

# ENGAGEMENT POLICY

1. All Genesco/Johnston & Murphy vendors will be provided with copies of:
  - Engagement Policy
  - Genesco's Engagement Standards
  - Audit of Engagement Standards
2. Signatures will be required of the individuals directly responsible for manufacturing Genesco products to acknowledge understanding and commitment to comply.
3. Vendors are required to extend Genesco policy to sub-contractors involved with the manufacture of Genesco products.
4. Genesco's Engagement Standards will be posted in a conspicuous location in the manufacturing facility in English and in the local language.
5. Production facilities responsible for the production of any Genesco products will be audited on an annual basis. Where the purchase of product is done directly from the factory, Genesco personnel will carry out the audit in most cases. Where the purchase is made through an agent or sourcing company, the audit may be conducted by the agent or sourcing company at Genesco's option.
6. Genesco reserves the right to audit the production facility at any time, unannounced and conducted either by internal personnel or outside auditors.
7. When visiting manufacturing facilities, Genesco representatives will at all times be alert to variations from Genesco standards and will point this out to the responsible individual. This will be done in writing with a copy for the division file for follow-up on the next visit or at the time of the annual audit.
8. Administration is Johnston & Murphy's responsibility. Copies of the signed compliance form will be maintained in the legal department within Genesco. Where multiple divisions utilize the same vendor, the concerned divisions will work together to avoid duplication of effort and inconvenience to the vendor. Each division will be required to submit to the legal department in February of each year a listing of all current vendors with foreign manufacturing facilities and the date of the last compliance check.
9. Branded companies having policies relating to their manufacturing activity equal to the Genesco Standards of Engagement may be exempt from the Genesco audit with approval of the Johnston & Murphy president.
10. Genesco will discontinue the business relationship with vendors who refuse to make progress on suggested improvements and/or who fail to support the content and spirit of this policy.