winning assortments, distinctive brands and exceptional customer experiences, we attract more customers and create loyalty*

*Our people are our advantage. We have the teams, the skills and the drive for success*

Source: Public company filings and Circana.

# Our Footwear Focused Strategy Has Built the Foundation for Today's Momentum

## RESULTS ACHIEVED

1 ACCELERATE DIGITAL	2 MAXIMIZE PHYSICAL & DIGITAL	3 DEEPEN CONSUMER INSIGHTS	4 INTENSIFY PRODUCT INNOVATION & TREND INSIGHTS	5 RESHAPE & REINVEST
<ul style="list-style-type: none"> <li>✓ Digital revenue more than doubled to ~\$600 million since FY'20, now representing 25% of DTC sales<sup>(1)</sup></li> <li>✓ Completed enterprise IT transformation enabling AI, analytics and omnichannel capabilities</li> <li>✓ Increased marketing investment by ~20% since FY'23 to accelerate customer acquisition</li> </ul>	<ul style="list-style-type: none"> <li>✓ Built enterprise omnichannel capabilities that seamlessly connect stores, digital and fulfillment</li> <li>✓ Rolled out Journeys 4.0 stores which deliver 25%+ uplift with stronger traffic, conversion and average transaction values</li> <li>✓ Leveraged stores as acquisition and brand-building assets within an increasingly competitive retail environment</li> </ul>	<ul style="list-style-type: none"> <li>✓ Established enterprise CRM and advanced analytics capabilities to personalize consumer engagement</li> <li>✓ Launched loyalty programs across Journeys, schuh and Johnston &amp; Murphy to increase retention and lifetime value</li> <li>✓ Built loyalty platforms serving approximately 17 million consumer relationships across the portfolio today</li> </ul>	<ul style="list-style-type: none"> <li>✓ Repositioned product assortments to better align with changing consumer trends and drive market share gains</li> <li>✓ Accelerated product development at Johnston &amp; Murphy through Quick Strike and continuous development capabilities</li> <li>✓ Expanded Journeys athletic assortment to approximately one-third of footwear sales</li> <li>✓ Expanded Journeys' addressable market 6-7x through a sharper consumer strategy and broader product positioning</li> </ul>	<ul style="list-style-type: none"> <li>✓ Strategic Value Creation Program delivered approximately \$45 million in savings during FY'24-FY'25, on top of FY'20's Profit Enhancement Program which achieved \$32 million in savings</li> <li>✓ Reduced occupancy costs from 15% of sales in FY'20 to 12% of sales</li> <li>✓ Reinvested savings into more brand marketing and higher-return growth initiatives</li> <li>✓ Streamlined GBG's license portfolio</li> </ul>

Sale of Lids allowed us to be footwear focused, weather the pandemic and achieve record footwear results in FY'22

Source: Public company filings.

(1) DTC sales represents combined store sales and eCommerce sales.

# Strong Portfolio of Brands that are Strategically Well-Positioned

	Journeys Retail Group (82% of FY'26 Net Sales)		Branded Group (18% of FY'26 Net Sales)		
	 The destination for young adult and teen fashion footwear and partner of choice for leading global brands		 Portfolio of leading owned and licensed brands		
Strong Strategic Positioning	#1 omni-channel retailer of teen fashion footwear	#1 omni-channel retailer of youth fashion footwear	175-year brand heritage and reputation for quality product	Distinctive expertise in the footwear category with omni-channel capabilities	<b>Total</b>
FY'26 Net Sales % Consolidated	\$1.5B 61%	\$500M 21%	\$320M 13%	\$121M 5%	\$2.4B
FY'26 eCommerce Penetration <sup>(1)</sup>	18%	46%	31%	N/A	25%
FY'26 Year-End Store Count	965	118	153	N/A	1,236
Core Consumer	Youth Customers Aged 13-22	Youth Customers Aged 16-24	Primarily Men Aged 25-55	Department, Value / Off-Price and Specialty Stores Customers	
Key Brands	Significant Core Brand Overlap				
<b>United by powerful DTC platform</b>					

Source: Public company filings.

(1) Represents digital % of DTC sales. DTC sales represents combined store sales and eCommerce sales.



- Formation of Journeys Global Retail Group**
- Unites Journeys, schuh and Little Burgundy into a single global retail engine
  - Creates a powerful opportunity to position our banners as the world's leading style-led, youth footwear retail group, with a sharp focus on the female consumer
  - Enables stronger vendor partnerships, faster trend adoption and cross-banner merchandising
  - Leverages global scale to expand reach and drive share gains
  - Standardizes retail execution while maintaining distinct brand positioning
  - Enhances growth through coordinated strategy, talent and consumer insights

**Key Platform Synergies**



Source: Public company filings.

## Strategic Repositioning

*Dramatically evolve Journeys with sharp point on style-led teen girl and expand appeal to broader audience for 6-7x greater TAM*

### Core Integrated Strategic Initiatives/Results

#### Diversify Our Footwear Leadership

- Elevate product assortment/increase access, newness with key global brands
- Drove double digit ASP increases with elevated assortment; market share gains per Circana
- Secured distribution of Nike and Hoka brands

#### Build the Journeys Brand

- Bring refreshed positioning to expand awareness/acquire new customers
- Achieved 750 million impressions with Life on Loud campaign
- Attracting new customers through 4.0 remodels

#### Elevate Our Customer Experience

- Visibly demonstrate new strategy with new 4.0 store design – rolled out 105 locations as of Q1 FY'27
- Achieved more traffic, better conversion and higher ASPs than rest of fleet, 25+% uplift

#### Build Amazing Teams/Unlock Power of Our People

- New Journeys leadership and skills – Andy Gray, President since Jan'24, new chief merchant, new head of marketing
- Building stronger store teams engaged in better selling behavior driving stronger conversion

## Positive Sellside Reaction to Our Transformation

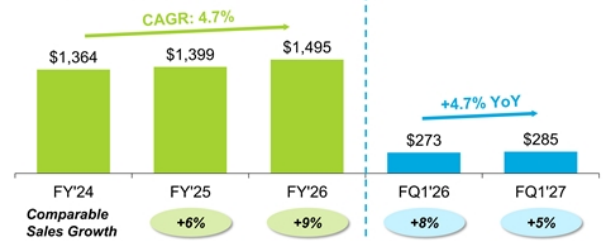
*"Journeys continues to drive the P&L. Journeys posted a 12% SSS gain on top of a 14% SSS last year, with strength across both casual and athletic, supported by strong full-price selling and higher ASPs... 4.0 stores are a clear traffic and productivity catalyst. Journeys 4.0 stores are comping ~25%+, materially outperforming the fleet on traffic, conversion, and ASP...The format is also driving incremental new customer acquisition, reinforcing confidence in sustained comp momentum."*

– Corey Tarlowe\*  
Jefferies; March 6, 2026

Source: Public company filings, management reports and Wall Street research.  
\*Permission to use quote neither sought nor obtained

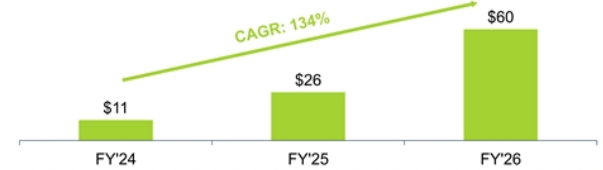
## Strategy Translating to Results

### Segment Net Sales (\$mm)



**Journeys has delivered 7 consecutive quarters of at least 5% comp growth**

### Segment EBIT (\$mm)



**Rapid turnaround is compounding into accelerating profitability**

# Our 4.0 Store Remodels Delivering 25%+ Sales Uplift & Transforming Journeys Experience



Legacy Journeys Storefront



Journeys 4.0 Remodel



*Modular, footwear first layout that is far more elevated, updated, shoppable and easy to navigate*

## 4.0 Stores Key Metrics

**105**

4.0 stores completed in a little over a year

**~20%**

of Journeys fleet targeted as 4.0 by end of FY'27

**25%+**

Sales uplift vs. legacy stores

**~400bps**

4-Wall Profitability uplift vs. legacy stores

Source: Public company filings.

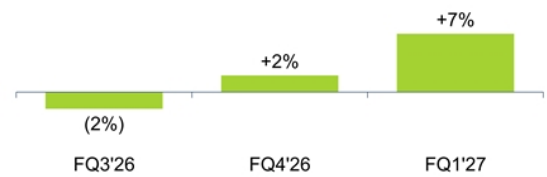
# Johnston & Murphy Repositioning Gaining Traction

## Reimagined and Reinvented

- Hardest hit business as consumers stopped going to office and adopted more casual / comfortable dressing
- Reimagined business with comfort as foundation in shift from dress shoes to more casual
- Created lifestyle brand with new categories; accessories and apparel now ~50% of DTC business
- Nearly achieved pre-pandemic profit levels in FY'24 when consumers increased desire for newness and freshness in assortments



## Major Inflection in Comp Performance



## Key Strategic Initiatives / Results

### Deliver Fresh and Distinctive Product

- Introduced new apparel and accessories styles and materials; grew blazer and knit categories
- Accelerated footwear product innovation/faster cycles and saw positive inflection in footwear category performance in recent quarters

### Accelerate Brand Repositioning

- Launched partnership with Peyton Manning in Oct'25 driving increased traffic to stores and websites; renewed for Fall 2026
- Shifted performance marketing into brand building and achieving lifts in brand awareness

### Expand Distribution

- Opened 5 net new stores in FY'26; J&M has highest overall 4-wall performance across company



## Positive Sellside Reaction to Progress

"J&M improving. Comp +7% with **strength across apparel and footwear, supported by better product, pricing, and marketing. New customer growth (especially younger) trending strongly.**"

– Corey Tarlowe\*  
Jefferies; May 29, 2026

"The company's **partnership with Peyton Manning** (which launched prior to 4Q) has been **a key driver of improving traffic trends and comps in both stores and ecom.**"

– Joseph Civello\*  
Truist Securities; March 6, 2026

Source: Public company filings and Wall Street research.  
\*Permission to use quote neither sought nor obtained.

