

**CORPORATE GOVERNANCE GUIDELINES
OF
GENESCO INC.**

The Board of Directors (the “Board”) of Genesco Inc. (the “Company”) is committed to achieving business success and enhancing long-term shareholder value while maintaining the highest standards of responsibility, ethics and integrity. In that regard, the Board has adopted these principles to provide an effective corporate governance framework for the Company, thereby intending to reflect a set of core values that provide the foundation for the Company’s governance and management systems and its interactions with others.

Role of Board and Management

The Board oversees management as it operates the Company’s business with the highest standards of responsibility, ethics and integrity. To satisfy their respective responsibilities, the directors and members of senior management shall set policies and guidelines reflecting the Company’s commitment to business success through maintaining these standards.

Furthermore, the Board also expects each director and each member of senior management to act ethically at all times and to adhere to the policies, as well as the spirit, expressed in the Company’s Code of Business Conduct and Ethics for Employees and Directors. In the absence of exceptional circumstances, the Board will not permit any waiver of any ethics policy for any director or executive officer.

Responsibilities of the Board — The Board’s primary responsibility shall be overseeing the conduct of the Company’s business and exercising its business judgment to act in what it reasonably believes to be in the best interests of the Company and its shareholders. In carrying out that oversight duty, the Board’s primary functions (which may be fulfilled by committees of the Board) shall include:

- (a) *Management planning and oversight:* Selecting, evaluating and compensating the Chief Executive Officer (the “CEO”) and planning for CEO succession (as described below); providing counsel and oversight in the selection, evaluation and compensation of, and succession planning for, other members of senior management; and approving the appointment and compensation of executive officers.
- (b) *Strategic and operational planning:* Reviewing long-term strategic plans and annual operating plans, and monitoring the implementation and execution of those plans.
- (c) *Major corporate actions:* Reviewing and approving significant financial and business transactions and other major corporate actions.
- (d) *Financial reporting:* Reviewing publicly disclosed financial statements and related reports, and overseeing the establishment and maintenance of controls, processes and procedures to promote accuracy, integrity and clarity in financial and other disclosures.

- (e) *Governance, compliance and risk management*: Establishing and maintaining governance and compliance processes and procedures to promote the highest standards of responsibility, ethics and integrity in the management of the Company.

Responsibilities of Management - Management, under the direction of the CEO, shall be responsible for conducting the Company's business and affairs in an effective, responsible and ethical manner, consistent with the principles and direction established by the Board. In carrying out that duty, management is charged with the following:

- (a) *Organizing management*: Selecting qualified management and implementing an organizational structure that is efficient and appropriate for the Company's operations and culture.
- (b) *Strategic and operational planning and implementation*: Developing long-term strategic plans and annual operating plans, presenting those plans to the Board, implementing and executing approved plans, and recommending and executing changes to those plans as necessary.
- (c) *Managing risk*: Identifying and managing the risks that the Company undertakes in the course of carrying out its business and managing the Company's overall risk profile.
- (d) *Financial reporting*: Ensuring the integrity of the Company's financial statements and reports by implementing, and supervising the operation of, systems, controls, processes and procedures that allow the Company to record, process, summarize and report information in a timely and accurate manner and produce financial statements and other disclosures that fairly present the Company's financial condition and results of operations and permit shareholders to understand the Company's business, financial soundness and risks.

Board Composition and Structure

The number of directors constituting the full Board shall be determined from time to time by the Board within the limits prescribed by the Company's charter and bylaws. In determining the number of directors constituting the full Board, the Board should consider, among other things, the size and breadth of the Company's business and the Company's goals and needs.

