UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-Q

(Mark One)

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended July 2, 2022

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number: 001-13057

Ralph Lauren Corporation

(Exact name of registrant as specified in its charter)

Delaware	**13-2622036**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
650 Madison Avenue, New York, New York	**10022**
(Address of principal executive offices)	*(Zip Code)*

(212) 318-7000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on which Registered
Class A Common Stock, $.01 par value	**RL**	**New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

At August 3, 2022, 42,897,796 shares of the registrant's Class A common stock, $.01 par value, and 24,881,276 shares of the registrant's Class B common stock, $.01 par value, were outstanding.

RALPH LAUREN CORPORATION

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RALPH LAUREN CORPORATION
CONSOLIDATED BALANCE SHEETS
(Unaudited)

	July 2, 2022	April 2, 2022
	(millions)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 1,456.8	$ 1,863.8
Short-term investments	320.1	734.6
Accounts receivable, net of allowances of $185.1 million and $214.7 million	350.4	405.4
Inventories	1,178.2	977.3
Income tax receivable	54.8	63.7
Prepaid expenses and other current assets	217.2	172.5
Total current assets	3,577.5	4,217.3
Property and equipment, net	931.4	969.5
Operating lease right-of-use assets	1,054.5	1,111.3
Deferred tax assets	262.9	303.8
Goodwill	886.5	908.7
Intangible assets, net	99.0	102.9
Other non-current assets	139.3	111.2
Total assets	$ 6,951.1	$ 7,724.7
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	$ —	$ 499.8
Accounts payable	562.1	448.7
Current income tax payable	50.1	53.8
Current operating lease liabilities	247.2	262.0
Accrued expenses and other current liabilities	886.0	991.4
Total current liabilities	1,745.4	2,255.7
Long-term debt	1,137.0	1,136.5
Long-term finance lease liabilities	331.9	341.6
Long-term operating lease liabilities	1,075.9	1,132.2
Non-current income tax payable	98.9	98.9
Non-current liability for unrecognized tax benefits	86.5	91.9
Other non-current liabilities	111.4	131.9
Commitments and contingencies (Note 13)		
Total liabilities	4,587.0	5,188.7
Equity:		
Class A common stock, par value $.01 per share; 107.4 million and 106.9 million shares issued; 43.1 million and 45.0 million shares outstanding	1.0	1.0
Class B common stock, par value $.01 per share; 24.9 million shares issued and outstanding	0.3	0.3
Additional paid-in-capital	2,767.0	2,748.8
Retained earnings	6,347.3	6,274.9
Treasury stock, Class A, at cost; 64.3 million and 61.9 million shares	(6,543.4)	(6,308.7)
Accumulated other comprehensive loss	(208.1)	(180.3)
Total equity	2,364.1	2,536.0
Total liabilities and equity	$ 6,951.1	$ 7,724.7

See accompanying notes.

RALPH LAUREN CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions, except per share data)	
Net revenues	$ 1,490.6	$ 1,376.3
Cost of goods sold	(489.2)	(408.2)
Gross profit	1,001.4	968.1
Selling, general, and administrative expenses	(820.6)	(728.2)
Impairment of assets	—	(18.6)
Restructuring and other charges, net	(5.6)	(0.7)
Total other operating expenses, net	(826.2)	(747.5)
Operating income	175.2	220.6
Interest expense	(11.8)	(13.3)
Interest income	3.6	1.8
Other income (expense), net	(4.8)	0.9
Income before income taxes	162.2	210.0
Income tax provision	(38.8)	(45.3)
Net income	$ 123.4	$ 164.7
Net income per common share:		
Basic	$ 1.76	$ 2.23
Diluted	$ 1.73	$ 2.18
Weighted-average common shares outstanding:		
Basic	70.1	73.8
Diluted	71.5	75.4
Dividends declared per share	$ 0.75	$ 0.6875

See accompanying notes.

RALPH LAUREN CORPORATION

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Unaudited)

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Net income	$ 123.4	$ 164.7
Other comprehensive income (loss), net of tax:		
Foreign currency translation gains (losses)	(39.3)	10.6
Net gains (losses) on cash flow hedges	11.6	(1.0)
Net losses on defined benefit plans	(0.1)	(0.1)
Other comprehensive income (loss), net of tax	(27.8)	9.5
Total comprehensive income	$ 95.6	$ 174.2

See accompanying notes.

RALPH LAUREN CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Cash flows from operating activities:		
Net income	$ 123.4	$ 164.7
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization expense	54.8	57.2
Deferred income tax expense	26.4	3.8
Non-cash stock-based compensation expense	18.2	18.4
Non-cash impairment of assets	—	18.6
Bad debt expense reversals	(1.9)	(1.0)
Other non-cash charges	5.3	1.1
Changes in operating assets and liabilities:		
Accounts receivable	43.9	81.6
Inventories	(226.1)	(67.7)
Prepaid expenses and other current assets	(70.5)	(20.3)
Accounts payable and accrued liabilities	52.2	5.3
Income tax receivables and payables	8.7	4.7
Operating lease right-of-use assets and liabilities, net	(11.4)	(11.2)
Other balance sheet changes	22.3	(7.6)
Net cash provided by operating activities	45.3	247.6
Cash flows from investing activities:		
Capital expenditures	(39.4)	(28.2)
Purchases of investments	(141.0)	(368.3)
Proceeds from sales and maturities of investments	552.0	197.7
Other investing activities	(6.0)	(0.6)
Net cash provided by (used in) investing activities	365.6	(199.4)
Cash flows from financing activities:		
Repayments of long-term debt	(500.0)	—
Payments of finance lease obligations	(5.8)	(5.5)
Payments of dividends	(48.1)	—
Repurchases of common stock, including shares surrendered for tax withholdings	(234.7)	(28.8)
Net cash used in financing activities	(788.6)	(34.3)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(30.0)	3.3
Net increase (decrease) in cash, cash equivalents, and restricted cash	(407.7)	17.2
Cash, cash equivalents, and restricted cash at beginning of period	1,872.0	2,588.0
Cash, cash equivalents, and restricted cash at end of period	$ 1,464.3	$ 2,605.2

See accompanying notes.

RALPH LAUREN CORPORATION

CONSOLIDATED STATEMENTS OF EQUITY

(Unaudited)

	Three Months Ended July 2, 2022							
	Common Stock[a]		Additional Paid-in Capital	Retained Earnings	Treasury Stock at Cost		AOCI[b]	Total Equity
	Shares	Amount			Shares	Amount		
	(millions)							
Balance at April 2, 2022	131.8	$ 1.3	$ 2,748.8	$ 6,274.9	61.9	$ (6,308.7)	$ (180.3)	$ 2,536.0
Comprehensive income:								
Net income				123.4				
Other comprehensive loss							(27.8)	
Total comprehensive income								95.6
Dividends declared				(51.0)				(51.0)
Repurchases of common stock					2.4	(234.7)		(234.7)
Stock-based compensation			18.2					18.2
Shares issued pursuant to stock-based compensation plans	0.5	—	—					—
Balance at July 2, 2022	132.3	$ 1.3	$ 2,767.0	$ 6,347.3	64.3	$ (6,543.4)	$ (208.1)	$ 2,364.1

	Three Months Ended June 26, 2021							
	Common Stock[a]		Additional Paid-in Capital	Retained Earnings	Treasury Stock at Cost		AOCI[b]	Total Equity
	Shares	Amount			Shares	Amount		
	(millions)							
Balance at March 27, 2021	131.0	$ 1.3	$ 2,667.1	$ 5,872.9	57.8	$ (5,816.1)	$ (120.8)	$ 2,604.4
Comprehensive income:								
Net income				164.7				
Other comprehensive income							9.5	
Total comprehensive income								174.2
Dividends declared				(50.5)				(50.5)
Repurchases of common stock					0.2	(28.8)		(28.8)
Stock-based compensation			18.4					18.4
Shares issued pursuant to stock-based compensation plans	0.6	—	—					—
Balance at June 26, 2021	131.6	$ 1.3	$ 2,685.5	$ 5,987.1	58.0	$ (5,844.9)	$ (111.3)	$ 2,717.7

(a) Includes Class A and Class B common stock.

(b) Accumulated other comprehensive income (loss).

See accompanying notes.

1. Description of Business

Ralph Lauren Corporation ("RLC") is a global leader in the design, marketing, and distribution of premium lifestyle products, including apparel, footwear, accessories, home furnishings, fragrances, and hospitality. RLC's long-standing reputation and distinctive image have been developed across a wide range of products, brands, distribution channels, and international markets. RLC's brand names include Ralph Lauren, Ralph Lauren Collection, Ralph Lauren Purple Label, Polo Ralph Lauren, Double RL, Lauren Ralph Lauren, Polo Ralph Lauren Children, and Chaps, among others. RLC and its subsidiaries are collectively referred to herein as the "Company," "we," "us," "our," and "ourselves," unless the context indicates otherwise.

The Company diversifies its business by geography (North America, Europe, and Asia, among other regions) and channel of distribution (retail, wholesale, and licensing). This allows the Company to maintain a dynamic balance as its operating results do not depend solely on the performance of any single geographic area or channel of distribution. The Company sells directly to consumers through its integrated retail channel, which includes its retail stores, concession-based shop-within-shops, and digital commerce operations around the world. The Company's wholesale sales are made principally to major department stores, specialty stores, and third-party digital partners around the world, as well as to certain third-party-owned stores to which the Company has licensed the right to operate in defined geographic territories using its trademarks. In addition, the Company licenses to third parties for specified periods the right to access its various trademarks in connection with the licensees' manufacture and sale of designated products, such as certain apparel, eyewear, fragrances, and home furnishings.

The Company organizes its business into the following three reportable segments: North America, Europe, and Asia. In addition to these reportable segments, the Company also has other non-reportable segments. See Note 17 for further discussion of the Company's segment reporting structure.

2. Basis of Presentation

Interim Financial Statements

These interim consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") and are unaudited. In the opinion of management, these consolidated financial statements contain all normal and recurring adjustments necessary to present fairly the consolidated financial position, income (loss), comprehensive income (loss), and cash flows of the Company for the interim periods presented. In addition, certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP") and the notes thereto have been condensed or omitted from this report as is permitted by the SEC's rules and regulations. However, the Company believes that the disclosures provided herein are adequate to prevent the information presented from being misleading.

This report should be read in conjunction with the Company's Annual Report on Form 10-K filed with the SEC for the fiscal year ended April 2, 2022 (the "Fiscal 2022 10-K").

Basis of Consolidation

These unaudited interim consolidated financial statements present the consolidated financial position, income (loss), comprehensive income (loss), and cash flows of the Company, including all entities in which the Company has a controlling financial interest and is determined to be the primary beneficiary. All significant intercompany balances and transactions have been eliminated in consolidation.

Additionally, as discussed in Note 8, the Company completed the sale of its Club Monaco business at the end of its first quarter of Fiscal 2022 (as defined below) on June 26, 2021. As a result, assets and liabilities related to the Club Monaco business were deconsolidated from the consolidated statement of financial position effective June 26, 2021, with Club Monaco's operating results included in the consolidated statements of income (loss), comprehensive income (loss), and cash flows through the end of the first quarter of Fiscal 2022. Financial statements issued prior to this transaction were not affected.

Fiscal Periods

The Company utilizes a 52-53 week fiscal year ending on the Saturday immediately before or after March 31. As such, fiscal year 2023 will end on April 1, 2023 and will be a 52-week period ("Fiscal 2023"). Fiscal year 2022 ended on April 2, 2022 and was a 53-week period ("Fiscal 2022"). The first quarter of Fiscal 2023 ended on July 2, 2022 and was a 13-week period. The first quarter of Fiscal 2022 ended on June 26, 2021 and was also a 13-week period.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make certain estimates and assumptions that affect the amounts reported in the financial statements and notes thereto. Actual results could differ materially from those estimates.

Significant estimates inherent in the preparation of the consolidated financial statements include reserves for bad debt, customer returns, discounts, end-of-season markdowns, operational chargebacks, and certain cooperative advertising allowances; the realizability of inventory; reserves for litigation and other contingencies; useful lives and impairments of long-lived tangible and intangible assets; fair value measurements; accounting for income taxes and related uncertain tax positions; valuation of stock-based compensation awards and related forfeiture rates; and reserves for restructuring activity, among others.

Reclassifications

Certain reclassifications have been made to the prior periods' financial information in order to conform to the current period's presentation.

Seasonality of Business

The Company's business is typically affected by seasonal trends, with higher levels of retail sales in its second and third fiscal quarters and higher wholesale sales in its second and fourth fiscal quarters. These trends result primarily from the timing of key vacation travel, back-to-school, and holiday shopping periods impacting its retail business and the timing of seasonal wholesale shipments. As a result of changes in its business, consumer spending patterns, and the macroeconomic environment, including those resulting from pandemic diseases and other catastrophic events, historical quarterly operating trends and working capital requirements may not be indicative of the Company's future performance. In addition, fluctuations in sales, operating income (loss), and cash flows in any fiscal quarter may be affected by other events affecting retail sales, such as changes in weather patterns. Accordingly, the Company's operating results and cash flows for the three-month period ended July 2, 2022 are not necessarily indicative of the operating results and cash flows that may be expected for the full Fiscal 2023.

COVID-19 Pandemic

Beginning in the fourth quarter of the Company's fiscal year ended March 28, 2020, a novel strain of coronavirus commonly referred to as COVID-19 emerged and spread rapidly across the globe, including throughout all major geographies in which the Company operates, resulting in adverse economic conditions and widespread business disruptions. Since then, governments worldwide have periodically imposed varying degrees of preventative and protective actions, such as temporary travel bans, forced business closures, and stay-at-home orders, all in an effort to reduce the spread of the virus.

As a result of the COVID-19 pandemic, the Company has experienced varying degrees of business disruptions since its beginning, including periods of closure of its stores and corporate-related facilities, as have the Company's wholesale customers, licensing partners, and suppliers. Such disruptions continued throughout Fiscal 2022 in certain regions, although to a lesser extent than the widespread significant disruptions experienced during the Company's fiscal year ended March 27, 2021 ("Fiscal 2021"), and have since extended into the first quarter of Fiscal 2023, most notably in Asia where approximately 50% of the Company's stores in China experienced closures for a significant portion of the quarter. Further, throughout the course of the pandemic, the majority of the Company's stores that were able to remain open have periodically been subject to limited operating hours and/or customer capacity levels in accordance with local health guidelines, with traffic remaining challenged. However, the Company's digital commerce operations have grown significantly from pre-pandemic levels, due in part to its investments and enhanced capabilities, as well as changes in consumer shopping preferences.

The COVID-19 pandemic also continues to adversely impact the Company's distribution, logistic, and sourcing partners, including temporary factory closures, labor shortages, vessel, container and other transportation shortages, and port congestion. Such disruptions have reduced the availability of inventory, delayed timing of inventory receipts, and resulted in increased costs for both the purchase and transportation of such inventory.

Despite the introduction of COVID-19 vaccines, the pandemic remains volatile and continues to evolve, with resurgences and outbreaks occurring in various parts of the world, including those resulting from variants of the virus. Accordingly, the Company cannot predict for how long and to what extent the pandemic will continue to impact its business operations or the overall global economy. The Company will continue to assess its operations location-by-location, considering the guidance of local governments and global health organizations.

3. Summary of Significant Accounting Policies

Revenue Recognition

The Company recognizes revenue across all channels of the business when it satisfies its performance obligations by transferring control of promised products or services to its customers, which occurs either at a point in time or over time, depending on when the customer obtains the ability to direct the use of and obtain substantially all of the remaining benefits from the products or services. The amount of revenue recognized considers terms of sale that create variability in the amount of consideration that the Company ultimately expects to be entitled to in exchange for the products or services, and is subject to an overall constraint that a significant revenue reversal will not occur in future periods. Sales and other related taxes collected from customers and remitted to government authorities are excluded from revenue.

Revenue from the Company's retail business is recognized when the customer takes physical possession of the products, which occurs either at the point of sale for merchandise purchased at the Company's own retail stores and shop-within-shop locations, or upon receipt of shipment for merchandise ordered through direct-to-consumer digital commerce sites. Such revenues are recorded net of estimated returns based on historical trends. Payment is due at the point of sale.

Gift cards purchased by customers are recorded as a liability until they are redeemed for products sold by the Company's retail business, at which point revenue is recognized. The Company also estimates and recognizes revenue for gift card balances not expected to ever be redeemed (referred to as "breakage") to the extent that it does not have a legal obligation to remit the value of such unredeemed gift cards to the relevant jurisdiction as unclaimed or abandoned property. Such estimates are based upon historical redemption trends, with breakage income recognized in proportion to the pattern of actual customer redemptions.

Revenue from the Company's wholesale business is generally recognized upon shipment of products, at which point title passes and risk of loss is transferred to the customer. In certain arrangements where the Company retains the risk of loss during shipment, revenue is recognized upon receipt of products by the customer. Wholesale revenue is recorded net of estimates of returns, discounts, end-of-season markdowns, operational chargebacks, and certain cooperative advertising allowances. Returns and allowances require pre-approval from management and discounts are based on trade terms. Estimates for end-of-season markdown reserves are based on historical trends, actual and forecasted seasonal results, an evaluation of current economic and market conditions, retailer performance, and, in certain cases, contractual terms. Estimates for operational chargebacks are based on actual customer notifications of order fulfillment discrepancies and historical trends. The Company reviews and refines these estimates on at least a quarterly basis. The Company's historical estimates of these amounts have not differed materially from actual results.

Revenue from the Company's licensing arrangements is recognized over time during the period that licensees are provided access to the Company's trademarks (i.e., symbolic intellectual property) and benefit from such access through their own sales of licensed products. These arrangements require licensees to pay a sales-based royalty, which for most arrangements, may be subject to a contractually-guaranteed minimum royalty amount. Payments are generally due quarterly and, depending on time of receipt, may be recorded as a liability until recognized as revenue. The Company recognizes revenue for sales-based royalty arrangements (including those for which the royalty exceeds any contractually-guaranteed minimum royalty amount) as licensed products are sold by the licensee. If a sales-based royalty is not ultimately expected to exceed a contractually-guaranteed minimum royalty amount, the minimum is generally recognized as revenue ratably over the respective contractual period. This sales-based output measure of progress and pattern of recognition best represents the value transferred to the licensee over the term of the arrangement, as well as the amount of consideration that the Company is entitled to receive in exchange for providing access to its trademarks. As of July 2, 2022, contractually-guaranteed minimum royalty amounts expected to be recognized as revenue during future periods were as follows:

	Contractually-Guaranteed Minimum Royalties[(a)]
	(millions)
Remainder of Fiscal 2023	$ 78.4
Fiscal 2024	81.4
Fiscal 2025	44.9
Fiscal 2026	25.7
Fiscal 2027	21.9
Fiscal 2028 and thereafter	9.2
Total	$ 261.5

(a) Amounts presented do not contemplate potential contract renewals or royalties earned in excess of the contractually-guaranteed minimums.

Disaggregated Net Revenues

The following table disaggregates the Company's net revenues into categories that depict how the nature, amount, timing, and uncertainty of revenues and cash flows are affected by economic factors for the fiscal periods presented:

	Three Months Ended									
	July 2, 2022					June 26, 2021				
	North America	Europe	Asia	Other	Total	North America	Europe	Asia	Other	Total
	(millions)									
Sales Channel[(a)]:										
Retail	$ 437.8	$ 215.9	$ 313.9	$ —	$ 967.6	$ 412.2	$ 170.8	$ 272.8	$ 26.8	$ 882.6
Wholesale	262.9	199.7	20.2	—	482.8	249.9	184.1	15.4	5.0	454.4
Licensing	—	—	—	40.2	40.2	—	—	—	39.3	39.3
Total	$ 700.7	$ 415.6	$ 334.1	$ 40.2	$ 1,490.6	$ 662.1	$ 354.9	$ 288.2	$ 71.1	$ 1,376.3

(a) Net revenues from the Company's retail and wholesale businesses are recognized at a point in time. Net revenues from the Company's licensing business are recognized over time.

Deferred Income

Deferred income represents cash payments received in advance of the Company's transfer of control of products or services to its customers and generally consists of unredeemed gift cards (net of breakage) and advance royalty payments from licensees. The Company's deferred income balances were $19.6 million and $16.6 million as of July 2, 2022 and April 2, 2022, respectively, and were primarily recorded within accrued expenses and other current liabilities within the consolidated balance sheets. The majority of the deferred income balance as of July 2, 2022 is expected to be recognized as revenue within the next twelve months.

Shipping and Handling Costs

Costs associated with shipping goods to customers are accounted for as fulfillment activities and reflected as selling, general, and administrative ("SG&A") expenses in the consolidated statements of operations. Costs of preparing merchandise for sale, such as picking, packing, warehousing, and order charges ("handling costs"), are also included in SG&A expenses. Shipping and handling costs billed to customers are included in revenue.

A summary of shipping and handling costs for the fiscal periods presented is as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Shipping costs	$ 17.3	$ 14.8
Handling costs	37.0	34.4

Net Income per Common Share

Basic net income per common share is computed by dividing net income attributable to common shares by the weighted-average number of common shares outstanding during the period. Weighted-average common shares include shares of the Company's Class A and Class B common stock. Diluted net income per common share adjusts basic net income per common share for the dilutive effects of outstanding restricted stock units ("RSUs"), stock options, and any other potentially dilutive instruments, only for the periods in which such effects are dilutive.

The weighted-average number of common shares outstanding used to calculate basic net income per common share is reconciled to shares used to calculate diluted net income per common share as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Basic shares	70.1	73.8
Dilutive effect of RSUs and stock options	1.4	1.6
Diluted shares	71.5	75.4

All earnings per share amounts have been calculated using unrounded numbers. The Company has outstanding performance-based RSUs, which are included in the computation of diluted shares only to the extent that the underlying performance conditions (i) have been satisfied as of the end of the reporting period or (ii) would be considered satisfied if the end of the reporting period were the end of the related contingency period and the result would be dilutive. In addition, options to purchase shares of the Company's Class A common stock at an exercise price greater than the average market price of such common stock during the reporting period are anti-dilutive and therefore not included in the computation of diluted net income per common share. As of July 2, 2022 and June 26, 2021, there were 0.1 million and 0.4 million, respectively, of additional shares issuable contingent upon vesting of performance-based RSUs and upon exercise of anti-dilutive stock options that were excluded from the diluted shares calculations.

Accounts Receivable

In the normal course of business, the Company extends credit to wholesale customers that satisfy certain defined credit criteria. Payment is generally due within 30 to 120 days and does not involve a significant financing component. Accounts receivable are recorded at amortized cost, which approximates fair value, and are presented in the consolidated balance sheets net of certain reserves and allowances. These reserves and allowances consist of (i) reserves for returns, discounts, end-of-season markdowns, operational chargebacks, and certain cooperative advertising allowances (see the "*Revenue Recognition*" section above for further discussion of related accounting policies) and (ii) allowances for doubtful accounts.

A rollforward of the activity in the Company's reserves for returns, discounts, end-of-season markdowns, operational chargebacks, and certain cooperative advertising allowances is presented as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Beginning reserve balance	$ 180.7	$ 173.7
Amount charged against revenue to increase reserve	86.7	87.1
Amount credited against customer accounts to decrease reserve	(103.3)	(83.2)
Foreign currency translation	(6.7)	1.3
Ending reserve balance	$ 157.4	$ 178.9

An allowance for doubtful accounts is determined through analysis of accounts receivable aging, assessments of collectability based on evaluation of historical trends, the financial condition of the Company's customers and their ability to withstand prolonged periods of adverse economic conditions, and evaluation of the impact of current and forecasted economic and market conditions over the related asset's contractual life, among other factors.

A rollforward of the activity in the Company's allowance for doubtful accounts is presented as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Beginning reserve balance	$ 34.0	$ 40.1
Amount recorded to expense to decrease reserve[(a)]	(1.9)	(1.0)
Amount written-off against customer accounts to decrease reserve	(3.3)	(0.7)
Foreign currency translation	(1.1)	0.2
Ending reserve balance	$ 27.7	$ 38.6

(a) Amounts recorded to bad debt expense are included within SG&A expenses in the consolidated statements of operations.

Concentration of Credit Risk

The Company sells its wholesale merchandise primarily to major department stores, specialty stores, and third-party digital partners around the world, and extends credit based on an evaluation of each customer's financial capacity and condition, usually without requiring collateral. In the Company's wholesale business, concentration of credit risk is relatively limited due to the large number of customers and their dispersion across many geographic areas. However, the Company has three key wholesale customers that generate significant sales volume. During Fiscal 2022, the Company's sales to its three largest wholesale customers accounted for approximately 16% of total net revenues. Substantially all of the Company's sales to its three largest wholesale customers related to its North America segment. As of July 2, 2022, these three key wholesale customers accounted for approximately 30% of total gross accounts receivable.

