

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-K

(Mark One)

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

For the fiscal year ended March 30, 2024

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

(State or other jurisdiction of incorporation or organization)

650 Madison Avenue, New York, New York

(Address of principal executive offices)

13-2622036

(I.R.S. Employer Identification No.)

10022

(Zip Code)

(212) 318-7000

(Registrant's telephone number, including area code)

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

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

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

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

The aggregate market value of the registrant's voting common stock held by non-affiliates of the registrant was approximately \$4.530 billion as of September 29, 2023, the last business day of the registrant's most recently completed second fiscal quarter based on the closing price of the common stock on the New York Stock Exchange.

At May 17, 2024, 40,628,150 shares of the registrant's Class A common stock, \$.01 par value and 21,881,276 shares of the registrant's Class B common stock, \$.01 par value were outstanding.

Part III incorporates by reference information from certain portions of the registrant's definitive proxy statement to be filed with the Securities and Exchange Commission within 120 days after the fiscal year ended March 30, 2024.

RALPH LAUREN CORPORATION

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Various statements in this Form 10-K or incorporated by reference into this Form 10-K, 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 representatives of the Company, may contain certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, statements regarding our current expectations about the Company's future operating results and financial condition, the implementation and results of our strategic plans and initiatives, store openings and closings, capital expenses, our plans regarding our quarterly cash dividend and Class A common stock repurchase programs, our ability to meet citizenship and sustainability goals, and the senior management of the Company. Forward-looking statements are based on current expectations and are indicated by words or phrases such as "aim," "anticipate," "outlook," "estimate," "ensure," "commit," "expect," "project," "believe," "envision," "goal," "target," "can," "will," and similar words or phrases. These forward-looking statements 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 any potential changes resulting from the execution of our long-term growth strategy, and our ability to effectively transfer knowledge and maintain adequate controls and procedures during periods of transition;
- 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 Russia-Ukraine and Israel-Hamas wars, militant attacks on cargo vessels in the Red Sea, civil and political unrest, diplomatic tensions between the U.S. and other countries, rising interest rates, and bank failures, among other factors described herein;
- 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, port congestion, and scrutiny or detention of goods produced in certain territories resulting from laws, regulations, or trade restrictions, such as those imposed by the Uyghur Forced Labor Prevention Act ("UFLPA") or the Countering America's Adversaries Through Sanctions Act ("CAATSA"), which could result in shipment approval delays leading to inventory shortages and lost sales, as well as potential shipping delays, inventory shortages, and/or higher freight costs resulting from the recent Red Sea crisis and/or disruptions to major waterways such as the Suez and Panama canals;
- 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 qualified employees to operate our retail stores, distribution centers, and various corporate functions;
- the impact to our business resulting from a recession or 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 citizenship and sustainability practices, including those related to climate change and our human capital and supply chain;
- 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 to our business resulting from pandemic diseases such as COVID-19, 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 on our operations and on our suppliers and customers resulting from man-made or natural disasters, including pandemic diseases, severe weather, geological events, and other catastrophic events, such as terrorist attacks, military conflicts, and other hostilities;
- 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 impact to our business resulting from the potential 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 or other countries, 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 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 described in Part I of this Form 10-K under the heading of "Risk Factors." We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

WEBSITE ACCESS TO COMPANY REPORTS AND OTHER INFORMATION

Our investor website is <http://investor.ralphlauren.com>. We were incorporated in June 1997 under the laws of the State of Delaware. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and amendments to those reports filed with or furnished to the SEC pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, are available free of charge at our investor website under the caption "SEC Filings" promptly after we electronically file such materials with or furnish such materials to the SEC. All such filings are also available on the SEC's website at <https://www.sec.gov>. Information relating to corporate governance at Ralph Lauren Corporation, including our Corporate Governance Policies, our Code of Business Conduct and Ethics for all directors, officers, and employees, our Code of Ethics for Principal Executive Officers and Senior Financial Officers, and information concerning our directors, Committees of the Board of Directors, including Committee charters, and transactions involving Ralph Lauren Corporation securities by directors and executive officers, are available at our website under the captions "Corporate Governance" and "SEC Filings." Paper copies of these filings and corporate governance documents are available to stockholders without charge by written request to Investor Relations, Ralph Lauren Corporation, 650 Madison Avenue, New York, New York 10022.

In this Form 10-K, references to "Ralph Lauren," "ourselves," "we," "our," "us," and the "Company" refer to Ralph Lauren Corporation and its subsidiaries, unless the context indicates otherwise. Due to the collaborative and ongoing nature of our relationships with our licensees, such licensees are sometimes referred to in this Form 10-K as "licensing alliances." Our fiscal year ends on the Saturday closest to March 31. All references to "Fiscal 2025" represent the 52-week fiscal year ending March 29, 2025. All references to "Fiscal 2024" represent the 52-week fiscal year ended March 30, 2024. All references to "Fiscal 2023" represent the 52-week fiscal year ended April 1, 2023. All references to "Fiscal 2022" represent the 53-week fiscal year ended April 2, 2022.

PART I

Item 1. *Business.*

General

Founded in 1967 by Mr. Ralph Lauren, we are a global leader in the design, marketing, and distribution of luxury lifestyle products, including apparel, footwear & accessories, home, fragrances, and hospitality. For more than 50 years, Ralph Lauren has sought to inspire the dream of a better life through authenticity and timeless style. Our long-standing reputation and distinctive image have been developed across a wide range of products, brands, distribution channels, and international markets. We believe that our global reach, breadth of lifestyle product offerings, and multi-channel distribution network are unique among luxury and apparel companies.

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, Europe, and Asia. In addition to these reportable segments, we also have other non-reportable segments. See "Our Segments" for further discussion of our segment reporting structure.

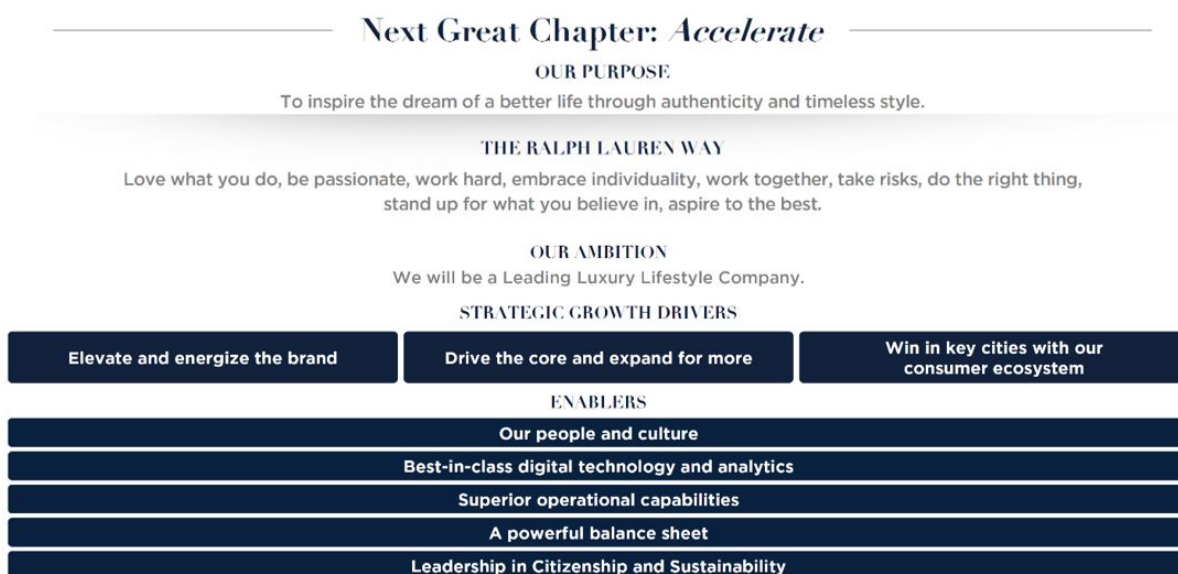
Our global reach is extensive, as we sell directly to customers throughout the world via our 564 retail stores and 699 concession-based shop-within-shops, as well as through our own digital commerce sites and those of various third-party digital partners. Merchandise is also available through our wholesale distribution channels at over 9,600 doors worldwide, the majority in specialty stores, as well as through the digital commerce sites of many of our wholesale customers. In addition to our directly-operated stores and shops, our international licensing partners operate 195 stores and shops.

We have been controlled by the Lauren family since the founding of our Company. As of March 30, 2024, Mr. R. Lauren, or entities controlled by the Lauren family, held approximately 84% of the voting power of the Company's outstanding common stock.

Objectives and Opportunities

Our purpose is to inspire the dream of a better life through authenticity and timeless style. We believe that our size and the global scope of our operations provide us with design, sourcing, and distribution synergies across our business. Our core strengths include a portfolio of luxury lifestyle products spanning five categories: apparel, footwear & accessories, home, fragrances, and hospitality; a well-diversified global multi-channel distribution network; an investment philosophy supported by a strong balance sheet; and an experienced management team. Despite the various risks and uncertainties associated with the current global economic environment, as discussed further in Item 7 — "Management's Discussion and Analysis of Financial Condition and Results of Operations — Global Economic Conditions and Industry Trends," we believe our core strengths will allow us to effectively execute our long-term growth strategy.