Director Qualifications — There shall be at least a majority of independent directors on the Board who meet the independence requirements of the applicable provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the rules promulgated thereunder and the applicable rules of the New York Stock Exchange. The Board will affirmatively determine (on an annual basis and at such other times as required by applicable rules of the New York Stock Exchange), and the Company will disclose as required, as to each Board member whether or not the director is independent. The consideration of a candidate as a director will include the Nominating and Governance Committee's assessment of the individual's background, skills and abilities, and whether such characteristics are consistent with the Company's Corporate Governance Guidelines and fulfill the needs of the Board at that time. The Nominating and Governance Committee shall take into account diversity in professional and personal experience,

skills, background, race, gender, age, nationality and other factors of diversity as it deems appropriate when considering director candidates and is committed to actively seeking highly qualified diverse individuals to include in the pool from which Board nominees are selected. The Nominating and Governance Committee may adopt such procedures and criteria not inconsistent with these Corporate Governance Guidelines as it considers advisable for the assessment of director candidates. The Board should monitor the mix of experience, expertise, diversity, skills and time availability of its directors in order to assure that the Board has the necessary tools to perform its oversight function effectively.

Whenever a vacancy occurs in the Board, either because of a newly-created director position or the removal or retirement of an existing director, the Board, acting on the recommendations of the Nominating and Governance Committee, shall select a person to fill the vacancy and that person shall serve as a director until the next annual meeting of shareholders, or such director's earlier resignation or removal, at which time such person (or another Board nominee) shall be submitted to the shareholders for election to the Board.

Retirement or Withdrawal of Directors; Conflicting Commitments — The Board believes that directors should serve only so long as they add value to the Board. A director's contributions to the Board and the director's ability to continue to contribute productively will be considered by the Nominating and Governance Committee each time a director is considered for nomination. In that regard, the results of the annual Board self-evaluation described in these guidelines will be an important factor in determining whether a director should be nominated.

The Board recognizes that it is important for the Board to balance the benefits of continuity with the benefits of fresh viewpoints and experience. The Board does not believe that it should establish term limits for its members. While term limits could help ensure that there are new ideas and viewpoints available to the Board, the Board recognizes the value of continuity of directors who have experience with the Company and who have gained over a period of time a level of understanding about the Company and its operations that enable the director to make a significant contribution to the deliberations of the Board. The Board believes as an alternative to term limits, it can ensure that the Board continues to evolve and consider new viewpoints through the Company's Board evaluation and nomination processes. Also, directors will not be eligible for election to the Board after their seventy-fifth birthday.

All directors are expected to be active participants and share collective responsibility in the Board's activities. Accordingly, the Board believes there should be a limit to the number of other boards of public companies on which a director serves.

Generally, without the express approval of the Nominating and Governance Committee and the Board, no member of the Board can serve on the board of directors of more than a total of three public companies (including the Company). Notwithstanding the foregoing, any director currently serving on the board of directors of more than three public companies (including the Company) may continue to do so; provided, however, that such director may not serve on any additional public company boards and once the director's participation on more than three public company boards ceases, such director shall be subject to the limit of three public company boards (including the Company).

It is the responsibility of each director to ensure that other commitments do not conflict or materially interfere with the director's responsibilities to the Company. Before a director agrees to serve as a director of another company, the director should consult the Chair of the Board (the "Chair") in advance of accepting an invitation to serve on the other company's board and should inform the chair of the Nominating and Governance Committee in writing of the outcome.

The Board believes that any director who retires from or leaves such director's primary employment, or who has a material change in employment responsibilities or status, should volunteer to resign from the Board. It is not the sense of the Board that in every instance a director who retires or has a material change in employment responsibilities or status should necessarily leave the Board. There should, however, be an opportunity for the Board, through the Nominating and Governance Committee, to review the continued appropriateness of Board membership under the circumstances.

Director Orientation and Education — The Company's management, with the oversight of the Nominating and Governance Committee, shall provide new directors with materials, briefings and additional educational opportunities to permit them to become familiar with the Company and to enable them to better perform their duties. Board members are also encouraged to visit the Company's facilities and to meet with the Company employees throughout their tenure on the Board. In addition, Board members are encouraged to attend accredited director education programs. The Company will reimburse a director for any out-of-pocket expenses incurred consistent with the Company's expense policies in connection with approved director education programs.

