

RALPH LAUREN CORPORATION

**CHARTER OF THE
NOMINATING, GOVERNANCE, CITIZENSHIP & SUSTAINABILITY
COMMITTEE
OF THE BOARD OF DIRECTORS**

(Amended and Restated as of May 16, 2019)

I. Purpose

The Nominating, Governance, Citizenship & Sustainability Committee (also referred to herein as the “Committee”) has been appointed by the Board of Directors (the “Board”) of Ralph Lauren Corporation (the “Corporation”) to (a) assist the Board by identifying individuals qualified to become Board members; (b) recommend to the Board director nominees to stand for election at the next annual meeting of stockholders; (c) make recommendations to the Board as to the independence of each director; (d) develop and recommend to the Board corporate governance guidelines applicable to the Corporation; (e) establish criteria to be used by the Board in its annual performance self-assessment; (f) review the Corporation’s programs, policies and practices relating to corporate citizenship, sustainability and social and environmental issues and impacts; and (g) exercise and perform the authority, duties and responsibilities of the Committee set forth in this Charter of the Committee (the “Charter”).

II. Membership and Operations

1. The Committee shall consist of three or more directors, each of whom shall have no material relationship with the Corporation and shall otherwise satisfy the independence requirements of the New York Stock Exchange and any other applicable regulatory requirement.
2. The members of the Committee are appointed annually by the Board, taking into consideration the recommendation of the then current Committee members, and serve at the pleasure of the Board. The Committee’s chairperson shall be designated annually by the Board, taking into consideration the recommendation of the then current Committee members, or, if the Board does not do so, by majority vote of the full Committee.
3. The Committee may form and delegate to one or more subcommittees all or any portion of the Committee’s authority, duties and responsibilities, and may establish such rules as it deems necessary or appropriate to conduct the Committee’s business. Any such subcommittee must have a published charter.

4. The Committee shall meet at least twice per year, or more frequently as circumstances require, and report regularly to the Board. In general, directors who are not Committee members may attend meetings of the Committee, except when the chairperson of the Committee determines otherwise.
5. The chairperson of the Committee shall develop and approve the Committee's agenda, in consultation with management and other members of the Committee. The chairperson shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee in advance of the meeting.

III. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Identify individuals qualified to become Board members for recommendation to the Board. In identifying candidates, the Committee shall be guided by the Board membership criteria established by the Board. The Committee may consider director candidates proposed by stockholders or management, and will consider candidates properly recommended by stockholders on the same basis as other candidates. The process for stockholders to submit their recommendations for candidates for the Board is discussed in the Corporation's annual proxy statement.
2. Recommend to the Board the director nominees for the next annual meeting of stockholders. In the case of a vacancy in the Board (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy.
3. Make recommendations to the Board as to the independence of each director annually prior to their standing for election to the Board and at such other times as the Board deems appropriate.
4. In conjunction with the Chairman of the Board, the Vice Chairman and the Corporation's management, provide appropriate orientation for any new director who joins the Board.
5. Establish criteria and procedures for the Committee to exercise oversight of the annual performance self-assessment of the Board and the evaluation of the Chief Executive Officer.
6. Receive comments from all directors as to the Board's performance and report annually to the Board with an assessment of the Board's performance.

7. Recommend to the Board policies and principles for Chief Executive Officer succession, selection and performance reviews. With input from the Compensation & Organizational Development Committee, this Committee will annually review succession planning for the Chief Executive Officer.
8. Periodically review and assess the adequacy of the Corporation's Corporate Governance Policies and recommend to the Board any changes deemed appropriate by the Committee.
9. Annually review any transactions, relationships, or arrangements that meet the definition of related party transactions under the Corporation's Related Party Transactions Policy.
10. Recommend non-employee director compensation and benefits to the Board.
11. Annually recommend to the Board director nominees and chairpersons for each Board committee, including nominees to fill vacancies. In nominating a director for a committee membership, the Committee shall take into consideration the Corporation's Corporate Governance Policies, the factors set forth in each of the charters for the committees of the Board, succession planning and other factors it may deem appropriate.
12. Review with the Board, on an annual basis after considering the Board's anticipated needs for the upcoming year, the appropriate size and the current composition of the Board in light of the characteristics of independence, diversity, age, skills, experience, availability of service to the Corporation, tenure of its members and such other attributes as the Committee shall deem relevant to an individual's qualifications to serve on the Board and its committees.
13. Recommend to the Board any changes to the size of the Board or any Board committee, or to the Board's committee structure, that the Committee believes to be appropriate.
14. Recommend to the Board the type of action to be taken, if any, with respect to any change in a director's principal occupation, board memberships, or change in independence status.
15. Review with management corporate citizenship and sustainability (including environmental and supply chain sustainability and human rights) initiatives and goals to assist the Corporation in appropriately addressing its impacts and responsibilities as a global corporate citizen in the context of the Corporation's business strategy and enhancing shareholder value. Make recommendations to the Board on such issues, impacts, projects and goals, and, together with the Corporation's Finance Committee, the integration of sustainability into the

Corporation's business, including innovation, product design, manufacturing and sourcing, and operations.

16. Review with management the Corporation's policies, programs, and practices relating to corporate citizenship, sustainability and social and environmental issues, and receive from management relevant citizenship and sustainability reports involving the Corporation.
17. Annually review and assess its own performance and report the results to the Board.
18. Annually review and assess the adequacy of this Charter and, if appropriate, recommend changes to the Charter to the Board.
19. Perform any other activities consistent with this Charter, the Corporation's By-laws and Corporate Governance Policies, and governing law as the Committee or the Board may deem appropriate.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its oversight function. The Committee has the power to delegate its authority and duties to subcommittees or individual members of the Committee as it deems appropriate. In discharging its oversight role, the Committee shall have full access to the Corporation's senior management and employees and all Corporation books, records and facilities.

IV. Resources

The Committee shall have the sole authority to retain and terminate a search firm to be used to identify director candidates and the authority to retain other professionals to assist it with any background checks. The Committee may also retain and terminate any other consultant or advisor as it deems necessary or appropriate to carry out its duties.

The Committee shall have the sole authority to determine the amount of funding necessary for payment of compensation to any search firm and the authority to determine the amount of funding necessary for payment of compensation to any other professionals retained to advise the Committee.