An overview of our long-term growth strategy is presented below:



Global Citizenship and Sustainability

At Ralph Lauren, our purpose to inspire the dream of a better life through authenticity and timeless style guides everything we do. From creating iconic products to be worn, loved, and passed on through generations, to preserving the world's natural resources and supporting the people and communities that intersect our business, we continue to challenge ourselves when it comes to positively impacting our world. That is what we call *Timeless by Design*, our approach to Global Citizenship and Sustainability and our ambition for a better future. We weave our Company's purpose throughout our business through three key pillars:

1. Create with Intent

- *Integrated Circularity* — Our ethos of timelessness has always guided our creative vision. Today, we continue to deepen this philosophy and apply it to how we are shifting from a linear to circular product economy. With our Live On Promise as our North Star, we are evolving the way our products are designed, made, used, and recirculated. From empowering our designers with circular principles, to using materials that are sustainably sourced or recycled, our approach is designed to lessen our environmental impact.
- *Sustainable Materials* — Our products are designed to be timeless and worn for generations. With this in mind, we choose our materials thoughtfully to ensure high-quality and durability. We are committed to using materials in ways that not only help our products live on, but also help reduce environmental impact, protect biodiversity and animal welfare, support livelihoods, and improve the traceability of raw materials.
- *Design with Intent* — Since our founding, Ralph Lauren's design has been inspired by beautiful and interconnected histories, arts, crafts, and cultures. Mindful of our efforts, we are on a journey to evolve from inspiration to collaboration with communities that inspire us. That includes taking meaningful steps to be more inclusive throughout our business, from how we design to how products go to market. At its core, our Design with Intent function is about making sure the products we create and the stories we tell are authentic expressions of heritage, which is foundational to our timeless brand.
- *Value Chain for Impact* — To build a resilient and responsible supply chain, we are continuing to drive transparency and traceability of our full value chain, to strengthen our relationships with suppliers, and to identify areas for improvement. We work with our suppliers to increase transparency, respect human rights, and promote environmental sustainability.

2. Protect the Environment

- *Climate* — Significant reductions to global greenhouse gas ("GHG") emissions are collectively needed so we can protect and preserve our planet. That is why we have created an ambitious roadmap with bold near-term and long-term targets to reduce absolute GHG emissions across our operations and supply chain.
- *Water Stewardship* — We are committed to reducing water consumption across our value chain, as it is critical for communities and ecosystems to thrive and is also an essential resource for our business. We strive to conserve water throughout our operations, support our suppliers to improve their water use efficiency and responsibly manage wastewater, and help improve community access to this resource.
- *Waste Management* — We are committed to conserving natural resources by managing waste responsibly. We work to minimize waste in our operations and divert waste from landfills and incineration to donation, reuse, and recycling. Our goal is continued improvement as we incorporate "zero waste" principles throughout our business practices.
- *Chemical Management* — We are committed to monitoring and reducing hazardous chemical use and discharge from our product manufacturing and supply chain.
- *Biodiversity* — Our business depends on critical resources such as freshwater and essential raw materials, and climate change and biodiversity loss are closely intertwined. As ecosystems and species are increasingly threatened, we are committed to leveraging science to build an in-depth understanding of our current impacts on biodiversity.

3. Champion Better Lives

- *Diversity, Equity, and Inclusion* — We are committed to creating a culture of diversity, equity, and inclusion ("DE&I") and belonging inside our Company and throughout the communities we serve. Our DE&I strategy consists of five pillars — *Talent, Collaboration and Belonging, Learning, Communication and Messaging*, and *Celebration and Recognition* — and is designed to create a culture of belonging, attract and retain diverse talent, and offer opportunities that enable all people to thrive.
- *Employee Well-being* — The contributions of our employees make Ralph Lauren a vibrant organization. Our people drive our success and we are dedicated to supporting the physical, emotional, social, and financial needs of our employees and their families to help them thrive. To do so, we are focused on employee wellness, engagement, learning and development, and compensation and benefits.
- *Community Engagement and Philanthropy* — We seek to make the dream of a better life a reality in communities across the globe through contributions and actions that create positive social and environmental impact. The two main drivers of our giving efforts are through the Company's Social Partnerships and Philanthropy department and donations to The Ralph Lauren Corporate Foundation.
- *Rights and Empowerment in the Supply Chain* — We are committed to conducting our global operations ethically with respect for the dignity of all people who make our products. To support this, we work with suppliers to build capacity, with workers to empower them and with industry partners to collaborate for positive change. Our comprehensive approach integrates risk assessment, monitoring, remediation, capability building, stakeholder engagement, life skills programs and empowerment opportunities for factory workers.

Our most recently published Global Citizenship & Sustainability Report covering Fiscal 2023 may be found on our corporate website at <https://corporate.ralphlauren.com/citizenship-and-sustainability>. Our Global Citizenship & Sustainability Report covering Fiscal 2024 is expected to be released in September 2024. The content of our sustainability reports is not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC. See Item 1A — "*Risk Factors — Risks Related to Citizenship and Sustainability Issues.*"

Recent Developments

Next Generation Transformation Project

We are in the early stages of executing a large-scale multi-year global project that is expected to significantly transform the way in which we operate our business and further enable our long-term strategic pivot toward a global direct-to-consumer-oriented model (the "Next Generation Transformation project" or "NGT project"). The NGT project will be completed in phases and involves the redesigning of certain end-to-end processes and the implementation of a suite of information systems on a global scale. Such efforts are expected to result in significant process improvements and the creation of synergies across core areas of operations, including merchandise buying and planning, procurement, inventory management, retail and wholesale operations, and financial planning and reporting, better enabling us to optimize inventory levels and increase the speed to which we can react to changes in consumer demand across markets, among other benefits.

In connection with the preliminary phase of the NGT project, we incurred other charges of \$5.1 million during Fiscal 2024, which were recorded within restructuring and other charges, net in the consolidated statements of operations.

Our Brands and Products

Our products, which include apparel and footwear & accessories for men, women, and children, as well as our fragrance and home collections, together with our hospitality portfolio, comprise one of the most widely recognized families of consumer brands. Reflecting a distinctive American perspective, we have been an innovator in aspirational lifestyle branding and believe that, under the direction of internationally renowned designer Mr. Ralph Lauren, we have had a considerable influence on the way people dress and the way that fashion is advertised throughout the world.

We combine consumer insight with our design, marketing, and imaging skills to offer, along with our licensing alliances, broad lifestyle product collections with a unified vision:

- *Apparel* — Our apparel products include extensive collections of men's, women's, and children's clothing, which are sold under various brand names, including Ralph Lauren Collection, Ralph Lauren Purple Label, Double RL,

Polo Ralph Lauren, Lauren Ralph Lauren, Polo Golf Ralph Lauren, Ralph Lauren Golf, RLX Ralph Lauren, Polo Ralph Lauren Children, and Chaps, among others.

- *Footwear & Accessories* — Our range of footwear & accessories encompasses men's, women's, and children's, including casual shoes, dress shoes, boots, sneakers, sandals, eyewear, watches, fashion and fine jewelry, scarves, hats, gloves, umbrellas, and leather goods, including handbags, luggage, small leather goods, and belts, which are sold under our Ralph Lauren Collection, Ralph Lauren Purple Label, Double RL, Polo Ralph Lauren, Lauren Ralph Lauren, Polo Ralph Lauren Children, and Chaps brands.
- *Fragrance* — Our fragrance offerings capture the essence of Ralph Lauren's men's and women's brands with numerous labels, designed to appeal to a variety of audiences. Women's fragrance products are sold under our Ralph Lauren Collection, Woman by Ralph Lauren, Romance Collection, and Ralph Collection. Men's fragrance products are sold under our Ralph's Club, Purple Label, Polo Blue, Polo Red, Polo Green, Polo Black, Polo 67, Safari, Polo Sport, and Big Pony Men's brands. Our fragrance offerings also include Polo Earth, a gender-neutral fragrance designed with sustainability in mind, made of 97% natural-origin ingredients.
- *Home* — Our home collections, which are sold primarily under our Ralph Lauren, Polo, Lauren by Ralph Lauren, and Chaps brands, reflect the spirit of the Ralph Lauren lifestyle. Our range of home products includes bed and bath lines, furniture, fabric and wall coverings, lighting, dining, floor coverings, and giftware, among others.
- *Hospitality* — Continuing to engage our consumers with experiential and unique expressions of the brand, our hospitality portfolio is a natural extension of the World of Ralph Lauren as expressed through the culinary arts. Ralph Lauren's global hospitality collection is comprised of our restaurants including *The Polo Bar* in New York City, *RL Restaurant* located in Chicago, *Ralph's* located in Paris, *The Bar at Ralph Lauren* located in Milan, *Ralph's Bar* located in Chengdu, China, and our *Ralph's Coffee* concept in various cities around the world.

Our lifestyle brand image is reinforced by our distribution through our stores and concession-based shop-within-shops, our wholesale channels of distribution, our global digital commerce sites, and our Ralph Lauren restaurants and cafés. We sell our products under the following key brand platforms:

1. **Ralph Lauren Luxury** — Our Luxury group includes:

Ralph Lauren Collection and Ralph Lauren Purple Label. Ralph Lauren Collection embodies the highest expression of chic, feminine glamour. Each piece is inspired by a vision of timeless luxury and modern elegance and is crafted with unparalleled passion and artistry. For men, Ralph Lauren Purple Label is the ultimate expression of luxury for the modern gentleman. Refined suitings are hand-tailored, including custom made-to-measure suits crafted in the time-honored traditions of Savile Row. Purple Label's sophisticated sportswear is designed with a meticulous attention to detail, capturing the elegance and ease of Ralph Lauren's signature, timeless style. Ralph Lauren Collection and Ralph Lauren Purple Label are made predominantly in Italy with the utmost attention to detail and quality and are available in select Ralph Lauren stores around the world, an exclusive selection of the finest specialty stores, and online at our Ralph Lauren digital commerce sites, including RalphLauren.com.

Double RL. Named after Ralph Lauren's working cattle ranch in Colorado, Double RL is a tribute to America's pioneering spirit and tradition of rugged independence. The foundation of Double RL lies in timeless wardrobe staples for men and women, including authentic American made selvedge denim, military-grade chinos, tube-knit t-shirts, thermals, and flannels. Beyond these iconic styles are added seasonal vintage-inspired collections, along with a full collection of footwear & accessories, including quality belts, bags, and leather goods. Double RL is available at Double RL stores, at select Ralph Lauren stores, and an exclusive selection of the finest specialty stores around the world, as well as online at our Ralph Lauren digital commerce sites, including RalphLauren.com.