Applying elements of the Journeys transformational playbook at schuh while advancing Footwear First initiatives across branded portfolio

## schuh

- **Optimize the store footprint**, eliminating unproductive locations and shifting volume to nearby stores
- **Reduce reliance on discounting** by removing additional calendar promotions and discount stacking to steer gross margin recovery
- Implement **cost reductions**, improve **digital marketing** efficiency and stand up a new **procurement function**
- **Elevate product through deeper access to key brands like Nike, Adidas and ASICS**, while rationalizing tertiary brands in the assortment
- **Leverage shared brand relationships and insights by operating schuh** as part of the Journeys Global Retail Group



Source: Public company filings.



- **Launch Wrangler Footwear** in Fall 2026, positioning the business for healthy long-term growth
- **Lean on Dockers as the lead brand** — it delivered a solid start to FY'27 with sales and profitability ahead of last year and ahead of plan despite the loss of substantial Levi's sales
- With the license portfolio now streamlined, focus is on driving future growth, with **Wrangler representing a compelling longer term growth opportunity**



# Footwear First Defines How We Will Create the Next Phase of Shareholder Value

1

## Create & Curate Winning Product

*We focus on having the right footwear, in the right styles, all the time*

2

## Elevate Distinct Brands

*We activate brands with unique stories, product and experiences to be top of mind for our customers*

3

## Create Exceptional Experiences

*We offer compelling physical and digital environments that drive customers to choose us*

4

## Build Amazing Teams

*We have the capabilities to perform, improve and deliver results that move us forward*

We focus on having the right footwear, in the right styles, all the time



Source: Public company filings.

#### Diversify and Elevate Our Product Assortment

- Journeys and Schuh both continue to expand premium athletic and lifestyle leadership through broader access to Nike, New Balance, adidas, HOKA, Birkenstock, UGG and other strategic partners, continuing to increase ASPs
- Broaden Johnston & Murphy footwear assortment further with versatile casual and casual athletic styles, while extending the brand deeper into complementary apparel and accessories

#### Accelerate Product Innovation and Speed to Market

- Expand innovation platforms that deliver meaningful consumer benefits, including Johnston & Murphy XC+, launching Wrangler footwear, and Journeys' rapid expansion into premium athletic franchises
- Launching Wrangler footwear this Fall which includes the introduction of new styles across western and workwear categories
- Johnston & Murphy is accelerating product innovation by reducing development lead times by up to 50%, enabling faster delivery of new concepts and consumer trends

#### Building Momentum Across the Portfolio

- Journeys continues to diversify its product mix through stronger women's assortments and expanded franchise newness
- Johnston & Murphy taking advantage of trend shift toward more refined and tailored dressing

We activate brands with unique stories, product, and experiences to be top of mind for our customers



Source: Public company filings.

### Strengthen Brand Positioning

- Position Journeys as the destination for style-led teens by reinforcing its leadership in premium, multi-brand footwear and youth culture
- Reposition schuh as a premium, fashion-forward, youth-focused footwear destination through stronger marketplace positioning
- Continue repositioning Johnston & Murphy around modern confidence, refined style and innovation while broadening awareness among younger consumers

### Build Brand Awareness and Consumer Relevance

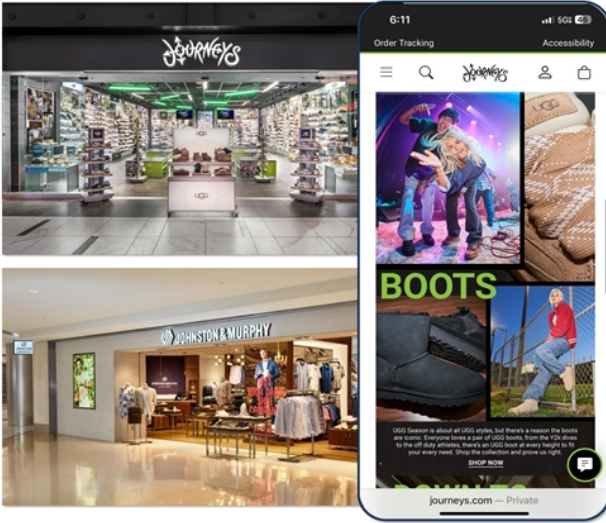
- Expand upper-funnel brand investment to attract new consumers while strengthening engagement with existing customers through differentiated brand storytelling

### Building Stronger Brands Across the Portfolio

- Journeys continues to build brand awareness and attract new customers through the Life on Loud platform, which has generated more than 70 million social views; new campaign for back-to-school launching in July '26 featuring celebrities and influencers
- Johnston & Murphy is building brand momentum through the Peyton Manning partnership, which drove a double-digit traffic increase online during its debut in Q3 FY'26, supported by increased media spend; new fall campaign

### 3 Create Exceptional Consumer Experiences

We deliver seamless, differentiated shopping experiences that strengthen customer engagement, improve productivity and drive profitable growth



Source: Public company filings.

#### Create More Engaging Store Experiences

- Double the 4.0 store count with 1/3<sup>rd</sup> relocating to bigger footprint
- Expand the 4.0 concept to Journeys Kidz
- Elevate storytelling, product presentation and visual merchandising in stores

#### Deliver a More Seamless Shopping Journey

- Improve fulfillment, inventory visibility and operational capabilities to better serve customers wherever they choose to shop
- Create a faster, more personalized online shopping experience through enhanced search, digital merchandising and simplified checkout

#### Build Stronger Customer Relationships

- Release the next iteration of our All-Access loyalty program featuring a fresh look and better ways to connect with most valuable customers
- Leverage advanced analytics and AI to better understand consumer behavior and improve discoverability within agentic search

# 4 Build Amazing Teams

We have proactively added capabilities across digital, merchandising, operations and talent to support Genesco's strategic evolution and accelerate execution



Source: Public company filings.

## Demonstrated Track Record of Cost Management

FY'20 profit enhancement delivered

**\$32mm in savings** from many areas including rent, freight and warehousing

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FY'24 – FY'25 Strategic Value Creation Program delivered **\$45mm in savings** from selling salaries, store rent reductions and logistics costs

## \$40 – \$50mm

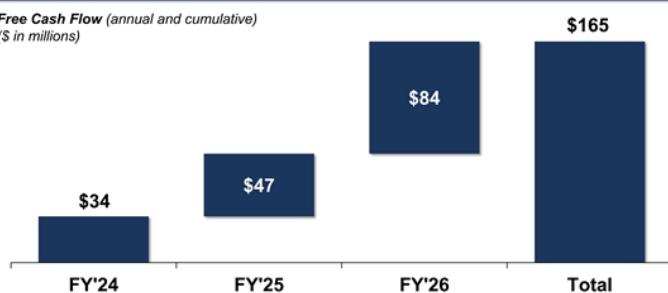
Targeting structural cost opportunities across the organization

- 
- Productivity benefits from I.T. transformation
  - Continued optimization of the retail fleet to focus investment
  - Expanding procurement, efficiency and automation / AI initiatives

# Proven Ability to Generate Significant Free Cash Flow and Maintain a Healthy Balance Sheet...

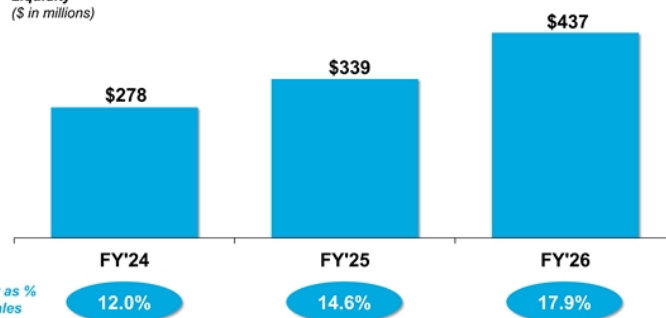
## Robust Free Cash Flow Generation...