Communications with Institutional Investors and Media — The Board believes that communications with institutional investors, media and similar outside parties is primarily the responsibility of the President/CEO, Chief Financial Officer and the Company's Corporate Relations Department. Any requests by the press for comments from Board members, officers or employees of the Company should be referred to the CEO. If comments from the Board are appropriate in a given situation, or requested by the Company's senior executives, they should come from the Chair or a director designated by the Board. The Board will give appropriate attention to written communications that are submitted by shareholders and other interested parties, and will respond if and as appropriate.

Positions of Chair and CEO; Lead Director — The Board selects the Company's Chair and its CEO in the manner that it determines to be in the best interests of the Company's shareholders. If the positions of the Chair and CEO are held by the same person, or if the Chair is otherwise employed by the Company, then an independent director shall be elected by a majority vote of the Board to serve as the Lead Director. The responsibilities of the Lead Director include the following:

- in consultation with the Chair, approve the annual calendar for all meetings of the Board and standing committees;
- provide the Chair with input as to the preparation of the agendas for the Board;

- advise the Chair as to the quality, quantity and timeliness of the flow of information from Company management that is necessary for the independent directors to effectively and responsibly perform their duties;
- coordinate the development of the agenda for and preside over executive sessions of the Board's independent directors; act as principal liaison between the independent directors and the Chair on material issues;
- evaluate, along with the independent members of the full board, the CEO's performance and meet with the CEO to discuss same;
- act as a liaison to shareholders who request direct communication with the Board; and
- perform such other roles and responsibilities as may be assigned from time to time by the Nominating and Governance Committee or the full Board.

If, at any time, the Lead Director is absent or otherwise unable to perform the duties of Lead Director at a meeting, then the most senior independent director (based on length of service on the Board) shall fulfill the duties and responsibilities of the Lead Director until such time as the elected Lead Director is present and again able to perform those duties and responsibilities.

Majority Voting on Directors

Each incumbent director shall submit an irrevocable, conditional offer of resignation effective if, in an uncontested election of directors, any incumbent nominee for director fails to receive a greater number of votes "for" the director's election than votes "against" the director's election, subject to the Board's acceptance thereof as described below. For purposes of this section, an "uncontested election" means any meeting of shareholders for the election of directors at which a quorum is present and with respect to which the number of nominees does not exceed the number of positions on the Board to be filled by election at the meeting as of the record date for such meeting.

The Nominating and Governance Committee will promptly consider the resignation submitted by a director receiving a greater number of votes "against" such director's election than votes "for" such director's election, and the Nominating and Governance Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider factors deemed relevant by the members of the Nominating and Governance Committee including, without limitation, the stated reasons why shareholders voted "against" the director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Company and the Board and/or its committees during prior service, the director's compliance with the Company's Corporate Governance Guidelines, the need for the presence of directors with a broad range of experiences and backgrounds on the Board and the Company's compliance with applicable laws, regulation and the listing standards of the New York Stock Exchange.

The Board will act on the Nominating and Governance Committee's recommendation no later than 90 days following certification of the shareholder vote. In considering the Nominating and

Governance Committee's recommendation, the Board will consider the factors considered by the Nominating and Governance Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Nominating and Governance Committee's recommendation, the Company will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.

To the extent that one or more directors' resignations are accepted by the Board, the Nominating and Governance Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If any director's resignation hereunder is not accepted by the Board, such director will serve until the next annual meeting of shareholders and until the director's successor has been duly elected and qualified.

Any director who fails to receive more votes "for" such director's election than "against" such director's election will not participate in the Nominating and Governance Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Nominating and Governance Committee received a greater number of votes "against" their election than votes "for" their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes "against" their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept them or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes "against" their election than votes "for" their election or who were not standing for election.

This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of the Company.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board shall have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret its provisions and make all determinations deemed necessary or advisable for its administration. All such actions, interpretations and determinations which are done or made by the Board in good faith shall be final, conclusive and binding.

Conduct of Board Meetings

Number of Meetings and Attendance — The Board shall be responsible for determining the appropriate number of regular meetings to hold each fiscal year, but under no circumstances shall it have less than four meetings of the full Board in any fiscal year. Each director is expected to attend all regular meetings of the Board and of the committees of which such director is a member, and is expected to make every effort to attend any specially called Board or committee meeting.