Ralph Lauren Home. Ralph Lauren Home represents a full expression of modern luxury — style is a life well-lived. Based on an immersive design ethos, the collection includes furniture, lighting, bed and bath linens, tabletop, decorative accessories and gifts, as well as fabric, wallcoverings, and floorcoverings. Each piece is crafted with the greatest attention to detail. Ralph Lauren Home offers exclusive luxury goods at select Ralph Lauren stores and select wholesale partners, home specialty stores, trade showrooms, and online at our Ralph Lauren digital commerce site, RalphLauren.com.

Ralph Lauren Watches and Jewelry. We offer a premier collection of Swiss-made timepieces, which embody Ralph Lauren's passion for impeccable quality and exquisite design. We also offer premium collections of jewelry, which capture the glamour and craftsmanship of Ralph Lauren's most luxurious designs, from everyday collections to the most refined and precious materials. Ralph Lauren watches and jewelry are available online at RalphLauren.com, at select Ralph Lauren stores, and a few of the finest watch and jewelry retailers around the world.

2. ***Polo Ralph Lauren*** — The Polo Ralph Lauren group includes:

Polo Ralph Lauren. Men's Polo combines Ivy League classics and time-honored English haberdashery with downtown styles and all-American sporting looks in sportswear and tailored clothing. Women's Polo represents the epitome of classic and iconic American style with a modern and cool twist. Polo's signature aesthetic includes our renowned polo player logo. Polo Sport reflects the active lifestyle and youthful energy of Polo's sporting roots through Men's and Women's activewear. Men's and Women's Polo apparel and footwear & accessories are available in Ralph Lauren stores around the world, better department and specialty stores, and online at our Ralph Lauren digital commerce sites, including RalphLauren.com.

Polo Ralph Lauren Children. Polo Ralph Lauren Children is designed to reflect the timeless heritage and modern spirit of Ralph Lauren's collections for men and women. Signature classics include iconic polo knit shirts and luxurious cashmere cable-knit sweaters. Polo Ralph Lauren Children is available in a full range of sizes, from baby to girls 2-16 and boys 2-20. Polo Ralph Lauren Children can be found in select Ralph Lauren stores around the world, better department stores, and online at our Ralph Lauren digital commerce sites, including RalphLauren.com, as well as certain of our retail partners' digital commerce sites.

RLX Ralph Lauren. RLX is the leading edge of Ralph Lauren's performance and activewear. Comprised of functional apparel that address the performance needs of a modern active lifestyle, RLX includes men's and women's apparel and accessories that represent Ralph Lauren's belief that things that are purposefully designed and made of the highest quality achieve a timeless elegance.

Polo Golf Ralph Lauren, Ralph Lauren Golf, and RLX Ralph Lauren Golf. Tested and worn by top-ranked professional golfers, Polo Golf Ralph Lauren, Ralph Lauren Golf, and RLX Ralph Lauren Golf for men and women define excellence in the world of golf. With a sharpened focus on the needs of the modern player but rooted in the rich design tradition of Ralph Lauren, the Golf collections combine state-of-the-art performance wear with luxurious finishing touches. Our Golf collections are available in select Ralph Lauren stores, exclusive private clubs and resorts, and online at RalphLauren.com.

Pink Pony. The Pink Pony campaign is our worldwide initiative in the fight against cancer. In the U.S., a percentage of sales from Pink Pony products benefit the Pink Pony Fund of The Ralph Lauren Corporate Foundation, which supports cancer-related programs for early diagnosis, education, treatment, and research, and is dedicated to bringing patient navigation and quality cancer care to medically underserved communities. Internationally, a network of local cancer charities around the world benefit from the sale of Pink Pony products. Pink Pony consists of dual gender sportswear and accessories. Pink Pony items feature our iconic pink polo player — a symbol of our commitment to the fight against cancer. Pink Pony is available at select Ralph Lauren stores and online at our Ralph Lauren digital commerce sites, including RalphLauren.com. Pink Pony is also available at select Macy's stores and online at Macys.com.

3. ***Lauren Ralph Lauren*** — Our Lauren group includes:

Lauren Ralph Lauren. Lauren for women combines aspirational timeless style with modern femininity in a lifestyle collection of sportswear, denim, and dresses, as well as footwear & accessories. Lauren for women is available in select department stores around the world and online at select digital commerce sites, including RalphLauren.com.

Lauren Home. Lauren Home collection includes accessibly-priced, timeless bath and bedding collections, as well as fabric and wall coverings, lighting, dining, and floor coverings, among others. The collection is built upon an assortment of essentials that is designed to be mixed with seasonal updates, all rooted in the brand's classic style.

4. ***Chaps*** — Chaps celebrates real American style, delivering classic collections updated for modern lifestyles for men, women, children and home. The modern lifestyle collection offers versatile sportswear, workday essentials, tailored clothing, and occasion dresses that are wearable from season to season. Chaps is available in select department stores and retail partners' digital commerce sites across the U.S., Canada, and Mexico.

Our Segments

We organize our business into the following three reportable segments:

- *North America* — Our North America segment, representing approximately 44% of our Fiscal 2024 net revenues, primarily consists of sales of our Ralph Lauren branded apparel, footwear & accessories, home, and related products made through our retail and wholesale businesses primarily in the U.S. and Canada. In North America, our retail business is primarily comprised of our Ralph Lauren stores, our outlet stores, and our digital commerce sites, www.RalphLauren.com and www.RalphLauren.ca. 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 30% of our Fiscal 2024 net revenues, primarily consists of sales of our Ralph Lauren branded apparel, footwear & accessories, home, and related 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 outlet 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 and licensee partners.
- *Asia* — Our Asia segment, representing approximately 24% of our Fiscal 2024 net revenues, primarily consists of sales of our Ralph Lauren branded apparel, footwear & accessories, home, and related 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 outlet 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 and various third-party digital and licensee partners.

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 2% of our Fiscal 2024 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. See Note 9 to the accompanying consolidated financial statements 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.

This segment structure is consistent with how we establish our overall business strategy, allocate resources, and assess performance of our Company.

Approximately 55% of our Fiscal 2024 net revenues were earned outside of the U.S. See Note 20 to the accompanying consolidated financial statements for a summary of net revenues and operating income by segment, as well as net revenues and long-lived assets by geographic location.

Our Retail Business

Our retail business sells directly to customers throughout the world via our 564 retail stores and 699 concession-based shop-within-shops, totaling approximately 4.2 million and 0.7 million square feet, respectively, as well as through our own digital commerce sites and those of various third-party digital partners. We operate our business using a global omni-channel retailing strategy that seeks to deliver an integrated shopping experience with a consistent message of our brands and products to our customers, regardless of whether they are shopping for our products in physical stores or online. We also continue to scale and expand our Connected Retail capabilities to enhance the consumer experience, which include virtual selling appointments, Endless Aisle, Buy Online-Ship from Store, Buy Online-Pick Up in Store, and mobile checkout and contactless payments, among other capabilities.

Ralph Lauren Stores

Our Ralph Lauren stores feature a broad range of apparel, footwear & accessories, watch and jewelry, fragrance, and home product assortments in an atmosphere reflecting the distinctive attitude and image of the Ralph Lauren, Polo, and Double RL brands, including exclusive merchandise that is not sold in department stores. During Fiscal 2024, we opened 34 new Ralph

Lauren stores and closed 11 stores. Our Ralph Lauren stores are primarily situated in major upscale street locations and upscale regional malls, generally in large urban markets.

The following table presents the number of Ralph Lauren stores by segment as of March 30, 2024:

	Ralph Lauren Stores
North America	50
Europe	44
Asia	138
Total	232

Our 9 flagship Ralph Lauren regional store locations showcase our iconic styles and products and demonstrate our most refined merchandising techniques. In addition to generating sales of our products, our worldwide Ralph Lauren stores establish, reinforce, and capitalize on the image of our brands. Our Ralph Lauren stores range in size from approximately 400 to 37,900 square feet.

Outlet Stores

We extend our reach to additional consumer groups through our outlet stores worldwide, which are principally located in major outlet centers. Our worldwide outlet stores offer selections of our apparel, footwear & accessories, and fragrances. In addition to these product offerings, certain of our worldwide outlet stores offer watches and home product assortments. During Fiscal 2024, we opened 5 new outlet stores and closed 17 stores.

The following table presents the number of outlet stores by segment as of March 30, 2024:

	Outlet Stores
North America	180
Europe	59
Asia	93
Total	332

Our outlet stores range in size from approximately 1,000 to 28,300 square feet. Outlet stores obtain products from our suppliers, our product licensing partners, and our other retail stores and digital commerce operations, and also serve as a secondary distribution channel for our excess and out-of-season products.

Concession-based Shop-within-Shops

The terms of trade for shop-within-shops are largely conducted on a concession basis, whereby inventory continues to be owned by us (not the department store) until ultimate sale to the end consumer. The salespeople involved in the sales transactions are generally our employees and not those of the department store.

The following table presents the number of concession-based shop-within-shops by segment as of March 30, 2024:

	Concession-based Shop-within-Shops
North America	1
Europe	27
Asia	671
Total ^(a)	699

^(a) Our concession-based shop-within-shops were located at approximately 300 retail locations.

The size of our concession-based shop-within-shops ranges from approximately 100 to 4,700 square feet. We may share in the cost of building out certain of these shop-within-shops with our department store partners.