Free Cash Flow (annual and cumulative)  
(\$ in millions)



## ...and Flexible Capital Structure with Strong Liquidity

Liquidity  
(\$ in millions)



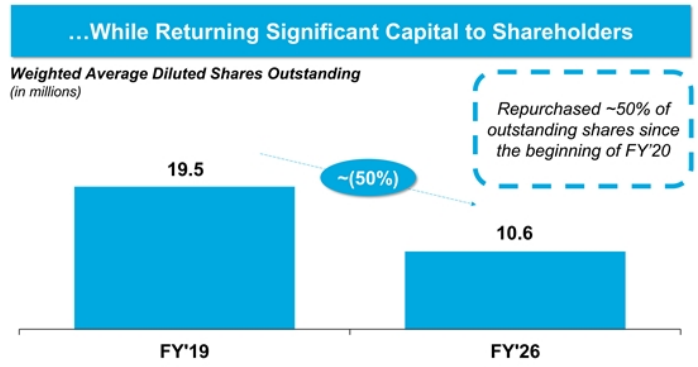
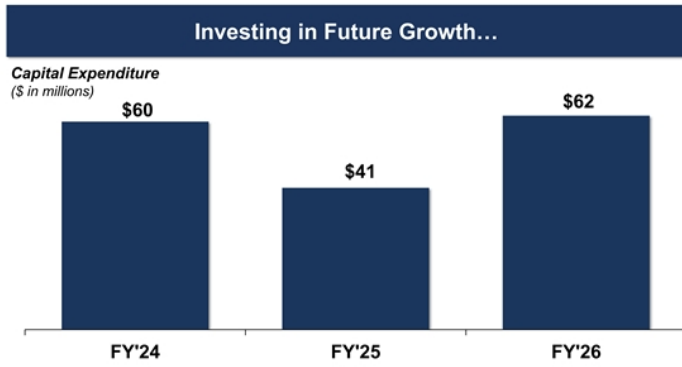
- Focused on driving strong free cash flow through profitable growth
- Generated \$160mm+ of cumulative free cash flow over the last three fiscal years
- FY'26 inventory sell-through at Genesco Brands Group aiding free cash flow generation
- Healthy and flexible balance sheet
- Liquidity position supported by strong free cash flow generation and revolver facilities
- Minimal debt with net cash position at the end of FY'26 provides strategic optionality

*Strong cash flow profile positions us to strategically deploy capital and continue delivering long-term value for shareholders*

Source: Public company filings.

Note: Free Cash Flow defined as Cash Flow from Operations less CapEx; Liquidity is comprised of cash and borrowing available under bank facilities.

# ...Enabling Us to Invest in the Business & Return Capital to Shareholders to Drive Long-Term Value



- Disciplined capital allocation focused on high-return store investments and growth initiatives
- Journeys 4.0 remains the primary investment priority, with ~90 locations planned for FY'27
- FY'27 investments expected to include ~2/3 remodels, with the balance focused on relocations
- FY'27 capital expenditure expected to be \$65mm–\$70mm, supporting Journeys and selective growth at Johnston & Murphy

- Share repurchases remain the primary mechanism for returning excess capital to shareholders
- Repurchased shares in every year other than the pandemic
- Returned ~\$400mm to shareholders via repurchases since the beginning of FY'20
- ~\$30mm remaining under existing share repurchase authorization provides additional capital return flexibility

Source: Public company filings.



**We Have Actively Refreshed Our Board with  
the Right Skills and Experience to Meet  
the Demands of the Evolving  
Footwear Retail Industry**



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**JOHNSTON & MURPHY.**

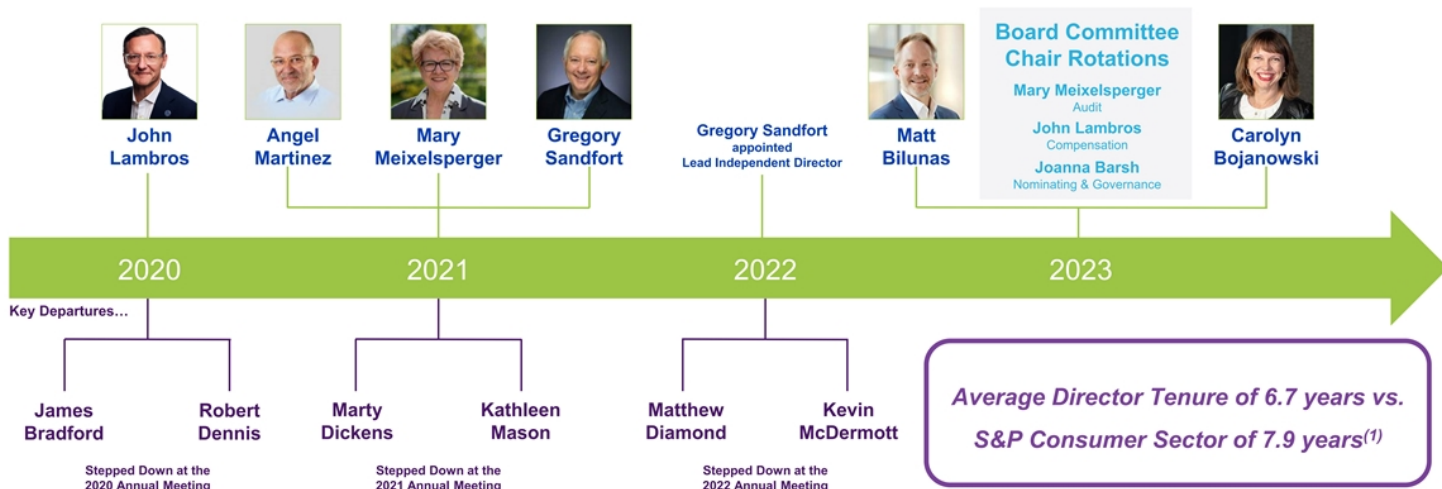


**Genesco**  
BRANDS GROUP

# We Have Proactively Refreshed to Meet Evolving Footwear Retail Industry Demands

Six highly-respected, independent directors have been appointed since 2020, including a new Lead Independent Director, bringing relevant experience to the boardroom and demonstrating Genesco's focus on regular and strategic refreshment of the Board

## New Appointees...



Source: Public company filings, 2026 Proxy Statement.

(1) Average tenure calculated as of June 2026 based on directors' appointment dates. Whole-year tenure references, where used, are presented for ease of reference.

# Our Board Has the Right Skills and Experience to Oversee Genesco's Footwear First Strategy

Genesco has added 6 new, highly-qualified independent directors to the Board since 2020



**Mimi Vaughn**  
President, CEO & Chair  
Director Since 2019

- Driving force in executing Genesco's Footwear First strategy
- Proven and critical experience and leadership developed by serving in multiple positions with the Company for more than 20 years
- Strong track record in strategic planning and business development, driving growth initiatives, operational efficiency, and long-term corporate strategy
- Top 10 GCO shareholder

**Enterprise Leadership & Operational Execution**



**Gregory Sandfort**  
Lead Independent Director  
A, C  
Director Since 2021

- During his tenure as CEO of Tractor Supply, shareholder return was +150%
- Deep experience in driving business transformation and value creation, with expertise in capital allocation, customer insights, and adapting to evolving consumer preferences
- 40+ year career in retail including Tractor Supply, Michaels Stores, Federated

**Executive Leadership & Strategic Transformation Experience**



**Joanna Barsh**  
Independent Director  
C, NG\*  
Director Since 2013

- 30+ years with McKinsey & Company, serving companies globally in the retail, consumer products, direct selling, private equity, and media sectors
- Extensive knowledge on talent management, directly applicable to Genesco
- Developed leaders through bespoke programs in the U.S. and 15+ countries based on proprietary research and bestselling books

**Strategic Transformation & Retail Perspective**



**Matt Bilunas**  
Independent Director  
A  
Director Since 2023

- Financial expert as the current CFO and Senior EVP of Enterprise Strategy of Best Buy
- 20 years with Best Buy as a key leader during its transformation
- 30+ years of finance and accounting experiences with broad industry knowledge across retail, hospitality, retail real estate, energy and public accounting

**Extensive Financial Expertise in Retail and E-Commerce**

Please refer to the Appendix for detailed director bios



**Carolyn Bojanowski**  
Independent Director  
NG  
Director Since 2023

- 20+ years with Sephora USA, most recently as EVP of Merchandising
- Transformative contributions in omnichannel retail and e-commerce, merchandising, marketing, loyalty, and brand and product development
- Expert in digital transformations, customer experience enhancements, and integration of online and in-store capabilities

**Omnichannel & Digital Merchandising Expertise**



**John Lambros**  
Independent Director  
C\*  
Director Since 2020

- Investment banking expertise as Chairman, U.S. Technology, Head of Digital Media, Sports & Entertainment at Houlihan Lokey
- Expertise in corporate finance, digital media and emerging technology and software sectors
- Experience with strategic portfolio reviews, M&A, transaction matters, and capital markets

**Proven Finance, M&A, and E-Commerce Experience**



**Thurgood Marshall, Jr.**  
Independent Director  
NG  
Director Since 2012

- Corporate governance expert with experience in compliance, risk oversight, and stakeholder relations
- Extensive experience in government service and insight into regulatory affairs
- Brings unique perspective to Genesco from deep experience at senior levels of federal government and on public boards

**Governance and Legal Expertise**



**Angel Martinez**  
Independent Director  
NG  
Director Since 2021

- 40+ year career in the retail footwear space, including Ugg, Hoka, Keen, Reebok, and Rockport
- Current Co-CEO and Director at Oofos, a recovery footwear brand
- 30 years of public company board experience
- Former Chairman, CEO, and President of Deckers Brands (Ugg, Hoka), a footwear designer and distributor, where shareholder return was +740%

**Executive Leadership & Footwear Market Knowledge**



**Mary Meixelsperger**  
Independent Director  
A\*  
Director Since 2021

- Former CFO of Valvoline, a retailer with 1,900+ stores in North America
- Former CFO of DSW, one of North America's largest designers, producers, and retailers of footwear and accessories
- 30+ years of deep expertise and knowledge of accounting, auditing, internal control, and financial reporting, as well as omnichannel strategy, specialty footwear retail, and strategic portfolio reviews

**Finance and Leadership Insight**

A = Audit Committee C = Compensation Committee NG = Nominating & Governance Committee \* = Denotes Chair

□ Indicates new independent directors since 2020

Source: 2026 Proxy Statement.