Except for the executive sessions of non-employee directors (as discussed below) and unless otherwise requested by the Board, the CEO and Chief Financial Officer shall attend all Board meetings. In addition, the Chair may request other members of management to attend all or portions of Board meetings for discussion purposes or to make appropriate presentations.

Meeting Agenda — The Board shall be responsible for its agenda, and each director is encouraged to suggest agenda items to the Chair or, if applicable, the Lead Director at any time.

Pre-Meeting Materials — Prior to each regularly scheduled Board meeting, the Chair with the assistance of management shall distribute appropriate written materials relating to the substantive agenda items to be discussed at that meeting (unless confidentiality or sensitivity concerns suggest that materials be distributed only at the meeting). Each director is encouraged to offer suggestions to either the Chair or, if applicable, the Lead Director regarding the nature or extent of information or materials that are regularly distributed in advance of Board meetings.

Executive Sessions of Non-Employee Directors — The directors who are not also Company employees shall hold “executive sessions” in which they meet without the directors who are Company employees. Generally, an executive session of the non-employee directors shall be a standing agenda item at each regular meeting of the Board and, in addition, may be called at any time by the Lead Director or at the request of a majority of the non-employee directors. The agenda for each executive session of the non-employee directors shall be determined by the Chair (or the Lead Director).

Committees of the Board

Standing Committees — The Board shall maintain an Audit Committee, a Compensation Committee and a Nominating and Governance Committee to assist it in discharging its oversight responsibilities. The Board may convene other standing or special committees as it deems appropriate.

The Audit Committee, Compensation Committee and Nominating and Governance Committee shall be governed by a written charter approved by the full Board. Once approved, each committee charter shall be considered to be an integral part of these Corporate Governance Guidelines. Each committee shall review its charter at least annually and shall report the results of such review (including any recommended changes) to the full Board.

Membership — The membership of each committee (including the number and identity of directors comprising the committee and the director designated to serve as committee chair) shall be determined by the full Board, acting with the recommendations of the Nominating and Governance Committee. It is the policy of the Board that no current or former employee of the Company will be a member of the Nominating and Governance, Compensation or Audit Committee. Each member of the Nominating and Governance, Compensation and Audit Committees shall meet the independence requirements of the applicable provisions of the Exchange Act, the rules promulgated thereunder and the applicable rules of the New York Stock Exchange. No member of the Audit Committee shall simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous

service will not impair the ability of such member to effectively serve on the Company's Audit Committee and discloses such determination in the Company's annual proxy statement.

Conduct of Committee Meetings — Within the confines of its purpose (as stated in its charter), each committee shall be responsible for determining the frequency and length of committee meetings and the agenda of items to be discussed. The committee chair, in consultation with appropriate members of management, shall develop the agenda for each meeting and shall cause appropriate written materials to be prepared and distributed prior to the meeting. The committee chair, generally with the assistance of the Secretary, shall be responsible for ensuring minutes of each committee meeting are properly recorded, and the Secretary shall incorporate these minutes into the official Board minute book. The committee chair shall be responsible for apprising the full Board on a regular basis of all committee proceedings, determinations and recommendations.

Any director shall be entitled to attend the meeting of any committee, regardless of whether that director is a member of that committee. Unless otherwise requested by the committee chair, appropriate members of management shall also attend committee meetings for discussion purposes or to make appropriate presentations.

Board Compensation

The Board, through the Compensation Committee, will periodically review, or request management or outside consultants to review, appropriate compensation policies for the directors serving on the Board and its committees. The Compensation Committee will consider contributions to Board functions, service as committee chair and such other factors as it may deem appropriate. Changes in Board compensation, if any, should come at the suggestion of the Compensation Committee, with the concurrence of the Nominating and Governance Committee, and with discussion and concurrence by the Board. The Board believes that a meaningful portion of director compensation should be equity based to further the direct correlation of directors' and shareholders' economic interests.

Performance Evaluation; Succession Planning

Annual Board Self-Evaluation — The Board will conduct an annual self-evaluation to determine whether the Board and each of its committees are functioning effectively. These evaluations will be led by the Nominating and Governance Committee and will be reviewed and discussed with the full Board.