Directly-Operated Digital Commerce Websites

In addition to our stores, our retail business sells products online in North America, Europe, and Asia through our various directly-operated digital commerce sites, which include www.RalphLauren.com, among others. We continue to expand accessibility to our digital flagships globally while localizing language, currencies, payment methods, product assortments, and content. We also sell our products online through various third-party digital partner commerce sites, primarily in Asia, as well as through our Ralph Lauren app in the U.S.

Our Ralph Lauren digital commerce sites offer our customers access to a broad array of Ralph Lauren, Double RL, Polo, and Lauren apparel, footwear & accessories, watch and jewelry, fragrance, and home product assortments, and reinforce the luxury image of our brands. While investing in digital commerce operations remains a primary focus, it is an extension of our investment in the integrated omni-channel strategy used to operate our overall retail business, in which our digital commerce operations are interdependent with our physical stores.

Our Wholesale Business

Our wholesale business sells our products globally primarily to major department stores, specialty stores, and golf and pro shops, as well as to various third-party digital partners. We have continued to focus on elevating our brand by improving in-store product assortment and presentation, as well as full-price sell-throughs to consumers. As of the end of Fiscal 2024, our wholesale products were sold through over 9,600 doors worldwide, with the majority in specialty stores. Our products are also increasingly being sold through the digital commerce sites of many of our traditional wholesale customers and our third-party digital partners.

The primary product offerings sold through our wholesale channels of distribution include apparel, footwear & accessories, and home product assortments. Our luxury brands, including Ralph Lauren Collection and Ralph Lauren Purple Label, are distributed worldwide through a limited number of premier fashion retailers. In North America, our wholesale business is comprised primarily of sales to department stores, and to a lesser extent, specialty stores. In Europe, our wholesale business 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. In Asia, our wholesale business is comprised primarily of sales to department stores and various third-party digital partners. We also distribute our wholesale products to certain licensed stores operated by our partners in Latin America, Asia, Europe, and emerging markets.

We sell most of our excess and out-of-season products through secondary distribution channels worldwide, including our retail outlet stores.

Worldwide Wholesale Distribution Channels

The following table presents by segment the number of wholesale doors in our primary channels of distribution as of March 30, 2024:

	Doors
North America	3,329
Europe	5,547
Asia	802
Total	<u>9,678</u>

In addition to our conventional wholesale doors, our products are increasingly being sold through the websites of many of our traditional wholesale customers, as well as those of our third-party digital partners. As of March 30, 2024, our wholesale business served approximately 100 third-party digital partners, primarily in Europe.

We have three key wholesale customers that generate significant sales volume. During Fiscal 2024, sales to our three largest wholesale customers accounted for approximately 13% of our total net revenues. Substantially all sales to our three largest wholesale customers related to our North America segment.

Our products are sold primarily by our own sales forces. Our wholesale business maintains its primary showrooms in New York City, as well as regional showrooms in London, Madrid, Milan, Munich, Paris, and Stockholm. In addition, we utilize virtual showrooms, allowing our customers to experience and discover our product assortments in a retail setting remotely.

Shop-within-Shops. As a critical element of our distribution to department stores, we and our licensing partners utilize shop-within-shops to enhance brand recognition, to permit more complete merchandising of our lines by the department stores, and to differentiate the presentation of our products.

The following table presents by segment the number of shop-within-shops in our primary channels of distribution as of March 30, 2024:

	Shop-within-Shops
North America	6,811
Europe	7,206
Asia	1,068
Total	<u>15,085</u>

The size of our shop-within-shops ranges from approximately 65 to 9,200 square feet. Shop-within-shop fixed assets primarily include items such as customized freestanding fixtures, wall cases and components, decorative items, and flooring. We normally share in the cost of building out these shop-within-shops with our wholesale customers.

Replenishment Program. Core products such as knit shirts, chino pants, oxford cloth shirts, select footwear & accessories, and home products can be ordered by our wholesale customers at any time through our replenishment program. We generally ship these products within two to five days of order receipt.

Backlog. We generally receive wholesale orders approximately three to five months prior to the time the products are delivered to customers, except for orders received through our replenishment program which ship within two to five days of order receipt. Our wholesale orders are generally subject to broad cancellation rights. Further, the size of our order backlog depends on several factors, including the timing of the market weeks for our particular lines during which a significant percentage of our orders are received and the timing of shipments, which varies from year-to-year with consideration for holidays, consumer trends, concept plans, and the replenishment program's usage. Consequently, the dollar amount of our backlog as of any date may not be indicative of actual future shipments and therefore is not meaningful in understanding our business as a whole.

Our Licensing Business

Through licensing alliances, we combine our consumer insight, design, and marketing skills with the specific product or geographic competencies of our licensing partners to create and build new businesses. We generally seek out licensing partners who are leaders in their respective markets, contribute the majority of product development costs, provide the operational infrastructure required to support the business, and own the inventory. Our licensing business has been aggregated with other non-reportable segments.

Product Licensing

We grant our product licensees 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. Each product licensing partner pays us royalties based upon its sales of our products, generally subject to a minimum royalty requirement for the right to use our trademarks and design services. In addition, our licensing partners may be required to allocate a portion of their revenues to advertising our products and sharing in the creative costs associated with these products. Larger allocations typically are required in connection with launches of new products or in new territories. Our license agreements generally have three to five-year terms and may grant the licensees conditional renewal options.

We work closely with all of our licensing partners to ensure that their products are developed, marketed, and distributed to reach the intended consumer and are presented consistently across product categories to convey the distinctive identity and lifestyle associated with our brands. Virtually all aspects of the design, production quality, packaging, merchandising, distribution, advertising, and promotion of Ralph Lauren products are subject to our prior approval and continuing oversight. We perform a broader range of services for most of our Ralph Lauren Home licensing partners than we do for our other licensing partners, including design, operating showrooms, marketing, and advertising.

The following table lists our largest licensing agreements as of March 30, 2024 for the product categories presented. Except as noted in the table, these product licenses cover North America only.

Category	Licensed Products	Licensing Partners
Men's Apparel	Underwear and Sleepwear	Hanesbrands, Inc. (includes Japan)
	Chaps	5 Star Apparel LLC (includes South America and South Korea)
Women's Apparel	Outerwear	S. Rothschild & Co., Inc.
	Sleepwear	Charles Komar and Sons, Inc. (includes Europe and the Middle East)
	Intimates and Sleepwear	Delta Galil (global)
	Chaps	5 Star Apparel LLC (includes South America and South Korea)
Beauty Products	Fragrances, Personal Care	L'Oreal S.A. (global)
Footwear	Men's and Women's Slippers and Children's Footwear	BBC International LLC (global)
Accessories	Eyewear	Luxottica Group S.p.A. (global)
	Socks and Hosiery	Renfro Corporation
Home	Utility and Blankets	Keeco (by acquisition of Hollander Sleep & Decor)
	Lighting	Visual Comfort of America LLC (global)

International Licensing

Our international licensing partners acquire the right to sell, promote, market, and/or distribute various categories of our products in a given geographic area and source products from us, our product licensing partners, and/or independent sources. International licensees' rights may include the right to own and operate retail stores. As of March 30, 2024, our international licensing partners operated 195 stores and shops.

Digital Ecosystem

Investing in our digital ecosystem remains a primary focus and is a key component of our integrated global omni-channel strategy that spans across owned and partnered channels, both physical and digital. Our digital ecosystem is comprised of directly-operated platforms, wholesale partner websites, third-party digital pure players, social commerce, and third-party mixed reality platforms.

Our directly-operated digital commerce sites represent our digital flagships, featuring the most elevated expression of our brands. The strategy for our digital flagships is to deliver distinct and immersive brand experiences, continuously enhance consumer experience, and develop digital content that drives deeper consumer engagement and conversion. We have launched RalphLauren.com flagships across many new markets and introduced additional languages and payment methods globally. We continue to enhance consumer experiences and engagement with greater personalization, enhanced content, and augmented and virtual reality on our digital flagships and Ralph Lauren app. In connection with our long-term growth strategy, we also continue to scale and expand our Connected Retail capabilities to enhance the consumer experience and leverage inventory across direct-to-consumer channels with abilities such as Endless Aisle, Buy Online-Pick up In Store, and same-day delivery.

Our products are also sold through the digital commerce sites of many of our wholesale customers across the globe. With all partners in our ecosystem, we seek to showcase the brand consistently with our values. We collaborate with our key wholesale customers to deliver the right content to the right audience, and leverage consumer insights to develop a holistic, channel-agnostic view of our consumer.

We also sell our products online through various third-party digital pure-play sites to reach a broader audience of consumers, including younger consumers, and amplify our brand messages. On many of these sites, we have created digital shop-in-shop environments with a consistent brand experience, tailored product stories, and an assortment that is carefully curated by our merchants. We also partner closely with our pure-play customers on marketing content and events, as well as optimizing search and other data analyses to drive higher traffic and conversion for our brands.

In connection with our digital commerce operations, we engage consumers through various digital and social media platforms, which are supported through our collaboration with influencers who have an authentic connection to our brand. Ralph Lauren brands are also represented in several mixed reality and gaming platforms, providing digital apparel offerings and virtual brand experiences that attract younger consumers.

Seasonality of Business

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.

Working capital requirements vary throughout the year. Working capital requirements typically increase during the first half of the fiscal year as inventory builds to support peak shipping/selling periods and, accordingly, typically decrease during the second half of the fiscal year as inventory is shipped/sold. Cash provided by operating activities is typically higher in the second half of the fiscal year due to reduced working capital requirements during that period.

Product Design

Our products reflect a timeless and innovative interpretation of American style with a strong international appeal. Our consistent emphasis on new and distinctive design has been an important contributor to the prominence, strength, and reputation of the Ralph Lauren brands.

Our Ralph Lauren products are designed by, and under the direction of, Mr. Ralph Lauren and our design teams. We form design teams around our brands and product categories to develop concepts, themes, and products for each brand and category. Through close collaboration with merchandising, sales, and product management staff, these teams support all of our businesses in order to gain market information and other valuable input.