# Our Board Is Committed to Robust Corporate Governance...

Board Independence & Accountability	Shareholder Rights	Board Refreshment & Diversity <sup>(1)</sup>	Board Evaluations & Engagement
<ul style="list-style-type: none"> <li>✓ <b>8 of 9 directors are independent</b> (all except for the CEO)</li> <li>✓ <b>Independent directors approve Genesco's long-range plan and annual Company budget</b>, ensuring Management accountability</li> <li>✓ <b>Lead Independent Director sets meeting agendas</b> and leads executive sessions of independent directors</li> <li>✓ Annual director assessment and assessment of Board leadership structure</li> <li>✓ <b>Independent Board committees</b></li> <li>✓ Robust director and executive stock ownership guidelines</li> </ul>	<ul style="list-style-type: none"> <li>✓ <b>Annual director elections</b></li> <li>✓ No poison pill or differential voting stock structure</li> <li>✓ <b>Shareholder right to call special meetings (10% threshold)</b></li> <li>✓ Shareholders can amend the bylaws by <b>simple majority vote</b></li> <li>✓ Directors removable by simple majority shareholder vote with or without cause</li> </ul>	<ul style="list-style-type: none"> <li>✓ Thorough and consistent Nominating &amp; Governance Committee process that includes regular Board discussions, skills matrix and evaluation of potential candidates</li> <li>✓ <b>6 of 8 independent directors appointed since 2020</b></li> <li>✓ <b>Average director tenure of 6.7 years</b> <ul style="list-style-type: none"> <li>– Favorable to S&amp;P Consumer Sector average of 7.9 years</li> </ul> </li> <li>✓ Diverse Board better represents our target consumers: <b>44% of directors are women and 33% are racially / ethnically diverse</b> <ul style="list-style-type: none"> <li>– Favorable to S&amp;P Consumer Sector averages of 36% women and 26% racially / ethnically diverse</li> </ul> </li> <li>✓ Director age limit of 75                             <ul style="list-style-type: none"> <li>– Current average director age of 63.2</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>✓ <b>Annual Board and committee self-assessments</b></li> <li>✓ <b>Annual independent director evaluations of CEO performance</b></li> <li>✓ Formal director orientation and ongoing continuing-education program</li> <li>✓ <b>Year-round shareholder engagement</b> by Board and Management on strategy, performance and governance</li> </ul>

Source: Public company filings, 2026 Proxy Statement.

(1) Based on the Company's proposed slate of directors. Sector averages per 2025 Spencer Stuart Consumer Sector Snapshot.

# ...And is Comprised of Directors With a Purpose-Built Mix of Relevant Skill Sets

Skills / Expertise											
Senior Leadership Experience (C-Suite Executive or Equivalent)	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	9 of 9 directors
Other Public Company Leadership (CEO or Board Experience)	✓	✓	✓	✓	✓	✓					6 of 9 directors
Retail or Consumer Facing Industries	✓	✓	✓	✓	✓	✓	✓	✓			8 of 9 directors
eCommerce or Digital Experience	✓	✓	✓	✓	✓	✓	✓	✓			8 of 9 directors
Operations Management	✓	✓	✓	✓	✓	✓					6 of 9 directors
Financial, Transactional, Accounting or Regulatory Compliance	✓	✓	✓	✓	✓	✓	✓	✓			8 of 9 directors
Information Security Experience	✓	✓	✓								3 of 9 directors
Gender / Racial Diversity	✓	✓	✓	✓	✓	✓					6 of 9 directors

*Our Directors have uniquely appropriate skill sets and expertise that help drive our long-term Footwear First strategy*

Source: 2026 Proxy Statement.



**Gregory Sandfort**  
*Lead Independent Director*

- Sets meeting agendas and leads executive sessions of independent directors
- Works in conjunction with independent directors to approve long-range plan and annual Company budget
- Leads annual Independent Director review of CEO performance
- Acts as principal liaison between the independent directors and the Chair on material issues
- Advises on the flow of information from Management to directors
- Leads oversight of strategy and development of the Company



**Mimi Vaughn**  
*President, CEO & Chair*

- Executes the agenda at Board meetings
- May request members of Management to attend Board meetings, or portions, to present or for discussion
- Consults with the Lead Independent Director when approving the annual calendar of Board and standing-committee meetings
- Distributes pre-meeting written materials

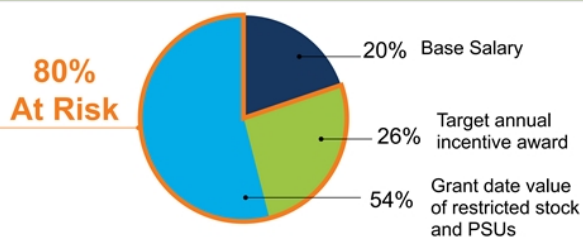
*With this leadership structure, **CEO Mimi Vaughn** leads senior Management in its supervision of the Company's day-to-day business while **Lead Independent Director Gregory Sandfort** leads the Board's oversight of Management and execution of strategic priorities*

# Our Executive Compensation Program Aligns Pay with Performance

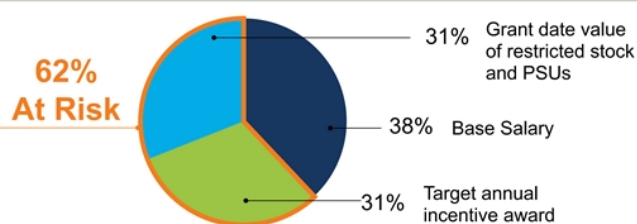
Compensation program designed to ensure alignment with shareholders, including majority at risk compensation, division and corporate accountability targets and other recent changes following shareholder feedback

Compensation Aligned With Shareholders	Short-Term Incentive Compensation	Long-Term Incentive Compensation	Governance & Alignment
<p><b>Executive compensation program thoughtfully designed to align pay with performance at Corporate and division levels, as evidenced by 2026 outcomes:</b></p> <ul style="list-style-type: none"> <li>Corporate NEOs earned annual incentive payouts equal to <b>51% of target</b></li> <li>Journeys NEOs earned annual incentive payouts equal to <b>166% of target</b></li> <li><b>No Fiscal 2024 PSU awards were earned</b> following completion of 3-year performance period</li> </ul>	<ul style="list-style-type: none"> <li>In FY 2027, we implemented a new Short-Term Incentive Compensation Plan after seeking feedback from shareholders</li> <li>Simplifies the annual cash incentive program while supporting the pay-for-performance philosophy</li> </ul>	<ul style="list-style-type: none"> <li>50% of annual LTI grant value delivered in PSUs</li> <li>FY 2026 PSUs tied to cumulative adjusted operating income over 3-year performance period</li> <li>Time-based restricted shares vest over 3 years, reinforcing retention and shareholder alignment</li> </ul>	<ul style="list-style-type: none"> <li>Compensation Committee annually reviews market data, peer practices and program design</li> <li>Clawback policy and anti-hedging restrictions reinforce accountability and alignment</li> <li>ISS recommended "For" Say-on-Pay each of the last 5 years</li> </ul>

## Compensation Structure for the Chief Executive Officer



## Compensation Structure for the Other Named Executive Officers



Source: 2026 Proxy Statement.