Inventories

The Company holds inventory that is sold in its retail stores and digital commerce sites directly to consumers. The Company also holds inventory that is to be sold through wholesale distribution channels to major department stores, specialty stores, and third-party digital partners. Substantially all of the Company's inventories consist of finished goods, which are stated at the lower of cost or estimated realizable value, with cost determined on a weighted-average cost basis. Inventory held by the Company totaled $1.178 billion, $977.3 million, and $803.0 million as of July 2, 2022, April 2, 2022, and June 26, 2021, respectively.

Derivative Financial Instruments

The Company records derivative financial instruments on its consolidated balance sheets at fair value. Changes in the fair value of derivative instruments that are designated and qualify for hedge accounting are either (i) offset through earnings against the changes in fair value of the related hedged assets, liabilities, or firm commitments or (ii) recognized in equity as a component of accumulated other comprehensive income (loss) ("AOCI") until the hedged item is recognized in earnings, depending on whether the instrument is hedging against changes in fair value or cash flows and net investments, respectively.

Each derivative instrument that qualifies for hedge accounting is expected to be highly effective in offsetting the risk associated with the related exposure. For each instrument that is designated as a hedge, the Company documents the related risk management objective and strategy, including identification of the hedging instrument, the hedged item, and the risk exposure, as well as how hedge effectiveness will be assessed over the instrument's term. To assess hedge effectiveness at the inception of a hedging relationship, the Company generally uses regression analysis, a statistical method, to evaluate how changes in the fair value of the derivative instrument are expected to offset changes in the fair value or cash flows of the related hedged item. The extent to which a hedging instrument has been and is expected to remain highly effective in achieving offsetting changes in fair value or cash flows is assessed by the Company on at least a quarterly basis.

Given its use of derivative instruments, the Company is exposed to the risk that counterparties to such contracts will fail to meet their contractual obligations. To mitigate such counterparty credit risk, the Company's policy is to only enter into contracts with carefully selected financial institutions based upon an evaluation of their credit ratings and certain other factors, adhering to established limits for credit exposure. The Company's established policies and procedures for mitigating credit risk include ongoing review and assessment of its counterparties' creditworthiness. The Company also enters into master netting arrangements with counterparties, when possible, to further mitigate credit risk. In the event of default or termination, these arrangements allow the Company to net-settle amounts payable and receivable related to multiple derivative transactions with the same counterparty. The master netting arrangements specify a number of events of default and termination, including the failure to make timely payments.

The fair values of the Company's derivative instruments are recorded on its consolidated balance sheets on a gross basis. For cash flow reporting purposes, proceeds received or amounts paid upon the settlement of a derivative instrument are classified in the same manner as the related item being hedged, primarily within cash flows from operating activities for its forward foreign exchange contracts and within cash flows from investing activities for its cross-currency swap contracts, both as discussed below.

Cash Flow Hedges

The Company uses forward foreign currency exchange contracts to mitigate its risk related to exchange rate fluctuations on inventory transactions made in an entity's non-functional currency. To the extent designated as cash flow hedges, related gains or losses on such instruments are initially deferred in equity as a component of AOCI and are subsequently recognized within cost of goods sold in the consolidated statements of operations when the related inventory is sold.

If a derivative instrument is dedesignated or if hedge accounting is discontinued because the instrument is not expected to be highly effective in hedging the designated exposure, any further gains (losses) are recognized in earnings each period within other income (expense), net. Upon discontinuance of hedge accounting, the cumulative change in fair value of the derivative instrument recorded in AOCI is recognized in earnings when the related hedged item affects earnings, consistent with the hedging strategy, unless the related forecasted transaction is probable of not occurring, in which case the accumulated amount is immediately recognized within other income (expense), net.

Hedges of Net Investments in Foreign Operations

The Company periodically uses cross-currency swap contracts to reduce risk associated with exchange rate fluctuations on certain of its net investments in foreign subsidiaries. Changes in the fair values of such derivative instruments that are designated as hedges of net investments in foreign operations are recorded in equity as a component of AOCI in the same manner as foreign currency translation adjustments. In assessing the effectiveness of such hedges, the Company uses a method based on changes in spot rates to measure the impact of foreign currency exchange rate fluctuations on both its foreign subsidiary net investment and the related hedging instrument. Under this method, changes in the fair value of the hedging instrument other than those due to changes in the spot rate are initially recorded in AOCI as a translation adjustment and are amortized into earnings as interest expense using a systematic and rational method over the instrument's term. Changes in fair value associated with the effective portion (i.e., those due to changes in the spot rate) are recorded in AOCI as a translation adjustment and are released and recognized in earnings only upon the sale or liquidation of the hedged net investment.

Undesignated Hedges

The Company uses undesignated hedges primarily to hedge foreign currency exchange rate risk related to third-party and intercompany balances and exposures. Changes in the fair values of such instruments are recognized in earnings each period within other income (expense), net.

See Note 12 for further discussion of the Company's derivative financial instruments.

Refer to Note 3 of the Fiscal 2022 10-K for a summary of all of the Company's significant accounting policies.

4. Recently Issued Accounting Standards

Reference Rate Reform

In March 2020 and January 2021, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-04, "Facilitation of the Effects of Reference Rate Reform on Financial Reporting" ("ASU 2020-04") and ASU No. 2021-01, "Reference Rate Reform: Scope" ("ASU 2021-01"), respectively. Together, ASU 2020-04 and ASU 2021-01 provide temporary optional expedients and exceptions for the application of U.S. GAAP, if certain criteria are met, to contract modifications, hedging relationships, and other arrangements that are expected to be impacted by the global transition away from certain reference rates, such as the London Interbank Offered Rate ("LIBOR") and other interbank offered rates, towards new reference rates, such as the Secured Overnight Financing Rate ("SOFR"). The guidance in ASU 2020-04 and ASU 2021-01 was effective upon issuance and, once adopted, may be applied prospectively to contract modifications and hedging relationships through December 31, 2022. The Company is evaluating the impact that the guidance will have on its consolidated financial statements and related disclosures, if adopted, and currently does not expect that it would be material.

5. Property and Equipment

Property and equipment, net consists of the following:

	July 2, 2022	April 2, 2022
	(millions)	
Land and improvements	$ 15.3	$ 15.3
Buildings and improvements	469.2	480.4
Furniture and fixtures	577.8	589.6
Machinery and equipment	375.2	375.7
Capitalized software	532.1	532.1
Leasehold improvements	1,156.0	1,170.1
Construction in progress	49.8	55.4
	3,175.4	3,218.6
Less: accumulated depreciation	(2,244.0)	(2,249.1)
Property and equipment, net	$ 931.4	$ 969.5

Property and equipment, net includes finance lease right-of-use ("ROU") assets, which are reflected in the table above based on their nature.

Depreciation expense was $51.4 million and $52.7 million during the three-month periods ended July 2, 2022, and June 26, 2021, respectively, and was recorded primarily within SG&A expenses in the consolidated statements of operations.

6. Other Assets and Liabilities

Prepaid expenses and other current assets consist of the following:

	July 2, 2022	April 2, 2022
	(millions)	
Non-trade receivables	$ 41.8	$ 41.4
Other taxes receivable	32.1	26.2
Prepaid software maintenance	21.2	16.4
Derivative financial instruments	20.3	8.7
Prepaid advertising and marketing	19.5	7.9
Prepaid occupancy expense	11.1	6.0
Prepaid insurance	8.2	3.0
Inventory return asset	7.8	8.3
Prepaid logistic services	6.3	6.6
Tenant allowances receivable	5.2	6.1
Cloud computing arrangement implementation costs	4.9	4.0
Other prepaid expenses and current assets	38.8	37.9
Total prepaid expenses and other current assets	$ 217.2	$ 172.5

Other non-current assets consist of the following:

	July 2, 2022	April 2, 2022
	(millions)	
Derivative financial instruments	$ 58.0	$ 23.7
Security deposits	29.8	30.6
Equity method and other investments	12.0	12.0
Cloud computing arrangement implementation costs	7.9	9.7
Restricted cash	6.0	6.6
Deferred rent assets	5.6	5.2
Other non-current assets	20.0	23.4
Total other non-current assets	$ 139.3	$ 111.2

Accrued expenses and other current liabilities consist of the following:

	July 2, 2022	April 2, 2022
	(millions)	
Accrued inventory	$ 303.8	$ 250.2
Accrued operating expenses	205.2	223.4
Accrued payroll and benefits	150.6	278.0
Other taxes payable	67.4	60.9
Dividends payable	51.0	48.1
Accrued capital expenditures	40.1	49.6
Restructuring reserve	21.8	30.8
Deferred income	19.5	16.5
Finance lease obligations	18.6	19.8
Other accrued expenses and current liabilities	8.0	14.1
Total accrued expenses and other current liabilities	$ 886.0	$ 991.4

Other non-current liabilities consist of the following:

	July 2, 2022	April 2, 2022
	(millions)	
Deferred lease incentives and obligations	$ 50.1	$ 52.7
Deferred tax liabilities	13.5	12.5
Accrued benefits and deferred compensation	12.0	12.0
Derivative financial instruments	—	18.1
Other non-current liabilities	35.8	36.6
Total other non-current liabilities	$ 111.4	$ 131.9

7. Impairment of Assets

No non-cash impairment charges were recorded during the three months ended July 2, 2022. During the three months ended June 26, 2021, the Company recorded non-cash impairment charges of $18.6 million to write-down certain long-lived assets in connection with its restructuring plans (see Note 8).

See Note 11 for further discussion of these impairment charges.

8. Restructuring and Other Charges, Net

A description of significant restructuring and other activities and their related costs is provided below.

Fiscal 2021 Strategic Realignment Plan

The Company has undertaken efforts to realign its resources to support future growth and profitability, and to create a sustainable, enhanced cost structure. The key areas of the Company's initiatives underlying these efforts involve evaluation of its: (i) team organizational structures and ways of working; (ii) real estate footprint and related costs across its corporate offices, distribution centers, and direct-to-consumer retail and wholesale doors; and (iii) brand portfolio.

In connection with the first initiative, on September 17, 2020, the Company's Board of Directors approved a restructuring plan (the "Fiscal 2021 Strategic Realignment Plan") to reduce its global workforce. Additionally, during a preliminary review of its store portfolio during the second quarter of Fiscal 2021, the Company made the decision to close its Polo store on Regent Street in London.

Shortly thereafter, on October 29, 2020, the Company announced the planned transition of its Chaps brand to a fully licensed business model, consistent with its long-term brand elevation strategy and in connection with its third initiative. Specifically, the Company entered into a multi-year licensing partnership, which took effect on August 1, 2021 following a transition period, with an affiliate of 5 Star Apparel LLC, a division of the OVED Group, to manufacture, market, and distribute Chaps menswear and womenswear. This agreement is expected to create incremental value for the Company by enabling an even greater focus on elevating its core brands in the marketplace, reducing its direct exposure to the North America department store channel, and setting up Chaps to deliver on its potential with an experienced partner that is focused on nurturing the brand.

Later, on February 3, 2021, the Company's Board of Directors approved additional actions related to its real estate initiative. Specifically, the Company is in the process of further rightsizing and consolidating its global corporate offices to better align with its organizational profile and new ways of working. The Company also has closed, and may continue to close, certain of its stores to improve overall profitability. Additionally, the Company further consolidated its North America distribution centers in order to drive greater efficiencies, improve sustainability, and deliver a better consumer experience.

Finally, on June 26, 2021, in connection with its brand portfolio initiative, the Company sold its former Club Monaco business to Regent, L.P. ("Regent"), a global private equity firm, with no resulting gain or loss on sale realized during the first quarter of Fiscal 2022. Regent acquired Club Monaco's assets and liabilities in exchange for potential future cash consideration payable to the Company, including earn-out payments based on Club Monaco meeting certain defined revenue thresholds over a five-year period. Accordingly, the Company may realize amounts in the future related to the receipt of such contingent consideration (as discussed further below). Additionally, in connection with this divestiture, the Company is providing Regent with certain operational support for a transitional period of approximately one year, varying by functional area.

Actions associated with the Fiscal 2021 Strategic Realignment Plan were substantially completed by the end Fiscal 2022, with certain remaining actions expected to be completed during Fiscal 2023. The Company now expects total charges of up to $300 million to be incurred in connection with this plan, consisting of cash-related charges of approximately $180 million and non-cash charges of approximately $120 million.

A summary of the charges recorded in connection with the Fiscal 2021 Strategic Realignment Plan during the fiscal periods presented, as well as the cumulative charges recorded since its inception (inclusive of immaterial other restructuring-related charges previously recorded during the first quarter of Fiscal 2021), is as follows:

	Three Months Ended		
	July 2, 2022	June 26, 2021	Cumulative Charges
		(millions)	
Cash-related restructuring charges:			
Severance and benefit costs (reversals)	$ —	$ (4.0)	$ 138.5
Other cash charges	0.7	1.9	23.3
Total cash-related restructuring charges (reversals)	0.7	(2.1)	161.8
Non-cash charges:			
Impairment of assets (see Note 7)	—	18.6	90.7
Inventory-related charges[(a)]	—	—	8.3
Accelerated stock-based compensation expense[(b)]	—	2.0	2.0
Total non-cash charges	—	20.6	101.0
Total charges	$ 0.7	$ 18.5	$ 262.8

(a) Inventory-related charges are recorded within cost of goods sold in the consolidated statements of operations.

(b) Accelerated stock-based compensation expense, which was recorded within restructuring and other charges, net in the consolidated statements of operations, related to vesting provisions associated with certain separation agreements.

In addition to the charges summarized in the table above, the Company recognized $3.1 million and $0.9 million of income within restructuring and other charges, net in the consolidated statements of operations during the third and fourth quarters of Fiscal 2022, respectively, primarily related to a certain revenue share clause in its agreement with Regent that entitled it to receive a portion of the sales generated by the Club Monaco business during a four-month business transition period. The Company donated this income to the Ralph Lauren Corporate Foundation, a non-profit, charitable foundation, which resulted in a related offsetting $4.0 million donation expense recorded within restructuring and other charges, net in the consolidated statements of operations during the fourth quarter of Fiscal 2022.

A summary of current period activity in the restructuring reserve related to the Fiscal 2021 Strategic Realignment Plan is as follows:

	Severance and Benefit Costs	Other Cash Charges	Total
		(millions)	
Balance at April 2, 2022	$ 30.6	$ 0.1	$ 30.7
Additions charged to expense	—	0.7	0.7
Cash payments applied against reserve	(8.4)	(0.8)	(9.2)
Non-cash adjustments	(0.4)	—	(0.4)
Balance at July 2, 2022	$ 21.8	$ —	$ 21.8

Other Charges

The Company recorded other charges of $4.9 million and $0.8 million during the three-month periods ended July 2, 2022 and June 26, 2021, respectively, primarily related to rent and occupancy costs associated with certain previously exited real estate locations for which the related lease agreements have not yet expired.

9. Income Taxes

Effective Tax Rate

The Company's effective tax rate, which is calculated by dividing each fiscal period's income tax benefit (provision) by pretax income (loss), was 23.9% and 21.6% during the three-month periods ended July 2, 2022 and June 26, 2021, respectively. The effective tax rate for the three months ended July 2, 2022 was higher than the U.S. federal statutory income tax rate of 21% primarily due to state taxes and the unfavorable impact of certain audit related adjustments, partially offset by the favorable tax impact of earnings generated in lower taxed foreign jurisdictions versus the U.S. The effective tax rate for the three months ended June 26, 2021 was slightly higher than the U.S. federal statutory income tax rate of 21% primarily due to the unfavorable impact of additional income tax reserves associated with certain income tax audits, largely offset by tax benefits related to adjustments recorded for deferred tax liabilities and favorable adjustments for stock-based compensation.

Uncertain Income Tax Benefits

The Company classifies interest and penalties related to unrecognized tax benefits as part of its income tax benefit (provision). The total amount of unrecognized tax benefits, including interest and penalties, was $86.5 million and $91.9 million as of July 2, 2022 and April 2, 2022, respectively, and was included within the non-current liability for unrecognized tax benefits in the consolidated balance sheets.

The total amount of unrecognized tax benefits that, if recognized, would affect the Company's effective tax rate was $57.7 million and $60.1 million as of July 2, 2022 and April 2, 2022, respectively.

Future Changes in Unrecognized Tax Benefits

The total amount of unrecognized tax benefits relating to the Company's tax positions is subject to change based on future events including, but not limited to, settlements of ongoing tax audits and assessments and the expiration of applicable statutes of limitations. Although the outcomes and timing of such events are highly uncertain, the Company does not anticipate that the balance of gross unrecognized tax benefits, excluding interest and penalties, will change significantly during the next twelve months. However, changes in the occurrence, expected outcomes, and timing of such events could cause the Company's current estimate to change materially in the future.

The Company files a consolidated U.S. federal income tax return, as well as tax returns in various state, local, and foreign jurisdictions. The Company is generally no longer subject to examinations by the relevant tax authorities for years prior to its fiscal year ended March 30, 2013.

10. Debt

Debt consists of the following:

	July 2, 2022	April 2, 2022
	(millions)	
$400 million 3.750% Senior Notes[a]	$ 397.9	$ 397.7
$500 million 1.700% Senior Notes[b]	—	499.8
$750 million 2.950% Senior Notes[c]	739.1	738.8
Total debt	1,137.0	1,636.3
Less: current portion of long-term debt	—	499.8
Total long-term debt	$ 1,137.0	$ 1,136.5

(a) The carrying value of the 3.750% Senior Notes is presented net of unamortized debt issuance costs and original issue discount of $2.1 million and $2.3 million as of July 2, 2022 and April 2, 2022, respectively.

(b) The carrying value of the 1.700% Senior Notes is presented net of unamortized debt issuance costs and original issue discount of $0.2 million as of April 2, 2022.

(c) The carrying value of the 2.950% Senior Notes is presented net of unamortized debt issuance costs and original issue discount of $10.9 million and $11.2 million as of July 2, 2022 and April 2, 2022, respectively.

Senior Notes

In August 2018, the Company completed a registered public debt offering and issued $400 million aggregate principal amount of unsecured senior notes due September 15, 2025, which bear interest at a fixed rate of 3.750%, payable semi-annually (the "3.750% Senior Notes"). The 3.750% Senior Notes were issued at a price equal to 99.521% of their principal amount. The proceeds from this offering were used for general corporate purposes, including repayment of the Company's previously outstanding $300 million principal amount of 2.125% unsecured senior notes that matured September 26, 2018.

In June 2020, the Company completed another registered public debt offering and issued an additional $500 million aggregate principal amount of unsecured senior notes that were due and repaid on June 15, 2022 with cash on hand, which bore interest at a fixed rate of 1.700%, payable semi-annually (the "1.700% Senior Notes"), and $750 million aggregate principal amount of unsecured senior notes due June 15, 2030, which bear interest at a fixed rate of 2.950%, payable semi-annually (the "2.950% Senior Notes"). The 1.700% Senior Notes and 2.950% Senior Notes were issued at prices equal to 99.880% and 98.995% of their principal amounts, respectively. The proceeds from these offerings were used for general corporate purposes, which included the repayment of $475 million previously outstanding under the Company's Global Credit Facility (as defined below) on June 3, 2020 and repayment of its previously outstanding $300 million principal amount of 2.625% unsecured senior notes that matured August 18, 2020.

The Company has the option to redeem the 3.750% Senior Notes and 2.950% Senior Notes (collectively, the "Senior Notes"), in whole or in part, at any time at a price equal to accrued and unpaid interest on the redemption date plus the greater of (i) 100% of the principal amount of the series of Senior Notes to be redeemed or (ii) the sum of the present value of Remaining Scheduled Payments, as defined in the supplemental indentures governing such Senior Notes (together with the indenture governing the Senior Notes, the "Indenture"). The Indenture contains certain covenants that restrict the Company's ability, subject to specified exceptions, to incur certain liens; enter into sale and leaseback transactions; consolidate or merge with another party; or sell, lease, or convey all or substantially all of the Company's property or assets to another party. However, the Indenture does not contain any financial covenants.

Commercial Paper

The Company has a commercial paper borrowing program that allows it to issue up to $500 million of unsecured commercial paper notes through private placement using third-party broker-dealers (the "Commercial Paper Program").

Borrowings under the Commercial Paper Program are supported by the Global Credit Facility (as defined below). Accordingly, the Company does not expect combined borrowings outstanding under the Commercial Paper Program and Global Credit Facility to exceed $500 million. Commercial Paper Program borrowings may be used to support the Company's general working capital and corporate needs. Maturities of commercial paper notes vary, but cannot exceed 397 days from the date of issuance. Commercial paper notes issued under the Commercial Paper Program rank equally in seniority with the Company's other forms of unsecured indebtedness. As of both July 2, 2022 and April 2, 2022, there were no borrowings outstanding under the Commercial Paper Program.

Revolving Credit Facilities

Global Credit Facility

In August 2019, the Company replaced its then existing credit facility and entered into a new credit facility that provides for a $500 million senior unsecured revolving line of credit through August 12, 2024 (the "Global Credit Facility") under terms and conditions substantially similar to those of the previous facility. The Global Credit Facility is also used to support the issuance of letters of credit and maintenance of the Commercial Paper Program. Borrowings under the Global Credit Facility may be denominated in U.S. Dollars and certain other currencies, including Euros, Hong Kong Dollars, and Japanese Yen, and are guaranteed by all of the Company's domestic significant subsidiaries. In accordance with the terms of the agreement governing the Global Credit Facility, the Company has the ability to expand its borrowing availability under the Global Credit Facility to $1 billion, subject to the agreement of one or more new or existing lenders under the facility to increase their commitments. There are no mandatory reductions in borrowing ability throughout the term of the Global Credit Facility. Since August 2019, the Company entered into several amendments of its Global Credit Facility, including one amendment that temporarily eased certain preexisting requirements and imposed certain new restrictions in response to the COVID-19 pandemic (all of which have since been lifted), and other amendments related to the cessation of LIBOR. Refer to Note 11 of the Fiscal 2022 10-K for additional discussion regarding such amendments. As of both July 2, 2022 and April 2, 2022, there were no borrowings outstanding under the Global Credit Facility. However, the Company was contingently liable for $9.5 million of outstanding letters of credit as of both July 2, 2022 and April 2, 2022.

The Global Credit Facility contains a number of covenants that, among other things, restrict the Company's ability, subject to specified exceptions, to incur additional debt; incur liens; sell or dispose of assets; merge with or acquire other companies; liquidate or dissolve itself; engage in businesses that are not in a related line of business; make loans, advances, or guarantees; engage in transactions with affiliates; and make certain investments. The Global Credit Facility also requires the Company to maintain a maximum ratio of Adjusted Debt to Consolidated EBITDAR (the "leverage ratio") of no greater than 4.25 as of the date of measurement for the four most recent consecutive fiscal quarters. Adjusted Debt is defined generally as consolidated debt outstanding, including finance lease obligations, plus all operating lease obligations. Consolidated EBITDAR is defined generally as consolidated net income plus (i) income tax expense, (ii) net interest expense, (iii) depreciation and amortization expense, (iv) operating lease cost, (v) restructuring and other non-recurring expenses, and (vi) acquisition-related costs. As of July 2, 2022, no Event of Default (as such term is defined pursuant to the Global Credit Facility) has occurred under the Company's Global Credit Facility.

Pan-Asia Borrowing Facilities

Certain of the Company's subsidiaries in Asia have uncommitted credit facilities with regional branches of JPMorgan Chase in China and South Korea (the "Pan-Asia Credit Facilities"). Additionally, the Company's Japan subsidiary has an uncommitted overdraft facility with Sumitomo Mitsui Banking Corporation (the "Japan Overdraft Facility"). The Pan-Asia Credit Facilities and Japan Overdraft Facility (collectively, the "Pan-Asia Borrowing Facilities") are subject to annual renewal and may be used to fund general working capital needs of the Company's operations in the respective countries. Borrowings under the Pan-Asia Borrowing Facilities are guaranteed by the parent company and are granted at the sole discretion of the respective banks, subject to availability of the banks' funds and satisfaction of certain regulatory requirements. The Pan-Asia Borrowing Facilities do not contain any financial covenants. A summary of the Company's Pan-Asia Borrowing Facilities by country is as follows:

- China Credit Facility — provides Ralph Lauren Trading (Shanghai) Co., Ltd. with a revolving line of credit of up to 100 million Chinese Renminbi (approximately $15 million) through April 3, 2023, which is also able to be used to support bank guarantees.
- South Korea Credit Facility — provides Ralph Lauren (Korea) Ltd. with a revolving line of credit of up to 30 billion South Korean Won (approximately $23 million) through October 28, 2022.
- Japan Overdraft Facility — provides Ralph Lauren Corporation Japan with an overdraft amount of up to 5 billion Japanese Yen (approximately $37 million) through April 28, 2023.