Annual CEO Evaluation — The independent directors (including the members of the Compensation Committee) will conduct a review at least annually of the performance of the CEO. The independent directors (including the members of the Compensation Committee) will establish the evaluation process on which the performance of the CEO is evaluated.

Succession Planning — As part of the annual CEO evaluation process, the independent directors will work with the CEO to plan for such person's succession and to develop plans for interim succession for the CEO in the event of an unexpected occurrence.

Access to Management and Advisors

The Board shall have complete access to all Company officers, employees and the books and records of the Company. Any meetings or contacts that a director desires to initiate may be arranged directly by the director or through the CEO or another executive officer.

The Board welcomes input from management at Board meetings. The Board also encourages management to identify any personnel who can provide additional insight into the items being discussed because of personal involvement or who have potential that management believes should be given exposure to the Board.

The Board and its committees, as well as the non-employee directors acting in executive session, may retain independent outside financial, legal or other advisors as deemed necessary or appropriate at the Company's expense.

Share Ownership Guidelines

Unless otherwise approved by the Nominating and Governance Committee, non-employee directors are expected to own beneficially at least a number of shares of the Company's common stock equal to five times their annual cash retainer. Directors are expected to achieve that ownership within five years of the director's election to the Board.

Unless otherwise approved by the Nominating and Governance Committee, senior officers of the Company are expected to own beneficially shares of the Company's common stock, as follows:

Chief Executive Officer	60,000 shares
Chief Operating Officer (if applicable)	30,000 shares
Chief Financial Officer and Operational Senior Vice Presidents	20,000 shares
Other Senior Vice Presidents	15,000 shares

Officers are expected to achieve that ownership within five years of their appointment to serve as an officer of the Company.

The Company expects to utilize focused incentives and, when appropriate, sanctions to encourage compliance with these guidelines. It is intended that equity awards made by the Company would facilitate compliance with or progress towards satisfaction of these guidelines. Consequently, stock-based compensation (including restricted shares and unexercised, vested options) will be counted toward the requirement.

Compensation Recoupment Policy and Anti-Hedging Policy

The Company's Amended and Restated Compensation Recoupment Policy and Anti-Hedging Policy for Directors and Officers, attached hereto as Annex A and Annex B, respectively, are incorporated by reference herein.

Last updated: October 2023

ANNEX A

Genesco Inc. Amended and Restated Compensation Recoupment Policy

Section 1. Overview. The purpose of this Amended and Restated Compensation Recoupment Policy of the Company (as amended from time to time, the “Policy”), dated as of October 26, 2023 (the “Adoption Date”) is to describe the circumstances in which current and former Executive Officers will be required to repay or return Erroneously Awarded Compensation to members of the Company Group. The Company has adopted this Policy to comply with Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as codified by Section 10D of the Exchange Act, Exchange Act Rule 10D-1 promulgated thereunder, and the rules and requirements of the NYSE (including Section 303A.14 of the NYSE Listed Company Manual) (such legal requirements, and rules and requirements of the NYSE, collectively, the “SEC/NYSE Clawback Rules”).

Section 2. Definitions. For purposes of this Policy, the following capitalized terms shall have the meanings set forth below:

(a) “Accounting Restatement” shall mean an accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement (i) to correct an error in previously issued financial statements that is material to the previously issued financial statements (a “Big R” restatement), or (ii) that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a “little r” restatement).

(b) “Board” shall mean the Board of Directors of the Company.

(c) “Clawback Period” shall mean, with respect to any Accounting Restatement, the three completed fiscal years of the Company immediately preceding the Restatement Date and any transition period (that results from a change in the Company’s fiscal year) of less than nine months within or immediately following those three completed fiscal years.

(e) “Committee” shall mean the Compensation Committee of the Board.

(f) “Common Stock” shall mean the common stock, par value \$1.00 per share, of the Company.

(g) “Company” shall mean Genesco Inc., a Tennessee corporation.

(h) “Company Group” shall mean the Company, together with each of its direct and indirect subsidiaries.