**We Believe Radoff's Campaign Risks  
Momentum Disruption and  
Value Destruction**



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Genesco  
BRANDS GROUP

# We Continue to Make Good Faith Efforts to Engage with Radoff to Understand His Perspectives

## Although Radoff's Intentions Have Been Unclear From the Start...

- ✘ Limited Investment and Communication Before Launching:** The Radoff Investor Group launched the campaign just weeks after initial investment
  - Radoff first contacted the Company on March 16, the day he became a Genesco shareholder
  - Following one conversation with the Company, Radoff's attorneys contacted Genesco on April 13, requesting a Director Nomination Questionnaire
- ✘ Refusal to Identify Candidates:** Radoff refused to identify nominees or specific skill sets until delivering a formal notice on April 24, with a hastily assembled slate
- ✘ Delays and Inconsistency:** Consistent with Radoff's approach to Genesco since the beginning... Radoff waited 15 days before finally agreeing to allow Genesco to interview his nominees
- ✘ Abrupt Slate Alterations:** Without notice, Radoff abruptly withdrew half of the slate (Glen Herrick and Kashif Molwani) on June 8
- ✘ High-Level Ideas Without Supporting Analysis:** Radoff has introduced high-level ideas without any rationale or supporting analysis, and fails to consider the Board regularly reviews and evaluates any value-enhancing ideas

## ...Genesco Has Aimed to Engage Constructively

- ✓ Immediate Response to Initial Outreach:** Following Radoff's first-ever contact on March 16, the Company promptly arranged an IR meeting on March 30 and a subsequent meeting with CEO Mimi Vaughn on April 21
- ✓ After Filing a 13D on April 15, Repeated Access to Senior Leadership:** The Company has granted Radoff substantial access to senior leadership including our CEO/Chair, Lead Independent Director and other Company personnel
- ✓ Interviewed Candidates Per Company Policy:** Despite Radoff's delays, 3 independent directors, including 2 Committee Chairs and our Lead Independent Director, promptly and thoroughly conducted interviews with each of Radoff's 4 nominees. They were subsequently presented to the full Board and, following robust deliberation, were declined due to lack of additive experience, skills, and track records
- ✓ Transparency via NDA:** Genesco offered a preview of its Q1 earnings and buyback strategy under a short-term NDA to ensure the group had a fulsome understanding of the Company's trajectory
- ✓ Ongoing Openness to Dialogue:** The Company provided three years of detailed share repurchase data and has remained open to hear further perspectives, but Radoff apparently has no interest in serious constructive discussions

*The Board remains open minded about a resolution that would benefit all GCO shareholders*

# Radoff is Seeking Board Seats Without Clear, Strategic Logic

Radoff has consistently advocated for Board change, but has not articulated a clearly-defined value creation plan, rationale for further Board refreshment, or explanation of how his nominees would benefit the Company

## 1 Investment Thesis Remains Undefined

- Radoff has presented no investment thesis or business plan and wants change, but can't articulate how his change would help the Company
- Radoff has raised numerous potential actions at a high level but without detail or supporting analysis:
  - Sale of businesses
  - Sale-leaseback
  - Sale of Company
  - Increased buybacks
  - Board refreshment
  - Chair/CEO roles
- **Genesco's Board and Management team have repeatedly requested more details on these ideas and offered to share analysis and rationale under a second proposed NDA, but Radoff has failed to respond**

The Board on its own has regularly reviewed and evaluated these ideas

## 2 No Clear Rationale for Additional Board Change

- Genesco has added 6 independent directors and another 6 have retired since 2020
- Despite this significant refreshment, Radoff seeks to replace two directors who have uniquely valuable expertise and essential institutional knowledge and continuity
- Radoff's case for replacing Genesco's directors relies on a bright-line view that directors with >10-year tenure lack independence, irrespective of any other factor and neglecting that a balance of tenures is productive in the boardroom
- Radoff does not explain why Genesco's substantial refreshment is insufficient, nor identifies what specific capabilities, expertise, or perspectives are absent from the Board today

## 3 No Clear Case for Radoff's Nominees

- We remain open to qualified director nominees, as reflected by our robust ongoing Board refreshment efforts
- The skill sets of Radoff's nominees are either not relevant to Genesco's business and strategy or are already represented on the Board
- None of Radoff's nominees possess direct footwear industry experience or any general retail experience
- His candidates have questionable backgrounds and personal ties, and are underqualified relative to the sitting directors they would replace

Genesco is always open to ideas that would generate value for our shareholders

# Radoff's Nominees Lack Relevant Skills or Experience for Genesco

## Westervelt "Westy" Ballard Track Record of Bankruptcy and Financial Instability, Lacks Additive Skills and Experience, and Personal Connections to Radoff

- ✗ Mr. Ballard's career in energy is marked by **disruption and financial instability**
  - In 2020, as CFO, Mr. Ballard oversaw a **delisting and Chapter 11 bankruptcy** at Superior Energy Services, a public energy company, following **repeated credit rating downgrades by Moody's and S&P**, who both cited deteriorating performance and high leverage
- ✗ Mr. Ballard serves as President and CEO of a private investment firm that **lacks any operational footprint in the retail or footwear sectors**
- ✗ Mr. Ballard's **career is in energy services and oil & gas...** but the skills of corporate development, finance and M&A are abundant on the Board
  - No background managing a complex, consumer-facing omnichannel retail business like Genesco
- ✗ During his interviews with the Genesco Board, Mr. Ballard disclosed his personal relationship with Radoff – raising questions...
  - Would Mr. Ballard's allegiance be to Radoff or to all shareholders?
  - Was Mr. Ballard selected on merit, or because Radoff already knew him?

## Paula Poskon Frequent Activist Director, Recommended to Radoff by Leading Activist Law Firm, and Lacks Additive Skills and Experience

- ✗ Ms. Poskon was nominated multiple times to public boards by multiple shareholder activists – **raising questions whether her allegiance will be to a single shareholder vs. all shareholders**
  - Appointed to the Board of Wheeler REIT through Stilwell Value's activist slate in 2019
  - Appointed to the Board of NAM Tai Property through IsZo Capital's activist slate in 2021... **despite ISS's recommendation "Against"**
    - **Served on Nam Tai's Board for a tenure of just ~7 months**
  - Nominated to Brookdale Senior Living's Board by Ortelius, despite no relevant experience, and **rejected by shareholders**
  - Now nominated to Genesco's Board, through referral from an activist law firm, despite the lack of qualifications
- ✗ **Ms. Poskon has no Footwear, Retail, or Consumer Industry experience**

**All 4 Directorships Are Short-Tenured and at Real Estate Companies With Assets Irrelevant to Genesco's Leased Footwear Retail Footprint**

 NAMTAI Technology Parks in China	 POWER REIT Railroads, Solar Farmland, & Greenhouses	 WHLR REAL ESTATE INVESTMENT TRUST Grocery-Anchored REIT	 cdr CEDAR REALTY TRUST Grocery-Anchored REIT
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**We conducted a robust review process including detailed interviews of each of their candidates, and after careful Board deliberation the results were clear... Radoff's nominees are NOT additive to Genesco's Board**

Source: Public company filings, Radoff 2026 Definitive Proxy Statement.

# Radoff's Nominees Lack Relevant Skills or Experience for Genesco (Cont'd)

*Two underqualified nominees with the wrong skill sets and experience, who appear to have concerning connections to Radoff and other activist affiliates*

	Direct Footwear Experience	Direct Retail Experience	Public Board Experience	Independence From Radoff
Westervelt "Westy" Ballard	✘	✘	Never served as an independent director	✘ Openly admits his personal relationship with Radoff
Paula Poskon	✘	✘	Short tenures & in an unrelated industry	✘ Frequent activist director and was recommended to Radoff by leading activist law firm

Source: Public company filings, Radoff 2026 Definitive Proxy Statement.

# Radoff Is Targeting Directors Who Are Critical to Our Ongoing Progress

## Thurgood Marshall, Jr.

*Independent Director*



- ✓ Legal and regulatory expertise working across the public and private sectors, skills essential to Genesco amidst today's dynamic regulatory environment including tariff policy
- ✓ Substantial public company director experience on 3 boards, including serving as Chair of the Risk Committee at CoreCivic
- ✓ Ongoing collaboration with General Counsel: Mr. Marshall is Management's designated Director for matters regarding corporate policy, Board governance and ethics compliance
- ✓ Valuable perspective as the holder of a Cyber Risk & Strategy Certification pursuant to the Diligent Board training program
- ✓ Mr. Marshall held senior White House roles, including as Assistant to the President and Cabinet Secretary in the Clinton Administration
- ✓ Served across all three branches of the federal government & in the private sector as a Partner of Morgan, Lewis, & Bockius
- ✓ Former Chairman of the Board of Governors of USPS, bringing logistics and catalog business experience relevant to Genesco's omnichannel business

## Joanna Barsh

*Independent Director*



- ✓ Leading expert in Consumer & Retail strategic transformations and successful growth programs, directly essential to Genesco's ongoing strategic transformation
- ✓ Senior Partner Emerita with 30+ years at McKinsey & Company serving global retail, consumer-products, private-equity and media companies on strategic and operational issues
- ✓ Maintains an open line of communication as a Director liaison for Genesco's Chief Human Resource Officer on all employee matters
- ✓ Proven leader in the boardroom as the previous Chair of Compensation Committee and currently overseeing Board refreshment efforts as Chair of the Nominating & Governance Committee
- ✓ Developed leaders through bespoke programs in the U.S. and over 15 countries, based on a decade of proprietary research and bestselling books



Morgan, Lewis  
& Bockius LLP  
**Ford  
Foundation**



McKinsey  
& Company



*Selected Book Covers*

*If both Mr. Marshall and Ms. Barsh were replaced, we would lose critical institutional knowledge...*

Source: Public company filings.