As of both July 2, 2022 and April 2, 2022, there were no borrowings outstanding under the Pan-Asia Borrowing Facilities.

Refer to Note 11 of the Fiscal 2022 10-K for additional discussion of the terms and conditions of the Company's debt and credit facilities.

11. Fair Value Measurements

U.S. GAAP prescribes a three-level valuation hierarchy for disclosure of fair value measurements. The determination of the applicable level within the hierarchy for a particular asset or liability depends on the inputs used in its valuation as of the measurement date, notably the extent to which the inputs are market-based (observable) or internally-derived (unobservable). A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels are defined as follows:

- Level 1 — inputs to the valuation methodology based on quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2 — inputs to the valuation methodology based on quoted prices for similar assets or liabilities in active markets for substantially the full term of the financial instrument; quoted prices for identical or similar instruments in markets that are not active for substantially the full term of the financial instrument; and model-derived valuations whose inputs or significant value drivers are observable.
- Level 3 — inputs to the valuation methodology based on unobservable prices or valuation techniques that are significant to the fair value measurement.

The following table summarizes the Company's financial assets and liabilities that are measured and recorded at fair value on a recurring basis, excluding accrued interest components:

	July 2, 2022	April 2, 2022
	(millions)	
Derivative assets[(a)]	$ 78.3	$ 32.4
Derivative liabilities[(a)]	0.1	18.3

(a) Based on Level 2 measurements.

The Company's derivative financial instruments are recorded at fair value in its consolidated balance sheets and are valued using pricing models that are primarily based on market observable external inputs, including spot and forward currency exchange rates, benchmark interest rates, and discount rates consistent with the instrument's tenor, and consider the impact of the Company's own credit risk, if any. Changes in counterparty credit risk are also considered in the valuation of derivative financial instruments.

To the extent the Company invests in commercial paper, such investments are classified as available-for-sale and recorded at fair value in its consolidated balance sheets using external pricing data, based on interest rates and credit ratings for similar issuances with the same remaining term as the Company's investments. To the extent the Company invests in bonds, such investments are also classified as available-for-sale and recorded at fair value in its consolidated balance sheets based on quoted prices in active markets.

The Company's cash and cash equivalents, restricted cash, and time deposits are recorded at carrying value, which generally approximates fair value based on Level 1 measurements.

The Company's debt instruments are recorded at their amortized cost in its consolidated balance sheets, which may differ from their respective fair values. The fair values of the Company's senior notes are estimated based on external pricing data, including available quoted market prices, and with reference to comparable debt instruments with similar interest rates, credit ratings, and trading frequency, among other factors. The fair values of the Company's commercial paper notes and borrowings outstanding under its credit facilities, if any, are estimated using external pricing data, based on interest rates and credit ratings for similar issuances with the same remaining term as the Company's outstanding borrowings. Due to their short-term nature, the fair values of the Company's commercial paper notes and borrowings outstanding under its credit facilities, if any, generally approximate their amortized cost carrying values.

The following table summarizes the carrying values and the estimated fair values of the Company's debt instruments:

	July 2, 2022		April 2, 2022	
	Carrying Value[(a)]	Fair Value[(b)]	Carrying Value[(a)]	Fair Value[(b)]
	(millions)			
$400 million 3.750% Senior Notes	$ 397.9	$ 399.3	$ 397.7	$ 407.9
$500 million 1.700% Senior Notes	—	N/A	499.8	500.5
$750 million 2.950% Senior Notes	739.1	663.2	738.8	721.0

(a) See Note 10 for discussion of the carrying values of the Company's senior notes.

(b) Based on Level 2 measurements.

Unrealized gains or losses resulting from changes in the fair value of the Company's debt instruments do not result in the realization or expenditure of cash unless the debt is retired prior to its maturity.

Non-financial Assets and Liabilities

The Company's non-financial assets, which primarily consist of goodwill, other intangible assets, property and equipment, and lease-related ROU assets, are not required to be measured at fair value on a recurring basis, and instead are reported at their amortized or depreciated cost in its consolidated balance sheet. However, on a periodic basis or whenever events or changes in circumstances indicate that they may not be fully recoverable (and at least annually for goodwill and indefinite-lived intangible assets), the respective carrying value of non-financial assets are assessed for impairment and, if ultimately considered impaired, are adjusted and written down to their fair value, as estimated based on consideration of external market participant assumptions and discounted cash flows.

During the three months ended June 26, 2021, the Company recorded non-cash impairment charges to reduce the carrying values of certain long-lived assets to their estimated fair values. The fair values of these assets were determined based on Level 3 measurements, the related inputs of which included estimates of the amount and timing of the assets' net future discounted cash flows (including any potential sublease income for lease-related ROU assets), based on historical experience and consideration of current trends, market conditions, and comparable sales, as applicable.

The following table summarizes non-cash impairment charges recorded by the Company during the fiscal periods presented to reduce the carrying values of certain long-lived assets to their estimated fair values as of the assessment date:

	Three Months Ended			
	July 2, 2022		June 26, 2021	
Long-Lived Asset Category	Total Impairments	Fair Value as of Impairment Date	Total Impairments	Fair Value as of Impairment Date
	(millions)			
Property and equipment, net	$ —	N/A	$ 0.4	$ —
Operating lease right-of-use assets	—	N/A	18.2	16.8

See Note 7 for additional discussion regarding non-cash impairment charges recorded by the Company within the consolidated statements of operations during the fiscal periods presented.

No impairment charges associated with goodwill or other intangible assets were recorded during either of the three-month periods ended July 2, 2022 or June 26, 2021.

12. Financial Instruments

Derivative Financial Instruments

The Company is exposed to changes in foreign currency exchange rates, primarily relating to certain anticipated cash flows and the value of the reported net assets of its international operations, as well as changes in the fair value of its fixed-rate debt obligations attributed to changes in benchmark interest rates. Accordingly, based on its assessment thereof, the Company may use derivative financial instruments to manage and mitigate such risks. The Company does not use derivatives for speculative or trading purposes.

The following table summarizes the Company's outstanding derivative instruments recorded on its consolidated balance sheets as of July 2, 2022 and April 2, 2022:

	Notional Amounts		Derivative Assets				Derivative Liabilities			
Derivative Instrument[(a)]	July 2, 2022	April 2, 2022	July 2, 2022		April 2, 2022		July 2, 2022		April 2, 2022	
			Balance Sheet Line[(b)]	Fair Value	Balance Sheet Line[(b)]	Fair Value	Balance Sheet Line[(b)]	Fair Value	Balance Sheet Line[(b)]	Fair Value
			(millions)							
Designated Hedges:										
FC — Cash flow hedges	$ 259.4	$ 236.5	[(e)]	$ 19.4	PP	$ 6.6		$ —		$ —
Net investment hedges[(c)]	700.0	700.0	ONCA	57.1	ONCA	23.7		—	ONCL	18.1
Total Designated Hedges	959.4	936.5		76.5		30.3		—		18.1
Undesignated Hedges:										
FC — Undesignated hedges[(d)]	218.9	225.0	PP	1.8	PP	2.1	AE	0.1	AE	0.2
Total Hedges	$ 1,178.3	$ 1,161.5		$ 78.3		$ 32.4		$ 0.1		$ 18.3

(a) FC = Forward foreign currency exchange contracts.

(b) PP = Prepaid expenses and other current assets; AE = Accrued expenses and other current liabilities; ONCA = Other non-current assets; ONCL = Other non-current liabilities.

(c) Includes cross-currency swaps designated as hedges of the Company's net investment in certain foreign operations.

(d) Relates to third-party and intercompany foreign currency-denominated exposures and balances.

(e) $18.5 million included within prepaid expenses and other current assets and $0.9 million included within other non-current assets.

The Company presents the fair values of its derivative assets and liabilities recorded on its consolidated balance sheets on a gross basis, even when they are subject to master netting arrangements. However, if the Company were to offset and record the asset and liability balances of all of its derivative instruments on a net basis in accordance with the terms of each of its master netting arrangements, spread across nine separate counterparties, the amounts presented in the consolidated balance sheets as of July 2, 2022 and April 2, 2022 would be adjusted from the current gross presentation as detailed in the following table:

	July 2, 2022			April 2, 2022		
	Gross Amounts Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet that are Subject to Master Netting Agreements	Net Amount	Gross Amounts Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet that are Subject to Master Netting Agreements	Net Amount
	(millions)					
Derivative assets	$ 78.3	$ (0.1)	$ 78.2	$ 32.4	$ (0.2)	$ 32.2
Derivative liabilities	0.1	(0.1)	—	18.3	(0.2)	18.1

The Company's master netting arrangements do not require cash collateral to be pledged by the Company or its counterparties. See Note 3 for further discussion of the Company's master netting arrangements.

The following tables summarize the pretax impact of gains and losses from the Company's designated derivative instruments on its consolidated financial statements for the three-month periods ended July 2, 2022 and June 26, 2021:

	Gains (Losses) Recognized in OCI	
	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Designated Hedges:		
FC — Cash flow hedges	$ 16.3	$ (1.4)
Net investment hedges — effective portion	39.7	(9.2)
Net investment hedges — portion excluded from assessment of hedge effectiveness	11.8	10.6
Total Designated Hedges	$ 67.8	$ —

	Location and Amount of Gains (Losses) from Cash Flow Hedges Reclassified from AOCI to Earnings	
	Three Months Ended	
	July 2, 2022	June 26, 2021
	Cost of goods sold	Cost of goods sold
	(millions)	
Total amounts presented in the consolidated statements of operations in which the effects of related cash flow hedges are recorded	$ (489.2)	$ (408.2)
Effects of cash flow hedging:		
FC — Cash flow hedges	2.8	(0.1)

	Gains (Losses) from Net Investment Hedges Recognized in Earnings		
	Three Months Ended		
	July 2, 2022	June 26, 2021	Location of Gains (Losses) Recognized in Earnings
	(millions)		
Net Investment Hedges			
Net investment hedges — portion excluded from assessment of hedge effectiveness[a]	$ 3.2	$ 2.8	Interest expense
Total Net Investment Hedges	$ 3.2	$ 2.8	

[a] Amounts recognized in other comprehensive income (loss) ("OCI") relating to the effective portion of the Company's net investment hedges would be recognized in earnings only upon the sale or liquidation of the hedged net investment.

As of July 2, 2022, it is estimated that $22.6 million of pretax net gains on both outstanding and matured derivative instruments designated and qualifying as cash flow hedges deferred in AOCI will be recognized in earnings over the next twelve months. Amounts ultimately recognized in earnings will depend on exchange rates in effect when outstanding derivative instruments are settled.

The following table summarizes the pretax impact of gains and losses from the Company's undesignated derivative instruments on its consolidated financial statements for the three-month periods ended July 2, 2022 and June 26, 2021:

	Gains (Losses) Recognized in Earnings		
	Three Months Ended		
	July 2, 2022	June 26, 2021	Location of Gains (Losses) Recognized in Earnings
	(millions)		
Undesignated Hedges:			
FC — Undesignated hedges	$ 11.5	$ (1.0)	Other income (expense), net
Total Undesignated Hedges	$ 11.5	$ (1.0)	

Risk Management Strategies

Forward Foreign Currency Exchange Contracts

The Company uses forward foreign currency exchange contracts to mitigate its risk related to exchange rate fluctuations on inventory transactions made in an entity's non-functional currency, the settlement of foreign currency-denominated balances, and the translation of certain foreign operations' net assets into U.S. Dollars. As part of its overall strategy for managing the level of exposure to such exchange rate risk, relating primarily to the Euro, the Japanese Yen, the South Korean Won, the Australian Dollar, the Canadian Dollar, the British Pound Sterling, the Swiss Franc, and the Chinese Renminbi, the Company generally hedges a portion of its related exposures anticipated over the next twelve months using forward foreign currency exchange contracts with maturities of two months to one year to provide continuing coverage over the period of the respective exposure.

Cross-Currency Swap Contracts

The Company periodically designates pay-fixed rate, receive fixed-rate cross-currency swap contracts as hedges of its net investment in certain of its European subsidiaries.

The Company's pay-fixed rate, receive-fixed rate cross-currency swap contracts swap U.S. Dollar-denominated fixed interest rate payments based on the contract's notional amount and the fixed rate of interest payable on certain of the Company's senior notes for Euro-denominated fixed interest rate payments, thereby economically converting a portion of its fixed-rate U.S. Dollar-denominated senior note obligations to fixed-rate Euro-denominated obligations.

See Note 3 for further discussion of the Company's accounting policies relating to its derivative financial instruments.

Investments

The Company's short-term investments as of July 2, 2022 and April 2, 2022 were $320.1 million and $734.6 million, respectively, and consisted of time deposits.

No significant realized or unrealized gains or losses on available-for-sale investments or impairment charges were recorded during any of the fiscal periods presented.

Refer to Note 3 of the Fiscal 2022 10-K for further discussion of the Company's accounting policies relating to its investments.

13. Commitments and Contingencies

The Company is involved, from time to time, in litigation, other legal claims, and proceedings involving matters associated with or incidental to its business, including, among other things, matters involving credit card fraud, trademark and other intellectual property, licensing, importation and exportation of its products, taxation, unclaimed property, leases, and employee relations. The Company believes at present that the resolution of currently pending matters will not individually or in the aggregate have a material adverse effect on its consolidated financial statements. However, the Company's assessment of any current litigation or other legal claims could potentially change in light of the discovery of facts not presently known or determinations by judges, juries, or other finders of fact which are not in accord with management's evaluation of the possible liability or outcome of such litigation or claims.

In the normal course of business, the Company may enter into certain guarantees or other agreements that provide general indemnifications. The Company has not made any significant indemnification payments under such agreements in the past and does not currently anticipate incurring any material indemnification payments.

14. Equity

Common Stock Repurchase Program

Repurchases of shares of the Company's Class A common stock are subject to overall business and market conditions, as well as other potential factors such as the temporary restrictions previously in place under the Company's Global Credit Facility. Accordingly, in response to business disruptions related to the COVID-19 pandemic, effective beginning in the first quarter of Fiscal 2021, the Company temporarily suspended its common stock repurchase program as a preemptive action to preserve cash and strengthen its liquidity position. However, the Company resumed activities under its Class A common stock repurchase program during the third quarter of Fiscal 2022 as restrictions under its Global Credit Facility were lifted (see Note 11 of the Fiscal 2022 10-K) and overall business and market conditions have improved since the COVID-19 pandemic first emerged.

A summary of the Company's repurchases of Class A common stock under its common stock repurchase program is as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Cost of shares repurchased	$ 213.3	$ —
Number of shares repurchased	2.2	—

On February 2, 2022, the Company's Board of Directors approved an expansion of the Company's existing common stock repurchase program that allows it to repurchase up to an additional $1.500 billion of its Class A common stock. As of July 2, 2022, the remaining availability under the Company's Class A common stock repurchase program was approximately $1.416 billion.

In addition, during each of the three-month periods ended July 2, 2022 and June 26, 2021, 0.2 million shares of the Company's Class A common stock, at a cost of $21.4 million and $28.8 million, respectively, were surrendered to or withheld by the Company in satisfaction of withholding taxes in connection with the vesting of awards under its long-term stock incentive plans.

Repurchased and surrendered shares are accounted for as treasury stock at cost and held in treasury for future use.

Dividends

Except as discussed below, the Company has maintained a regular quarterly cash dividend program on its common stock since 2003.

In response to business disruptions related to the COVID-19 pandemic, effective beginning in the first quarter of Fiscal 2021 the Company temporarily suspended its quarterly cash dividend program as a preemptive action to preserve cash and strengthen its liquidity position. On May 19, 2021, the Company's Board of Directors approved the reinstatement of its quarterly cash dividend program at the pre-pandemic amount of $0.6875 per share.

On May 18, 2022, the Company's Board of Directors approved an increase to the Company's quarterly cash dividend on its common stock from $0.6875 to $0.75 per share. The first quarterly dividend declared to reflect this increase was payable to shareholders of record at the close of business on July 1, 2022 and was paid on July 15, 2022.

The Company intends to continue to pay regular dividends on outstanding shares of its common stock. However, any decision to declare and pay dividends in the future will ultimately be made at the discretion of the Company's Board of Directors and will depend on the Company's results of operations, cash requirements, financial condition, and other factors that the Board of Directors may deem relevant, including economic and market conditions.

15. Accumulated Other Comprehensive Income (Loss)

The following table presents OCI activity, net of tax, accumulated in equity:

	Foreign Currency Translation Gains (Losses)[a]	Net Unrealized Gains (Losses) on Cash Flow Hedges[b]	Net Unrealized Gains (Losses) on Defined Benefit Plans[c]	Total Accumulated Other Comprehensive Income (Loss)
		(millions)		
Balance at April 2, 2022	$ (189.7)	$ 9.0	$ 0.4	$ (180.3)
Other comprehensive income (loss), net of tax:				
OCI before reclassifications	(39.3)	14.0	—	(25.3)
Amounts reclassified from AOCI to earnings	—	(2.4)	(0.1)	(2.5)
Other comprehensive income (loss), net of tax	(39.3)	11.6	(0.1)	(27.8)
Balance at July 2, 2022	$ (229.0)	$ 20.6	$ 0.3	$ (208.1)
Balance at March 27, 2021	$ (123.2)	$ 4.6	$ (2.2)	$ (120.8)
Other comprehensive income (loss), net of tax:				
OCI before reclassifications	10.6	(1.1)	(0.1)	9.4
Amounts reclassified from AOCI to earnings	—	0.1	—	0.1
Other comprehensive income (loss), net of tax	10.6	(1.0)	(0.1)	9.5
Balance at June 26, 2021	$ (112.6)	$ 3.6	$ (2.3)	$ (111.3)

[a] OCI before reclassifications to earnings related to foreign currency translation gains (losses) includes income tax provisions of $17.5 million and $1.0 million for the three-month periods ended July 2, 2022 and June 26, 2021, respectively. OCI before reclassifications to earnings for the three-month periods ended July 2, 2022 and June 26, 2021 includes gains of $39.1 million (net of a $12.4 million income tax provision) and $1.1 million (net of a $0.3

million income tax provision), respectively, related to changes in the fair values of instruments designated as hedges of the Company's net investment in certain foreign operations (see Note 12).

(b) OCI before reclassifications to earnings related to net unrealized gains (losses) on cash flow hedges are presented net of an income tax provision of $2.3 million and an income tax benefit of $0.3 million for the three-month periods ended July 2, 2022 and June 26, 2021, respectively. The tax effects on amounts reclassified from AOCI to earnings are presented in a table below.

(c) Activity is presented net of taxes, which were immaterial for both periods presented.

The following table presents reclassifications from AOCI to earnings for cash flow hedges, by component:

	Three Months Ended		Location of Gains (Losses) Reclassified from AOCI to Earnings
	July 2, 2022	June 26, 2021	
	(millions)		
Gains (losses) on cash flow hedges[a]:			
FC — Cash flow hedges	$ 2.8	$ (0.1)	Cost of goods sold
Tax effect	(0.4)	—	Income tax provision
Net of tax	$ 2.4	$ (0.1)	

(a) FC = Forward foreign currency exchange contracts.

16. Stock-based Compensation

The Company's stock-based compensation awards are currently issued under the 2019 Incentive Plan, which was approved by its stockholders on August 1, 2019. However, any prior awards granted under either the Company's 2010 Incentive Plan or 1997 Incentive Plan remain subject to the terms of those plans, as applicable. Any awards that expire, are forfeited, or are surrendered to the Company in satisfaction of taxes are available for issuance under the 2019 Incentive Plan.

Refer to Note 18 of the Fiscal 2022 10-K for a detailed description of the Company's stock-based compensation awards, including information related to vesting terms, service, performance, and market conditions and payout percentages.

Impact on Results

A summary of total stock-based compensation expense and the related income tax benefits recognized during the three-month periods ended July 2, 2022 and June 26, 2021 is as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Compensation expense	$ 18.2	$ 18.4 [a]
Income tax benefit	(2.8)	(3.0)

(a) Includes $2.0 million of accelerated stock-based compensation expense recorded within restructuring and other charges, net in the consolidated statements of operations (see Note 8). All other stock-based compensation expense was recorded within SG&A expenses.

The Company issues its annual grants of stock-based compensation awards in the first half of each fiscal year. Due to the timing of the annual grants and other factors, including the timing and magnitude of forfeiture and performance goal achievement adjustments, as well as changes to the size and composition of the eligible employee population, stock-based compensation expense recognized during any given fiscal period is not indicative of the level of compensation expense expected to be incurred in future periods.

Service-based RSUs

The fair values of service-based RSUs granted to certain of the Company's senior executives and other employees, as well as non-employee directors, are based on the fair value of the Company's Class A common stock on the date of grant, adjusted to reflect the absence of dividends for any awards for which dividend equivalent amounts do not accrue to the holder while outstanding and unvested. The weighted-average grant date fair values of service-based RSU awards granted were $89.99 and $114.84 per share during the three-month periods ended July 2, 2022 and June 26, 2021, respectively.

A summary of service-based RSU activity during the three months ended July 2, 2022 is as follows:

	Number of Service-based RSUs
	(thousands)
Unvested at April 2, 2022	1,566
Granted	2
Vested	(251)
Forfeited	(13)
Unvested at July 2, 2022	1,304

Performance-based RSUs

The fair values of the Company's performance-based RSUs granted to its senior executives and other key employees are based on the fair value of the Company's Class A common stock on the date of grant, adjusted to reflect the absence of dividends for any awards for which dividend equivalent amounts do not accrue to the holder while outstanding and unvested. No such awards were granted during the three months ended July 2, 2022. The weighted-average grant date fair values of performance-based RSU awards granted was $113.57 during the three months ended June 26, 2021.

Market-based RSUs

The Company grants market-based RSUs, which are based on total shareholder return ("TSR") performance, to its senior executives and other key employees. The Company estimates the fair value of its TSR awards on the date of grant using a Monte Carlo simulation, which models multiple stock price paths of the Company's Class A common stock and that of its peer group to evaluate and determine its ultimate expected relative TSR performance ranking. Compensation expense, net of estimated forfeitures, is recorded regardless of whether, and the extent to which, the market condition is ultimately satisfied. No such awards were granted during the three-month periods ended July 2, 2022 and June 26, 2021.

A summary of performance-based RSU activity including TSR awards during the three months ended July 2, 2022 is as follows:

	Number of Performance-based RSUs
	(thousands)
Unvested at April 2, 2022	542
Granted	—
Change due to performance and/or market condition achievement	(58)
Vested	(269)
Forfeited	—
Unvested at July 2, 2022	215

17. Segment Information

The Company has three reportable segments based on its business activities and organization:

- *North America* — The North America segment primarily consists of sales of Ralph Lauren branded apparel, footwear, accessories, home furnishings, and related products made through the Company's retail and wholesale businesses in the U.S. and Canada. In North America, the Company's retail business is primarily comprised of its Ralph Lauren stores, its factory stores, and its digital commerce site, www.RalphLauren.com. The Company's wholesale business in North America is comprised primarily of sales to department stores and, to a lesser extent, specialty stores.

- *Europe* — The Europe segment primarily consists of sales of Ralph Lauren branded apparel, footwear, accessories, home furnishings, and related products made through the Company's retail and wholesale businesses in Europe and emerging markets. In Europe, the Company's retail business is primarily comprised of its Ralph Lauren stores, its factory stores, its concession-based shop-within-shops, and its various digital commerce sites. The Company's wholesale business in Europe is comprised primarily of a varying mix of sales to both department stores and specialty stores, depending on the country, as well as to various third-party digital partners.

- *Asia* — The Asia segment primarily consists of sales of Ralph Lauren branded apparel, footwear, accessories, home furnishings, and related products made through the Company's retail and wholesale businesses in Asia, Australia, and New Zealand. The Company's retail business in Asia is primarily comprised of its Ralph Lauren stores, its factory stores, its concession-based shop-within-shops, and its various digital commerce sites. In addition, the Company sells its products online through various third-party digital partner commerce sites. The Company's wholesale business in Asia is comprised primarily of sales to department stores, with related products distributed through shop-within-shops.