Marketing and Advertising

Our marketing and advertising programs communicate the themes and images of our brands and are integral to the success of our product offerings. The majority of our advertising programs are created and executed by our in-house creative and advertising agency to ensure consistency of presentation, which are complemented by our marketing experts in each region who help to execute our international strategies.

We create distinctive image advertising for our brands, conveying the particular message of each one within the context of the overall Ralph Lauren aesthetic. Advertisements generally portray a lifestyle rather than a specific item and include a variety of products offered by us and, in some cases, our licensing partners. Our communication campaigns are increasingly being executed through digital and social media platforms to drive further engagement with the younger consumer. With regard to influencers, we believe in fostering long-term relationships with those who have an authentic connection to our brand and influence the areas of culture that matter most to our audiences. We also continue to advertise through print and outdoor media, and, to a lesser extent, through television and cinema.

Our digital advertising programs focus on high impact and innovative digital media outlets, which allow us to convey our key brand messages and lifestyle positioning. We also develop digital editorial initiatives that allow for deeper education and engagement around the Ralph Lauren lifestyle. We deploy these marketing and advertising initiatives through online, mobile, video, email, and social media. Our digital commerce sites present the Ralph Lauren lifestyle online, while offering a broad array of our apparel, footwear & accessories, home, fragrances, and hospitality product lines.

Additionally, we advertise in consumer and trade publications, and participate in cooperative advertising on a shared cost basis with some of our wholesale and licensing partners. We have outdoor advertising placements in key cities as well, focusing on impact and reach. We also provide point-of-sale fixtures and signage to our wholesale customers to enhance the presentation of our products at their retail locations. In addition, when our licensing partners are required to spend an amount equal to a percentage of their licensed product sales on advertising, in certain cases we coordinate the advertising placement on their

behalf. We believe our investments in shop-within-shop environments and retail stores, including our global flagship locations, contribute to and enhance the themes of our brands to consumers.

We also conduct a variety of public relations activities. For example, we typically introduce each of our spring and fall menswear and womenswear collections at press presentations in major cities such as New York City and Milan. Such fashion events, in addition to celebrity dressing occasions, including those related to red carpet events, weddings, and major sporting events, and events hosted in our stores and restaurants, including *The Polo Bar* in New York City, generate extensive domestic and international media and social coverage.

We are the official outfitter for all on-court officials at the Wimbledon, U.S. Open, and Australian Open tennis tournaments. These tournaments provide worldwide exposure for our brand in a relevant lifestyle environment. We also continue to be the exclusive Official Parade Outfitter for the U.S. Olympic and Paralympic Teams, with the right to manufacture, distribute, advertise, promote, and sell products in the U.S. which replicate the Parade Outfits and associated leisure wear. Most recently, we dressed Team U.S.A. for the Winter Olympic Games in Beijing, China in 2022, and we will be dressing the team for the upcoming Summer Olympic Games in Paris, France in 2024, Winter Olympic Games in Milan, Italy in 2026, and Summer Olympic Games in Los Angeles, U.S. in 2028. As part of our involvement with Team U.S.A., we have established a partnership with athletes serving as brand ambassadors and as the faces of our advertising, marketing, and public relations campaigns. We are also the official apparel outfitter for the Professional Golfers' Association ("PGA") of America, the PGA Championship, the U.S. Golf Association, and the U.S. Ryder Cup Team, as well as a partner of the American Junior Golf Association. We sponsor a roster of professional golfers, including Billy Horschel, Andrea Lee, Doc Redman, Trevor Werbylo, Devon Bling, Smylie Kaufman, Tom Watson, Davis Love III, Jonathan Byrd, and Nick Watney.

We believe our partnerships with such prestigious global athletic events reinforce our brand's sporting heritage in a truly authentic way and serve to connect our Company and brands to our consumers through their individual areas of passion.

Sourcing, Production and Quality

We contract for the manufacture of our products and do not own or operate any production facilities. Over 300 different manufacturers worldwide produce our apparel, footwear & accessories, and home products, with no one manufacturer providing more than 5% of our total products (by dollar value) during Fiscal 2024. We source both finished products and raw materials. Raw materials include fabric, buttons, and other trim. Finished products consist of manufactured and fully assembled products ready for shipment to our customers. In Fiscal 2024, approximately 96% of our products (by dollar value) were produced outside of the U.S., primarily in Asia, Europe, and Latin America, with approximately 19% of our products sourced from Vietnam and 15% from China. See *"Import Restrictions and Other Government Regulations,"* Item 1A — *"Risk Factors — Risks Related to Macroeconomic Conditions — Economic conditions could have a negative impact on our major customers, suppliers, vendors, and lenders, which in turn could materially adversely affect our business,"* and Item 1A — *"Risk Factors — Risks Related to our Business and Operations — Our business is subject to risks associated with importing products and the ability of our manufacturers to produce our goods on time and to our specifications."*

Most of our businesses must commit to the manufacturing of our garments before we sell finished goods, whether through wholly-owned retail stores or to wholesale customers. We also must commit to the purchase of fabric from mills well in advance of our sales. If we overestimate our primary customers' demand for a particular product or the need for a particular fabric or yarn, we primarily sell the excess products or garments made from such fabric or yarn in our outlet stores or through other secondary distribution channels.

Suppliers operate under the close supervision of our global manufacturing division. All products are produced according to our specifications and standards. Production and quality control staff in Asia and Europe, together with our quality control service providers in the Americas and the Middle East, monitor manufacturing at supplier facilities in order to correct problems prior to shipment of the final product. Procedures have been implemented under our vendor certification and compliance programs so that quality assurance is reviewed early in the production process, allowing merchandise to be received at the distribution facilities and shipped to customers with minimal interruption.

Competition

Competition is very strong in the segments of the fashion and consumer product industries in which we operate. We compete with numerous designers and manufacturers of apparel, footwear, accessories, fragrances, and home products, both domestic and international. We also face increasing competition from companies selling our product categories through the Internet. Some of our competitors may be significantly larger and have substantially greater resources than us. We compete primarily on the basis of timeless style, quality, value, and service, which depend on our ability to:

- anticipate and respond in a timely fashion to changing consumer demands and shopping preferences, including the ever-increasing shift to digital brand engagement, social media communications, and online and cross-channel shopping;
- create and maintain favorable brand recognition, loyalty, and a reputation for quality, including through digital brand engagement and online and social media presence;
- develop and produce innovative, high-quality products in sizes, colors, and styles that appeal to consumers of varying demographics, including age;
- competitively price our products and create a compelling value proposition for consumers, including price increases to mitigate inflationary pressures while simultaneously balancing the risk of lower consumer demand in response to any such price increases;
- provide strong and effective marketing support in several diverse demographic markets, including through digital and social media platforms in order to stay better connected to consumers;
- establish relationships with athletes, musicians, influencers, and other celebrities to promote our brands and products;
- provide attractive, reliable, secure, and user-friendly digital commerce sites;
- adapt to changes in technology, including the successful utilization of data analytics, artificial intelligence, and machine learning;
- obtain sufficient retail floor space and effectively present our products to consumers;
- attract consumer traffic to stores, shop-within-shops, and digital commerce sites;
- source sustainable and traceable raw materials at cost-effective prices;
- anticipate and maintain proper inventory levels;
- ensure product availability and optimize supply chain and distribution efficiencies;
- maintain and grow market share;
- recruit and retain employees to operate our retail stores, distribution centers, and various corporate functions;
- protect our intellectual property; and
- withstand prolonged periods of adverse economic conditions or business disruptions.

See Item 1A — "Risk Factors — Risks Related to our Business and Operations — We face intense competition worldwide in the markets in which we operate."

Distribution

To facilitate global distribution, our products are shipped from manufacturers to a network of distribution centers around the world for inspection, sorting, packing, and delivery to our retail locations and digital commerce and wholesale customers. This network includes the following primary distribution facilities:

Facility Location	Geographic Region Served	Facility Ownership
N. Pendleton Street, High Point, North Carolina	U.S.	Owned
NC Highway 66, High Point, North Carolina	U.S.	Leased
Greensboro, North Carolina	U.S.	Leased
Whitsett, North Carolina	U.S.	Leased
Toronto, Ontario	Canada	Third-party
Parma, Italy	Europe and Latin America	Third-party
Yokohama, Japan	Japan	Third-party
Bugok, South Korea	South Korea	Leased
Tuen Mun, Hong Kong	China and Southeast Asia ^(a)	Third-party

^(a) Includes Australia, Cambodia, China, Hong Kong, Macau, Malaysia, New Zealand, the Philippines, Singapore, Taiwan, Thailand, and Vietnam.

All facilities are designed to allow for high-density cube storage and value-added services and utilize unit and carton tracking technology to facilitate process control and inventory management. The distribution network is managed through globally integrated information technology systems.

Information Systems

Our information systems facilitate business processes, consumer experiences, and decision-making support across the Company and our extended ecosystem of manufacturers, vendors, business partners, and customers. Our system applications are connected to support the flow of information across functions, including (i) product design, sourcing, and production; (ii) comprehensive order processing, fulfillment, and distribution; (iii) retail store and digital commerce operations; (iv) marketing and advertising; (v) financial accounting and management reporting; and (vi) human resources.

Our retail operation systems, including point-of-sale registers and merchandising, planning, and inventory management systems, support operational processes within our store network and link with our digital commerce processes to support omni-channel capabilities.

We are continually improving and upgrading our computer systems, services, and software. For example, during Fiscal 2024, we continued the digitalization of our value chain and introduced visual line collaboration. In addition, we continued to enhance our solutions for advanced analytics, furthering our use of artificial intelligence ("AI"), both predictive and generative, and machine learning ("ML") for areas such as forecasting, marketing, and personalization. We also expanded our digital commerce operations to new markets and continued to evolve our consumer experiences, including enhanced search capabilities and redesigning certain of our sites.