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## Genesco's Strategy

- ✓ Clearly stated Footwear First strategy anchored in four strategic growth drivers to deliver sustainable and profitable growth
- ✓ Refreshed Board has relevant skills and experience aligned with our strategy to ensure our continued execution and success
- ✓ Our new Footwear First strategy is delivering results:
  - ✓ Seven consecutive quarters of comparable sales growth
  - ✓ 41% Adj. Operating Income growth and \$1.45 Adjusted EPS in FY'26
  - ✓ 96% one-year total shareholder return
  - ✓ \$400M returned to shareholders since the beginning of FY'20, having repurchased shares in every year outside of the pandemic
  - ✓ Most recently reflected in our strong Q1 FY'27 results

## Radoff's Strategy For Genesco

- ✗ Return \$200-300M to shareholders in the next 18 months
  - Radoff has not provided any supporting analysis, funding plan or implementation details for this proposal
- ✗ Replace highly-talented Directors with integral expertise critical to our strategy

*We maintain an open dialogue with our shareholders and are always open to their perspectives. The Radoff campaign has failed to present a discernible strategy to create value for GCO shareholders and the dissident nominees add no new relevant skills or experience that are not already represented on Genesco's Board*

# Radoff's Haphazard Campaign Raises More Questions Than It Answers

Radoff is asking shareholders to elect their nominees, yet he has not addressed our basic questions about his thesis, ideas or nominees. We encourage shareholders to ask them the following questions:

-  Why launch a proxy contest rather than continue the dialogue the Company offered?
-  What, specifically, is Radoff's plan to create value that Footwear First does not already deliver?
-  Has Radoff completed any analysis to support his strategic alternative-related ideas?
-  What specific skill, capability, or perspective is missing from the Board today that only Radoff's nominees can provide?
-  How does removing Marshall and Barsh's experience and skill sets help shareholders amid tariff volatility and a retail transformation?
-  Why are Ballard and Poskon better positioned than the incumbents to oversee a footwear retailer when neither has any footwear or broader consumer industry experience?
-  What evidence is there that Marshall or Barsh have failed to act independently?
-  Why did Radoff nominate 4 directors, none of which have any consumer or retail experience?
-  Why did Radoff abruptly remove 2 nominees from his slate in the middle of the campaign?

# Genesco Risks Losing Integral Expertise If the Dissident Nominees Are Elected

## What Our Board Would Lose

## What Radoff's Nominees Would "Add"



**Thurgood Marshall, Jr.**

- **Legal and regulatory expertise**, skills essential to Genesco amidst today's dynamic regulatory environment including tariff policy
- **Logistics experience** as the former Chairman of the Board of Governors of USPS, relevant to Genesco's omnichannel business
- **Substantial public company director experience** on 3 boards, including serving as Chair of the Risk Committee at CoreCivic



**Westervelt "Westy" Ballard**

- As CFO of Superior Energy Services, presided over the company's descent into a **Chapter 11 bankruptcy**
- Disclosed a personal relationship with Radoff
- **Has no Footwear, Retail, or Consumer Industry experience**
  - Experience in private equity and energy services **not relevant**



**Joanna Barsh**

- **Leading expert in Consumer & Retail strategic transformations**, directly essential to Genesco's ongoing strategic transformation
- **Valuable strategic insights** from a long consulting career for 100+ public companies
- Extensive knowledge in **talent management**, directly applicable for oversight of GCO
- **Experience developing leaders** through bespoke programs globally



**Paula Poskon**

- **Rejected by shareholders** in recent elections as a dissident nominee
- Nominated to Genesco's Board through referral from an activist law firm, despite the lack of qualifications
- **Has no Footwear, Retail, or Consumer Industry experience**
  - Experience at real estate companies **not relevant**



*Differentiated Experience to Promote Genesco's Long-Term Strategy*

*Unrelated Experience and Questionable Backgrounds*

# Genesco's Incumbent Directors are the Best Choice to Deliver Value Creation to ALL Shareholders

**1** Our Strategic Transformation Has Driven Results and Momentum

**2** Our Portfolio and Execution of Our Footwear First Strategy Will Continue Creating Shareholder Value

**3** We Have the Right Board and Management Team for Continued Success

**4** The Election of Radoff's Nominees Would Jeopardize Value Creation and Endanger Our Progress

## Vote the WHITE Proxy Card

The Genesco Board of Directors unanimously recommends that you vote the WHITE proxy card:

For the election of ALL of the Company's highly qualified Board nominees:

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> Joanna Barsh       | <input checked="" type="checkbox"/> Thurgood Marshall, Jr. |
| <input checked="" type="checkbox"/> Matthew M. Bilunas | <input checked="" type="checkbox"/> Angel R. Martinez      |
| <input checked="" type="checkbox"/> Carolyn Bojanowski | <input checked="" type="checkbox"/> Mary E. Meixelsperger  |
| <input checked="" type="checkbox"/> John F. Lambros    | <input checked="" type="checkbox"/> Gregory A. Sandfort    |
|  | <input checked="" type="checkbox"/> Mimi E. Vaughn         |

### PROTECT YOUR INVESTMENT

We urge you to reject Radoff's campaign for unwarranted change and vote on the WHITE Proxy Card "**FOR**" **ONLY** the Genesco nominees

A photograph of three children sitting on a wooden bench outdoors. On the left is a girl with curly hair, in the middle is a girl with long hair wearing sunglasses, and on the right is a boy with short blonde hair. They are all smiling at the camera. The background shows a white lattice fence and some greenery.

# Appendix: Board of Directors



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# Each Genesco Director Brings Highly Relevant Skills and Experience



**Mimi Vaughn**  
*President, CEO and Chair of Genesco*

- President, CEO and Board Chair of Genesco since 2020
- In her current roles, Vaughn provides executive insight over day-to-day operations and progress towards strategy execution; Vaughn's extensive history with Genesco over the last 20+ years provides her with a unique view of the Company's evolution
- Vaughn has served in various leadership positions with Genesco, including as CFO and COO
- Prior to her leadership roles, Vaughn served within the Company's Strategy and Business Development department from 2003 – 2015, gaining years of experience developing and executing corporate strategy through changing market conditions and consumer demands
- Vaughn has been an essential driving force in leading Genesco's long-term Footwear First strategy



**Gregory Sandfort**  
*Former President and CEO of Tractor Supply and Lead Independent Director of Genesco*

- Over 40 years of experience in the retail industry; brings broad experience in retail, merchandising, marketing, brand management, operations, logistics, strategic planning and human resource management
- During his tenure at Tractor Supply, a publicly traded large-cap specialty retailer, Sandfort served in many leadership roles including as CEO, President, COO and Chief Merchandising Officer
- Sandfort's broad-based experience in the retail industry, understanding of customer dynamics and shifting consumer preferences were critical in the development and execution of the company's ONETractor strategy: an omnichannel driven strategy which offered a seamless experience by targeting integration of both physical and digital operations (e.g., mobile POS, BOPIS, etc.)
- Sandfort has served in various leadership roles at Michaels Stores (President and CEO), Kleinert's (Co-CEO and Vice Chairman) and Sears (Vice President)
- Sandfort formerly served as Lead Independent Director and as an independent chairman at WD-40, a manufacturer of household and multi-use products
- Previously served as a director at Tractor Supply and Kirkland's, a home décor retailer



**Joanna Barsh**  
*Senior Partner Emerita at McKinsey & Company*

- Senior Partner Emerita at McKinsey & Company
- As a Senior Partner at McKinsey & Company, Barsh served over 100 companies, organizations and governments in the retail, consumer products, direct selling, private equity and media sectors on strategic and operational issues
- Through her three decades of experience, Barsh has gained valuable insights helping management teams and boards identify market opportunities, implement strategies and growth programs, execute business transformations and navigate industry transitions
- Strong advocate for women at work through her award-winning books on women's leadership, including 'How Remarkable Women Lead'
- Additionally, Barsh served on NYC's Commission on Women's Issues for a decade, invited by Mayor Bloomberg
- Barsh led ground-breaking research for *The Wall Street Journal's* Women in Econ Task Force and for the U.S. Chamber of Commerce
- Conducted over 50 due diligences of mid-sized retail businesses for private equity clients; worked with retail portfolios to achieve investment theses

Source: Public company filings, 2026 Proxy Statement.