No operating segments were aggregated to form the Company's reportable segments. In addition to these reportable segments, the Company also has other non-reportable segments, which primarily consist of Ralph Lauren and Chaps branded royalty revenues earned through its global licensing alliances. In addition, prior to its disposition at the end of the Company's first quarter of Fiscal 2022, other non-reportable segments also included sales of Club Monaco branded products made through the Company's retail and wholesale businesses in the U.S., Canada, and Europe, and its licensing alliances in Asia. Refer to Note 8 for additional discussion regarding the disposition of the Company's former Club Monaco business, as well as the transition of its Chaps business to a fully licensed business model.

The Company's segment reporting structure is consistent with how it establishes its overall business strategy, allocates resources, and assesses performance of its business. The accounting policies of the Company's segments are consistent with those described in Notes 2 and 3 of the Fiscal 2022 10-K. Sales and transfers between segments are generally recorded at cost and treated as transfers of inventory. All intercompany revenues are eliminated in consolidation and are not reviewed when evaluating segment performance. Each segment's performance is evaluated based upon net revenues and operating income before restructuring-related charges, impairment of assets, and certain other one-time items, if any. Certain corporate overhead expenses related to global functions, most notably the Company's executive office, information technology, finance and accounting, human resources, and legal departments, largely remain at corporate. Additionally, other costs that cannot be allocated to the segments based on specific usage are also maintained at corporate, including corporate advertising and marketing expenses, depreciation and amortization of corporate assets, and other general and administrative expenses resulting from corporate-level activities and projects.

Net revenues for each of the Company's segments are as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Net revenues:		
North America	$ 700.7	$ 662.1
Europe	415.6	354.9
Asia	334.1	288.2
Other non-reportable segments	40.2	71.1
Total net revenues	$ 1,490.6	$ 1,376.3

Operating income for each of the Company's segments is as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Operating income[(a)]:		
North America	$ 132.8	$ 186.3
Europe	73.2	94.5
Asia	78.7	60.4
Other non-reportable segments	37.2	35.4
	321.9	376.6
Unallocated corporate expenses	(141.1)	(155.3)
Unallocated restructuring and other charges, net[(b)]	(5.6)	(0.7)
Total operating income	$ 175.2	$ 220.6

[(a)] Segment operating income and unallocated corporate expenses during the three months ended June 26, 2021 also included asset impairment charges (see Note 7), which are detailed below. No asset impairment charges were recorded during the three months ended July 2, 2022.

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Asset impairment charges:		
Asia	$ —	$ (1.1)
Unallocated corporate expenses	—	(17.5)
Total asset impairment charges	$ —	$ (18.6)

(b) The three-month periods ended July 2, 2022 and June 26, 2021 included certain unallocated restructuring and other charges, net (see Note 8), which are detailed below:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Unallocated restructuring and other charges, net:		
North America-related	$ —	$ 0.1
Europe-related	1.1	1.0
Asia-related	0.2	0.1
Other non-reportable segment-related	—	(0.1)
Corporate operations-related	(2.0)	(1.0)
Unallocated restructuring charges	(0.7)	0.1
Other charges (see Note 8)	(4.9)	(0.8)
Total unallocated restructuring and other charges, net	$ (5.6)	$ (0.7)

Depreciation and amortization expense for the Company's segments is as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Depreciation and amortization expense:		
North America	$ 18.2	$ 18.0
Europe	7.8	7.8
Asia	12.1	12.9
Other non-reportable segments	—	0.4
Unallocated corporate	16.7	18.1
Total depreciation and amortization expense	$ 54.8	$ 57.2

Net revenues by geographic location of the reporting subsidiary are as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Net revenues[(a)]:		
The Americas[(b)]	$ 746.2	$ 735.4
Europe[(c)]	410.4	352.5
Asia[(d)]	334.0	288.4
Total net revenues	$ 1,490.6	$ 1,376.3

(a) Net revenues for certain of the Company's licensed operations are included within the geographic location of the reporting subsidiary which holds the respective license.

(b) Includes the U.S., Canada, and Latin America. Net revenues earned in the U.S. during the three-month periods ended July 2, 2022 and June 26, 2021 were $712.1 million and $708.0 million, respectively.

(c) Includes the Middle East.

(d) Includes Australia and New Zealand.

18. Additional Financial Information

Reconciliation of Cash, Cash Equivalents, and Restricted Cash

A reconciliation of cash, cash equivalents, and restricted cash as of July 2, 2022 and April 2, 2022 from the consolidated balance sheets to the consolidated statements of cash flows is as follows:

	July 2, 2022	April 2, 2022
	(millions)	
Cash and cash equivalents	$ 1,456.8	$ 1,863.8
Restricted cash included within prepaid expenses and other current assets	1.5	1.6
Restricted cash included within other non-current assets	6.0	6.6
Total cash, cash equivalents, and restricted cash	$ 1,464.3	$ 1,872.0

Restricted cash relates to cash held in escrow with certain banks as collateral, primarily to secure guarantees in connection with certain international tax matters and real estate leases.

Cash Paid for Interest and Taxes

Cash paid for interest and income taxes is as follows:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Cash paid for interest	$ 17.0	$ 17.7
Cash paid for income taxes, net of refunds	24.1	35.5

Cash Paid for Leases

The following table summarizes certain cash flow information related to the Company's leases:

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	$ 85.7	$ 90.7
Operating cash flows for finance leases	2.9	3.2
Financing cash flows for finance leases	5.8	5.5

Non-cash Transactions

Operating lease ROU assets recorded in connection with the recognition of new lease liabilities were $54.2 million and $98.6 million during the three-month periods ended July 2, 2022 and June 26, 2021, respectively.

Non-cash investing activities also included capital expenditures incurred but not yet paid of $40.1 million and $17.6 million for the three-month periods ended July 2, 2022 and June 26, 2021, respectively.

There were no other significant non-cash investing or financing activities for any of the fiscal periods presented.

Item 2. ***Management's Discussion and Analysis of Financial Condition and Results of Operations.***

Special Note Regarding Forward-Looking Statements

Various statements in this Form 10-Q, or incorporated by reference into this Form 10-Q, in future filings by us with the Securities and Exchange Commission (the "SEC"), in our press releases, and in oral statements made from time to time by us or on our behalf constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, statements regarding our future operating results and sources of liquidity (especially in light of the COVID-19 pandemic), the implementation and impact of our strategic plans, initiatives and capital expenses, our plans regarding our quarterly cash dividend and Class A common stock repurchase programs, and our ability to meet environmental, social, and governance goals. Forward-looking statements are based on current expectations and are indicated by words or phrases such as "anticipate," "outlook," "estimate," "expect," "project," "believe," "envision," "goal," "target," "can," "will," and similar words or phrases and involve known and unknown risks, uncertainties, and other factors which may cause actual results, performance, or achievements to be materially different from the future results, performance, or achievements expressed in or implied by such forward-looking statements. These risks, uncertainties, and other factors include, among others:

- the loss of key personnel, including Mr. Ralph Lauren, or other changes in our executive and senior management team or to our operating structure, including those resulting from the recent reduction to our global workforce in connection with our long-term growth strategy, and our ability to effectively transfer knowledge and maintain adequate controls and procedures during periods of transition;
- the impact to our business resulting from the COVID-19 pandemic, including periods of reduced operating hours and capacity limits and/or temporary closure of our stores, distribution centers, and corporate facilities, as well as those of our customers, suppliers, and vendors, and potential changes to consumer behavior, spending levels, and/or shopping preferences, such as willingness to congregate in shopping centers or other populated locations;
- the potential impact to our business resulting from inflationary pressures, including increases in the costs of raw materials, transportation, wages, healthcare, and other benefit-related costs;
- the impact of economic, political, and other conditions on us, our customers, suppliers, vendors, and lenders, including potential business disruptions related to the war between Russia and Ukraine, civil and political unrest, and diplomatic tensions between the U.S. and other countries;
- the potential impact to our business resulting from supply chain disruptions, including those caused by capacity constraints, closed factories and/or labor shortages (stemming from pandemic diseases, labor disputes, strikes, or otherwise), scarcity of raw materials, and port congestion, which could result in inventory shortages and lost sales;
- our ability to effectively manage inventory levels and the increasing pressure on our margins in a highly promotional retail environment;
- our exposure to currency exchange rate fluctuations from both a transactional and translational perspective;
- our ability to recruit and retain employees to operate our retail stores, distribution centers, and various corporate functions;
- the impact to our business resulting from changes in consumers' ability, willingness, or preferences to purchase discretionary items and luxury retail products, which tends to decline during recessionary periods, and our ability to accurately forecast consumer demand, the failure of which could result in either a build-up or shortage of inventory;
- our ability to successfully implement our long-term growth strategy;
- our ability to continue to expand and grow our business internationally and the impact of related changes in our customer, channel, and geographic sales mix as a result, as well as our ability to accelerate growth in certain product categories;
- our ability to open new retail stores and concession shops, as well as enhance and expand our digital footprint and capabilities, all in an effort to expand our direct-to-consumer presence;

- our ability to respond to constantly changing fashion and retail trends and consumer demands in a timely manner, develop products that resonate with our existing customers and attract new customers, and execute marketing and advertising programs that appeal to consumers;
- our ability to competitively price our products and create an acceptable value proposition for consumers;
- our ability to continue to maintain our brand image and reputation and protect our trademarks;
- our ability to achieve our goals regarding environmental, social, and governance practices, including those related to climate change and our human capital;
- our ability and the ability of our third-party service providers to secure our respective facilities and systems from, among other things, cybersecurity breaches, acts of vandalism, computer viruses, ransomware, or similar Internet or email events;
- our efforts to successfully enhance, upgrade, and/or transition our global information technology systems and digital commerce platforms;
- the potential impact to our business if any of our distribution centers were to become inoperable or inaccessible;
- the potential impact on our operations and on our suppliers and customers resulting from man-made or natural disasters, including pandemic diseases such as COVID-19, severe weather, geological events, and other catastrophic events;
- our ability to achieve anticipated operating enhancements and cost reductions from our restructuring plans, as well as the impact to our business resulting from restructuring-related charges, which may be dilutive to our earnings in the short term;
- the impact to our business resulting from potential costs and obligations related to the early or temporary closure of our stores or termination of our long-term, non-cancellable leases;
- our ability to maintain adequate levels of liquidity to provide for our cash needs, including our debt obligations, tax obligations, capital expenditures, and potential payment of dividends and repurchases of our Class A common stock, as well as the ability of our customers, suppliers, vendors, and lenders to access sources of liquidity to provide for their own cash needs;
- the potential impact to our business resulting from the financial difficulties of certain of our large wholesale customers, which may result in consolidations, liquidations, restructurings, and other ownership changes in the retail industry, as well as other changes in the competitive marketplace, including the introduction of new products or pricing changes by our competitors;
- our ability to access capital markets and maintain compliance with covenants associated with our existing debt instruments;
- a variety of legal, regulatory, tax, political, and economic risks, including risks related to the importation and exportation of products which our operations are currently subject to, or may become subject to as a result of potential changes in legislation, and other risks associated with our international operations, such as compliance with the Foreign Corrupt Practices Act or violations of other anti-bribery and corruption laws prohibiting improper payments, and the burdens of complying with a variety of foreign laws and regulations, including tax laws, trade and labor restrictions, and related laws that may reduce the flexibility of our business;
- the potential impact to our business resulting from the imposition of additional duties, tariffs, taxes, and other charges or barriers to trade, including those resulting from trade developments between the U.S. and China, and any related impact to global stock markets, as well as our ability to implement mitigating sourcing strategies;
- changes in our tax obligations and effective tax rate due to a variety of factors, including potential changes in U.S. or foreign tax laws and regulations, accounting rules, or the mix and level of earnings by jurisdiction in future periods that are not currently known or anticipated;
- the impact to our business of events of unrest and instability that are currently taking place in certain parts of the world, as well as from any terrorist action, retaliation, and the threat of further action or retaliation;

- the potential impact to the trading prices of our securities if our operating results, Class A common stock share repurchase activity, and/or cash dividend payments differ from investors' expectations;
- our ability to maintain our credit profile and ratings within the financial community;
- our intention to introduce new products or brands, or enter into or renew alliances;
- changes in the business of, and our relationships with, major wholesale customers and licensing partners; and
- our ability to make strategic acquisitions and successfully integrate the acquired businesses into our existing operations.

These forward-looking statements are based largely on our expectations and judgments and are subject to a number of risks and uncertainties, many of which are unforeseeable and beyond our control. A detailed discussion of significant risk factors that have the potential to cause our actual results to differ materially from our expectations is included in our Annual Report on Form 10-K for the fiscal year ended April 2, 2022 (the "Fiscal 2022 10-K"). There are no material changes to such risk factors, nor have we identified any previously undisclosed risks that could materially adversely affect our business, operating results, and/or financial condition, as set forth in Part II, Item 1A — "*Risk Factors*" of this Form 10-Q. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

In this Form 10-Q, references to "Ralph Lauren," "ourselves," "we," "our," "us," and the "Company" refer to Ralph Lauren Corporation and its subsidiaries, unless the context indicates otherwise. We utilize a 52-53 week fiscal year ending on the Saturday immediately before or after March 31. As such, fiscal year 2023 will end on April 1, 2023 and will be a 52-week period ("Fiscal 2023"). Fiscal year 2022 ended on April 2, 2022 and was a 53-week period ("Fiscal 2022"). The first quarter of Fiscal 2023 ended on July 2, 2022 and was a 13-week period. The first quarter of Fiscal 2022 ended on June 26, 2021 and was also a 13-week period.

INTRODUCTION

Management's discussion and analysis of financial condition and results of operations ("MD&A") is provided as a supplement to the accompanying consolidated financial statements and notes thereto to help provide an understanding of our results of operations, financial condition, and liquidity. MD&A is organized as follows:

- *Overview.* This section provides a general description of our business, global economic conditions and industry trends, and a summary of our financial performance for the three-month period ended July 2, 2022. In addition, this section includes a discussion of recent developments and transactions affecting comparability that we believe are important in understanding our results of operations and financial condition, and in anticipating future trends.
- *Results of operations.* This section provides an analysis of our results of operations for the three-month period ended July 2, 2022 as compared to the three-month period ended June 26, 2021.
- *Financial condition and liquidity.* This section provides a discussion of our financial condition and liquidity as of July 2, 2022, which includes (i) an analysis of our financial condition as compared to the prior fiscal year-end; (ii) an analysis of changes in our cash flows for the three months ended July 2, 2022 as compared to the three months ended June 26, 2021; (iii) an analysis of our liquidity, including the availability under our commercial paper borrowing program and credit facilities, our outstanding debt and covenant compliance, common stock repurchases, and payments of dividends; and (iv) a description of any material changes in our material cash requirements since April 2, 2022.
- *Market risk management.* This section discusses any significant changes in our risk exposures related to foreign currency exchange rates, interest rates, and our investments since April 2, 2022.
- *Critical accounting policies.* This section discusses any significant changes in our critical accounting policies since April 2, 2022. Critical accounting policies typically require significant judgment and estimation on the part of management in their application. In addition, all of our significant accounting policies, including our critical accounting policies, are summarized in Note 3 of the Fiscal 2022 10-K.
- *Recently issued accounting standards.* This section discusses the potential impact on our reported results of operations and financial condition of certain accounting standards that have been recently issued.

OVERVIEW

Our Business

Our Company is a global leader in the design, marketing, and distribution of premium lifestyle products, including apparel, footwear, accessories, home furnishings, fragrances, and hospitality. Our long-standing reputation and distinctive image have been developed across a wide range of products, brands, distribution channels, and international markets. Our brand names include Ralph Lauren, Ralph Lauren Collection, Ralph Lauren Purple Label, Polo Ralph Lauren, Double RL, Lauren Ralph Lauren, Polo Ralph Lauren Children, and Chaps, among others.

We diversify our business by geography (North America, Europe, and Asia, among other regions) and channel of distribution (retail, wholesale, and licensing). This allows us to maintain a dynamic balance as our operating results do not depend solely on the performance of any single geographic area or channel of distribution. We sell directly to consumers through our integrated retail channel, which includes our retail stores, concession-based shop-within-shops, and digital commerce operations around the world. Our wholesale sales are made principally to major department stores, specialty stores, and third-party digital partners around the world, as well as to certain third-party-owned stores to which we have licensed the right to operate in defined geographic territories using our trademarks. In addition, we license to third parties for specified periods the right to access our various trademarks in connection with the licensees' manufacture and sale of designated products, such as certain apparel, eyewear, fragrances, and home furnishings.

We organize our business into the following three reportable segments:

- *North America* — Our North America segment, representing approximately 48% of our Fiscal 2022 net revenues, primarily consists of sales of our Ralph Lauren branded products made through our retail and wholesale businesses in the U.S. and Canada. In North America, our retail business is primarily comprised of our Ralph Lauren stores, our factory stores, and our digital commerce site, www.RalphLauren.com. Our wholesale business in North America is comprised primarily of sales to department stores and, to a lesser extent, specialty stores.

- *Europe* — Our Europe segment, representing approximately 28% of our Fiscal 2022 net revenues, primarily consists of sales of our Ralph Lauren branded products made through our retail and wholesale businesses in Europe and emerging markets. In Europe, our retail business is primarily comprised of our Ralph Lauren stores, our factory stores, our concession-based shop-within-shops, and our various digital commerce sites. Our wholesale business in Europe is comprised primarily of a varying mix of sales to both department stores and specialty stores, depending on the country, as well as to various third-party digital partners.

- *Asia* — Our Asia segment, representing approximately 21% of our Fiscal 2022 net revenues, primarily consists of sales of our Ralph Lauren branded products made through our retail and wholesale businesses in Asia, Australia, and New Zealand. Our retail business in Asia is primarily comprised of our Ralph Lauren stores, our factory stores, our concession-based shop-within-shops, and our various digital commerce sites. In addition, we sell our products online through various third-party digital partner commerce sites. Our wholesale business in Asia is comprised primarily of sales to department stores, with related products distributed through shop-within-shops.

No operating segments were aggregated to form our reportable segments. In addition to these reportable segments, we also have other non-reportable segments, representing approximately 3% of our Fiscal 2022 net revenues, which primarily consist of Ralph Lauren and Chaps branded royalty revenues earned through our global licensing alliances. In addition, prior to its disposition at the end of our first quarter of Fiscal 2022, our other non-reportable segments also included sales of Club Monaco branded products made through our retail and wholesale businesses in the U.S., Canada, and Europe, and our licensing alliances in Asia. Refer to *"Recent Developments"* for additional discussion regarding the disposition of our former Club Monaco business, as well as the transition of our Chaps business to a fully licensed business model.

Approximately 51% of our Fiscal 2022 net revenues were earned outside of the U.S. See Note 17 to the accompanying consolidated financial statements for further discussion of our segment reporting structure.

Our business is typically affected by seasonal trends, with higher levels of retail sales in our second and third fiscal quarters and higher wholesale sales in our second and fourth fiscal quarters. These trends result primarily from the timing of key vacation travel, back-to-school, and holiday shopping periods impacting our retail business and timing of seasonal wholesale shipments. As a result of changes in our business, consumer spending patterns, and the macroeconomic environment, including those resulting from pandemic diseases and other catastrophic events, historical quarterly operating trends and working capital requirements may not be indicative of our future performance. In addition, fluctuations in sales, operating income (loss), and cash flows in any fiscal quarter may be affected by other events affecting retail sales, such as changes in weather patterns. Accordingly, our operating results and cash flows for the three-month period ended July 2, 2022 are not necessarily indicative of the operating results and cash flows that may be expected for the full Fiscal 2023.

Recent Developments

COVID-19 Pandemic

Beginning in the fourth quarter of our fiscal year ended March 28, 2020, a novel strain of coronavirus commonly referred to as COVID-19 emerged and spread rapidly across the globe, including throughout all major geographies in which we operate, resulting in adverse economic conditions and widespread business disruptions. Since then, governments worldwide have periodically imposed varying degrees of preventative and protective actions, such as temporary travel bans, forced business closures, and stay-at-home orders, all in an effort to reduce the spread of the virus.

As a result of the COVID-19 pandemic, we have experienced varying degrees of business disruptions since its beginning, including periods of closure of our stores and corporate-related facilities, as have our wholesale customers, licensing partners, and suppliers. Such disruptions continued throughout Fiscal 2022 in certain regions, although to a lesser extent than the widespread significant disruptions experienced during our fiscal year ended March 27, 2021, and have since extended into the first quarter of Fiscal 2023, most notably in Asia where approximately 50% of our stores in China experienced closures for a significant portion of the quarter. Further, throughout the course of the pandemic, the majority of our stores that were able to remain open have periodically been subject to limited operating hours and/or customer capacity levels in accordance with local health guidelines, with traffic remaining challenged. However, our digital commerce operations have grown significantly from pre-pandemic levels, due in part to our investments and enhanced capabilities, as well as changes in consumer shopping preferences.

The COVID-19 pandemic also continues to adversely impact our distribution, logistic, and sourcing partners, including temporary factory closures, labor shortages, vessel, container and other transportation shortages, and port congestion. Such disruptions have reduced the availability of inventory, delayed timing of inventory receipts, and resulted in increased costs for both the purchase and transportation of such inventory.

Despite the introduction of COVID-19 vaccines, the pandemic remains volatile and continues to evolve, with resurgences and outbreaks occurring in various parts of the world, including those resulting from variants of the virus. Accordingly, we cannot predict for how long and to what extent the pandemic will continue to impact our business operations or the overall global economy. We will continue to assess our operations location-by-location, considering the guidance of local governments and global health organizations. See Item 1A — "*Risk Factors — Risks Related to Macroeconomic Conditions — Infectious disease outbreaks, such as the COVID-19 pandemic, could have a material adverse effect on our business*" in the Fiscal 2022 10-K for additional discussion regarding risks to our business associated with the COVID-19 pandemic.

Fiscal 2021 Strategic Realignment Plan

We have undertaken efforts to realign our resources to support future growth and profitability, and to create a sustainable, enhanced cost structure. The key initiatives underlying these efforts involve evaluation of our: (i) team organizational structures and ways of working; (ii) real estate footprint and related costs across our corporate offices, distribution centers, and direct-to-consumer retail and wholesale doors; and (iii) brand portfolio.

In connection with the first initiative, on September 17, 2020, our Board of Directors approved a restructuring plan (the "Fiscal 2021 Strategic Realignment Plan") to reduce our global workforce. Additionally, during a preliminary review of our store portfolio during the second quarter of Fiscal 2021, we made the decision to close our Polo store on Regent Street in London.

Shortly thereafter, on October 29, 2020, we announced the planned transition of our Chaps brand to a fully licensed business model, consistent with our long-term brand elevation strategy and in connection with our third initiative. Specifically, we have entered into a multi-year licensing partnership, which took effect on August 1, 2021 following a transition period, with an affiliate of 5 Star Apparel LLC, a division of the OVED Group, to manufacture, market, and distribute Chaps menswear and womenswear. The products are being sold at existing channels of distribution with opportunities for expansion into additional channels and markets globally. This agreement created incremental value for the Company by enabling an even greater focus on elevating our core brands in the marketplace, reducing our direct exposure to the North America department store channel, and setting up Chaps to deliver on its potential with an experienced partner that is focused on nurturing the brand.

Later, on February 3, 2021, our Board of Directors approved additional actions related to our real estate initiative. Specifically, we are in the process of further rightsizing and consolidating our global corporate offices to better align with our organizational profile and new ways of working. We also have closed, and may continue to close, certain of our stores to improve overall profitability. Additionally, we further consolidated our North America distribution centers in order to drive greater efficiencies, improve sustainability, and deliver a better consumer experience.

Finally, on June 26, 2021, in connection with our brand portfolio initiative, we sold our former Club Monaco business to Regent, L.P. ("Regent"), a global private equity firm, with no resulting gain or loss on sale realized during the first quarter of Fiscal 2022. Regent acquired Club Monaco's assets and liabilities in exchange for potential future cash consideration payable to us, including earn-out payments based on Club Monaco meeting certain defined revenue thresholds over a five-year period. Accordingly, we may realize amounts in the future related to the receipt of such contingent consideration. Additionally, in connection with this divestiture, we are providing Regent with certain operational support for a transitional period of approximately one year, varying by functional area.

In connection with the Fiscal 2021 Strategic Realignment Plan, we have recorded cumulative pre-tax charges of $262.8 million, of which $0.7 million and $18.5 million were recorded during the three-month periods ended July 2, 2022 and June 26, 2021, respectively. Actions associated with the Fiscal 2021 Strategic Realignment Plan were substantially completed by the end of Fiscal 2022, with certain remaining actions expected to be completed during Fiscal 2023. We expect total charges of up to $300 million to be incurred in connection with this plan, consisting of cash-related charges of approximately $180 million and non-cash charges of approximately $120 million. Actions associated with this plan are expected to result in gross annualized pre-tax expense savings of approximately $200 million, a portion of which is being reinvested back into the business.