See Item 1A — *"Risk Factors — Risks Related to Information Systems and Data Security."*

See Item 1C — *"Cybersecurity"* for discussion regarding our cybersecurity risk management and strategy, as well as our cybersecurity governance.

Wholesale Credit Control

We manage our own credit function. We sell our merchandise principally to major department stores, specialty stores, and third-party digital partners, and extend credit based on an evaluation of the wholesale customer's financial capacity and condition, usually without requiring collateral. We monitor credit levels and the financial condition of our wholesale customers on a continuing basis to minimize credit risk. We do not factor or underwrite our accounts receivables, nor do we maintain credit insurance to manage the risk of bad debts. In North America, collection and deduction transactional activities are provided through a third-party service provider. See Item 1A — *"Risk Factors — Risks Related to our Business and Operations"*

— A substantial portion of our revenue is derived from a limited number of large wholesale customers. Our business could be adversely affected as a result of consolidations, liquidations, restructurings, other ownership changes in the retail industry, and/or any financial instability of our large wholesale customers."

Trademarks

We own the RALPH LAUREN, POLO, POLO RALPH LAUREN, and the famous Polo Player Design trademarks in the U.S. and over 120 countries worldwide. Other trademarks that we own include:

- PURPLE LABEL;
- DOUBLE RL;
- RRL & DESIGN;
- RLX;
- RL;
- LAUREN RALPH LAUREN;
- PINK PONY;
- LAUREN;
- RALPH;
- POLO BEAR;
- CHAPS; and
- Various other trademarks.

Mr. Ralph Lauren has the royalty-free right to use as trademarks RALPH LAUREN, DOUBLE RL, and RRL in perpetuity in connection with, among other things, beef and living animals. The trademarks DOUBLE RL and RRL are currently used by the Double RL Company, an entity wholly owned by Mr. R. Lauren. In addition, Mr. R. Lauren has the right to engage in personal projects involving film or theatrical productions (not including or relating to our business) through RRL Productions, Inc., a company wholly owned by Mr. R. Lauren. Any activity by these companies has no direct impact on us.

Our trademarks are the subject of registrations and pending applications throughout the world for use on a variety of items of apparel, apparel-related products and accessories, home furnishings, restaurant and café services, online services and online publications, and beauty products, as well as in connection with retail services, and we continue to expand our worldwide usage and registration of related trademarks. In general, trademarks remain valid and enforceable as long as the marks are used in connection with the related products and services and the required registration renewals are filed. We regard the license to use the trademarks and our other proprietary rights in and to the trademarks as extremely valuable assets in marketing our products and, on a worldwide basis, vigorously seek to protect them against infringement. As a result of the appeal of our trademarks, our products have been the object of counterfeiting. While we have a broad enforcement program which has been generally effective in protecting our intellectual property rights and limiting the sale of counterfeit products in the U.S. and in most major markets abroad, we face greater challenges with respect to enforcing our rights against trademark infringement in certain parts of Asia.

In markets outside of the U.S., our rights to some or all of our trademarks may not be clearly established. Over the course of our international expansion, we have experienced conflicts with various third parties who have acquired ownership rights in certain trademarks, including POLO and/or a representation of a Polo Player Design, which impede our use and registration of our principal trademarks. While such conflicts are common and may arise again from time to time as we continue our international expansion, we have, in general, successfully resolved such conflicts in the past through both legal action and negotiated settlements with third-party owners of the conflicting marks (see Item 1A — "*Risk Factors — Risks Related to our Business and Operations — Our trademarks and other intellectual property rights may not be adequately protected outside the U.S.*" and Item 3 — "*Legal Proceedings*" for further discussion). Although we have not suffered any material restraints or restrictions on doing business in desirable markets in the past, we cannot assure that significant impediments will not arise in the future as we expand product offerings and introduce trademarks to new markets.

Import Restrictions and Other Government Regulations

Virtually all of our merchandise imported into the Americas, Europe, Asia, Australia, and New Zealand is subject to duties. In addition, most of the countries to which we ship could impose safeguard quotas and duties to protect their local industries from import surges that threaten to create market disruption. The U.S. and other countries may also unilaterally impose additional duties in response to a particular product being imported at unfairly traded prices in such increased quantities that would cause (or threaten) injury to the relevant domestic industry (generally known as "anti-dumping" actions). If dumping is suspected in the U.S., the U.S. government may self-initiate a dumping case on behalf of the U.S. textile industry which could significantly affect our costs. Furthermore, additional duties, generally known as countervailing duties, can also be imposed by the U.S. government to offset subsidies provided by a foreign government to foreign manufacturers if the importation of such subsidized merchandise injures or threatens to injure a U.S. industry.

In addition, each of the countries in which our products are sold has laws and regulations covering imports. Because the U.S. and the other countries in which our products are manufactured and sold may, from time to time, impose new duties, tariffs, surcharges, or other import controls or restrictions, or adjust presently prevailing duty or tariff rates or levels, we maintain a program of intensive monitoring of import restrictions and opportunities. We seek to minimize our potential exposure to import-related risks through, among other measures, adjustments in product design and fabrication, shifts of production among countries and manufacturers, and through geographical diversification of our sources of supply.

As almost all of our products are manufactured by foreign suppliers, the enactment of new legislation or the administration of current international trade regulations or executive action affecting textile agreements, or changes in sourcing patterns could adversely affect our operations. See Item 1A — *"Risk Factors — Risks Related to Regulatory, Legal, and Tax Matters — Our ability to conduct business globally may be affected by a variety of legal, regulatory, political, and economic risks"* and *"Risk Factors — Risks Related to our Business and Operations — Our business is subject to risks associated with importing products and the ability of our manufacturers to produce our goods on time and to our specifications."*

We are also subject to other international trade agreements, such as the U.S.-Mexico-Canada Agreement, the Central American Free Trade Agreement, the U.S.-Peru Free Trade Agreement, the U.S.-Jordan Free Trade Agreement, the U.S.-Korea Free Trade Agreement and other special trade preference programs. A portion of our imported products are eligible for certain of these duty-advantaged programs.

Apparel and other products sold by us are under the jurisdiction of multiple governmental agencies, including, in the U.S., the Federal Trade Commission, U.S. Customs & Border Protection, the U.S. Fish and Wildlife Service, the Environmental Protection Agency, and the Consumer Products Safety Commission. Our products are also subject to regulation in the U.S. and other countries, including the U.S. Consumer Product Safety Improvement Act, which relate principally to product labeling, licensing requirements, and consumer product safety requirements and regulatory testing, particularly with respect to products used by children. Any failure to comply with such requirements could result in significant penalties and require us to recall products, which could have a material adverse effect on our business or operating results. We believe that we are in substantial compliance with these regulations, as well as applicable federal, state, local, and foreign rules and regulations governing the discharge of materials hazardous to the environment. Our licensed products, licensing partners, buying/sourcing agents, and the vendors and factories with which we contract for the manufacture and distribution of our products are also subject to regulation. Our agreements require our licensing partners, buying/sourcing agents, vendors, and factories to operate in compliance with all applicable laws and regulations, and we are not aware of any violations which could reasonably be expected to have a material adverse effect on our business or operating results.

We are also subject to disclosure and reporting requirements, established under existing or new federal or state laws, such as the requirements to identify the origin and existence of certain "conflict minerals" under the Dodd-Frank Wall Street Reform and Consumer Protection Act, and disclosures of specific actions to eradicate abusive labor practices in our supply chain under the California Transparency in Supply Chains Act. While we require our suppliers to operate in compliance with all applicable laws and our operating guidelines which promote ethical and socially responsible business practices, any violation of labor, environmental, health, and safety or other laws, or any divergence by an independent supplier's labor practices from generally accepted industry standards, could damage our reputation, disrupt our sourcing capabilities, and increase the cost of doing business, adversely affecting our results of operations. See Item 1A — *"Risk Factors — Risks Related to our Business and Operations — Our business could suffer if we fail to comply with labor laws or if one of our manufacturers fails to use acceptable labor or environmental practices."*

Although we have not suffered any material restriction from doing business in desirable markets in the past, we cannot assure that significant impediments will not arise in the future as we expand product offerings and introduce additional trademarks to new markets.

Human Capital

Our purpose is to inspire the dream of a better life through authenticity and timeless style. This purpose extends to how we provide resources to support our employees' health, well-being, work-life harmony, and quality of life. We believe that attracting, developing, and retaining a diverse work force that is both skilled and motivated is critical to the successful execution of our long-term growth strategy. To this end, we are committed to creating a culture and work environment in which all employees feel welcome and can thrive, both as individuals and as part of our team.

Our Board of Directors regularly reviews our people and development strategy, including our employee diversity, equity, and inclusion ("DE&I") initiatives.

Our Employees

As of March 30, 2024, we had approximately 23,400 employees, comprised of approximately 14,800 full-time and 8,600 part-time employees. Approximately 9,900 of our employees are located in the U.S. and 13,500 are located in foreign countries.

As of March 30, 2024, approximately 64% and 36% of our global workforce self-identified as female and male, respectively. In the U.S., approximately 60% of our workforce self-identified as an underrepresented race and ethnic group and 33% self-identified as White, with the remaining 7% electing not to disclose such information.