# Each Genesco Director Brings Highly Relevant Skills and Experience (Cont'd)



**Matt Bilunas**  
Senior Executive Vice  
President and  
CFO of Best Buy

- Chief Financial Officer and Senior Executive Vice President of Enterprise Strategy at Best Buy Co. Inc., with responsibility for global finance, including audit, procurement, and financial services, as well as enterprise strategy and real estate
- 30+ years of finance and accounting experiences with broad industry knowledge across retail, hospitality, retail real estate, energy and public accounting
- Since joining Best Buy in 2006, Bilunas has held a range of financial leadership roles across both field and corporate operations, spanning domestic and international businesses
- Bilunas served as Senior Vice President of Enterprise and Merchandise Finance prior to becoming CFO, playing a key role in financial planning and business performance
- Bilunas was an instrumental leader in Best Buy's multi-year transformation, contributing to strategic evolution and operational execution across the organization
- Bilunas brings prior experience from Carlson Inc., NRG Energy Inc., Bandag Inc., and KPMG, with a strong foundation in accounting and corporate finance



**Carolyn Bojanowski**  
Executive Vice President of  
Merchandising at Sephora

- Executive Vice President of Merchandising at Sephora USA (LVMH) since September 2022; member of the North American Operating Committee with responsibility for sales across all channels, including stores, Sephora.com and Sephora inside Kohl's
- During her 20+ year tenure at Sephora, Bojanowski has driven transformation across omnichannel retailing, e-commerce, merchandising, marketing, loyalty and brand and product development
- Bojanowski previously served as Senior Vice President of General Manager E-commerce, Senior Vice President of Dotcom Merchandising & Gift Cards and Vice President of Sephora.com Merchandising from 2017 – 2022
- Bojanowski led an e-commerce strategy and execution, which included development of digital partnerships, new payment methods and enhanced online customer experience across the U.S. and Canada
- Bojanowski spearheaded omnichannel capabilities such as buy online, pick up in store (BOPIS) and same-day delivery, strengthening integration between digital and physical retail channels
- Bojanowski brings extensive experience working with 200+ brands and driving growth, innovation and merchandising excellence, with deep expertise in digital commerce, marketing and brand development



**John Lambros**  
Chairman, U.S. Technology,  
Head of Digital Media,  
Sports & Entertainment at  
Houlihan Lokey

- Chairman, U.S. Technology, Head of Digital Media, Sports & Entertainment at Houlihan Lokey, a global investment bank and public company; formerly President and Head of Digital Media Banking of GCA-U.S.
- Lambros has led more than 250 public and private market financings, merger and acquisition transactions, recapitalizations, joint ventures, and senior and subordinated debt financings over his career
- Lambros has been an active advisor to and investor in the digital media, e-commerce, and emerging technology markets, working with some of the leading, global public and private companies across the entire digital sector
- Lambros serves as an angel investor in several technology and consumer brand startups
- Earlier in his career, Lambros held various roles at Morgan Stanley and served as Senior Vice President of Business Development at Into Networks, a broadband technology company, where he was instrumental in raising funds from strategic investors, negotiating more than 50+ different content and distribution licensing deals and selling the company
- Lambros has extensive expertise in corporate finance, digital media and emerging technology and software sectors
- Lambros has experience overseeing an international business, like Genesco

Source: Public company filings, 2026 Proxy Statement.

# Each Genesco Director Brings Highly Relevant Skills and Experience (Cont'd)



**Thurgood Marshall, Jr.**  
*Director at CoreCivic and EN+ Group*

- Director at CoreCivic, a full-service corrections management and real estate solutions provider, and EN+ Group, the largest provider of low-carbon aluminum
- Marshall has served in government positions at the highest levels and is deeply familiar with public policy and the regulatory process; he has a distinguished career serving as Assistant to the President and Cabinet Secretary in the Clinton Administration and the Chairman of the Board of Governors of USPS
- Marshall has over two decades as an international law firm partner and served as former international Law Partner of Morgan, Lewis & Bockius. He represented witnesses and companies involved in congressional investigations and he counseled clients engaged in public policy
- Marshall has authored guidance regarding ethics compliance and corporate governance and developed legislative and regulatory strategies for clients involved in corporate mergers, professional and amateur sports, commercial aviation, utility and banking regulation, pharmaceuticals and legal process reforms
- Marshall has extensive experience with corporate governance and risk management and has served on audit committees and managed board interests in response to shareholder litigation



**Angel Martinez**  
*Co-CEO of Oofos*

- Co-Chief Executive Officer of Oofos, a recovery footwear brand, since October 2025
- 30 years of public company board experience
- Throughout his career, Martinez started, developed, marketed and managed numerous portfolios of brands such as UGG, Teva, HOKA, and Reebok's Freestyle aerobic shoe, many of which became internationally recognized and award winners
- During his tenure as Chairman and CEO of Deckers, a publicly traded footwear retail company, the Company was honored as the "Company of the Year" by both *Footwear News* and *Footwear Plus* and *Outside Magazine's* "Best Places to Work"
- At Deckers, Martinez helped grow the company's investments in its direct-to-consumer platform and enhanced omnichannel capabilities allowing the Company to increasingly engage existing and prospective consumers in a more connected environment
- Martinez served as a founding employee, EVP and Chief Marketing Officer for Reebok International for over 20 years; the Company reported total revenue of ~\$3bn in Martinez's final year
- Martinez currently serves as a director at Korn Ferry, a global organizational consulting firm
- Previously served as a director at Deckers, a footwear designer and distributor, and Tupperware Brands, a global consumer products company



**Mary Meixelsperger**  
*Former CFO of Valvoline*

- Meixelsperger brings to Genesco a wealth of experience in finance, accounting, regulatory reporting, treasury, and financial planning and analysis, risk management, business development and technology stemming from her tenures as CFO of multiple private and public companies
- As the former CFO of Valvoline, Meixelsperger was a key part of the team that generated positive shareholder returns since the company was spun-off in 2016
- Additionally, Meixelsperger was instrumental in Valvoline's corporate development
- Meixelsperger has extensive transaction and integration experience stemming from her work on Valvoline's spin-off from Ashland Global and managing subsequent bolt-on acquisitions
- Prior to joining Valvoline, Meixelsperger served as SVP and CFO of DSW (now Designer Brands), a publicly traded footwear retailer with a market cap of ~\$1bn
- Meixelsperger serves as Vice Chairman for United Way of the Bluegrass, continuing a long-held career commitment to supporting United Way's mission

Source: Public company filings, 2026 Proxy Statement.



# Appendix: GAAP to Non-GAAP Financial Reconciliation



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JOHNSTON & MURPHY



# Adjustments to Reported Earnings (Loss) from Continuing Operations

In \$mm (except per share amounts)	Fiscal Year Ended <sup>(3)</sup>								
	February 03, 2024			February 01, 2025			January 31, 2026		
	Pretax	Net of Tax	Per Share	Pretax	Net of Tax	Per Share	Pretax	Net of Tax	Per Share
<b>Earnings (loss) from continuing operations, as reported</b>	--	(\$24)	(\$2.10)	--	(\$20)	(\$1.80)	--	\$13	\$1.25
Gross margin adjustment:									
Charges related to distribution model transition	--	--	--	\$2	\$1	\$0.12	--	--	--
Inventory write-down related to exit of licenses	--	--	--	--	--	--	\$1	\$1	\$0.09
Reversal of inventory write-down related to exit of licenses	--	--	--	--	--	--	--	--	--
<b>Total gross margin adjustment</b>	--	--	--	\$2	\$1	\$0.12	\$1	\$1	\$0.09
Selling and administrative expense adjustment:									
Costs associated with information technology transformation	--	--	--	--	--	--	--	--	--
<b>Total selling and administrative expense adjustment</b>	--	--	--	--	--	--	--	--	--
Asset impairments and other adjustments:									
Asset impairment charges	\$1	\$1	\$0.07	\$1	\$1	\$0.09	\$1	\$1	\$0.05
Goodwill impairment	\$28	\$22	\$1.93	--	--	--	--	--	--
Store restructuring charges	--	--	--	--	--	--	\$4	\$3	\$0.27
Costs associated with information technology transformation	--	--	--	--	--	--	\$3	\$2	\$0.20
Severance	\$1	\$1	\$0.07	\$2	\$1	\$0.13	\$1	\$0	\$0.04
Impact of additional dilutive shares	--	--	\$0.02	--	--	\$0.03	--	--	--
Gain related to payment card interchange fee litigation	--	--	--	--	--	--	--	--	--
Insurance gain	(\$0)	(\$0)	(\$0.02)	--	--	--	--	--	--
Professional fees related to shareholder activities	--	--	--	--	--	--	--	--	--
<b>Total asset impairments and other adjustments</b>	\$30	\$23	\$2.07	\$3	\$2	\$0.25	\$8	\$6	\$0.56
Income tax expense adjustments:									
Tax impact share based awards	--	\$1	\$0.09	--	\$1	\$0.05	--	\$1	\$0.07
One big beautiful bill impact	--	--	--	--	--	--	--	(\$5)	(\$0.49)
U.S. valuation allowance	--	--	--	--	\$26	\$2.39	--	--	--
Other tax items	--	\$6	\$0.50	--	(\$1)	(\$0.07)	--	(\$0)	(\$0.03)
<b>Total income tax expense adjustments</b>	--	\$7	\$0.59	--	\$26	\$2.37	--	(\$5)	(\$0.45)
<b>Adjusted earnings from continuing operations<sup>(1)(2)</sup></b>	--	\$6	\$0.56	--	\$10	\$0.94	--	\$15	\$1.45

Source: Public company filings.

(1) The adjusted tax rate for Fiscal 2024, Fiscal 2025 and Fiscal 2026 was 24.6%, 27.7% and 29.9%, respectively.

(2) EPS reflects 11.4 million, 11.0 million and 10.6 million share count for Fiscal 2024, Fiscal 2025 and Fiscal 2026, respectively, which includes common stock equivalents in both periods for adjusted earnings from continuing operations. The loss from continuing operations for Fiscal 2024 and Fiscal 2025, as reported, excludes common stock equivalents.

(3) Fiscal 2024 for the 53-weeks ended February 3, 2024, Fiscal 2025 for the 52-weeks ended February 1, 2025 and Fiscal 2026 for the 52-weeks ended January 31, 2026.