See Note 8 to our accompanying consolidated financial statements for additional discussion regarding charges recorded in connection with the Fiscal 2021 Strategic Restructuring Plan.

Global Economic Conditions and Industry Trends

The global economy and retail industry are impacted by many different factors. As discussed in "*Recent Developments,"* governments worldwide have periodically imposed varying degrees of preventative and protective actions throughout the course of the COVID-19 pandemic, such as temporary travel bans, forced business closures, and stay-at-home orders, all in an effort to reduce the spread of the virus. Such actions, together with changes in consumers' willingness to congregate in populated areas and lower levels of disposal income due to higher unemployment rates, have resulted in significant business disruptions across a wide array of industries since the outbreak of the pandemic. The COVID-19 pandemic has also significantly disrupted distribution, logistic, and supply chain operations globally, including temporary factory closures, labor shortages, vessel, container and other transportation shortages, and port congestion. Such disruptions have reduced the availability of inventory, delayed timing of inventory receipts, and resulted in increased costs for both the purchase and transportation of such inventory. Despite the introduction of COVID-19 vaccines, resurgences and outbreaks continue to occur in certain geographic locations, including those resulting from variants of the virus. Accordingly, it is not clear at this time how much longer and to what extent the pandemic will last.

The global economy has also been negatively impacted by the war between Russia and Ukraine. Several countries, including the U.S., have imposed significant economic sanctions against Russia, including export controls and other trade restrictions with Russian entities. Various companies, including Ralph Lauren, have also voluntarily elected to suspend operations in Russia in protest of the conflict. The Russia-Ukraine war has adversely impacted consumer sentiment and confidence, particularly in Eastern Europe. It is not clear at this time how long the conflict will endure, or if it will escalate further with additional countries declaring war against each other, which could further compound the adverse impact to the global economy. Certain other worldwide events and factors, such as international trade relations, new legislation and regulations, taxation or monetary policy changes, political and civil unrest, and significant inflationary pressures, including increases in the cost of raw materials, transportation, wages, healthcare and other benefit-related costs, among other factors, have also adversely impacted the global economy.

The retail landscape in which we operate continues to be disrupted by the COVID-19 pandemic, including periods of temporary closures of stores and distribution centers and declines in retail traffic, tourism, and consumer spending on discretionary items. The retail industry, particularly in the U.S., has also experienced numerous bankruptcies, restructurings, and ownership changes in recent years. Supply chain-related risks also continue to exist as manufacturers and transportation providers alike are finding it difficult to meet increased consumer demand. The continuation of these industry trends could have a material adverse effect on our business or operating results. Additionally, changes in economic conditions, including recent inflationary pressures and the growing concerns of a potential recession, may further impact consumer discretionary income levels, spending, and sentiment.

We have implemented various strategies globally to help address many of these current challenges and continue to build a foundation for long-term profitable growth centered around strengthening our consumer-facing areas of product, stores, and marketing across channels and driving a more efficient operating model. Throughout the course of the COVID-19 pandemic, our priority has been to ensure the safety and well-being of our employees, customers, and the communities in which we operate around the world. We continue to consider the guidance of local governments and global health organizations and have implemented health and safety protocols in our stores, distribution centers, and corporate facilities. Investing in our digital ecosystem remains a primary focus and is a key component of our integrated global omni-channel strategy and driving consumer engagement, particularly in light of the current COVID-19 pandemic, which has and could continue to reshape consumer shopping preferences. During the first quarter of Fiscal 2023, we launched additional digital sites in key markets globally, including India and Israel. We also continue to drive consumer engagement and global brand awareness through our sports sponsorships, with recent events including the Wimbledon and PGA Championship, as well as through our special product releases and limited collections and celebrity dressings at highly publicized events, such as the recent Met Gala. Additionally, we have accelerated our marketing investments, with a focus on supporting new customer acquisition, digitally-amplified brand campaigns, and resumption of in-store programs as markets continue to reopen worldwide. We also continue to take deliberate actions to ensure promotional consistency across channels and to enhance the overall brand and shopping experience, including better aligning shipments and inventory levels with underlying demand. We also remain committed to optimizing our wholesale distribution channel and enhancing our department store consumer experience.

We will continue to monitor these conditions and trends and will evaluate and adjust our operating strategies and foreign currency and cost management opportunities to help mitigate the related impacts on our results of operations, while remaining focused on the long-term growth of our business and protecting and elevating the value of our brand.

For a detailed discussion of significant risk factors that have the potential to cause our actual results to differ materially from our expectations, see Part I, Item 1A — "*Risk Factors*" in our Fiscal 2022 10-K.

Summary of Financial Performance

Operating Results

During the three months ended July 2, 2022, we reported net revenues of $1.491 billion, net income of $123.4 million, and net income per diluted share of $1.73, as compared to net revenues of $1.376 billion, net income of $164.7 million, and net income per diluted share of $2.18 during the three months ended June 26, 2021. The comparability of our operating results has been affected by net restructuring-related charges, impairment of assets, and certain other benefits (charges), as well as the impacts of the disposition of our former Club Monaco business at the end of the first quarter of Fiscal 2022 and the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022, as discussed further below. We also continue to experience varying degrees of business disruptions resulting from the COVID-19 pandemic, including periods of temporary closures of our stores, as well as sourcing and distribution-related delays.

Our operating performance for the three months ended July 2, 2022 reflected revenue increases of 8.3% on a reported basis and 13.4% on a constant currency basis, as defined within "*Transactions and Trends Affecting Comparability of Results of Operations and Financial Condition*" below. The increase in net revenues reflected growth across all of our reportable segments and sales channels, despite revenue declines associated with the disposition of our former Club Monaco business at the end of the first quarter of Fiscal 2022 and the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022, as discussed further below.

Our gross profit as a percentage of net revenues declined by 310 basis points to 67.2% during the three months ended July 2, 2022, primarily driven by higher non-routine inventory charges recorded during the three months ended July 2, 2022 as compared to the prior fiscal year period, higher product and freight costs, and net unfavorable foreign currency effects, partially offset by improved pricing and lower levels of promotional activity.

Selling, general, and administrative ("SG&A") expenses as a percentage of net revenues during the three months ended July 2, 2022 increased by 210 basis points to 55.0%, primarily driven by the return to a more normalized level of marketing investments, as well as higher compensation and selling-related expenses to drive strategic growth.

Net income decreased by $41.3 million to $123.4 million during the three months ended July 2, 2022 as compared to the three months ended June 26, 2021, primarily due to a $45.4 million decline in our operating income, partially offset by a $6.5 million decrease in our income tax provision. Net income per diluted share decreased by $0.45 to $1.73 per share during the three months ended July 2, 2022 driven by the lower level of net income, partially offset by lower weighted-average diluted shares outstanding.

During the three-month periods ended July 2, 2022 and June 26, 2021, our operating results were negatively impacted by net restructuring-related charges, impairment of assets, and certain other charges (benefits) totaling $14.8 million and $10.4 million, respectively, which had an after-tax effect of reducing net income by $11.2 million, or $0.15 per diluted share, and $7.7 million, or $0.11 per diluted share, respectively.

Financial Condition and Liquidity

We ended the first quarter of Fiscal 2023 in a net cash and short-term investments position (calculated as cash and cash equivalents, plus short-term investments, less total debt) of $639.9 million, as compared to $962.1 million as of the end of Fiscal 2022. The decrease in our net cash and short-term investments position was primarily due to our use of cash to support Class A common stock repurchases of $234.7 million, including withholdings in satisfaction of tax obligations for stock-based compensation awards, to make dividend payments of $48.1 million, and to invest in our business through $39.4 million in capital expenditures, as well as the unfavorable effect of exchange rate changes on our cash, cash equivalents, and restricted cash of $30.0 million, partially offset by operating cash flows of $45.3 million.

Net cash provided by operating activities was $45.3 million during the three months ended July 2, 2022, as compared to $247.6 million during the three months ended June 26, 2021. The net decrease in cash provided by operating activities was due to a net unfavorable change related to our operating assets and liabilities, including our working capital, as compared to the prior fiscal year period, as well as a decrease in net income before non-cash charges.

Our equity decreased to $2.364 billion as of July 2, 2022 compared to $2.536 billion as of April 2, 2022, due to our share repurchase activity and dividends declared during the three months ended July 2, 2022, partially offset by our comprehensive income and the net impact of stock-based compensation arrangements.

Transactions and Trends Affecting Comparability of Results of Operations and Financial Condition

The comparability of our operating results for the three-month periods ended July 2, 2022 and June 26, 2021 has been affected by certain events, including:

- pretax charges incurred in connection with our restructuring activities, as well as certain other benefits (charges), as summarized below (references to "Notes" are to the notes to the accompanying consolidated financial statements):

	Three Months Ended	
	July 2, 2022	June 26, 2021
	(millions)	
Impairment of assets (see Note 7)	$ —	$ (18.6)
Restructuring and other charges, net (see Note 8)	(5.6)	(0.7)
Non-routine inventory benefits (charges)[a]	(11.6)	8.0
Non-routine bad debt expense reversals[b]	2.4	0.9
Total charges	$ (14.8)	$ (10.4)

[a] Non-routine inventory benefits (charges) are recorded within cost of goods sold in the consolidated statements of operations. The charges recorded during the three months ended July 2, 2022 primarily related to the Russia-Ukraine war. The benefits recorded during the three months ended June 26, 2021 related to reversals of amounts previously recognized in connection with the COVID-19 pandemic.

[b] Non-routine bad debt expense reversals are recorded within SG&A expenses in the consolidated statements of operations. The reversals recorded during the three-month periods ended July 2, 2022 and June 26, 2021 related to charges previously recognized in connection with the Russia-Ukraine war and COVID-19 pandemic, respectively.

- the disposition of our former Club Monaco business at the end of the first quarter of Fiscal 2022. We did not recognize any net revenues during the three months ended July 2, 2022 in connection with our former Club Monaco business, whereas in comparison we recognized net revenues of approximately $34 million during the prior fiscal year period;

- the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022, which resulted in an overall decline in net revenues of approximately $16 million during the three months ended July 2, 2022 as compared to the prior fiscal year period; and

- other adverse impacts related to COVID-19 business disruptions during the three-month periods ended July 2, 2022 and June 26, 2021.

Because we are a global company, the comparability of our operating results reported in U.S. Dollars is also affected by foreign currency exchange rate fluctuations because the underlying currencies in which we transact change in value over time compared to the U.S. Dollar. Such fluctuations can have a significant effect on our reported results. As such, in addition to financial measures prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP"), our discussions often contain references to constant currency measures, which are calculated by translating current-year and prior-year reported amounts into comparable amounts using a single foreign exchange rate for each currency. We present constant currency financial information, which is a non-U.S. GAAP financial measure, as a supplement to our reported operating results. We use constant currency information to provide a framework for assessing how our businesses performed excluding the effects of foreign currency exchange rate fluctuations. We believe this information is useful to investors for facilitating comparisons of operating results and better identifying trends in our businesses. The constant currency performance measures should be viewed in addition to, and not in lieu of or superior to, our operating performance measures calculated in accordance with U.S. GAAP. Reconciliations between this non-U.S. GAAP financial measure and the most directly comparable U.S. GAAP measure are included in the "Results of Operations" section where applicable.

Our discussion also includes reference to comparable store sales. Comparable store sales refer to the change in sales of our stores that have been open for at least 13 full fiscal months. Sales from our digital commerce sites are also included within comparable sales for those geographies that have been serviced by the related site for at least 13 full fiscal months. Sales for stores or digital commerce sites that are closed or shut down during the year are excluded from the calculation of comparable store sales. Sales for stores that are either relocated, enlarged (as defined by gross square footage expansion of 25% or greater), or generally closed for 30 or more consecutive days for renovation are also excluded from the calculation of comparable store sales until such stores have been operating in their new location or in their newly renovated state for at least 13 full fiscal months. All comparable store sales metrics are calculated on a constant currency basis.

Our "Results of Operations" discussion that follows includes the significant changes in operating results arising from these items affecting comparability. However, unusual items or transactions may occur in any period. Accordingly, investors and other financial statement users should consider the types of events and transactions that have affected operating trends.

RESULTS OF OPERATIONS

Three Months Ended July 2, 2022 Compared to Three Months Ended June 26, 2021

The following table summarizes our results of operations and expresses the percentage relationship to net revenues of certain financial statement captions. All percentages shown in the below table and the discussion that follows have been calculated using unrounded numbers.

	Three Months Ended			
	July 2, 2022	June 26, 2021	$ Change	% / bps Change
	(millions, except per share data)			
Net revenues	$ 1,490.6	$ 1,376.3	$ 114.3	8.3 %
Cost of goods sold	(489.2)	(408.2)	(81.0)	19.9 %
Gross profit	1,001.4	968.1	33.3	3.4 %
Gross profit as % of net revenues	*67.2 %*	*70.3 %*		*(310 bps)*
Selling, general, and administrative expenses	(820.6)	(728.2)	(92.4)	12.7 %
SG&A expenses as % of net revenues	*55.0 %*	*52.9 %*		*210 bps*
Impairment of assets	—	(18.6)	18.6	(100.0 %)
Restructuring and other charges, net	(5.6)	(0.7)	(4.9)	758.2 %
Operating income	175.2	220.6	(45.4)	(20.6 %)
Operating income as % of net revenues	*11.8 %*	*16.0 %*		*(420 bps)*
Interest expense	(11.8)	(13.3)	1.5	(11.7 %)
Interest income	3.6	1.8	1.8	102.7 %
Other income (expense), net	(4.8)	0.9	(5.7)	NM
Income before income taxes	162.2	210.0	(47.8)	(22.8 %)
Income tax provision	(38.8)	(45.3)	6.5	(14.3 %)
Effective tax rate[(a)]	*23.9 %*	*21.6 %*		*230 bps*
Net income	$ 123.4	$ 164.7	$ (41.3)	(25.1 %)
Net income per common share:				
Basic	$ 1.76	$ 2.23	$ (0.47)	(21.1 %)
Diluted	$ 1.73	$ 2.18	$ (0.45)	(20.6 %)

[(a)] Effective tax rate is calculated by dividing the income tax provision by income before income taxes.

NM Not meaningful.

Net Revenues. Net revenues increased by $114.3 million, or 8.3%, to $1.491 billion during the three months ended July 2, 2022 as compared to the three months ended June 26, 2021, including net unfavorable foreign currency effects of $69.5 million. On a constant currency basis, net revenues increased by $183.8 million, or 13.4%. The increase in net revenues reflected growth across all of our reportable segments and sales channels, despite revenue declines associated with the disposition of our former Club Monaco business at the end of the first quarter of Fiscal 2022 and the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022.

The following table summarizes the percentage change in our consolidated comparable store sales for the three months ended July 2, 2022 as compared to the prior fiscal year period:

	% Change
Digital commerce	7 %
Brick and mortar	16 %
Total comparable store sales	15 %

Our global average store count increased by 86 stores and concession shops during the three months ended July 2, 2022 compared with the three months ended June 26, 2021, largely driven by new openings primarily in Asia. The following table details our retail store presence by segment as of the periods presented:

	July 2, 2022	June 26, 2021
Freestanding Stores:		
North America	238	233
Europe	97	94
Asia	191	155
Total freestanding stores	526	482
Concession Shops:		
North America	1	1
Europe	29	29
Asia	678	617
Total concession shops	708	647
Total stores	1,234	1,129

In addition to our stores, we sell products online in North America, Europe, and Asia through our various digital commerce sites, as well as through our Polo mobile apps in North America and the United Kingdom. We also sell products online through various third-party digital partner commerce sites, primarily in Asia.

Net revenues for our segments, as well as a discussion of the changes in each reportable segment's net revenues from the comparable prior fiscal year period, are provided below:

	Three Months Ended		$ Change	Foreign Exchange Impact	$ Change	% Change	
	July 2, 2022	June 26, 2021	As Reported		Constant Currency	As Reported	Constant Currency
			(millions)				
Net Revenues:							
North America	$ 700.7	$ 662.1	$ 38.6	$ (0.3)	$ 38.9	5.8 %	5.9 %
Europe	415.6	354.9	60.7	(40.2)	100.9	17.1 %	28.4 %
Asia	334.1	288.2	45.9	(28.9)	74.8	15.9 %	26.0 %
Other non-reportable segments[(a)]	40.2	71.1	(30.9)	(0.1)	(30.8)	(43.4 %)	(43.2 %)
Total net revenues	$ 1,490.6	$ 1,376.3	$ 114.3	$ (69.5)	$ 183.8	8.3 %	13.4 %

(a) Reflects the disposition of our former Club Monaco business at the end of the first quarter of Fiscal 2022.

North America net revenues — Net revenues increased by $38.6 million, or 5.8%, during the three months ended July 2, 2022 as compared to the three months ended June 26, 2021. On a constant currency basis, net revenues increased by $38.9 million, or 5.9%.

The $38.6 million net increase in North America net revenues was driven by:

- a $25.6 million net increase related to our North America retail business, reflecting growth in both our brick and mortar and digital commerce operations. On a constant currency basis, net revenues increased by $25.8 million, reflecting increases of $20.7 million in comparable store sales and $5.1 million in non-comparable store sales. The following table summarizes the percentage change in comparable store sales related to our North America retail business:

	% Change
Digital commerce	2 %
Brick and mortar	5 %
Total comparable store sales	5 %

- a $13.0 million net increase related to our North America wholesale business largely driven by overall stronger consumer demand. This increase was realized despite the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022.

Europe net revenues — Net revenues increased by $60.7 million, or 17.1%, during the three months ended July 2, 2022 as compared to the three months ended June 26, 2021. On a constant currency basis, net revenues increased by $100.9 million, or 28.4%.

The $60.7 million net increase in Europe net revenues was driven by:

- a $45.1 million net increase related to our Europe retail business, reflecting growth in both our brick and mortar and digital commerce operations, partially offset by net unfavorable foreign currency effects of $19.4 million. On a constant currency basis, net revenues increased by $64.5 million, reflecting increases of $48.3 million in comparable store sales and $16.2 million in non-comparable store sales. The following table summarizes the percentage change in comparable store sales related to our Europe retail business:

	% Change
Digital commerce	7 %
Brick and mortar	45 %
Total comparable store sales	34 %

- a $15.6 million net increase related to our Europe wholesale business largely driven by overall stronger consumer demand, partially offset by net unfavorable foreign currency effects of $20.8 million.

Asia net revenues — Net revenues increased by $45.9 million, or 15.9%, during the three months ended July 2, 2022 as compared to the three months ended June 26, 2021, despite approximately 50% of our stores in China experiencing COVID-19-related closures for a significant portion of the current fiscal year period. On a constant currency basis, net revenues increased by $74.8 million, or 26.0%.

The $45.9 million net increase in Asia net revenues was driven by:

- a $41.1 million net increase related to our Asia retail business, reflecting growth in both our brick and mortar and digital commerce operations, partially offset by net unfavorable foreign currency effects of $27.6 million. On a constant currency basis, net revenues increased by $68.7 million, reflecting increases of $42.6 million in comparable store sales and $26.1 million in non-comparable store sales. The following table summarizes the percentage change in comparable store sales related to our Asia retail business:

	% Change
Digital commerce	37 %
Brick and mortar	17 %
Total comparable store sales	19 %

- a $4.8 million net increase related to our Asia wholesale business, reflecting increases most notably in South Korea and Australia.

Gross Profit. Gross profit increased by $33.3 million, or 3.4%, to $1.001 billion for the three months ended July 2, 2022, including net unfavorable foreign currency effects of $62.9 million. Gross profit as a percentage of net revenues declined to 67.2% for the three months ended July 2, 2022 from 70.3% for the three months ended June 26, 2021. The 310 basis point decline was primarily driven by higher non-routine inventory charges recorded during the three months ended July 2, 2022 as compared to the prior fiscal year period, higher product and freight costs, and net unfavorable foreign currency effects, partially offset by improved pricing and lower levels of promotional activity.

Gross profit as a percentage of net revenues is dependent upon a variety of factors, including changes in the relative sales mix among distribution channels, changes in the mix of products sold, pricing, the timing and level of promotional activities, foreign currency exchange rates, and fluctuations in material costs. These factors, among others, may cause gross profit as a percentage of net revenues to fluctuate from period to period.

Selling, General, and Administrative Expenses. SG&A expenses include costs relating to compensation and benefits, advertising and marketing, rent and occupancy, distribution, information technology, legal, depreciation and amortization, bad debt, and other selling and administrative costs. SG&A expenses increased by $92.4 million, or 12.7%, to $820.6 million for the three months ended July 2, 2022, including net favorable foreign currency effects of $33.1 million. SG&A expenses as a percentage of net revenues increased to 55.0% for the three months ended July 2, 2022 from 52.9% for the three months ended June 26, 2021. The 210 basis point increase was primarily driven by the return to a more normalized level of marketing investments, as well as higher compensation and selling-related expenses to drive strategic growth.

The $92.4 million increase in SG&A expenses was driven by:

	Three Months Ended July 2, 2022 Compared to Three Months Ended June 26, 2021
	(millions)
SG&A expense category:	
Marketing and advertising expenses	$ 31.8
Compensation-related expenses	21.3
Selling-related expenses	11.6
Staff-related expenses	10.1
Rent and occupancy costs	5.3
Shipping and handling costs	5.1
Other	7.2
Total increase in SG&A expenses	$ 92.4

Impairment of Assets. No non-cash impairment charges were recorded during the three months ended July 2, 2022. During the three months ended June 26, 2021, we recorded non-cash impairment charges of $18.6 million to write-down certain long-lived assets. See Note 7 to the accompanying consolidated financial statements.

Restructuring and Other Charges, Net. During the three-month periods ended July 2, 2022 and June 26, 2021, we recorded net restructuring charges and benefits of $0.7 million and $0.1 million, respectively, primarily consisting of severance and benefits costs (reversals) and other cash charges, as well as other charges of $4.9 million and $0.8 million, respectively, primarily related to rent and occupancy costs associated with certain previously exited real estate locations for which the related lease agreements have not yet expired. See Note 8 to the accompanying consolidated financial statements.

Operating Income. Operating income decreased by $45.4 million, or 20.6%, to $175.2 million for the three months ended July 2, 2022. Our operating results during the three-month periods ended July 2, 2022 and June 26, 2021 were negatively impacted by net restructuring-related charges, impairment of assets, and certain other charges (benefits) totaling $14.8 million and $10.4 million, respectively. The decline in operating income also reflects net unfavorable foreign currency effects of $29.8 million. Operating income as a percentage of net revenues was 11.8% for the three months ended July 2, 2022, reflecting a 420 basis point decline from the prior fiscal year period. The decline in operating income as a percentage of net revenues was primarily driven by the decrease in our gross margin and the increase in SG&A expenses as a percentage of net revenues, as previously discussed.

Operating income and margin for our segments, as well as a discussion of the changes in each reportable segment's operating margin from the comparable prior fiscal year period, are provided below:

	Three Months Ended					
	July 2, 2022		June 26, 2021			
	Operating Income (millions)	Operating Margin	Operating Income (millions)	Operating Margin	$ Change (millions)	Margin Change
Segment:						
North America	$ 132.8	19.0%	$ 186.3	28.1%	$ (53.5)	(910 bps)
Europe	73.2	17.6%	94.5	26.6%	(21.3)	(900 bps)
Asia	78.7	23.5%	60.4	20.9%	18.3	260 bps
Other non-reportable segments[(a)]	37.2	92.4%	35.4	49.8%	1.8	4,260 bps
	321.9		376.6		(54.7)	
Unallocated corporate expenses	(141.1)		(155.3)		14.2	
Unallocated restructuring and other charges, net	(5.6)		(0.7)		(4.9)	
Total operating income	$ 175.2	11.8%	$ 220.6	16.0%	$ (45.4)	(420 bps)

(a) Reflects the disposition of our Club Monaco business at the end of the first quarter of Fiscal 2022.

North America operating margin declined by 910 basis points, primarily due to the unfavorable impacts of approximately 550 basis points and 120 basis points related to our retail and wholesale businesses, respectively, both largely driven by an increase in SG&A expenses as a percentage of net revenues due in part to higher marketing investments and a decline in our gross margin due in part to higher freight costs. The remaining 240 basis point decline was attributable to higher non-routine inventory charges recorded during the three months ended July 2, 2022 as compared to the prior fiscal year period.

Europe operating margin declined by 900 basis points, primarily due to the unfavorable impacts of approximately 350 basis points and 120 basis points related to our wholesale and retail businesses, respectively, both largely driven by a decline in our gross margin due in part to higher freight costs. The basis point decline of our wholesale business also reflected an increase in SG&A expenses as a percentage of net revenues due in part to higher marketing investments. The overall decline in operating margin also reflected unfavorable foreign currency effects of approximately 330 basis points, as well as approximately 70 basis points attributable to unfavorable channel mix. The remaining 30 basis point decline was attributable to higher net non-routine inventory charges and bad debt expense recorded during the three months ended July 2, 2022 as compared to the prior fiscal year period.