(i) “Effective Date” shall mean October 2, 2023 (which is the effective date of the final NYSE listing standards).

(l) “Erroneously Awarded Compensation” shall mean with respect to any current or former Executive Officer in connection with any Accounting Restatement, the amount of NYSE Clawback Eligible Incentive Compensation Received by such current or former Executive Officer that exceeds the amount of NYSE Clawback Eligible Incentive Compensation that otherwise would have been Received by such current or former Executive Officer had such NYSE Clawback Eligible Incentive Compensation

been determined based on the restated amounts as reflected in such Accounting Restatements, computed without regard to any taxes paid.

(m) “Exchange Act” means the Securities Exchange Act of 1934, as amended.

(n) “Executive Officer” shall mean any officer of the Company as defined in Rule 10D-1(d) (or any successor provision thereof) under the Exchange Act.

(o) “Financial Reporting Measures” shall mean measures that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any other measures that are derived wholly or in part from such measures. For purposes of this Policy, stock price and total shareholder return (and any measures that are derived wholly or in part from stock price or total shareholder return) shall be considered Financial Reporting Measures. For the avoidance of doubt, a Financial Reporting Measure need not be presented within the Company’s financial statements or included in a filing with the SEC.

(p) “Incentive-Based Compensation” shall mean any compensation that is granted, earned or vested based wholly or in part upon the attainment of a Financial Reporting Measure.

(q) “NYSE” shall mean the New York Stock Exchange.

(r) “NYSE Clawback Eligible Incentive Compensation” shall mean all Incentive-Based Compensation Received by any current or former Executive Officer on or after the Effective Date, provided that:

- (i) such Incentive-Based Compensation is Received after such individual began serving as an Executive Officer;
- (ii) such individual served as an Executive Officer at any time during the performance period for such Incentive-Based Compensation;
- (iii) such Incentive-Based Compensation is Received while the Company has a class of securities listed on the NYSE; and
- (iv) such Incentive-Based Compensation is Received during the applicable Clawback Period.

(s) “Received” shall mean when Incentive-Based Compensation is received, and Incentive-Based Compensation shall be deemed received in the Company’s fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if payment or grant of the Incentive-Based Compensation occurs after the end of that period.

(t) “Restatement Date” shall mean the earlier to occur of (i) the date the Board, a committee of the Board or the officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement, or (ii) the date a court, regulator or other legally authorized body directs the Company to prepare an Accounting Restatement.

(u) “SEC” shall mean the U.S. Securities and Exchange Commission.

Section 3. Clawback Provisions.

3.1. Recoupment of Erroneously Awarded Compensation from Executive Officers. In the event that the Company is required to prepare an Accounting Restatement, (i) the Committee shall determine the amount of any Erroneously Awarded Compensation for each applicable current or former Executive Officer (whether or not such individual is serving as an Executive Officer at such time) (the “Applicable Executives”) in connection with such Accounting Restatement, and (ii) the Company will reasonably promptly require the recoupment of the amount of such Erroneously Awarded Compensation from any such Applicable Executive, and any such Applicable Executive shall surrender such Erroneously Awarded Compensation to the Company, at such time(s), and via such method(s), as determined by the Committee in accordance with the terms of this Policy.

3.2 Impracticability Exceptions. Notwithstanding anything herein to the contrary, the Company shall not be required to recover Erroneously Awarded Compensation from any Applicable Executive pursuant to the terms of this Policy if (1) the Committee determines that such recovery would be impracticable, and (2) any of the following conditions is met:

(a) the direct expenses paid to a third party to assist in enforcing the Policy would exceed the amount to be recovered, provided that, before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement pursuant to this clause (a), the Company has (x) made a reasonable attempt to recover such Erroneously Awarded Compensation, (y) documented such reasonable attempt(s) to recover, and (z) provided such documentation to the NYSE;

(b) recovery would violate home country law where that law was adopted prior to November 28, 2022, provided that, before determining that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company has obtained an opinion of home country counsel, acceptable to the NYSE, that recovery would result in such a violation, has provided copy of the opinion is provided to the NYSE; or

(c) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company Group, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

3.3 Acknowledgment. Each Executive Officer shall be required to sign and return to the Company the form of acknowledgment to this Policy in the form attached hereto as Exhibit A pursuant to which such Executive Officer will agree to be bound by the terms and comply with this Policy.