# Adjustments to Reported Operating Income (Cont'd)

<i>In \$mm</i>	Quarter 4 - February 1, 2025			Quarter 4 - January 31, 2026		
	Operating Income (Loss)	Asset Impair & Other Adj	Adj Operating Income (Loss)	Operating Income (Loss)	Asset Impair & Other Adj	Adj Operating Income (Loss)
Journeys Group	\$43	–	\$43	\$60	–	\$60
Schuh Group	\$6	–	\$6	\$1	–	\$1
Johnston & Murphy Group	\$7	–	\$7	\$6	–	\$6
Genesco Brands Group	\$1	–	\$1	(\$2)	\$1	(\$1)
Corporate and Other	(\$11)	\$2	(\$9)	(\$14)	\$3	(\$11)
<b>Total Operating Income</b>	<b>\$46</b>	<b>\$2</b>	<b>\$48</b>	<b>\$51</b>	<b>\$5</b>	<b>\$56</b>
% of sales	<b>6.2%</b>		<b>6.4%</b>	<b>6.4%</b>		<b>7.0%</b>
Depreciation and amortization			\$13			\$13
Adjusted loss before interest, taxes, depreciation and amortization ("EBITDA") <sup>(1)</sup>			\$61			\$69
% of sales			<b>8.2%</b>			<b>8.6%</b>

Source: Public company filings.

(1) Excludes "Other components of net periodic benefit cost" line item on the Consolidated Statements of Operations.

# Reconciliation of Cash Flow from Operations to Free Cash Flow

<i>In \$mm</i>	Fiscal Year Ended		
	February 03, 2024	February 01, 2025	January 31, 2026
<b>Net earnings (loss)</b>	<b>(\$17)</b>	<b>(\$19)</b>	<b>\$13</b>
Adjustments to reconcile net earnings (loss) to net cash provided by operating activities:			
Depreciation and amortization	\$49	\$52	\$53
Deferred income taxes	\$3	\$27	(\$1)
Goodwill impairment	\$28	--	--
Impairment of long-lived assets	\$1	\$1	\$4
Share-based compensation expense	\$14	\$13	\$12
Provision for discontinued operations	\$1	\$0	\$0
Loss on sale of assets	\$0	\$1	\$1
Other	\$1	\$0	\$0
<b>Changes in working capital and other assets and liabilities, net of acquisitions/dispositions:</b>			
Accounts receivable	(\$13)	\$4	\$10
Inventories	\$80	(\$49)	(\$1)
Prepays and other current assets	(\$14)	(\$61)	\$62
Accounts payable	(\$28)	\$54	(\$13)
Other accrued liabilities	(\$2)	\$12	\$9
Other assets and liabilities	(\$10)	\$52	(\$5)
<b>Net cash provided by operating activities</b>	<b>\$95</b>	<b>\$88</b>	<b>\$146</b>
<b>Less: Capital expenditures</b>	<b>\$60</b>	<b>\$41</b>	<b>\$62</b>
<b>Free Cash Flow</b>	<b>\$34</b>	<b>\$47</b>	<b>\$84</b>

Source: Public company filings.

# Adjustments to Reported Selling and Administrative Expenses

	<u>Quarter 1 - May 2, 2026</u>
<i>In \$mm</i>	
Selling and administrative expenses, as reported	\$254
% of sales	<b>52.2%</b>
Costs associated with information technology transformation	(\$2)
<u>Total adjustments</u>	<u>(\$2)</u>
<u>Adjusted selling and administrative expenses</u>	<u>\$253</u>
<u>% of sales</u>	<u><b>51.9%</b></u>

This document includes certain forward-looking statements, which include statements regarding our intent, belief or expectations and all statements other than those made solely with respect to historical fact. Actual results could differ materially from those reflected by the forward-looking statements in this document and a number of factors may adversely affect the forward-looking statements and our future results, liquidity, capital resources or prospects. These include, but are not limited to, adjustments to projections reflected in forward-looking statements, including those resulting from weakness in store, e-commerce and shopping mall traffic, restrictions on operations imposed by government entities and/or landlords, changes in public safety and health requirements and limitations on our ability to adequately staff and operate stores. Differences from expectations could also result from store closures and effects on the business as a result of the level of consumer spending on our merchandise and interest in our brands and in general; the level and timing of promotional activity necessary to maintain inventories at appropriate levels; our ability to pass on price increases to our customers; the imposition of tariffs (including the timing and amount thereof) on products imported by us or our vendors as well as the ability and costs to move production of products in response to tariffs; the amount and timing of any tariff refunds; our ability to obtain from suppliers products that are in-demand on a timely basis and effectively manage disruptions in product supply or distribution, including disruptions as a result of pandemics or geopolitical events, including disruptions near crucial trade routes; unfavorable trends in fuel costs, foreign exchange rates, foreign labor and material costs, and other factors affecting the cost of products; a disruption in shipping or increase in cost of our imported products, and other factors affecting the cost of products; our dependence on third-party vendors and licensors for the products we sell; store closures and effects on the business as a result of civil disturbances; our ability to renew our license agreements; impacts of the ongoing geopolitical conflicts around the world including without limitation, the conflict with Iran; other sources of market weakness in the locations in which we operate; the effectiveness of our omni-channel initiatives; costs associated with shareholder activism; costs associated with changes in minimum wage and overtime requirements; wage pressures; labor shortages; the effects of inflation; the evolving regulatory landscape related to our use of social media; weakness in the consumer economy and retail industry; competition and fashion trends in our markets, including trends with respect to the popularity of casual and dress footwear; any failure to increase sales at our existing stores, given our high fixed expense cost structure, and in our e-commerce businesses; risks related to the potential for terrorist events; changes in buying patterns by significant wholesale customers; changes in consumer preferences; our ability to continue to complete and integrate acquisitions; our ability to expand our business and diversify our product base; impairment of goodwill in connection with acquisitions; payment related risks that could increase our operating cost, expose us to fraud or theft, subject us to potential liability and disrupt our business; and changes in the timing of holidays or in the onset of seasonal weather affecting period-to-period sales comparisons. Additional factors that could cause differences from expectations include the ability to secure allocations to refine product assortments to address consumer demand; the ability to renew leases in existing stores and control or lower occupancy costs, to open or close stores in the number and on the planned schedule, and to conduct required remodeling or refurbishment on schedule and at expected expense levels; our ability to realize anticipated cost savings, including rent savings; our ability to realize anticipated cost savings in connection with the restructuring of our information technology functions; amount and timing of share repurchases; our ability to make our occupancy costs more variable; our ability to achieve expected digital gains and gain market share; deterioration in the performance of individual businesses or of our market value relative to our book value, resulting in impairments of fixed assets, operating lease right of use assets or intangible assets or other adverse financial consequences and the timing and amount of such impairments or other consequences; unexpected changes to the market for our shares or for the retail sector in general; costs and reputational harm as a result of disruptions in our business or information technology systems either by security breaches and incidents or by potential problems associated with the implementation of new or upgraded systems or as the result of the restructuring of our information technology functions; risks that our efforts to integrate AI into our business operations may not be successful and could result in reputational harm and /or liability; changes in tax laws and tax rates and our ability to realize any anticipated tax benefits in both the amount and timeframe anticipated; the cost and outcome of litigation, investigations, environmental matters and other disputes that involve us; and other risk factors as set forth in our filings with the Securities and Exchange Commission. The Company disclaims any obligation to update or alter such statements.

On June 15, 2026, Genesco filed a definitive proxy statement on Schedule 14A (the "Proxy Statement") and accompanying WHITE proxy card with the Securities and Exchange Commission ("SEC") in connection with the 2026 annual meeting of Genesco shareholders (the "2026 Annual Meeting") and its solicitation of proxies for Genesco's director nominees and for other matters to be voted on. This document is not a substitute for the Proxy Statement or any other document that Genesco has filed or may file with the SEC in connection with any solicitation by Genesco. INVESTORS AND SHAREHOLDERS ARE STRONGLY ENCOURAGED TO READ THE PROXY STATEMENT AND ACCOMPANYING PROXY CARD AND OTHER DOCUMENTS FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain the Proxy Statement, any amendments or supplements to the Proxy Statement and other documents (including the WHITE proxy card) filed by Genesco with the SEC for no charge at the SEC's website at [www.sec.gov](http://www.sec.gov). Copies will also be available at no charge in the Investor Relations section of Genesco's corporate website at [www.genesco.com](http://www.genesco.com).

We have included certain non-GAAP financial measures in this presentation in order to provide transparency to our shareholders and enable shareholders to better compare our operating performance with the operating performance of our competitors, including with those of our competitors having different capital structures. The Company believes that the provision of such supplemental non-GAAP measures allows investors to evaluate the financial performance of our business using the same evaluation measures that the Company's management uses, and is therefore a useful indication of the Company's performance or expected performance of future operations and facilitates comparison of operating performance with our competitors. Free Cash Flow, Adjusted Operating Income, Adjusted EBITDA, Adjusted Earnings per Share, Adjusted Operating Margin, Adjusted EBITDA Margin, Adjusted Selling and Administrative Expenses and other non-GAAP measures should be viewed in addition to, and not as an alternative to, the reported financial results of the Company prepared in accordance with GAAP. Our definition of these non-GAAP measures may not be comparable to similarly titled measurements reported by other companies. Reconciliations of non-GAAP measures are included herein on pages 51 – 55.