Asia operating margin improved by 260 basis points, primarily due to the favorable impact of approximately 230 basis points related to our retail business, largely driven by an increase in our gross margin and a decline in SG&A expenses as a percentage of net revenues. The overall improvement in operating margin also reflected 40 basis points attributable to lower impairment of assets recorded during the three months ended July 2, 2022 as compared to the prior fiscal year period, as well as approximately 30 basis points related to our wholesale business, largely driven by a decline in SG&A expenses as a percentage of net revenues. These improvements in operating margin were partially offset by unfavorable foreign currency effects of approximately 40 basis points.

Unallocated corporate expenses decreased by $14.2 million to $141.1 million during the three months ended July 2, 2022. The decline in unallocated corporate expenses was due to lower impairment charges of $17.5 million and higher intercompany sourcing commission income of $9.3 million (which is offset at the segment level and eliminates in consolidation), partially offset by higher marketing and advertising expenses of $6.7 million and higher other expenses of $5.9 million.

Unallocated restructuring and other charges, net increased by $4.9 million to $5.6 million during the three months ended July 2, 2022, as previously discussed above and in Note 8 to the accompanying consolidated financial statements.

Non-operating Income (Expense), Net. Non-operating income (expense), net is comprised of interest expense, interest income, and other income (expense), net, which includes foreign currency gains (losses), equity in income (losses) from our equity-method investees, and other non-operating expenses. During the three-month periods ended July 2, 2022 and June 26, 2021, we reported non-operating expense, net of $13.0 million and $10.6 million, respectively. The $2.4 million increase in non-operating expense, net was primarily driven by a $5.7 million increase in other expense, net, largely due to higher net foreign currency losses during the three months ended July 2, 2022 as compared to the prior fiscal year period. This unfavorable variance was partially offset by:

- a $1.8 million increase in interest income, primarily driven by higher interest rates in financial markets; and
- a $1.5 million decrease in interest expense, primarily driven by the lower average level of outstanding debt during the three months ended July 2, 2022 as compared to the prior fiscal year period resulting from our repayment of the 1.700% Senior Notes that matured on June 15, 2022 (see "*Financial Condition and Liquidity — Cash Flows*"), as well as lower interest expense related to our finance leases.

Income Tax Provision. The income tax provision represents federal, foreign, state and local income taxes. Our effective tax rate will change from period to period based on various factors including, but not limited to, the geographic mix of earnings, the timing and amount of foreign dividends, enacted tax legislation, state and local taxes, tax audit findings and settlements, and the interaction of various global tax strategies.

The income tax provision and effective tax rate for the three months ended July 2, 2022 were $38.8 million and 23.9%, respectively, compared to $45.3 million and 21.6%, respectively, for the three months ended June 26, 2021. The $6.5 million decrease in our income tax provision was driven by the decline in our pretax income, partially offset by a 230 basis point increase in our effective tax rate. The increase in our effective tax rate was primarily due to the absence of prior year deferred tax adjustments of certain deferred tax liabilities, partially offset by a favorable change for audit related adjustments. See Note 9 to the accompanying consolidated financial statements.

Net Income. Net income decreased to $123.4 million for the three months ended July 2, 2022, from $164.7 million for the three months ended June 26, 2021. The $41.3 million decrease in net income was primarily due to the decline in our operating income, partially offset by the decrease in our income tax provision, both as previously discussed. Our operating results during the three-month periods ended July 2, 2022 and June 26, 2021 were negatively impacted by net restructuring-related charges, and certain other charges (benefits) totaling $14.8 million and $10.4 million, respectively, which had an after-tax effect of reducing net income by $11.2 million and $7.7 million, respectively.

Net Income per Diluted Share. Net income per diluted share decreased to $1.73 for the three months ended July 2, 2022, from $2.18 for the three months ended June 26, 2021. The $0.45 per share decrease was driven by the lower level of net income, as previously discussed, partially offset by lower weighted-average diluted shares outstanding during the three months ended July 2, 2022 driven by our share repurchases during the last twelve months. Net income per diluted share for the three-month periods ended July 2, 2022 and June 26, 2021 were also negatively impacted by $0.15 per share and $0.11 per share, respectively, related to net restructuring-related charges, impairment of assets, and certain other charges (benefits), as previously discussed.

FINANCIAL CONDITION AND LIQUIDITY

Financial Condition

The following table presents our financial condition as of July 2, 2022 and April 2, 2022:

	July 2, 2022	April 2, 2022	$ Change
		(millions)	
Cash and cash equivalents	$ 1,456.8	$ 1,863.8	$ (407.0)
Short-term investments	320.1	734.6	(414.5)
Current portion of long-term debt[(a)]	—	(499.8)	499.8
Long-term debt[(a)]	(1,137.0)	(1,136.5)	(0.5)
Net cash and short-term investments	$ 639.9	$ 962.1	$ (322.2)
Equity	$ 2,364.1	$ 2,536.0	$ (171.9)

(a) See Note 10 to the accompanying consolidated financial statements for discussion of the carrying values of our debt.

The decrease in our net cash and short-term investments position at July 2, 2022 as compared to April 2, 2022 was primarily due to our use of cash to support Class A common stock repurchases of $234.7 million, including withholdings in satisfaction of tax obligations for stock-based compensation awards, to make dividend payments of $48.1 million, and to invest in our business through $39.4 million in capital expenditures, as well as the unfavorable effect of exchange rate changes on our cash, cash equivalents, and restricted cash of $30.0 million, partially offset by operating cash flows of $45.3 million.

The decrease in our equity was attributable to our share repurchase activity and dividends declared during the three months ended July 2, 2022, partially offset by our comprehensive income and the net impact of stock-based compensation arrangements.

Cash Flows

The following table details our cash flows for the three-month periods ended July 2, 2022 and June 26, 2021:

	Three Months Ended		
	July 2, 2022	June 26, 2021	$ Change
		(millions)	
Net cash provided by operating activities	$ 45.3	$ 247.6	$ (202.3)
Net cash provided by (used in) investing activities	365.6	(199.4)	565.0
Net cash used in financing activities	(788.6)	(34.3)	(754.3)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(30.0)	3.3	(33.3)
Net increase (decrease) in cash, cash equivalents, and restricted cash	$ (407.7)	$ 17.2	$ (424.9)

Net Cash Provided by Operating Activities. Net cash provided by operating activities was $45.3 million during the three months ended July 2, 2022, as compared to $247.6 million during the three months ended June 26, 2021. The $202.3 million net decrease in cash provided by operating activities was due to a net unfavorable change related to our operating assets and liabilities, including our working capital, as compared to the prior fiscal year period as well as a decrease in net income before non-cash charges.

The net unfavorable change related to our operating assets and liabilities, including our working capital, was primarily driven by:

- a year-over-year increase in our inventory levels largely to support revenue growth, as well as higher goods-in-transit to mitigate ongoing global supply chain delays;

- an unfavorable change related to our prepaid expenses and other current assets largely driven by the timing of cash payments; and

- an unfavorable change related to our accounts receivable, largely driven by stronger performance in our wholesale businesses, as well as timing of cash receipts.

These decreases related to our operating assets and liabilities were partially offset by:

- a net favorable change in our accounts payable and accrued liabilities largely driven by an increase in our expenses during the first quarter of Fiscal 2023 compared to the prior year period, partially offset by an unfavorable change in our dividends payable related to the temporary suspension and subsequent resumption of our quarterly cash dividend program in Fiscal 2022.

Net Cash Provided by (Used in) Investing Activities. Net cash provided by investing activities was $365.6 million during the three months ended July 2, 2022, as compared to cash used in investing activities of $199.4 million during the three months ended June 26, 2021. The $565.0 million net increase in cash provided by investing activities was primarily driven by:

- a $581.6 million increase in proceeds from sales and maturities of investments, less purchases of investments. During the three months ended July 2, 2022, we received net proceeds from sales and maturities of investments of $411.0 million, as compared to making net purchases of investments of $170.6 million during the three months ended June 26, 2021.

This increase in cash provided by investing activities was partially offset by:

- an $11.2 million increase in capital expenditures. During the three months ended July 2, 2022, we spent $39.4 million on capital expenditures, as compared to $28.2 million during the three months ended June 26, 2021. Our capital expenditures during the three months ended July 2, 2022 primarily related to store openings and renovations, as well as enhancements to our information technology systems.

Over the course of Fiscal 2023, we continue to expect to spend approximately $290 million to $310 million on capital expenditures primarily related to store opening and renovations, as well as enhancements to our information technology systems.

Net Cash Used in Financing Activities. Net cash used in financing activities was $788.6 million during the three months ended July 2, 2022, as compared to net cash used in financing activities of $34.3 million during the three months ended June 26, 2021. The $754.3 million net increase in cash used in financing activities was primarily driven by:

- a $500.0 million increase in cash used to repay debt. During the three months ended July 2, 2022, we repaid our previously outstanding $500.0 million principal amount of unsecured 1.700% senior notes that matured June 15, 2022. On a comparative basis, during the three months ended June 26, 2021, we did not issue or repay any debt;

- a $205.9 million increase in cash used to repurchase shares of our Class A common stock. During the three months ended July 2, 2022, we used $213.3 million to repurchase shares of our Class A common stock pursuant to our common stock repurchase program (which had been temporarily paused in connection with the COVID-19 pandemic but subsequently resumed during the third quarter of Fiscal 2022), and an additional $21.4 million in shares of our Class A common stock were surrendered or withheld in satisfaction of withholding taxes in connection with the vesting of awards under our long-term stock incentive plans. On a comparative basis, during the three months ended June 26, 2021, $28.8 million in shares of our Class A common stock were surrendered or withheld for taxes; and

- a $48.1 million increase in payments of dividends, due to the reinstatement of our quarterly cash dividend program during Fiscal 2022 after being temporarily suspended at the beginning of the COVID-19 pandemic as a preemptive action to preserve cash and strengthen our liquidity position, as discussed in "*Dividends*" below.

Sources of Liquidity

Our primary sources of liquidity are the cash flows generated from our operations, our available cash and cash equivalents and short-term investments, availability under our credit and overdraft facilities and commercial paper program, and other available financing options.

During the three months ended July 2, 2022, we generated $45.3 million of net cash flows from our operations. As of July 2, 2022, we had $1.777 billion in cash, cash equivalents, and short-term investments, of which $636.6 million were held by our subsidiaries domiciled outside the U.S. We are not dependent on foreign cash to fund our domestic operations. Undistributed foreign earnings generated on or before December 31, 2017 that were subject to the one-time mandatory transition tax in connection with U.S. tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "TCJA") are not considered to be permanently reinvested and may be repatriated to the U.S. in the future with minimal or no additional U.S. taxation. We intend to permanently reinvest undistributed foreign earnings generated after December 31, 2017 that were not subject to the one-time mandatory transition tax. However, if our plans change and we choose to repatriate post-2017 earnings to the U.S. in the future, we would be subject to applicable U.S. and foreign taxes.

The following table presents the total availability, borrowings outstanding, and remaining availability under our credit and overdraft facilities and Commercial Paper Program as of July 2, 2022:

	July 2, 2022		
Description[a]	**Total Availability**	**Borrowings Outstanding**	**Remaining Availability**
		(millions)	
Global Credit Facility and Commercial Paper Program[b]	$ 500	$ 9 [c]	$ 491
Pan-Asia Credit Facilities	38	—	38
Japan Overdraft Facility	37	—	37

[a] As defined in Note 10 to the accompanying consolidated financial statements.

[b] Borrowings under the Commercial Paper Program are supported by the Global Credit Facility. Accordingly, we do not expect combined borrowings outstanding under the Commercial Paper Program and the Global Credit Facility to exceed $500 million.

[c] Represents outstanding letters of credit for which we were contingently liable under the Global Credit Facility as of July 2, 2022.

We believe that the Global Credit Facility is adequately diversified with no undue concentration in any one financial institution. In particular, as of July 2, 2022, there were eight financial institutions participating in the Global Credit Facility, with no one participant maintaining a maximum commitment percentage in excess of 20%. In accordance with the terms of the agreement, we have the ability to expand our borrowing availability under the Global Credit Facility to $1 billion through the full term of the facility, subject to the agreement of one or more new or existing lenders under the facility to increase their commitments.

Borrowings under the Pan-Asia Credit Facilities and Japan Overdraft Facility (collectively, the "Pan-Asia Borrowing Facilities") are guaranteed by the parent company and are granted at the sole discretion of the participating banks (as described within Note 10 to the accompanying consolidated financial statements), subject to availability of the respective banks' funds and satisfaction of certain regulatory requirements. We have no reason to believe that the participating institutions will be unable to fulfill their obligations to provide financing in accordance with the terms of the Global Credit Facility and the Pan-Asia Borrowing Facilities in the event of our election to draw additional funds in the foreseeable future.

Our sources of liquidity are used to fund our ongoing cash requirements, including working capital requirements, global retail store and digital commerce expansion, construction and renovation of shop-within-shops, investment in infrastructure, including technology, acquisitions, joint ventures, payment of dividends, debt repayments, Class A common stock repurchases, settlement of contingent liabilities (including uncertain tax positions), and other corporate activities, including our restructuring actions. We believe that our existing sources of cash, the availability under our credit facilities, and our ability to access capital markets will be sufficient to support our operating, capital, and debt service requirements for the foreseeable future, the ongoing development of our businesses, and our plans for further business expansion. However, prolonged periods of adverse economic conditions or business disruptions in any of our key regions, or a combination thereof, such as those resulting from pandemic diseases and other catastrophic events, could impede our ability to pay our obligations as they become due or return value to our shareholders, as well as delay previously planned expenditures related to our operations.

See Note 10 to the accompanying consolidated financial statements and Note 11 of the Fiscal 2022 10-K for additional information relating to our credit facilities.

Debt and Covenant Compliance

In August 2018, we completed a registered public debt offering and issued $400 million aggregate principal amount of unsecured senior notes due September 15, 2025, which bear interest at a fixed rate of 3.750%, payable semi-annually (the "3.750% Senior Notes"). In June 2020, we completed another registered public debt offering and issued an additional $500 million aggregate principal amount of unsecured senior notes that were due and repaid on June 15, 2022 with cash on hand, which bore interest at a fixed rate of 1.700%, payable semi-annually (the "1.700% Senior Notes"), and $750 million aggregate principal amount of unsecured senior notes due June 15, 2030, which bear interest at a fixed rate of 2.950%, payable semi-annually (the "2.950% Senior Notes").

The indenture and supplemental indentures governing the 3.750% Senior Notes and 2.950% Senior Notes (as supplemented, the "Indenture") contain certain covenants that restrict our ability, subject to specified exceptions, to incur certain liens; enter into sale and leaseback transactions; consolidate or merge with another party; or sell, lease, or convey all or substantially all of our property or assets to another party. However, the Indenture does not contain any financial covenants.

We have a credit facility that provides for a $500 million senior unsecured revolving line of credit through August 12, 2024, which is also used to support the issuance of letters of credit and the maintenance of the Commercial Paper Program (the "Global Credit Facility"). Borrowings under the Global Credit Facility may be denominated in U.S. Dollars and other currencies, including Euros, Hong Kong Dollars, and Japanese Yen. We have the ability to expand the borrowing availability under the Global Credit Facility to $1 billion, subject to the agreement of one or more new or existing lenders under the facility to increase their commitments. There are no mandatory reductions in borrowing ability throughout the term of the Global Credit Facility.

The Global Credit Facility contains a number of covenants, as described in Note 10 to the accompanying consolidated financial statements. As of July 2, 2022, no Event of Default (as such term is defined pursuant to the Global Credit Facility) has occurred under our Global Credit Facility. The Pan-Asia Borrowing Facilities do not contain any financial covenants.

See Note 10 to the accompanying consolidated financial statements and Note 11 of the Fiscal 2022 10-K for additional information relating to our debt and covenant compliance.

Common Stock Repurchase Program

Repurchases of shares of our Class A common stock are subject to overall business and market conditions, as well as other potential factors such as the temporary restrictions previously in place under our Global Credit Facility. Accordingly, in response to business disruptions related to the COVID-19 pandemic, effective beginning in the first quarter of Fiscal 2021, we temporarily suspended our common stock repurchase program as a preemptive action to preserve cash and strengthen our liquidity position. However, we resumed activities under our Class A common stock repurchase program during the third quarter of Fiscal 2022 as restrictions under our Global Credit Facility were lifted (see Note 11 of the Fiscal 2022 10-K) and overall business and market conditions have improved since the COVID-19 pandemic first emerged.

On February 2, 2022, our Board of Directors approved an expansion of our existing common stock repurchase program that allowed us to repurchase up to an additional $1.500 billion of our Class A common stock. As of July 2, 2022, the remaining availability under our Class A common stock repurchase program was approximately $1.416 billion.

See Note 14 to the accompanying consolidated financial statements for additional information relating to our Class A common stock repurchase program.

Dividends

Except as discussed below, we have maintained a regular quarterly cash dividend program on our common stock since 2003.

In response to business disruptions related to the COVID-19 pandemic, effective beginning in the first quarter of Fiscal 2021 we temporarily suspended our quarterly cash dividend program as a preemptive action to preserve cash and strengthen our liquidity position. On May 19, 2021, our Board of Directors approved the reinstatement of our quarterly cash dividend program at the pre-pandemic amount of $0.6875 per share.

On May 18, 2022, our Board of Directors approved an increase to our quarterly cash dividend on its common stock from $0.6875 to $0.75 per share. The first quarterly dividend declared to reflect this increase was payable to shareholders of record at the close of business on July 1, 2022 and was paid on July 15, 2022.

We intend to continue to pay regular dividends on outstanding shares of our common stock. However, any decision to declare and pay dividends in the future will ultimately be made at the discretion of our Board of Directors and will depend on our results of operations, cash requirements, financial condition, and other factors that the Board of Directors may deem relevant, including economic and market conditions.

See Note 14 to the accompanying consolidated financial statements for additional information relating to our quarterly cash dividend program.

Material Cash Requirements

There have been no substantial changes to our material cash requirements as disclosed in our Fiscal 2022 10-K, other than those which occur in the ordinary course of business. Refer to the "*Financial Condition and Liquidity — Contractual and Other Obligations*" section of the MD&A in our Fiscal 2022 10-K for detailed disclosure of our material cash requirements as of April 2, 2022.

MARKET RISK MANAGEMENT

As discussed in Note 13 of the Fiscal 2022 10-K and Note 12 to the accompanying consolidated financial statements, we are exposed to a variety of levels and types of risks, including the impact of changes in currency exchange rates on foreign currency-denominated balances, certain anticipated cash flows of our international operations, and the value of reported net assets of our foreign operations, as well as changes in the fair value of our fixed-rate debt obligations relating to fluctuations in benchmark interest rates. Accordingly, in the normal course of business we assess such risks and, in accordance with our established policies and procedures, may use derivative financial instruments to manage and mitigate them. We do not use derivatives for speculative or trading purposes.

Given our use of derivative instruments, we are exposed to the risk that the counterparties to such contracts will fail to meet their contractual obligations. To mitigate such counterparty credit risk, it is our policy to only enter into contracts with carefully selected financial institutions based upon an evaluation of their credit ratings and certain other factors, adhering to established limits for credit exposure. Our established policies and procedures for mitigating credit risk include ongoing review and assessment of the creditworthiness of our counterparties. We also enter into master netting arrangements with counterparties, when possible, to further mitigate credit risk. As a result of the above considerations, we do not believe that we are exposed to undue concentration of counterparty risk with respect to our derivative contracts as of July 2, 2022. However, we do have in aggregate $81.4 million of derivative instruments in net asset positions held across eight creditworthy financial institutions.

Foreign Currency Risk Management

We manage our exposure to changes in foreign currency exchange rates using forward foreign currency exchange and cross-currency swap contracts. Refer to Note 12 to the accompanying consolidated financial statements for a summary of the notional amounts and fair values of our outstanding forward foreign currency exchange and cross-currency swap contracts, as well as the impact on earnings and other comprehensive income of such instruments as of July 2, 2022.

Forward Foreign Currency Exchange Contracts

We enter into forward foreign currency exchange contracts to mitigate risk related to exchange rate fluctuations on inventory transactions made in an entity's non-functional currency, the settlement of foreign currency-denominated balances, and the translation of certain foreign operations' net assets into U.S. Dollars. As part of our overall strategy for managing the level of exposure to such exchange rate risk, relating primarily to the Euro, the Japanese Yen, the South Korean Won, the Australian Dollar, the Canadian Dollar, the British Pound Sterling, the Swiss Franc, and the Chinese Renminbi, we generally hedge a portion of our related exposures anticipated over the next twelve months using forward foreign currency exchange contracts with maturities of two months to one year to provide continuing coverage over the period of the respective exposure.

Our foreign exchange risk management activities are governed by established policies and procedures. These policies and procedures provide a framework that allows for the management of currency exposures while ensuring the activities are conducted within our established guidelines. Our policies include guidelines for the organizational structure of our risk management function and for internal controls over foreign exchange risk management activities, including, but not limited to, authorization levels, transaction limits, and credit quality controls, as well as various measurements for monitoring compliance. We monitor foreign exchange risk using different techniques, including periodic review of market values and performance of sensitivity analyses.

Cross-Currency Swap Contracts

We periodically designate pay-fixed rate, receive-fixed rate cross-currency swap contracts as hedges of our net investment in certain European subsidiaries.

Our pay-fixed rate, receive-fixed rate cross-currency swap contracts swap U.S. Dollar-denominated fixed interest rate payments based on the contract's notional amount and the fixed rate of interest payable on certain of our senior notes for Euro-denominated fixed interest rate payments, thereby economically converting a portion of our fixed-rate U.S. Dollar-denominated senior note obligations to fixed rate Euro-denominated obligations.

See Note 3 to the accompanying consolidated financial statements for further discussion of our foreign currency exposures and the types of derivative instruments used to hedge those exposures.

Investment Risk Management

As of July 2, 2022, we had cash and cash equivalents on-hand of $1.457 billion, consisting of deposits in interest bearing accounts, investments in money market deposit accounts, and investments in time deposits with original maturities of 90 days or less. Our other significant investments included $320.1 million of short-term investments, consisting of investments in time deposits with original maturities greater than 90 days.

We actively monitor our exposure to changes in the fair value of our global investment portfolio in accordance with our established policies and procedures, which include monitoring both general and issuer-specific economic conditions, as discussed in Note 3 to the accompanying consolidated financial statements. Our investment objectives include capital preservation, maintaining adequate liquidity, diversification to minimize liquidity and credit risk, and achievement of maximum returns within the guidelines set forth in our investment policy. See Note 12 to the accompanying consolidated financial statements for further detail of the composition of our investment portfolio as of July 2, 2022.

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are described in Note 3 of the Fiscal 2022 10-K. Our estimates are often based on complex judgments, assessments of probability, and assumptions that management believes to be reasonable, but that are inherently uncertain and unpredictable. It is also possible that other professionals, applying reasonable judgment to the same set of facts and circumstances, could develop and support a range of alternative estimated amounts. For a complete discussion of our critical accounting policies, refer to the "*Critical Accounting Policies*" section of the MD&A in our Fiscal 2022 10-K.

There have been no significant changes in the application of our critical accounting policies since April 2, 2022.

RECENTLY ISSUED ACCOUNTING STANDARDS

See Note 4 to the accompanying consolidated financial statements for a description of certain recently issued accounting standards which have impacted our consolidated financial statements, or may impact our consolidated financial statements in future reporting periods.

Item 3. *Quantitative and Qualitative Disclosures about Market Risk.*

For a discussion of the Company's exposure to market risk, see "*Market Risk Management*" presented in Part I, Item 2 — MD&A of this Form 10-Q and incorporated herein by reference.

Item 4. *Controls and Procedures.*

We maintain disclosure controls and procedures that are designed to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures.

We carried out an evaluation based on criteria established in the *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 Framework) under the supervision and with the participation of management, including our principal executive and principal financial officers, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934. Based on that evaluation, our principal executive and principal financial officers have concluded that the Company's disclosure controls and procedures were effective at the reasonable assurance level as of July 2, 2022.

There has been no change in the Company's internal control over financial reporting during the fiscal quarter ended July 2, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. ***Legal Proceedings.***

Reference is made to the information disclosed under Item 3 — "*Legal Proceedings*" in the Fiscal 2022 10-K.