Diversity, Equity, and Inclusion

We believe the diversity of our employees and our culture of inclusivity drive innovation and creativity, and we are committed to further strengthening such diversity and inclusion across race, ethnicity, gender, sexual orientation, disability, and mental health and wellness, among other demographics, ensuring fairness for all. Our DE&I strategy is guided by the following five pillars:

1. *Talent* — Ensure that fostering a culture of inclusion and belonging is a priority company-wide, resulting in the cultivation of diverse teams and elevation of underrepresented talent to leadership ranks. Throughout Fiscal 2024, we continued to maintain gender parity in our leadership ranks for Vice President and above. Additionally, we have 19% people of color in our global leadership team. We also plan to continue driving progress towards our goal of exceeding an 80% employee survey score on "my manager champions diversity and psychological safety."
2. *Collaboration and Belonging* — Enable open dialogue and create opportunities for the amplification of diverse voices and perspectives. We have a roadmap designed to deliver a customized approach to ensure accessibility for employees worldwide. Our Employee Impact Groups ("EIGs") harness the talent and passion of our employees from around the world to help create an inclusive and diverse company culture, as well as learning and engagement opportunities. Our mission is to create EIGs that enable the organization to (i) deliver results that tie directly to our Next Great Chapter: *Accelerate* growth strategy by fostering a culture where all employees can thrive; (ii) advance a trustful and engaged work environment; (iii) boost inclusive leadership capabilities to promote a sense of belonging for all employees; and (iv) empower our employees to positively impact our workplace and the communities in which we live and serve.
3. *Learning* — We remain dedicated to the growth and advancement of our talent and offer a wide range of development programs for all levels, including on-the-job training and coaching and skill-building through our various customized learning and training programs. All of our employee learning and development programs aim to promote our Ralph Lauren Success Drivers — the key attributes, skills, ways of thinking, and behaviors that ultimately create conditions that better enable individuals and teams to succeed. Specific to DE&I education, we have in place a global "includership" program. We are also continuing to evolve our cultural awareness training.
4. *Communication and Messaging* — Optimize our inclusive message and increase the transparency of our DE&I initiatives. We gather direct feedback from our employees and measure their engagement to better understand how we can improve.
5. *Celebration and Recognition* — Appreciate our unique differences and increase educational events for all employees with a focus on diverse experiences. Many of these events occur during designated heritage and awareness moments, driven by our EIGs. Our robust programming includes heritage and celebration months, speaker series, educational forums and "Powerful Perspectives," which are leader-led conversations focused on different DE&I topics across the globe. Our DE&I efforts have been recognized in recent years, with various recognition achievements and distinctions, including, but not limited to, being named within Parity.org's "Best

Companies for Women to Advance" and "Best Companies for People of Color to Advance," Fortune's "World's Most Admired Companies," Forbes' "World's Best Employers" and "America's Best Employers for Diversity," and Newsweek's "America's Most Responsible Companies" and "America's Greatest Workplaces for Diversity."

Additional information relating to our DE&I initiatives and goals can be found in our most recently published Global Citizenship & Sustainability Report covering Fiscal 2023, which is available on our corporate website at <https://corporate.ralphlauren.com/citizenship-and-sustainability>. Our Global Citizenship & Sustainability Report covering Fiscal 2024 is expected to be released in September 2024. The content of our sustainability reports is not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC.

Talent Development

We continue our commitment to the growth and development of our employees and offer a comprehensive suite of development programs catering to all career levels and employee needs. Alongside continuous on-the-job training, development, and coaching, our employees benefit from access to our learning platform, Ralph Lauren Learning, facilitating skill enhancement and future readiness. Our collective learning and development endeavors propel individual career mobility and career growth. Our commitment to talent cultivation remains steadfast as we invest in the growth and development of our people.

Throughout Fiscal 2024, our dedication to fostering leadership excellence persisted through the RL Learning Academy, bolstering our management and leadership development initiatives. Additionally, we intensified our focus on employee empowerment and knowledge enrichment, providing tailored resources such as concise product knowledge materials and immersive learning capsules addressing DE&I in the workplace.

These cohesive learning initiatives not only serve to empower our employees but also underscore our commitment to cultivating a dynamic and inclusive workplace culture. By equipping our team with the necessary tools and insights for professional growth, we facilitate career progression and strengthen our employees as individuals deeply aligned with our company values, vision, and purpose.

Employee Safety and Well-Being

We are committed to the safety, health, and overall well-being of each of our employees and their families, providing a wide array of physical, emotional, social, and financial support to meet this objective. THRIVE, our global wellness program and related application tool, provides access to volunteer events and physical and mental wellness support. The THRIVE application also provides a daily pulse question through Microsoft Teams, which links to additional wellness articles based on an employee's response. In addition, these pulse responses are tracked so that employees can view their well-being progress. In partnership with THRIVE, we hosted educational workshops on a wide range of topics such as family well-being, women's health, and mental health.

Our priority continues to be ensuring the safety and well-being of all of our employees, customers, and the communities in which we operate in around the world. In this regard, for North America, in situations that make one feel unsafe, but do not warrant a call to 911, we have in place a program — Bond — making available the services of a security professional by an employee's side through an application, monitoring them and standing by to respond within seconds using voice, video, and chat.

Our employee well-being services in the U.S. include Gympass, a platform that offers resources to support one's body, mind, and mood, providing access to 12,000 fitness facilities nationwide at discounted prices, livestreamed group fitness classes, virtual personal training, and on-demand wellness partners providing fitness, meditations and mindfulness, mental health, and nutrition. In Asia, we launched WellSpace, a mobile app that helps employees improve mental and physical well-being. In the United Kingdom, we piloted Ralph Lauren's first-ever Well-being Champions program. After completing mental health training, Well-being Champions will deliver immediate care to anyone experiencing a personal crisis or distress in the workplace. Employees are not trained to be mental health professionals but rather develop an understanding, skills, and awareness regarding accessing support. In addition to these regional programs, we continue to host monthly wellness webinars globally and provide weekly meditation classes.

We also launched Facebook Workplace to our global employee population, an internal social media platform that allows our people to connect as one Ralph Lauren community and share about their interests, workplace achievements, personal and professional milestones, and learn more about their benefits and wellness.

Compensation and Benefits

We are committed to providing competitive compensation and benefits to attract and retain a diverse and talented workforce. In addition, we take a proactive approach to pay equity and continually monitor our compensation programs to promote fairness. In Fiscal 2024, we expanded our partnership with an independent workplace-equity firm to analyze our employee compensation based on gender, race, and ethnicity, as well as promotions or transfers.

We offer a wide array of both employer-paid and employee-paid benefits to support our employees' overall financial, physical, and mental well-being, including, but not limited to, healthcare and welfare benefits, retirement savings, paid time off, temporary leave, sabbaticals, and flexible work arrangements. We understand that everyone has unique needs when it comes to caring for and growing their families.

During Fiscal 2024, we expanded paid parental leave from four to six weeks globally to better support our employees welcoming the birth, adoption, or fostering of a new child. In the U.S., we also expanded fertility preservation medical coverage to include non-infertility diagnoses. Also in the U.S., we piloted a digital platform that provides 24-7 virtual care and resources for family building, pregnancy, postpartum, and menopause. Further, in order to better support our employees' financial security, we expanded our pay advance option from Europe to the U.S, which allows our employees to request their earned-but-unpaid wages instantly net of a nominal fee or the next business day for free, while also providing tools to help with budgeting and savings.

As we continue to ensure employees can access benefits information easily and in real-time, as well as finding new ways to communicate with our retail employees, we have recently expanded our flexible benefits platform in the United Kingdom to include Switzerland, and plan to extend the program to more countries in the future. This platform enables employees to select relevant benefits that fit their needs and lifestyle, access benefits information directly from their mobile or laptop, and submit their benefits selections on the platform. The platform also offers a communications module to send push notifications via the mobile app when an action is required from an employee.

Information About Our Executive Officers

As of the filing date of this Form 10-K, the following are our current executive officers and their principal recent business experience:

Ralph Lauren	Age 84	Mr. Ralph Lauren founded our business in 1967 and, for over five decades, has cultivated the iconography of America into a global lifestyle brand. He has been our Executive Chairman and Chief Creative Officer since November 2015, and a director of the Company since prior to our initial public offering in 1997. He had previously been our Chairman and Chief Executive Officer since prior to our initial public offering in 1997 until November 2015. In addition, he was previously a member of our Advisory Board or the Board of Directors of our predecessors in their organization.
Patrice Louvet	Age 59	Mr. Louvet has served as our President and Chief Executive Officer, and a director of the Company since July 2017. Prior to joining the Company, he served as the Group President, Global Beauty, Procter & Gamble Co. ("P&G") since February 2015. Prior to that role, Mr. Louvet held successively senior leadership positions at P&G, including the roles of Group President, Global Grooming (Gillette), and President of P&G's Global Prestige Business. Before he joined P&G, he served as a Naval Officer, Admiral Aide de Camp in the French Navy from 1987 to 1989. Mr. Louvet graduated from École Supérieure de Commerce de Paris and received his M.B.A. from the University of Illinois. Mr. Louvet also serves on the board of trustees of the Hospital of Special Surgery and joined the board of directors of Danone in April 2022. He is also on the CE Advisory Council of the Fashion Pact, a coalition committed to advancing environmental sustainability in the fashion and textile industries.