Section 4. General Terms.

4.1. Administration. This Policy shall be administered by the Committee. The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy, and any such determinations made by the Committee shall be in the Committee’s sole discretion, and shall be final and binding on all affected individuals. Except as otherwise required by applicable legal requirements or the rules and regulations of the NYSE, any determinations of the Committee hereunder need not be uniform with respect to one or more current or former Executive Officers.

4.2 Stock Price/TSR. Notwithstanding anything contained herein to the contrary, for Incentive-Based Compensation based on (or derived from) stock price or total shareholder return where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in the applicable Accounting Restatement, (i) such amount shall be determined by the Committee based on a reasonable estimate of the effect of the Accounting Restatement on the stock

price or total shareholder return upon which the Incentive-Based Compensation was Received, and (ii) the Company will maintain documentation of the determination of that reasonable estimate and provide such documentation to the NYSE.

4.3 Method of Recovery. The Committee shall determine, in its sole discretion, the method(s) for recouping any Erroneously Awarded Compensation from any Applicable Executive subject to such recoupment, which may include:

- (i) requiring one or more cash payments to the Company Group from such Applicable Executive, including, but not limited to, the repayment of cash Incentive-Based Compensation previously paid by the Company Group to such Applicable Executive;
- (ii) seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer or other disposition of any equity-based awards previously made by the Company to such Applicable Executive and/or otherwise requiring the delivery to the Company of shares of Common Stock held by such Applicable Executive;
- (iii) reducing or eliminating, or offsetting against, future cash compensation (including cash incentive payments) and/or future equity awards otherwise to be made by the Company Group to such Applicable Executive;
- (iv) offsetting amounts against compensation or other amounts otherwise payable by the Company Group to such Applicable Executive;
- (v) cancelling, adjusting or offsetting against some or all outstanding vested or unvested equity awards of the Company held by such Applicable Executive; and/or
- (vi) taking any other remedial and recovery actions with respect to such Applicable Executive permitted by applicable legal requirements and the rules and regulations of the NYSE, as determined by the Committee.

4.4 Supersedure. This Policy will supersede any provisions in (x) any agreement, plan or other arrangement applicable to any current or former Executive Officer, and (y) any organizational documents of any entity that is part of the Company Group, in any such case that (a) exempt any Incentive-Based Compensation from the application of this Policy, (b) prohibit or restrict the Company Group's right to recover any Erroneously Awarded Compensation from any current or former Executive Officer, including, without limitation, in connection with exercising any right of setoff of the Company Group as provided in Section 4.3 above, and/or (c) require or provide for indemnification to the extent that such indemnification is prohibited under Section 4.7 below.

4.5 Amendment; Termination; Interpretation. The Committee may amend or terminate this Policy at any time, subject to compliance with all applicable legal requirements, and the rules and requirements of the NYSE. It is intended that this Policy be interpreted in a manner that is consistent with the SEC/NYSE Clawback Rules. This Policy amends and restates in its entirety, and supersedes, the clawback policy of the Company adopted on May 1, 2014, as in effect prior to the adoption of this Policy (the "Prior Policy"), which will be of no further force and effect except as set forth in the following proviso; provided, however, that, to the extent that the Company has a right of recoupment against any Covered Executive (as defined under the Prior Policy) where there is not a right of recoupment under this Policy (without giving effect to Section 3.2 of this Policy) and relates to compensation associated with a performance period of the Company ending prior to the Effective Date (or, if such compensation is not associated with a performance period, relates to compensation received prior to the Effective Date), the

Company may recover under the Prior Policy in accordance with the terms thereof as in effect immediately prior to the adoption of this Policy.