Item 1A. ***Risk Factors.***

Reference is made to the information disclosed under Part I, Item 1A — "*Risk Factors*" in the Fiscal 2022 10-K, which contains a detailed discussion of certain risk factors that could materially adversely affect the Company's business, operating results, and/or financial condition. There are no material changes to the risk factors previously disclosed, nor has the Company identified any previously undisclosed risks that could materially adversely affect the Company's business, operating results, and/or financial condition.

Item 2. ***Unregistered Sales of Equity Securities and Use of Proceeds.***

(a) Sales of Unregistered Securities

Shares of the Company's Class B Common Stock may be converted immediately into Class A Common Stock on a one-for-one basis by the holder. There is no cash or other consideration paid by the holder converting the shares and, accordingly, there is no cash or other consideration received by the Company. The shares of Class A Common Stock issued by the Company in such conversions are exempt from registration pursuant to Section 3(a)(9) of the Securities Act of 1933, as amended.

No shares of the Company's Class B common stock were converted into Class A common stock during the three months ended July 2, 2022.

(b) Not Applicable

(c) Stock Repurchases

The following table sets forth the repurchases of shares of the Company's Class A common stock during the three months ended July 2, 2022:

	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares That May Yet be Purchased Under the Plans or Programs[a]
				(millions)
April 3, 2022 to April 30, 2022	—	$ —	—	$ 1,629
May 1, 2022 to May 28, 2022	313,469 [b]	95.59	226,700	1,608
May 29, 2022 to July 2, 2022	2,133,291 [c]	96.05	2,002,202	1,416
	2,446,760		2,228,902	

[a] Repurchases of shares of the Company's Class A common stock are subject to overall business and market conditions.

[b] Includes 86,769 shares surrendered to or withheld by the Company in satisfaction of withholding taxes in connection with the vesting of awards issued under its long-term stock incentive plans.

[c] Includes 131,089 shares surrendered to or withheld by the Company in satisfaction of withholding taxes in connection with the vesting of awards issued under its long-term stock incentive plans.

Item 6. ***Exhibits.***

3.1	Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1/A (File No. 333-24733) filed June 10, 1997)
3.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Form 8-K filed August 16, 2011)
3.3	Fourth Amended and Restated By-Laws of the Company (filed as Exhibit 3.3 to the Form 10-Q filed August 10, 2017)
10.1*	Amended and Restated Employment Agreement, dated February 14, 2021, between the Company and Halide Alagoz†
10.2*	Amendment No. 1 to the Amended and Restated Employment Agreement, dated August 3, 2022, between the Company and Halide Alagoz†
31.1*	Certification of Principal Executive Officer pursuant to 17 CFR 240.13a-14(a)
31.2*	Certification of Principal Financial Officer pursuant to 17 CFR 240.13a-14(a)
32.1*	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2*	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

Exhibits 32.1 and 32.2 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section. Such exhibits shall not be deemed incorporated by reference into any filing under the Securities Act of 1933 or Securities Exchange Act of 1934.

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* Filed herewith.

† Management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RALPH LAUREN CORPORATION

By: /s/ JANE HAMILTON NIELSEN

Jane Hamilton Nielsen

Chief Operating Officer and Chief Financial Officer

(Principal Financial and Accounting Officer)

Date: August 9, 2022

RALPH LAUREN CORPORATION

AMENDED AND RESTATED EMPLOYMENT AGREEMENT

THIS AMENDED AND RESTATED EMPLOYMENT AGREEMENT (the "Agreement") is made effective as of the 14th day of February, 2021 (the "Effective Date"), by and between Ralph Lauren Corporation, a Delaware corporation (the "Corporation"), and Halide Alagoz (the "Executive").

WHEREAS, the Executive has been employed with the Corporation pursuant to an Amended and Restated Employment Agreement dated July 8, 2018 (the "2018 Employment Agreement"); and

WHEREAS, the Corporation and Executive wish to amend and restate such 2018 Employment Agreement effective as of the date hereof;

NOW THEREFORE, in consideration of the mutual covenants and premises contained herein, the parties hereby agree as follows:

ARTICLE I
EMPLOYMENT

1.1 Employment Term. The Corporation hereby agrees to employ the Executive, and the Executive hereby agrees to serve the Corporation, on the terms and conditions set forth herein and in accordance with the terms of the attached Term Sheet attached hereto as Exhibit 1 (the "Term Sheet"). The Executive's employment with the Corporation is for no specified period of time and constitutes "at will" employment. As such, either the Executive or the Corporation may terminate this Agreement and Executive's employment relationship with the Corporation at any time for any reason, with or without Cause, as defined below, if by the Corporation, or with or without Good Reason, as defined below, if by the Executive, provided that if the termination of employment is initiated by Executive, Executive shall provide the Corporation with ninety (90) days advance written notice (the "Notice Period"). The Notice Period may be waived in whole or in part by the Corporation in its sole and complete discretion. The Executive's period of employment under this Agreement is referred to herein as the "Term."

1.2 Position and Duties. During the Term, the Executive shall faithfully, and in conformity with the directions of the Board of Directors of the Corporation and any Committee thereof (the "Board") or the management of the Corporation ("Management"), perform the duties of her employment, and shall devote to the performance of such duties her full time and attention. During the Term, the Executive shall serve in such position as the Board or Management may from time to time direct. During the Term, the Executive may engage in outside activities, provided those activities do not conflict with the duties and responsibilities enumerated hereunder, and provided, further, that the Executive receives written approval in advance from Management for any outside business activity that may require significant expenditure of the Executive's time in which the Executive plans to become involved, whether or not such activity is pursued for profit. The Executive shall be excused from performing any services hereunder during periods of temporary incapacity and during vacations or authorized leaves of absence in accordance with the Corporation's disability, vacation and other related policies.

1.3 Place of Performance. The Executive shall be employed at the principal offices of the Corporation, located in New York, New York and in Nutley, New Jersey, except for required travel on the Corporation's business.

1.4 Compensation and Related Matters.

(a) Base Compensation. In consideration of her services during the Term, the Corporation shall pay the Executive cash compensation at an annual rate of not less than eight hundred and fifty thousand dollars ($850,000) ("Base Compensation"), less applicable withholdings. Executive's Base Compensation shall be subject to such increases as may be approved by the Board or Management. The Base Compensation shall be payable as current salary, in installments not less frequently than monthly, and at the same rate for any fraction of a month unexpired at the end of the Term.

(b) Bonus. During the Term, the Executive shall have the opportunity to earn an annual bonus in accordance with any annual bonus program the Corporation maintains that would be applicable to the Executive and in accordance with the Term Sheet.

(c) Stock Awards. During the Term, the Executive shall be eligible to participate in the Ralph Lauren Corporation 2010 Long-Term Stock Incentive Plan or the 2019 Long-Term Stock Incentive Plan, as applicable, or any successor thereto (the "Incentive Plan"). All equity award grants to the Executive, if any, including but not limited to the grants set forth in the Term Sheet, are governed by the terms of the Incentive Plan and are subject, in all cases, to approval by the Compensation & Organizational Development Committee of the Board of Directors in its sole discretion. The terms and conditions of the One Time Stock Award referenced in the 2018 Employment Agreement remain in full force and effect.

(d) Car Allowance. During the Term, the Corporation shall pay the Executive a transportation allowance in the amount of one thousand five hundred dollars ($1,500) per month, payable consistent with the Corporation's normal payroll practices.

(e) Expenses. During the Term, the Executive shall be entitled to receive prompt reimbursement for all reasonable expenses incurred by the Executive in performing services hereunder, including all reasonable expenses of travel and living while away from home, provided that such expenses are incurred and accounted for in accordance with the policies and procedures established by the Corporation.

(f) Vacations. During the Term, the Executive shall be entitled to the number of vacation days in each fiscal year, and to compensation in respect of earned but unused vacation days, determined in accordance with the Corporation's vacation program, provided that Executive shall be eligible for no less than four weeks of vacation annually in accordance with the Corporation's vacation program. The Executive shall also be entitled to all paid holidays given by the Corporation to its employees.

(g) Other Benefits. The Executive shall be entitled to participate in all of the Corporation's employee benefit plans and programs in effect during the Term as would by their terms be applicable to the Executive, including, without limitation, any life insurance plan, medical insurance plan, dental care plan, accidental death and disability plan, and sick/personal leave program. The Corporation shall not make any changes in such plans or programs that would adversely affect the Executive's benefits thereunder, unless such change occurs pursuant to a plan or program applicable to other similarly situated employees of the Corporation and does not result in a proportionately greater reduction in the rights or benefits of the Executive as compared with other similarly situated employees of the Corporation. Except as otherwise specifically provided herein, nothing paid to the Executive under any plan or program presently in effect or made available in the future shall be in lieu of the Base Compensation or any bonus payable under Sections 1.4(a) and 1.4(b) hereof.

ARTICLE II
TERMINATION OF EMPLOYMENT

2.1 Termination of Employment. The Executive's employment may terminate prior to the expiration of the Term under the following circumstances:

(a) Without Cause. The Executive's employment shall terminate upon the Corporation notifying the Executive that her services will no longer be required.

(b) Death. The Executive's employment shall terminate upon the Executive's death.

(c) Disability. If, as a result of the Executive's incapacity due to physical or mental illness, the Executive shall have been absent and unable to perform the duties hereunder on a full-time basis for an entire period of six consecutive months, the Executive's employment may be terminated by the Corporation following such six-month period.

(d) Cause. The Corporation may terminate the Executive's employment for Cause. For purposes hereof, "Cause" shall mean:

(i) failure by the Executive to perform the duties of the Executive hereunder (other than due to disability as defined in 2.1(c)), provided that the conduct described in this Section 2.1(d)(i) shall not constitute Cause unless and until such failure by Executive to perform her duties hereunder has not been cured to the satisfaction of the Corporation, in its sole discretion, within thirty (30) days after notice of such failure has been given by the Corporation to Executive; or

(ii) an act of fraud, embezzlement, theft, breach of fiduciary duty, dishonesty, or any other misconduct or any violation of law (other than a traffic violation) committed by the Executive; or

(iii) any action by the Executive causing damage to or misappropriation of Corporation assets; or

(iv) the Executive's wrongful disclosure of confidential information of the Corporation or any of its affiliates; or

(v) the Executive's breach of Section 5.7 herein or the Executive's engagement in any competitive activity which would constitute a breach of this Agreement and/or of the Executive's duty of loyalty; or

(vi) the Executive's breach of any employment policy of the Corporation, including, but not limited to, conduct relating to falsification of business records, violation of the Corporation's code of business conduct & ethics, harassment, creation of a hostile work environment, excessive absenteeism, insubordination, violation of the Corporation's policy on drug & alcohol use, or violent acts or threats of violence; or

(vii) performance by the Executive of her employment duties in a manner deemed by the Corporation, in good faith, to be grossly negligent; or

(viii) the commission of any act by the Executive, whether or not performed in the workplace, which subjects or, if publicly known, would be likely to subject the Corporation to public ridicule or embarrassment, or would likely be detrimental or damaging to the Corporation's reputation, goodwill, or relationships with its customers, suppliers, vendors, licensees or employees.

(e) Voluntary Termination. The Executive may voluntarily terminate the Executive's employment with the Corporation at any time, with or without Good Reason. For purposes of this Agreement, "Good Reason" shall mean a termination of employment by the Executive within sixty (60) days following the occurrence of (A) a material diminution in, or material adverse alteration to, Executive's title, base salary, or position, provided that a change in reporting relationship, or the removal of particular business units or functions from Executive's purview, responsibility or management shall not constitute a material diminution in or material adverse alteration to the Executive's "position" for this purpose, (B) the relocation of the Executive's principal office outside the area which comprises a fifty (50) mile radius from New York City, or (C) a failure of the Corporation to comply with any material provision of this Agreement provided that the events described in clauses (A), (B), and (C) above shall not constitute Good Reason (1) until the Executive provides written notice to the Corporation of the existence of such material diminution, material alteration, relocation or failure, as the case may be, within thirty (30) days of its occurrence (or, if later, within thirty (30) days of the earlier of the date that the Executive first becomes aware or should have become aware of its occurrence) and (2) unless such material diminution, material alteration, relocation or failure, as the case may be, has not been cured within thirty (30) days after written notice of such noncompliance has been given by the Executive to the Corporation.

2.2 Date of Termination. The date of termination shall be:

(a) if the Executive's employment is terminated by the Executive's death, the date of the Executive's death;

(b) if the Executive's employment is terminated by reason of Executive's disability pursuant to Section 2.1(c) or by the Corporation pursuant to Sections 2.1(a) or 2.1(d), the date specified by the Corporation; and

(c) if the Executive's employment is terminated by the Executive, the day after the last day of the Notice Period, or, if the Notice Period is waived in whole or in part by the Corporation, the date specified by the Corporation.

2.3 Effect of Termination of Employment.

(a) If the Executive's employment is terminated by the Corporation pursuant to Section 2.1(a), or if the Executive resigns for Good Reason pursuant to Section 2.1(e), the Executive shall only be entitled to the following:

(i) Severance. Subject to Section 2.3(a)(v) and Section 4.1(a) hereof, the Corporation shall: (a) beginning with the first payroll period following the 30th day following the date of termination of Executive's employment, continue to pay the Executive, in accordance with the Corporation's normal payroll practice, his Base Compensation, as in effect immediately prior to such termination of employment, for the one-year period commencing on the date of such termination (the "Severance Period"), provided that the initial payment shall include Base Compensation amounts for all payroll periods from the date of termination through the date of such initial payment; (b) pay to the Executive, when bonuses for the year of termination would otherwise be paid, a Pro-Rata Actual Annual Incentive Bonus (as defined below); and (c) pay to the Executive, on the last business day of the Severance Period, an amount equal to one hundred percent (100%) of Executive's Base Compensation, as in effect immediately prior to such termination of employment. For purposes of this Agreement, the term "Pro Rata Actual Annual Incentive Bonus" means the annual bonus based on actual results for the fiscal year in which the Executive's termination occurs, multiplied by a fraction, the numerator of which is the number of days from the first day of the fiscal year in which such termination occurs until the date of termination and the denominator of which is 365. Notwithstanding the foregoing, in order to receive any severance benefits under this Section 2.3(a)(i), the Executive must sign and not timely revoke a release and waiver of claims against the Corporation, its successors, affiliates, and assigns, in a form acceptable to the Corporation on or prior to the 30th day following the date of termination of Executive's employment.

(ii) Stock Awards. The Executive's rights with respect to any equity award grants provided to the Executive by the Corporation shall be governed by the provisions of the Corporation's Incentive Plan and the respective award agreements, if any, under which such awards were granted, except as provided in Section 4.1(a).

(iii) Welfare Plan Coverages. The Executive shall continue to participate during the Severance Period in any group medical or dental insurance plan she participated in prior to the date of her termination, under substantially similar terms and conditions as an active employee; provided that participation in such group medical or dental insurance plan shall only continue for as long as permitted under COBRA and further, shall correspondingly cease at such time as the Executive (a) becomes eligible for a future employer's medical and/or dental insurance coverage (or would become eligible if the Executive did notwaive coverage) or (b) violates any of the provisions of Article III as determined by the Corporation in its sole discretion. Notwithstanding the foregoing, the Executive may not continue to participate in such plans on a pre-tax or tax-favored basis.

(iv) Retirement Plans. Without limiting the generality of the foregoing, it is specifically provided that the Executive shall not accrue additional benefits under any pension plan of the Corporation (whether or not qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended) during the Severance Period.

(v) Section 409A. Notwithstanding any provision in this Agreement to the contrary, no amounts shall be payable pursuant to Section 2.3(a) or Section 4.1(a) unless the Executive's termination of employment constitutes a "separation from service" within the meaning of Section 1.409A-1(h) of the Department of Treasury Regulations. If the Executive is determined to be a "specified employee" for purposes of Section 409A(a)(2)(B)(i) of the Internal Revenue Code, as amended, and the rules and regulations issued thereunder (the "Code"), then no payment that is payable under Sections 2.3(a)(i) or 4.1(a) hereof (the "Severance Payment") on account of Executive's "separation from service" shall be made before the date that is at least six months after the Executive's "separation from service" (or if earlier, the date of the Executive's death), but rather all such payments shall be made on the date that is five business days after the expiration of that six month period, if and to the extent that the Severance Payment constitutes deferred compensation (or may be nonqualified deferred compensation) under Section 409A of the Code and such deferral is required to comply with the requirements of Section 409A of the Code. For the avoidance of doubt, no portion of the Severance Payment shall be delayed for six months after the Executive's "separation from service" if such portion (x) constitutes a "short term deferral" within the meaning of Section 1.409A-1(a)(4) of the Department of Treasury Regulations, or (y) (A) it is being paid due to the Corporation's termination of the Executive's employment without Cause or the Executive's termination of employment for Good Reason; (B) it does not exceed two times the lesser of (1) the Executive's annualized compensation from the Corporation for the calendar year prior to the calendar year in which the termination of the Executive's employment occurs, or (2) the maximum amount that may be taken into account under a qualified plan pursuant to Section 401(a)(17) of the Code for the year in which the Executive's employment terminates; and (C) the payment is required under this Agreement to be paid no later than the last day of the second calendar year following the calendar year in which the Executive incurs a "separation from service." For purposes of Section 409A of the Code, the Executive's right to receive installment payments pursuant to Section 2.3(a) shall be treated as a right to receive a series of separate and distinct payments. To the extent that any reimbursement of any expense under Section 1.4(e) or in-kind benefits provided under this Agreement are deemed to constitute taxable compensation to the Executive, such amounts will be reimbursed or provided no later than December 31 of the year following the year in which the expense was incurred. The amount of any such expenses reimbursed or in-kind benefits provided in one year shall not affect the expenses or in-kind benefits eligible for reimbursement or payment in any subsequent year, and the Executive's right to such reimbursement or payment of any such expenses will not be subject to liquidation or exchange for any other benefit. The determination of whether the Executive is a "specified employee" for purposes of Section 409A(a)(2)(B)(i) of the Code as of the time of the Executive's separation from service shall be made by the Corporation in accordance with the terms of Section 409A of the Code and applicable guidance thereunder (including without limitation Treasury Regulation Section 1.409A-1(i) and any successor provision thereto).

(b) If the Executive's employment is terminated by reason of the Executive's death or disability, pursuant to Sections 2.1(b) or 2.1(c), the Executive (or the Executive's designee or estate) shall only be entitled to whatever welfare plans benefits are available to the Executive pursuant to the welfare plans the Executive participated in prior to such termination, and whatever stock awards may have been provided to the Executive by the Corporation the terms of which shall be governed by the provisions of the Corporation's Incentive Plan and the respective award agreements, if any, under which such stock awards were provided.

(c) If the Executive's employment is terminated by the Corporation for Cause or by the Executive without Good Reason (as defined in Section 2.1(e)), the Executive shall receive only that portion of the Executive's then current Base Compensation payable through the Executive's termination date. The Executive's rights with respect to any stock awards provided to the Executive by the Corporation shall be governed by the provisions of the Corporation's Incentive Plan and the respective award agreements, if any, under which such stock awards were provided.

ARTICLE III
COVENANTS OF THE EXECUTIVE

3.1 Non-Compete.

(a) The Corporation and the Executive acknowledge that: (i) the Corporation has a special interest in and derives significant benefit from the unique skills and experience of the Executive; (ii) the Executive will use and have access to proprietary and valuable Confidential Information (as defined in Section 3.2 hereof) during the course of the Executive's employment; and (iii) the agreements and covenants contained herein are essential to protect the business and goodwill of the Corporation or any of its subsidiaries, affiliates or licensees. Accordingly, except as otherwise provided in this Agreement, the Executive covenants and agrees that during the Term, and for the twelve (12) month period following the last day of the Term, the Executive shall not provide any labor, work, services or assistance (whether as an officer, director, employee, partner, agent, owner, independent contractor, consultant, stockholder or otherwise) to a "Competing Business" in which the Executive has any of the same or similar responsibilities as Executive's responsibilities at the Corporation at any time during Executive's employment with the Corporation, if during the Term, or within the twenty-four (24) month period immediately preceding termination of employment. For purposes hereof, "Competing Business" shall mean any company or business engaged in the designing, marketing or distribution of "Relevant Products," including any of such company's subsidiaries or licensees, and shall include, without limitation, those brands and companies that the Corporation has designated in writing on the date hereof, and incorporated herein by reference and attached as Schedule A, it being understood that the Corporation may in its sole and absolute discretion modify Schedule A from time to time. For purposes hereof, "Relevant Products" shall mean products marketed and sold by the Corporation, or any of its subsidiaries or licensees, in any quantity that is not *de minimus*.

(b) The non-compete provisions of this Section shall no longer be applicable to Executive if she has been notified pursuant to Section 2.1(a) hereof that her services will no longer be required during the Term or if the Executive has terminated her employment for Good Reason pursuant to Section 2.1(e).

(c) It is acknowledged by the Executive that the Corporation has determined to relieve the Executive from any obligation of non-competition after the Term if the Corporation terminates the Executive's employment under Section 2.1(a) or if the Executive has terminated her employment for Good Reason pursuant to Section 2.1(e). In consideration of that, and in consideration of all of the compensation provisions in this Agreement (including the potential for the award of equity grants that may be made to the Executive), Executive agrees to the provisions of Section 3.1 and also agrees that the non-competition obligations imposed herein are fair and reasonable under all the circumstances.

3.2 Confidential Information.

(a) The Corporation owns and has developed and compiled, and will own, develop and compile, certain proprietary techniques and confidential information as described below which have great value to its business (referred to in this Agreement, collectively, as "Confidential Information"). Confidential Information includes not only information disclosed by the Corporation and/or its affiliates, subsidiaries and licensees to Executive, but also information developed or learned by Executive during the course of, or as a result of, employment hereunder, which information Executive acknowledges is and shall be the sole and exclusive property of the Corporation. Confidential Information includes all proprietary information that has or could have commercial value or other utility in the business in which the Corporation is engaged or contemplates engaging, and all proprietary information the unauthorized disclosure of which could be detrimental to the interests of the Corporation. Whether or not such information is specifically labeled as Confidential Information by the Corporation is not determinative. By way of example and without limitation, Confidential Information includes any and all information developed, obtained or owned by the Corporation and/or its subsidiaries, affiliates or licensees concerning trade secrets, techniques, know-how (including designs, plans, procedures, processes and research records), software, computer programs, innovations, discoveries, improvements, research, development, test results, reports, specifications, data, formats, marketing data and plans, business plans, strategies, forecasts, unpublished financial information, orders, agreements and other forms of documents, price and cost information, merchandising opportunities, expansion plans, designs, store plans, budgets, projections, customer, supplier and subcontractor identities, characteristics and agreements, and salary, staffing and employment information. Notwithstanding the foregoing, Confidential Information shall not in any event include (A) Executive's personal knowledge and know-how relating to merchandising and business techniques which Executive has developed over her career in the apparel business and of which Executive was aware prior to her employment, or (B) information which (i) was generally known or generally available to the public prior to its disclosure to Executive; (ii) becomes generally known or generally available to the public subsequent to disclosure to Executive through no wrongful act of any person or (iii) which Executive is required to disclose by applicable law or regulation (provided that Executive provides the Corporation with prior notice of the contemplated disclosure and reasonably cooperates with the Corporation at the Corporation’s expense in seeking a protective order or other appropriate protection of such information).

(b) Executive acknowledges and agrees that in the performance of her duties hereunder the Corporation will from time to time disclose to Executive and entrust Executive with Confidential Information. Executive also acknowledges and agrees that the unauthorized disclosure of Confidential Information, among other things, may be prejudicial to the Corporation’s interests, and an improper disclosure of trade secrets. Executive agrees that she shall not, directly or indirectly, use, make available, sell, disclose or otherwise communicate to any corporation, partnership, individual or other third party, other than in the course of her assigned duties and for the benefit of the Corporation, any Confidential Information, either during her Term of employment or thereafter.

(c) The Executive agrees that upon leaving the Corporation’s employ, the Executive shall not take with the Executive any software, computer programs, disks, tapes, research, development, strategies, designs, reports, study, memoranda, books, papers, plans, information, letters, e-mails, or other documents or data reflecting any Confidential Information of the Corporation, its subsidiaries, affiliates or licensees.

(d) During the Term, Executive shall disclose to the Corporation all designs, inventions and business strategies or plans developed for the Corporation, including without limitation any process, operation, product or improvement. Executive agrees that all of the foregoing are and shall be the sole and exclusive property of the Corporation and that Executive shall at the Corporation’s request and cost do whatever is necessary to secure the rights thereto, by patent, copyright or otherwise, to the Corporation.

(e) Nothing in this Agreement shall be construed to prohibit Executive from reporting possible violations of law or regulation to any governmental agency or regulatory body or making other disclosures that are protected under any law or regulation, or from filing a charge with or participating in any investigation or proceeding conducted by any governmental agency or regulatory body.

