CODE OF ETHICS

CODE OF BUSINESS CONDUCT AND ETHICS FOR EMPLOYEES AND DIRECTORS

I. PURPOSE OF CODE

The purpose of this Code is: to promote the honest and ethical conduct of our directors and employees, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; to promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by Genesco Inc. (the "Company"); and to promote compliance with all applicable rules and regulations that apply to the Company and its employees.

II. INTRODUCTION

This Code is applicable to the Company's directors and employees. References in this Code to the Company means the Company or any of its subsidiaries. Compliance by employees with this Code is a condition of employment and any violations of the Code may result in disciplinary action, up to and including termination of employment.

While we expect honest and ethical conduct in all aspects of our business from all of our employees, we expect the highest possible honest and ethical conduct from our directors and from our "Senior Executive and Financial Officers," including the chairman, chief executive officer, chief operating officer, chief financial officer, operational senior vice presidents, general counsel, chief administrative officer, chief accounting officer, treasurer and director of internal audit (or any persons performing similar functions). Senior Executive or Financial Officers are examples for other employees and are expected to foster a culture of transparency, integrity and honesty.

Waivers of this Code with respect to directors or to Senior Executive and Financial Officers may be made only by the Board or a Board committee and will be disclosed in accordance with applicable law.

III. CONFLICTS OF INTEREST

A conflict of interest occurs when an employee's or director's private interests interfere, or appear to interfere, in any way, with the interests of the Company as a whole. Conflicts of interest can also arise when employees or directors take action or employees or directors or members of their families have interests that may make it difficult for them to perform their duties to the Company effectively. Although we cannot list every conceivable conflict, following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided:

III. CONFLICTS OF INTEREST (continued)

A. Protection and Use of Company Personnel or Property

Directors and employees shall not use the Company's employees or property for purposes other than those related to Company business. Employees are prohibited from the unauthorized use or taking of the Company's equipment, supplies, software, data, intellectual property, materials or products. Prior to engaging in any activity on the Company's time which will result in remuneration to the employee or the use of Company equipment, supplies, materials or services for personal or non-work related purposes, employees must obtain the approval of their supervisor.

It is also the responsibility of each employee to protect the Company's assets and ensure their efficient use. Each employee should immediately report theft or waste of any Company assets.

B. Improper Personal Benefits from the Company or Suppliers

Conflicts of interest arise when an employee or a member of his or her family receives improper personal benefits as a result of his or her position in the Company. Employees may not accept any benefits from the Company that have not been duly authorized and approved pursuant to Company policy and procedure, including any Company loans or guarantees of such employee's personal obligations and an employee may not accept personal benefits valued at more than $1,000 in any 12-month period from a supplier with respect to which such employee makes buying decisions on the Company's behalf or valued at an amount so significant that it would affect his or her business judgment on behalf of the Company.

C. Financial Interests in Other Businesses

Employees and directors should avoid having an ownership interest in any other enterprise if that interest compromises or appears to compromise his or her loyalty to the Company. For example, an employee may not own an interest in a company that competes with the Company or that does business with the Company (such as a supplier) unless he or she obtains the written approval of the General Counsel (or, with respect to the General Counsel, approval by the Chief Executive Officer) before making any such investment. However, it is not typically considered, and the Company does not consider it, a conflict of interest (and therefore prior written approval is not required) to make investments in competitors, clients or suppliers that are listed on a national or international securities exchange so long as the total value of the investment is less than one percent (1%) of the outstanding stock of the corporation and the amount of the investment is not so significant that it would affect the owner's business judgment on behalf of the Company.

D. Business Arrangements with the Company

Without the prior written approval of the General Counsel (or, with respect to the General Counsel, approval by the Chief Executive Officer), employees may not participate in joint ventures, partnerships or other business arrangements with the Company.

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E. Corporate Opportunities

If an employee learns of a business or investment opportunity through the use of corporate property or information or his or her position at the Company, such as from a competitor or actual or potential supplier or business associate of the Company (including a principal, officer, director or employee of any of the above), he or she may not participate in the business or make the investment without the prior written approval of the General Counsel (or, with respect to the General Counsel, approval by the Chief Executive Officer). Such an opportunity should be considered an investment opportunity for the Company in the first issuance.

F. Outside Employment or Activities with a Competitor

Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity that is intended to or should reasonably be expected to advance a competitor's interests at the expense of the Company's interests. Employees and directors may not market products or services in competition with the Company's current or potential business activities. It is the responsibility of individuals covered by this Code to consult with the Chief Executive Officer to determine whether a planned activity will compete with any of the Company's business activities before he or she pursues the activity in question.

G. Outside Employment with a Supplier

Without the prior written approval of the General Counsel (or, with respect to the General Counsel, approval by the Chief Executive Officer), no employee may be a supplier or be employed by, serve as a director of or represent a supplier to the Company. Without the prior written approval of the General Counsel (or, with respect to the General Counsel, approval by the Chief Executive Officer), no employee may accept money or benefits of any kind from a third party as compensation or payment for any advice or services that he or she may provide to a client, supplier or anyone else in connection with its business with the Company.

H. Family Members Working in the Industry

If an employee's spouse or domestic partner, his or her children, parents or in-laws, or someone else with whom he or she has a familial relationship is a competitor or supplier of the Company or is employed by one, the employee must disclose the situation to the General Counsel (or, with respect to the General Counsel, to the Chief Executive Officer) so that the Company may assess the nature and extent of any concern and how it can be resolved. The employee must carefully guard against inadvertently disclosing Company confidential information and being involved in decisions on behalf of the Company that involve the other enterprise.

If an employee has any doubt as to whether or not conduct would be considered a conflict of interest, he or she must consult with the General Counsel.

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IV. CONFIDENTIAL INFORMATION

Employees and directors should maintain the confidentiality of information entrusted to them by the Company or its customers, except where disclosure is authorized or legally mandated. Confidential Information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers if disclosed.

V. FAIR DEALING

Each employee and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees.

VI. ACCURATE PERIODIC REPORTS AND OTHER PUBLIC COMMUNICATIONS

A conflict of interest occurs when an employee's or director's private interests interfere, or appear to interfere, in any way, with the interests of the Company as a whole. Conflicts of interest can also arise when employees or directors take action or employees or directors or members of their families have interests that may make it difficult for them to perform their duties to the Company effectively.
Although we cannot list every conceivable conflict, following are some common examples that illustrate actual or apparent conflicts of interest that should be avoided:

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information may be concealed from the internal auditors or the independent auditors.
- Compliance with Generally Accepted Accounting Principles and the Company's system of internal accounting controls is required at all times.

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VII. COMPLIANCE WITH LAWS AND ETHICS CODE

All employees and directors are expected to comply with both the letter and spirit of all applicable governmental rules and regulations and this Code, and to report any suspected violations of applicable governmental rules and regulations or this Code to the General Counsel or the Chief Executive Officer. No one will be subject to retaliation because of a good faith report of a suspected violation. The Company provides anonymous reporting mechanisms for employees' use in reporting concerns about financial reporting, accounting or auditing matters. Employees who fail to comply with this Code or any applicable laws or regulations may be subject to disciplinary measures, up to and including discharge.

No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's employees and directors in the conduct of their roles on behalf of the Company. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity. Without limiting the generality of that statement, the policy does not give rise to or form part of any contract of employment or otherwise alter the "at will" status of any Company employee.