4.6. Other Recoupment Rights; No Additional Payments.

(a) Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company Group pursuant to (i) the terms of any recoupment provisions in any cash incentive or equity compensation plan or award agreement, or any other agreement or plan, (ii) any other legal requirements, including, but not limited to, Section 304 of Sarbanes-Oxley Act of 2002 (subject to Section 4.6(b) below), and (iii) any other legal rights or remedies available to the Company.

(b) Notwithstanding anything herein to the contrary, to the extent that any Erroneously Awarded Compensation includes any amounts that have been actually reimbursed to the Company Group from any Applicable Executive pursuant to Section 304 of the Sarbanes-Oxley Act (any such amounts that have been reimbursed to the Company Group, the “Applicable SOX Recoupment Amount”), in order to prevent duplicative recovery, the amount of any Erroneously Awarded Compensation to be recovered from any such Applicable Executive shall be reduced by the Applicable SOX Recoupment Amount.

4.7 No Indemnification, Etc. No entity that is part of the Company Group shall (x) indemnify any current or former Executive Officer against (i) the loss of any Erroneously Awarded Compensation that is repaid, returned or recovered pursuant to the terms of this Policy, or (ii) any claims by any such current or former Executive Officer relating to the Company Group’s enforcement of its rights under this Policy (and any current or former Executive Officer waives any right to such indemnification pursuant to this clause (x)) or (y) pay or reimburse any current or former Executive Officer for insurance premiums to recover losses incurred under this Policy.

4.8. Successors. This Policy shall be binding and enforceable against all current or former Executive Officers and their beneficiaries, heirs, executors, administrators or other legal representatives.

Originally adopted by the Board of Directors of Genesco Inc. on May 1, 2014. Amended and restated policy recommended by the Compensation Committee of the Board of Directors on October 25, 2023, and approved by the Board of Directors on October 26, 2023.

Exhibit A

Form of Acknowledgment

By signing below, the undersigned acknowledges and confirms that the undersigned has received and reviewed a copy of the Genesco Inc. Amended and Restated Compensation Recoupment Policy (as amended from time to time, the “Policy”). Capitalized terms used but not otherwise defined in this acknowledgment shall have the meanings ascribed to such terms in the Policy.

By signing this acknowledgment, the undersigned acknowledges and agrees that the undersigned is and will continue to be subject to the Policy and that the Policy will apply both during and after the undersigned’s employment with the Company Group. Further, by signing below, the undersigned agrees to abide by the terms of the Policy, including, without limitation, by returning the amount of any Erroneously Awarded Compensation to the Company Group to the extent required by the Policy.

Signature

Print Name

Date

ANNEX B

GENESCO INC. ANTI-HEDGING POLICY FOR DIRECTORS AND OFFICERS

INTRODUCTION

The Board of Directors has adopted this Anti-Hedging Policy (this “Policy”) for Genesco Inc. (the “Company”) directors and officers.

The Company considers it improper and inappropriate for directors and officers of the Company to hedge or monetize transactions to lock in the value of the Company’s securities. Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forward contracts, equity swaps, collars and exchange funds. Such hedging transactions may permit a director or officer to continue to own the Company’s securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director or officer’s incentives and objectives may be less closely aligned with those of the Company’s other shareholders, and the director or officer’s incentive to improve the Company’s performance may be (or may appear to be) reduced. In such cases, a key purpose of the equity compensation paid to such officer or director may be undermined.

OBJECTIVE

The objective of this Policy is to prohibit directors and officers from directly or indirectly engaging in hedging against future declines in the market value of the Company’s securities through the purchase of financial instruments designed to offset such risk. Such actions may undermine the purpose for which such securities are granted.

ANTI-HEDGING POLICY

No director or officer may, directly or indirectly, engage in any hedging transaction that reduces or limits the director’s or officer’s economic risk with respect to the director’s or officer’s holdings, ownership or interest in the Company’s securities, including without limitation outstanding stock options, stock appreciation rights or other compensation awards the value of which are derived from, referenced to or based on the value or market price of the Company’s securities. Prohibited transactions include the purchase by a director or officer of financial instruments, including, without limitation, prepaid variable forward contracts, equity swaps, collars, puts, calls or other derivative securities that are designed to hedge or offset a decrease in market value of the Company’s securities.