(f) Notwithstanding any other provision of this Agreement: (i) the Executive shall not be held criminally or civilly liable under any federal or state trade secret law for any disclosure of a trade secret that: (A) is made: (1) in confidence to a federal, state, or local government official, either directly or indirectly, or to any attorney; and (2) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document that is filed under seal in a lawsuit, arbitration or other proceeding; (ii) if the Executive files a lawsuit or arbitral action for retaliation by the Corporation for reporting a suspected violation of law, the Executive may disclose the Corporation’s trade secrets to the Executive’s attorney and use the trade secret information in the court or arbitral proceeding if the Executive: (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order.

3.3 Non-Solicitation of Employees. The Executive covenants and agrees that during the Term, and for the twelve (12) month period following the last day of the Term, regardless of the reason for Executive’s termination of employment, the Executive shall not directly or indirectly solicit or influence any other employee of the Corporation, or any of its subsidiaries, affiliates or licensees, to terminate such employee's employment with the Corporation, or any of its subsidiaries, affiliates or licensees, as the case may be, or to become employed by a Competing Business. As used herein, "solicit" shall include, without limitation, requesting, encouraging, enticing, assisting, or causing, directly or indirectly.

3.4 Nondisparagement. The Executive agrees that during the Term and thereafter whether or not she is receiving any amounts pursuant to Sections 2.3 and 4.1, the Executive shall not make any statements or comments that reasonably could be considered to shed an adverse light on the business or reputation of the Corporation or any of its subsidiaries, affiliates or licensees, the Board or any officer of the Corporation or any of its subsidiaries, affiliates or licensees; provided, however, the foregoing limitation shall not apply to (i) compliance with legal process or subpoena, or (ii) statements in response to an inquiry from a court or regulatory body.

3.5 Remedies.

(a) The Executive acknowledges and agrees that in the event the Executive has breached any provision of this Article III, that such conduct will constitute a failure of the consideration for which stock awards had been previously granted to the Executive or could be awarded in the future to Executive, and notwithstanding the terms of any stock award agreement, plan document, or other provision of this Agreement to the contrary, the Corporation may in its sole discretion notify the Executive that all unexercised stock options, restricted stock units, and other equity awards that Executive has are forfeited. Further, the Executive shall immediately forfeit the right to receive any further grants of or vest any further in any unvested stock options, unvested restricted stock units or other unvested equity awards of the Corporation at the time of such notice, and Executive waives any right to assert that any such conduct by the Corporation violates any federal or state statute, case law or policy.

(b) If the Executive has breached any provision contained in this Article III, the Corporation shall have no further obligation to make any payment or provide any benefit whatsoever to the Executive pursuant to this Agreement, and may also recover from the Executive all such damages as it may be entitled to at law or in equity. In addition, the Executive acknowledges that any such breach is likely to result in immediate and irreparable harm to the Corporation for which money damages are likely to be inadequate. Accordingly, the Executive consents to injunctive and other appropriate equitable relief upon the institution of proceedings therefor by the Corporation in order to protect the Corporation's rights hereunder. Such relief may include, without limitation, an injunction to prevent: (i) the breach or continuation of Executive's breach; (ii) the Executive from disclosing any trade secrets or Confidential Information (as defined in Section 3.2); (iii) any Competing Business from receiving from the Executive or using any such trade secrets or Confidential Information; and/or (iv) any such Competing Business from retaining or seeking to retain any employees of the Corporation.

3.6 The provisions of this Article III shall survive the termination of this Agreement and Executive's Term of employment.

ARTICLE IV
CHANGE IN CONTROL

4.1 Change in Control.

(a) Effect of a Change in Control. Notwithstanding anything contained herein to the contrary, if the Executive's employment is terminated within twelve (12) months following a Change in Control (as defined in Section 4.1(b) hereof) during the Term by the Corporation for any reason other than Cause, or by the Executive for Good Reason, then:

(i) Severance. The Corporation shall pay to the Executive, in lieu of any amounts otherwise due to her under Section 2.3(a) hereof, within fifteen (15) days of the Executive's termination of employment, or within the timeframe required by Section 2.3(a)(v) hereof if applicable, a lump sum amount equal to two (2) times the sum of: (A) the Executive's Base Compensation, as in effect immediately prior to such termination of employment; and (B) the bonus paid to the Executive for the most recently completed fiscal year prior to the fiscal year in which her employment is terminated. Notwithstanding the foregoing, solely to the extent necessary to comply with Section 409A of the Code, a portion of such lump sum payment will not be payable at such time if the duration of the Severance Period that would have otherwise applied under Section 2.3(a)(i) (had a Change in Control not occurred during the twelve-month period prior to such termination of employment) would have extended beyond the end of the second calendar year following the calendar year in which such termination of employment occurs (any such period beyond the end of such second calendar year is the "Extended Severance Payment Period"). In addition, such other amounts that otherwise would have been payable to the Executive under Section 2.3(a)(i) had a Change in Control not occurred during the twelve (12) month period prior to such termination of employment, and that would have constituted nonqualified deferred compensation subject to Section 409A of the Code, will also not be included as part of such lump sum payment. In such event, an amount equal to the aggregate installment payments that would have been payable during the Extended Severance Payment Period, and the amounts described in the preceding sentence, shall be deducted from the amount otherwise payable in a lump sum in accordance with the first sentence hereof. Such deducted amount shall, instead, be payable at the same time that, and in the same manner as, such payments would have been paid if the Executive's employment had been terminated pursuant to Section 2.3(a) hereof rather than within a twelve-month period following a Change in Control.

(ii) Stock Awards. Subject to Section 2.3(a)(v), the Executive shall immediately become vested in any unvested stock options granted to the Executive by the Corporation prior to the Change in Control and Executive will have six (6) months from the date of termination under this circumstance to exercise all vested options (but in no event later than the expiration date of such options). In addition, subject to Section 2.3(a)(v), any awards of PSUs and restricted shares which are unvested shall be deemed vested immediately prior to such Change in Control.

(b) Definition. For purposes hereof, a “Change in Control” shall mean the occurrence of any of the following:

(i) the sale, lease, transfer, conveyance or other disposition, in one or a series of related transactions, of all or substantially all of the assets of the Corporation to any “person” or “group” (as such terms are used in Sections 13(d)(3) and 14(d)(2) of the Securities Exchange Act of 1934 (“Act”)) other than Permitted Holders;

(ii) any person or group is or becomes the “beneficial owner” (as defined in Rules 13d-3 and 13d-5 under the Act, except that a person shall be deemed to have “beneficial ownership” of all shares that any such person has the right to acquire, whether such right is exercisable immediately or only after the passage of time), directly or indirectly, of more than 50 percent of the total voting power of the voting stock of the Corporation, including by way of merger, consolidation or otherwise; provided, however, that for purposes of this Agreement, the following acquisitions shall not constitute a Change in Control: (I) any acquisition by the Corporation or any affiliate, (II) any acquisition by any employee benefit plan sponsored or maintained by the Corporation or any affiliate, (III) any acquisition by one or more of the Permitted Holders, or (IV) any acquisition which complies with clauses (A), (B) and (C) of subsection (v) below;

(iii) during any period of twelve (12) consecutive months, Present and/or New Directors cease for any reason to constitute a majority of the Board;

(iv) the Permitted Holders’ beneficial ownership of the total voting power of the voting stock of the Corporation falls below 30 percent and either Ralph Lauren is not nominated for a position on the Board of Directors, or she stands for election to the Board of Directors and is not elected;

(v) the consummation of a reorganization, recapitalization, merger, consolidation, statutory share exchange or similar form of corporate transaction involving the Corporation that requires the approval of the Corporation’s stockholders, whether for such transaction or the issuance of securities in the transaction (a “Business Combination”), unless immediately following such Business Combination: (A) more than 50% of the total voting power of (x) the entity resulting from such Business Combination (the “Surviving Company”), or (y) if applicable, the ultimate parent entity that directly or indirectly has beneficial ownership of sufficient voting securities eligible to elect a majority of the members of the board of directors (or the analogous governing body) of the Surviving Company (the “Parent Company”), is represented by the shares of voting stock of the Corporation that were outstanding immediately prior to such Business Combination (or, if applicable, is represented by shares into which the shares of voting stock of the Corporation were converted pursuant to such Business Combination), and such voting power among the holders thereof is in substantially the same proportion as the voting power was among the holders of the shares of voting stock of the Corporation that were outstanding immediately prior to the Business Combination, (B) no person (other than any employee benefit plan sponsored or maintained by the Surviving Company or the Parent Company, or one or more Permitted Holders), is or becomes the beneficial owner, directly or indirectly, of 50% or more of the total voting power of the outstanding voting securities eligible to elect members of the board of directors of the Parent Company (or the analogous governing body) (or, if there is no Parent Company, the Surviving Company) and (C) at least a majority of the members of the board of directors (or the analogous governing body) of the Parent Company (or, if there is no Parent Company, the Surviving Company) following the consummation of the Business Combination were Board members at the time of the Board's approval of the execution of the initial agreement providing for such Business Combination; or

(vi) the stockholders of the Corporation approve a plan of complete liquidation or dissolution of the Corporation.

For purposes of this Section 4.1(b), the following terms have the meanings indicated: "Permitted Holders" shall mean, as of the date of determination: (A) any and all of Ralph Lauren, his spouse, his siblings and their spouses, and descendants of them (whether natural or adopted) (collectively, the "Lauren Group"); and (B) any trust established and maintained primarily for the benefit of any member of the Lauren Group and any entity controlled by any member of the Lauren Group. "Present Directors" shall mean individuals who at the beginning of any one year period were members of the Board. "New Directors" shall mean any directors whose election by the Board or whose nomination for election by the shareholders of the Corporation was approved by a vote of a majority of the directors of the Corporation who, at the time of such vote, were either Present Directors or New Directors but excluding any such individual whose initial assumption of office occurs solely as a result of an actual or threatened proxy contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a person other than the Board.

ARTICLE V
MISCELLANEOUS

5.1 Notice. For the purposes of this Agreement, notices, demands and all other communications provided for in the Agreement shall be in writing and shall be deemed to have been duly given when delivered by hand or mailed by United States registered or certified mail, return receipt requested, postage prepaid, addressed as follows:

If to the Executive: Halide Alagoz
At the most recent home address maintained by the Corporation in its personnel records

If to the Corporation: Ralph Lauren Corporation
Legal Department
100 Metro Boulevard, 6th Floor
Nutley, NJ 07110
Attn: General Counsel

or to such other address as any party may have furnished to the other in writing in accordance herewith, except that notices of change of address shall be effective only upon receipt.

5.2 Modification or Waiver; Entire Agreement. No provision of this Agreement may be modified or waived except in a document signed by the Executive and the Corporation. This Agreement, along with any documents incorporated herein by reference, including but not limited to the Term Sheet, constitutes the entire agreement between the parties regarding their employment relationship and supersedes all prior agreements, amendments, promises, covenants, representations or warranties, including but not limited to the 2018 Employment Agreement. To the extent that this Agreement is in any way inconsistent with any prior or contemporaneous stock award agreements between the parties, this Agreement shall control. No agreements or representations, oral or otherwise, with respect to the subject matter hereof have been made by either party that are not set forth expressly in this Agreement. Any amendments to this Agreement must be in writing and must be signed and agreed to by both the Corporation and the Executive. Executive agrees that if the Corporation informs her that an amendment to this Agreement is required in order for Executive and/or the Corporation to comply with a material change in law or governmental regulation, Executive will not unreasonably withhold her agreement to such an amendment.

5.3 Governing Law. The validity, interpretation, construction, performance, and enforcement of this Agreement shall be governed by the laws of the State of New York without reference to New York's choice of law rules. Any controversy, claim or dispute arising out of or relating to this Agreement or Executive's employment, whether contractual or non-contractual, including without limitation any federal or state statutory claim, common law or tort claim, or claim for attorneys fees, as well as any such controversy, claim or dispute between Executive and an officer, director or employee of the Corporation related to Executive's employment or to this Agreement, shall be brought before a three-member arbitration panel and held in New York City in accordance with the rules of the American Arbitration Association ("AAA") then in effect. The arbitrators shall issue a full written opinion setting forth the reasons for their decision. Such arbitration, all filings, evidence and testimony connected with the arbitration, and all relevant allegations and events leading up to the arbitration, shall be held in strict confidence, unless disclosure is required by law or SEC or other governmental reporting obligation. Judgment may be entered on the arbitrator's award in any court having jurisdiction. Executive acknowledges that any arbitration brought under this Agreement must be on an individual basis, and Executive may not join or consolidate claims in arbitration by other employees, or litigate in court or arbitrate any claims as a representative or member of a class. Notwithstanding the foregoing, the Corporation may seek injunctive or other declaratory relief to enforce any provision of Article III of this Agreement in any court of competent jurisdiction.

5.4 No Mitigation or Offset. In the event the Executive's employment with the Corporation terminates for any reason, the Executive shall not be obligated to seek other employment following such termination and there shall be no offset of the payments or benefits set forth herein.

5.5 Withholding. All payments required to be made by the Corporation hereunder to the Executive or the Executive's estate or beneficiaries shall be subject to the withholding of such amounts as the Corporation may reasonably determine it should withhold pursuant to any applicable law.

5.6 Attorney's Fees. Unless otherwise determined by a court of competent jurisdiction, each party shall bear its own attorney's fees and costs incurred in any action or dispute arising out of this Agreement and/or the employment relationship.

5.7 No Conflict. Executive represents and warrants that she is not party to any agreement, contract, understanding, covenant, judgment or decree or under any obligation, contractual or otherwise, with any other party that in any way restricts or adversely affects her ability to act for the Corporation in all of the respects contemplated hereby, including but not limited to any obligations to comply with any non-compete or non-solicitation provisions. Executive represents and warrants that she has not disclosed, will not disclose, and has no intention of disclosing any trade secrets or any confidential and/or proprietary business information of any other company to the Corporation or to any individual employed by or associated with the Corporation, nor has she used or will she use any such information for the Corporation's or her benefit.

5.8 Enforceability. Each of the covenants and agreements set forth in this Agreement are separate and independent covenants, each of which has been separately bargained for and the parties hereto intend that the provisions of each such covenant shall be enforced to the fullest extent permissible. Should the whole or any part or provision of any such separate covenant be held or declared invalid, such invalidity shall not in any way affect the validity of any other such covenant or of any part or provision of the same covenant not also held or declared invalid. If any covenant shall be found to be invalid but would be valid if some part thereof were deleted or the period or area of application reduced, then such covenant shall apply with such minimum modification as may be necessary to make it valid and effective. The failure of either party at any time to require performance by the other party of any provision hereunder will in no way affect the right of that party thereafter to enforce the same, nor will it affect any other party's right to enforce the same, or to enforce any of the other provisions in this Agreement; nor will the waiver by either party of the breach of any provision hereof be taken or held to be a waiver of any prior or subsequent breach of such provision or as a waiver of the provision itself.

5.9 Miscellaneous. No right or interest to, or in, any payments shall be assignable by the Executive; provided, however, that this provision shall not preclude the Executive from designating in writing one or more beneficiaries to receive any amount that may be payable after the Executive's death and shall not preclude the legal representative of the Executive's estate from assigning any right hereunder to the person or persons entitled thereto. If the Executive should die while any amounts would still be payable to the Executive hereunder, all such amounts shall be paid in accordance with the terms of this Agreement to the Executive's written designee or, if there be no such designee, to the Executive's estate. This Agreement shall be binding upon and shall inure to the benefit of, and shall be enforceable by, the Executive, the Executive's heirs and legal representatives and the Corporation and its successors. The section headings shall not be taken into account for purposes of the construction of any provision of this Agreement.

5.10 Meaning of Signing This Agreement. By signing this Agreement, Executive expressly acknowledges and agrees that (a) she has carefully read it and fully understands what it means; (b) she has been advised in writing to discuss this Agreement with an independent attorney of her own choosing before signing it and has had a reasonable opportunity to confer with her attorney and has discussed and reviewed this Agreement with her attorney prior to executing it and delivering it to the Corporation; (c) she has had answered to her satisfaction any questions she has with regard to the meaning and significance of any of the provisions of this Agreement; and (d) she has agreed to this Agreement knowingly and voluntarily of her own free will and was not subjected to any undue influence or duress, and assents to all the terms and conditions contained herein with the intent to be bound hereby.

5.11 Compliance with Section 409A. The parties acknowledge and agree that, to the extent applicable, this Agreement shall be interpreted in accordance with, and the parties agree to use their best efforts to achieve timely compliance with, Section 409A of the Code and the Department of Treasury Regulations and other interpretive guidance issued thereunder (“Section 409A”), including without limitation any such regulations or other guidance that may be issued after the Effective Date. Notwithstanding any provision of this Agreement to the contrary, in the event that the Corporation determines that any compensation or benefits payable or provided hereunder may be subject to Section 409A, the Corporation reserves the right (without any obligation to do so or to indemnify the Executive for failure to do so) to adopt such limited amendments to this Agreement and appropriate policies and procedures, including amendments and policies with retroactive effect, that the Corporation reasonably determines are necessary or appropriate to (a) exempt the compensation and benefits payable under this Agreement from Section 409A and/or preserve the intended tax treatment of the compensation and benefits provided with respect to this Agreement or (b) comply with the requirements of Section 409A.

IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date and year first above written.

RALPH LAUREN CORPORATION

/s/ Roseann Lynch	/s/ Halide Alagoz
By: Roseann Lynch	HALIDE ALAGOZ
Title: Chief People Officer and Head of the RL Foundation	

SCHEDULE A

Abercrombie & Fitch Co.
Ann Taylor Stores Corp.
Belk, Inc.
Brooks Brothers Group, Inc.
Brunello Cucinelli S.p.A.
Burberry Limited
Campagnie Financiere Richemont SA
Chanel S.A.
Coach, Inc.
Dillard’s Inc.
Dolce & Gabbana srl
G-III Apparel Group, Ltd.
Gap Inc.
Giorgio Armani Corp.
Gilt Groupe Holdings Inc.
Hermes International SCA
Hudson’s Bay Company
Hugo Boss AG
J. Crew Group, Inc.
J.C. Penney Company, Inc.
Kate Spade & Company
Kering S.A.
Limited Brands, Inc.
LVMH Moet Hennessy – Louis Vuitton S.E.
Macy’s Inc.
Michael Kors, Inc.
Neiman Marcus Group, Inc.
Nike, Inc.
Nordstrom, Inc.
Prada (aka I Pellettieri d'Italia S.P.A.)
PVH Corp.
Restoration Hardware Holdings, Inc.
Salvatore Ferragamo Italia S.P.A.
TJX Companies, Inc.
Tory Burch LLC
Vineyard Vines LLC
YOOX Net-a-Porter Group
Under Armour, Inc.
Urban Outfitters, Inc.
VF Corporation
Williams-Sonoma, Inc.

Exhibit 1

Term Sheet
Halide Alagoz

Title: Chief Product Officer

Effective Date: February 14, 2021

Base Salary: $850,000 annually (less all applicable local, state and federal taxes and other deductions)

Executive Incentive Plan: You will continue to be eligible to participate in the Executive Incentive Plan (EIP).

- For fiscal 2021 your bonus target will remain 100% of your fiscal year 2021 salary
- Your bonus opportunity will be based on 100% total Company performance
- For fiscal 2021, your actual bonus will be prorated as of the Effective Date to reflect your new salary

(At all times your bonus opportunity will be governed by and subject to the terms and conditions of the Company's EIP as set forth in its annual EIP overviews or other similar documents, and nothing contained herein restricts the Company's rights to alter, amend or terminate the EIP at any time.)

Long-Term Incentive Plan: You will continue to be eligible to participate in the Ralph Lauren Corporation 2019 Long-Term Stock Incentive Plan ("LTSIP") or any successor plan. Stock awards are subject to ratification by the Compensation and Organizational Development Committee of the Board of Directors ("Compensation Committee"). In accordance with the terms of the LTSIP, you will be eligible to receive an annual stock award with a target grant value of $1,000,000 beginning with your fiscal 2022 grant.

EXHIBIT 10.2

AMENDMENT NO. l
to the
AMENDED AND RESTATED EMPLOYMENT AGREEMENT

AMENDMENT ("Amendment No.1") made effective as of the April 10th, 2022 (the "Effective Date"), by and between Ralph Lauren Corporation, a Delaware corporation (the "Corporation"), and Halide Alagoz (the "Executive").

WHEREAS, the Executive and the Company entered into an amended and restated employment agreement made effective as of February 14th, 2021 (the "Employment Agreement"); and

WHEREAS, the Company and the Executive wish to amend the Employment Agreement in certain respects.

NOW, THEREFORE, intending to be bound, the parties hereby agree as follows.

1. Section l.4(a) is amended in its entirety to read as follows, effective as of the Effective Date.

"Base Compensation. In consideration of her services during the Term, the Corporation shall pay the Executive cash compensation at an annual rate of not less than nine hundred and fifty thousand dollars ($950,000) (as may be increased from time to time, "Base Compensation"), less applicable withholdings. Executive's Base Compensation shall be subject to such increases as may be approved by the Board or Management. The Base Compensation shall be payable as current salary pursuant to the Corporation's normal payroll practices, in installments not less frequently than monthly, and at the same rate for any fraction of a month unexpired at the end of the Tenn."

2. Section 2.3 (a)(i)(c) is amended in its entirety to read as follows, effective as the Effective Date:

"pay to the Executive, on the last business day of the Severance Period, an amount equal to her Target Bonus, as in effect immediately prior to such termination of employment."

3. The Section entitled 'Base Salary" in the Term Sheet attached to the Employment Agreement and incorporated therein by reference (the 'Term Sheet"), is amended to read in its entirety as follows. effective as of the Effective Date:

"Base Salary: $950,000 annually (less all applicable local, state and federal taxes and other deductions)."

4. The Section entitled "Long Term Incentive Plan" in the Tenn Sheet is amended in its entirety to read as follows. effective as of the Effective Date:

"You will be eligible to participate in the Ralph Lauren Corporation 2019 Long Term Stock Incentive Plan ("LTSIP") or any successor plan. Stock awards are subject to ratification by the Talent, Culture & Total Rewards Committee of the Board of Directors ("Talent Committee"). In accordance with the terms of the LTSIP, you will continue to be eligible to receive an annual stock award at the same time as other executives receive their annual grant, with a target grant value of $1,200,000 with the Fiscal 2023 grant cycle, anticipated to be in summer 2022."

5. All references in the Employment Agreement to the Compensation and Organizational Development Committee shall now refer to the Talent Committee.

6. Except as amended and/or modified by this Amendment No. 1, the Employment Agreement is hereby ratified and confirmed and all other terms of the Employment Agreement shall remain in full force and effect, unaltered and unchanged by this Amendment No. 1. Capitalized terms used and not defined herein shall have the meanings given to them in the Employment Agreement.

IN WITNESS WHEREOF, the Company has caused this Amendment No. 1, made effective as of the Effective Date, to be duly executed and the Executive has hereunto set her hand on the date first set forth below.

RALPH LAUREN CORPORATION

By: /s/ Roseann Lynch
Name: Roseann Lynch
Chief People Officer and Head of the RL Foundation

Date: 8/3/2022

EXECUTIVE
By: /s/ Halide Alagoz
Name: Halide Alagoz

Date: 8/2/2022

EXHIBIT 31.1

CERTIFICATION

I, Patrice Louvet, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ralph Lauren Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ PATRICE LOUVET

Patrice Louvet

President and Chief Executive Officer

(Principal Executive Officer)

Date: August 9, 2022

EXHIBIT 31.2

CERTIFICATION

I, Jane Hamilton Nielsen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Ralph Lauren Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ JANE HAMILTON NIELSEN

Jane Hamilton Nielsen
Chief Operating Officer and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: August 9, 2022

EXHIBIT 32.1

**Certification of Patrice Louvet Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Ralph Lauren Corporation (the "Company") on Form 10-Q for the period ended July 2, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patrice Louvet, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ PATRICE LOUVET

Patrice Louvet

Date: August 9, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Ralph Lauren Corporation and will be retained by Ralph Lauren Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 32.2

**Certification of Jane Hamilton Nielsen Pursuant to 18 U.S.C. Section 1350,
as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report of Ralph Lauren Corporation (the "Company") on Form 10-Q for the period ended July 2, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jane Hamilton Nielsen, Chief Operating Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ JANE HAMILTON NIELSEN

Jane Hamilton Nielsen

Date: August 9, 2022

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Ralph Lauren Corporation and will be retained by Ralph Lauren Corporation and furnished to the Securities and Exchange Commission or its staff upon request.