

RALPH LAUREN CORPORATION

CHARTER OF THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS

(Amended and Restated as of February 6, 2023)

The Finance Committee (also referred to herein as the “Committee”) of the Board of Directors (the “Board”) of Ralph Lauren Corporation (the “Corporation”), has adopted this Committee Charter (“Charter”). The Committee shall review and reassess this Charter annually and recommend any proposed changes to the Board for approval.

I. Purpose

The Committee has been appointed by the Board of the Corporation to oversee the Corporation’s financial condition, key performance indicators, policies, practices and activities in support of the Corporation’s strategic and long-range plans. The Committee shall provide oversight to management regarding: (i) the development and execution of the Corporation’s key strategic plans and long-term value creation strategy (the “Long-Term Strategy”); (ii) the establishment and review of strategic accelerators for the Long-Term Strategy; (iii) the alignment of the Corporation’s financial resources with the Long-Term Strategy; (iv) the review and implementation of productivity drivers as part of the Long-Term Strategy; and (v) the review of corporate and systemic risks related to the Long-Term Strategy. The Committee shall also exercise and perform the authority, duties and responsibilities set forth in this Charter, or as may be delegated to it from time to time by the Board, consistent with this Charter, the Corporation’s By-Laws and applicable policies of the Corporation and laws and regulations.

II. Membership and Operations

The Committee shall consist of three or more directors, including the Lead Independent Director, 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.

1. The members of the Committee are annually appointed by the Board, taking into consideration the recommendation of the Nominating and Governance Committee of the Board, 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 Nominating and Governance Committee of the Board, or, if the Board does not do so, by majority vote of the full Committee.
2. 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.
3. The Committee shall generally meet four times per year, or more or less frequently as

circumstances require, and report regularly to the Board after its meetings. The Committee may meet through telephone, video conferencing or other electronic communications as permitted in Section 3.12 of the Amended and Restated Bylaws. 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. In general, directors who are not Committee members may attend meetings of the Committee, except when the chairperson of the Committee determines otherwise.

III. Authority and Responsibilities

1. Long-Term Strategy. As appropriate and consistent with the Corporation's Grants of Authority Policy, the Committee shall review and provide oversight to senior management in its efforts to:
 - a. Develop and execute the Long-Term Strategy, including the Committee's annual review and approval of the Corporation's fiscal year and long-range financial plans.
 - b. Establish strategic accelerators for the Corporation's strategy, including based on evolving market conditions and research related to the Long-Term Strategy.
 - c. Align the Corporation's financial resources with its strategy, including, but not limited to, the Committee's review and approval, as applicable, described in Article III.2 hereof.
 - d. Implement productivity drivers as part of the Long-Term Strategy.
 - e. Manage corporate and systemic risks related to the Long-Term Strategy and the evolving market for luxury lifestyle consumer products and services.
2. Financial Condition and Capital Structure. As appropriate and consistent with the Corporation's Grants of Authority Policy, the Committee shall:
 - a. Review any changes in the Corporation's capital structure and approve, or recommend to the Board the approval of, any such material changes, including transactions outside the ordinary course of business, stock splits or other modifications of the Corporation's securities, or changes to the Corporation's share repurchase program or regular quarterly cash dividend program.
 - b. Review the Corporation's capital allocation priorities and strategy, including the Corporation's cash flow, minimum cash requirements, liquidity level and minimum liquidity requirements.
 - c. Review and approve, or recommend to the Board the approval of, any changes in the Corporation's financial structure, policies, practices or activities that may have a material financial impact on the Corporation.

3. Significant or Material Commitments and Investments. As appropriate and consistent with the Corporation's Grants of Authority Policy, the Committee shall:
 - a. Review the Corporation's capital spending priorities and strategy and approve, or recommend to the Board the approval of, any significant capital expenditures or investments.
 - b. Review and approve, or recommend to the Board the approval of, any significant commitments and investments, including lease or licensing arrangements, asset sales or purchases, or other contractual commitments which, in management's opinion, may have a material impact on the Corporation's Long-Term Strategy, reputation or financial position.
4. Business Combinations, Divestitures and Strategic Alliances. As appropriate and consistent with the Corporation's Grants of Authority Policy, the Committee shall review and make recommendations to the Board regarding any potential mergers, acquisitions, dispositions, consolidations, joint ventures, strategic alliances, or business discontinuations or combinations, and periodically evaluate the execution, implementation, performance and financial results of any such ongoing or completed transactions.
5. Assessment of Financial Strategic Risk. Regarding the Corporation's material risks related to the Long-Term Strategy, the Committee shall review such risks, the steps management has taken to manage these risks, and the adequacy of any policies, procedures and controls designed by management to assess and manage these risks.
6. Performance Self-Evaluation. The Committee shall annually evaluate its own performance.

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 any 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 professionals retained to advise the Committee.