

## **GENESCO INC.**

### **COMPENSATION COMMITTEE CHARTER**

#### **Purpose**

The purpose of the Compensation Committee of the Board of Directors (the “Committee”) of Genesco Inc. (the “Company”) is to discharge the responsibilities of the Board relating to compensation of the Company’s directors and executive officers. The Committee also shall produce an annual report on executive compensation for inclusion in the Company’s annual proxy statement. The Committee shall make regular reports to the Board of Directors and shall review and reassess the adequacy of the Charter annually and recommend any proposed changes to the Board.

#### **Powers and Duties**

The powers and duties of the Committee are as follows:

1. Review the alignment of executive compensation and benefit programs, policies and practices with Company values and strategy, and the creation of value for stockholders.
2. Oversee and review executive compensation programs, benefits, policies and practices with a view to attract, motivate and retain qualified executive officers and other key employees of the Company and make recommendations to the Board of Directors with respect to compensation, incentive compensation plans and equity-based plans for directors and officers of the Company.
3. Review and approve corporate goals and objectives relevant to compensation of the Chairman and the Chief Executive Officer, evaluate the performance of the Chairman and the Chief Executive Officer in light of those goals and objectives, and determine the compensation of the Chairman and the Chief Executive Officer based on this evaluation. In determining the long-term incentive component of Chief Executive Officer compensation, the Committee will consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
4. Review and determine compensation and incentive arrangements (including any employment or severance agreements) for the senior executive officers of the Company.
5. Review policies in the area of management perquisites.

6. Engage, compensate and terminate any compensation consultant or other advisor used by the Committee in performing the duties set forth in this Charter.
7. Review annually its own performance.
8. Make such recommendations to the Board of Directors as the Committee may consider appropriate and consistent with its purpose, and take such other actions and perform such services as may be referred to it from time to time by the Board of Directors.

### **Meetings**

The Committee shall meet at least two times annually and more frequently as necessary or appropriate. Special meetings of the Committee may be called on two hours notice by the Chairman of the Board or the Committee Chairman. A majority of the Committee shall constitute a quorum, and the Committee shall act only on the affirmative vote of a majority of the members present at the meeting. The Committee shall maintain minutes of all meetings documenting its activities and recommendations to the Board.

### **Composition of the Committee**

The Committee shall be comprised of not less than three Board members, each of whom shall (i) meet the independence requirements of the New York Stock Exchange, (ii) be a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules thereunder, and (iii) be an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee.