



Genesco Inc. and Subsidiaries

Vendor Code of Conduct

Policy Overview

Genesco Inc. and its divisions (hereinafter referred to as “Genesco”, “we”, or “us”) require strict adherence to the letter and the spirit of all laws applicable to the conduct of its business and demand the same from its Vendors, defined as all suppliers, companies, and each of their employees, agents, affiliates, subsidiaries and sub-contractors that manufacture product or supply goods or services to Genesco. We demand a high standard of integrity and sound ethical judgment from our own team members and expect the same from Vendors. To this end, this Vendor Code of Conduct (“Code”) is intended to address several key areas: Labor and Human Rights, Health and Safety, Sustainability, Integrity and Ethics.

Applicability

The Code applies to all Vendors. Suppliers or companies that utilize the services of sub-contractors shall first identify such sub-contractors to us prior to their engagement on our behalf and shall be responsible for ensuring that said sub-contractors comply with the Code. Further, each of our operating divisions may have Codes of Conduct that are specific to their respective vendors (“Division Codes of Conduct”). Division Codes of Conduct are intended to function in conjunction with this Code and do not supersede the requirements and expectations of the Code.

Compliance

We and our designated agents, including but not limited to external auditors, may audit Vendors at any time to ensure compliance with the standards set forth in the Code and/or Division Codes of Conduct. Factories and employer provided housing, if any, can be inspected, and employees can be interviewed as part of the process. If permission to conduct an audit is denied, consequences up to and including termination of the Vendor agreement may occur. We reserve the right to require Vendors to certify in writing their compliance with the Code and any applicable Division Codes of Conduct at any time. Vendors shall retain all documentation necessary to demonstrate compliance with the Code and any applicable Division Codes of Conduct. Vendors are responsible for communicating the requirements of the Code and any applicable Division Codes of Conduct to their employees and sub-contractors and shall make the Code and any applicable Division Codes of Conduct readily accessible to their employees and sub-contractors in their local language.

Enforceability

Full commitment to the principles and standards of the Code is a condition of doing business with us. Notwithstanding any contractual provision otherwise, the failure of a Vendor to comply with both the spirit of the Code as well as the letter of any applicable federal, state, local, provincial or international law, rule or regulation may result in the termination of the Vendor's relationship with Genesco and any of our subsidiaries or affiliates for cause. The continued provision of products, goods or services by the Vendor to us after receipt of this Code evidences the Vendor's agreement to the requirements contained herein.

Labor Standards

Vendors must uphold fair labor practices, ensuring a safe and healthy working environment for their employees. This includes providing fair wages, adhering to maximum working hour regulations, prohibiting child labor and forced labor, and promoting diversity and equal opportunities within the workforce.

Human Rights

Genesco expects its Vendors to respect and protect the fundamental human rights of their workers. Vendors should not engage in any form of discrimination, harassment, or abusive treatment. They should promote freedom of association and collective bargaining rights, allowing workers to voice their concerns and grievances.

Environmental Sustainability

Vendors are expected to adopt environmentally sustainable practices throughout their operations. This includes minimizing their environmental impact, promoting resource efficiency, reducing greenhouse gas emissions, managing waste responsibly, and complying with environmental laws and regulations.

Supply Chain Transparency

Vendors must maintain transparency in their supply chain, providing accurate and timely information regarding the origin of raw materials and the manufacturing processes involved. They should collaborate with us to ensure transparency throughout the supply chain and actively engage in efforts to identify and address any social or environmental risks.

Continuous Improvement

We encourage vendors to continuously improve their social and environmental performance. Vendors are expected to establish systems for monitoring, auditing, and reporting their progress, identifying areas for improvement, and implementing corrective actions to address any non-compliance or shortcomings.

Collaboration and Partnership

We value collaborative partnerships with our vendors, based on mutual trust, respect, and shared commitment to ethical and sustainable practices. Open communication channels should be maintained, fostering dialogue and collaboration to address challenges and drive positive change.

Ethics

Vendors shall conduct their business in a way that demonstrates their commitment to the highest standards of ethical conduct.

Business Integrity

Corruption, extortion or embezzlement, in any form, is strictly prohibited. Vendors shall, at all times, maintain their compliance with the Foreign Corrupt Practices Act (FCPA), any international anti-corruption conventions and any applicable anti-corruption laws and regulations in the countries in which they operate. Vendors shall not offer or accept any bribes or other means to obtain an undue or improper advantage. Vendors shall abide by all fair competition and antitrust laws applicable in their country of operation.

Confidentiality

Except as otherwise required by law, Vendors shall maintain the confidence of the information entrusted to it by Genesco and shall not use such information for any purpose other than furthering the relationship with Genesco or its operating divisions. Vendors shall take steps to ensure their other customers do not come in contact with our confidential information including its products, specimen, prototypes or manufacturing processes to the extent such are specific to us.

Conflicts of Interest

It is essential for Vendors to avoid any improper influence or even the appearance of improper influence in the manner in which it conducts its business. This includes avoiding relationships, personal or professional, which could or reasonably appear to compromise Vendor and Vendor's employees' responsibilities and ability to make sound, impartial and objective business decisions in connection with Vendor's relationship with us. This includes any situations where Vendors are dealing with our team members.

Gifts and Entertainment

Gifts of modest or reasonable value, or primarily of an advertising or promotional nature, and are customarily offered to others having a business relationship are generally acceptable. Gifts and entertainment given to create an unfair business advantage are prohibited.

Reporting

Vendors shall inform us immediately in the event of Vendor's or its agents non-compliance with this Code or the Division Codes of Conduct.

By adhering to this Vendor Code of Conduct, Genesco and its Vendors can work together to ensure responsible and sustainable practices throughout the supply chain, protecting the interests of workers, communities, and the environment.