Jane Hamilton Nielsen	Age 60	Ms. Nielsen has been our Chief Financial Officer since September 2016 and our Chief Operating Officer since March 2019. She served as Chief Financial Officer of Coach, Inc. from September 2011 to August 2016. From 2009 to 2011, she was Senior Vice President and Chief Financial Officer of PepsiCo Beverages Americas and the Global Nutrition Group, divisions of PepsiCo Inc., with responsibility for all financial management including financial reporting, performance management, capital allocation, and strategic planning. Prior to that, Ms. Nielsen held various senior roles in finance at PepsiCo, Inc. and Pepsi Bottling Group starting in 1996. She also served on the board of directors of Mondelez International since May 2021, and previously served on the board of directors of Pinnacle Foods Inc. Ms. Nielsen received her M.B.A. from the Harvard Business School and B.A. from Smith College.
David Lauren	Age 52	Mr. David Lauren has been our Chief Branding and Innovation Officer, Strategic Advisor to the CEO, and Vice Chairman of the Board since April 2022. He served as our Chief Innovation Officer, Strategic Advisor to the CEO, and Vice Chairman of the Board from October 2016 to March 2022. Prior to that, he served in numerous leadership roles at the Company with responsibility for advertising, marketing, communications, and philanthropy. He has been a director of the Company since August 2013. Mr. D. Lauren oversees the Company's innovation strategy, processes, and capabilities to drive its brand strength and financial performance across all channels. He has been instrumental in growing the Company's global digital commerce business and pioneering our technology initiatives. Mr. D. Lauren is also the President of The Ralph Lauren Corporate Foundation (formerly known as The Polo Ralph Lauren Foundation). Before joining the Company in 2000, he was Editor-In-Chief and President of Swing, a general interest publication for Generation X. Mr. D. Lauren is the son of Mr. R. Lauren.
Halide Alagöz	Age 52	Ms. Alagöz joined the Company as the Corporate Senior Vice President of Global Manufacturing and Sourcing in 2016. She has been our Chief Product Officer since March 2021. Ms. Alagöz is responsible for our end-to-end product life cycle, bringing the magic of our design and production to life for our consumers around the world. She leads our Polo, RRL, and Lauren brand teams and additionally drives innovation and the seamless execution – from development through sourcing – of all products across the Ralph Lauren portfolio. Prior to joining the Company, Ms. Alagöz was with H&M Corporation for 18 years, most recently in Hong Kong as the Head of Purchasing. During her tenure with H&M, Ms. Alagöz was responsible for various regional and global supply chain operations in Hong Kong, China, Bangladesh, and Turkey. She also served on the board of directors of the American Apparel & Footwear Association since April 2018 and was confirmed as its Vice Chair for its 2024-2025 term in March 2024. Ms. Alagöz earned both a bachelor's degree in Industrial Engineering and her master's degree in Engineering Management from Istanbul Technical University.

Item 1A. Risk Factors

There are risks associated with an investment in our securities. The following risk factors should be read carefully in connection with evaluating our business and the forward-looking statements contained in this Annual Report on Form 10-K. Any of the following risk factors could materially adversely affect our business, including our prospects, results of operations, financial condition, liquidity, the trading price of our securities, and/or the actual outcome of matters as to which forward-looking statements are made in this report. Additional risks and uncertainties not currently known to us or that we currently view as immaterial may also materially adversely affect our business in future periods or if circumstances change.

Risks Related to Macroeconomic Conditions

Economic, political, and other conditions may adversely affect the global economy and/or the level of consumer purchases of discretionary items and luxury retail products, including our products.

The global economy and retail industry are impacted by many different factors that are outside of our control, including, among others, man-made or natural disasters, including pandemic diseases; consumer perceptions of personal well-being and safety; consumer perceptions of current and future economic conditions, including any recessionary fears; employment levels and wage rates; stock market performance; inflation; interest rates; foreign currency exchange rates; the housing market; consumer debt levels; the availability of consumer credit; the health and stability of the banking sector; the availability and price of commodities, including fuel and energy costs; global food supplies; taxation; diplomatic and trade relationships; general domestic and international political conditions; the threat, outbreak, or escalation of terrorism, military conflicts, or other hostilities; and weather conditions.

Current economic conditions, most notably persisting inflationary pressures (including increases in the cost of raw materials, transportation, and salaries & benefits), high interest rates, significant foreign currency volatility, bank failures, and concerns of a potential recession, continue to impact consumer discretionary income levels, spending, and sentiment in the U.S. and beyond. In response to such pressures, as well as in an effort to reduce elevated inventory levels, many retailers (particularly in the U.S.) have become increasingly more promotional in an attempt to offset traffic declines and increase conversion. Our gross margins could be adversely impacted if we were to apply a similar strategy over a prolonged period of time.

The global economy has also been negatively impacted by ongoing military conflicts taking place in various parts of the world, most notably the Russia-Ukraine and Israel-Hamas wars, other recent hostilities in the Middle East, and militant attacks on cargo vessels in the Red Sea. Although our voluntary decision to suspend operations in Russia has not resulted in a material impact to our consolidated financial statements and our ongoing operations in Israel are also not material, our business has been, and may continue to be, impacted by the broader macroeconomic implications resulting from these and other military conflicts, including inflationary pressures, unfavorable foreign currency exchange rates, increases in energy prices, food shortages, and volatility in financial markets, among other factors, which have adversely impacted consumer sentiment and confidence. Although our business has not been significantly impacted by the recent Red Sea crisis, it could lead to shipping delays, inventory shortages, and/or higher freight costs in the near future and beyond. It is not clear at this time how long these conflicts will endure, or if they will escalate further with additional countries declaring war against each other, which could further amplify the impacts of the various macroeconomic factors described above and potentially result in a global recession.

Consumer purchases of discretionary items and luxury retail products, including our products, tend to decline during periods of recession, high inflation, or rising interest rates, and at other times when disposable income is lower. Unfavorable economic conditions and other factors, such as pandemic diseases and other health-related concerns, political unrest, military conflicts, and acts of terrorism, may also reduce consumers' willingness and ability to travel to major cities and vacation destinations in which our stores and shop-within-shops are located. Further, consumers may prefer to spend more of their discretionary income on "experiences," such as dining and entertainment, over consumer goods. Stay-at-home orders, social gathering restrictions, and work-from-home arrangements, such as those resulting from pandemic diseases, may also diminish consumers' demand for luxury apparel products. Accordingly, a downturn or an uncertain outlook in the economies in which we, or our wholesale customers and licensing partners, sell our products, or other changes in consumer preferences, may materially adversely affect our business.

Economic conditions could have a negative impact on our major customers, suppliers, vendors, and lenders, which in turn could materially adversely affect our business.

Although we believe that our existing cash and investments, cash provided by operations, and available borrowing capacity under our credit and overdraft facilities and commercial paper borrowing program will provide us with sufficient liquidity, the impact of adverse economic conditions (such as persisting inflationary pressures and high interest rates) on our major customers, suppliers, vendors, and lenders and their ability to access global capital markets cannot be predicted. The inability of third parties to manufacture and/or ship our products due to insufficient liquidity or otherwise could impair our

ability to meet the delivery date requirements of our customers. A disruption in the ability of our significant customers to access liquidity could cause serious disruptions or an overall deterioration of their businesses which could lead to a significant reduction in their future orders of our products and the inability or failure on their part to meet their payment obligations to us, any of which could have a material adverse effect on our business.

Any deterioration in global financial or capital markets could affect our ability to access sources of liquidity to provide for our future cash needs, increase the cost of any future financing, or cause our lenders to be unable to meet their funding commitments under our credit and overdraft facilities. We also regularly maintain domestic cash deposits in Federal Deposit Insurance Corporation ("FDIC") insured banks, which exceed the FDIC insurance limits. In addition, we maintain cash deposits in foreign banks where we operate, some of which are not insured or are only partially insured by the FDIC or other similar agencies. Bank failures, events involving limited liquidity, defaults, non-performance or other adverse developments that affect financial institutions, or concerns or rumors about such events, may lead to liquidity constraints. The failure of a bank, or other adverse conditions in the financial or credit markets impacting financial institutions at which we maintain balances, could adversely impact our liquidity and financial performance. There can be no assurance that our deposits in excess of the FDIC or other comparable insurance limits will be backstopped by the U.S. or applicable foreign government, or that any bank or financial institution with which we do business will be able to obtain needed liquidity from other banks, government institutions, or by acquisition in the event of a failure or liquidity crisis. Our major customers, suppliers, and vendors may also be subject to similar risks, which in turn could have a resulting material adverse impact on our business if they were to lose access to sufficient liquidity.

Our business is exposed to domestic and foreign currency fluctuations.

Our business is exposed to foreign currency exchange risk. Specifically, changes in exchange rates between the U.S. Dollar and other currencies impact our financial results from a transactional perspective, as our foreign operations generally purchase inventory in U.S. Dollars. Given that we source most of our products overseas, the cost of these products may be affected by changes in the value of the relevant currencies. Changes in currency exchange rates may also impact consumers' willingness or ability to travel abroad and/or purchase our products while traveling, as well as affect the U.S. Dollar value of the foreign currency denominated prices at which our international businesses sell products. Additionally, the operating results and financial position of our international subsidiaries are exposed to foreign exchange rate fluctuations as their financial results are translated from the respective local currency into U.S. Dollars during the financial statement consolidation process. The foreign currencies to which we are exposed to from a transactional and translational perspective primarily include the Euro, the Japanese Yen, the British Pound Sterling, the South Korean Won, the Chinese Renminbi, the Canadian Dollar, the Swiss Franc, and the Australian Dollar. The expansion of our international business increases our exposure to foreign currency exchange risk.

Although we hedge certain exposures to changes in foreign currency exchange rates arising in the ordinary course of business, we cannot fully anticipate all of our currency exposures and therefore foreign currency fluctuations may have a material adverse impact on our business. In addition, factors that could impact the effectiveness of our hedging activities include the volatility of currency markets, the accuracy of forecasted transactions, and the availability of hedging instruments. As such, our hedging activities may not completely mitigate the impact of foreign currency fluctuations on our results of operations. See Item 7 — *"Management's Discussion and Analysis of Financial Condition and Results of Operations — Market Risk Management."*

Infectious disease outbreaks, such as the COVID-19 pandemic, could have a material adverse effect on our business.

Widespread public health emergencies or infectious disease outbreaks, such as the novel strain of coronavirus commonly referred to as COVID-19, have had, and could again in the future have, a material adverse effect on our business, results of operations, and financial condition. Potential impacts to our business include, but are not limited to: (i) our ability to successfully execute our long-term growth strategy; (ii) supply chain disruptions resulting from closed factories, reduced workforces, scarcity of raw materials, shipping and loading capacity constraints, and scrutiny or embargoing of goods produced in infected areas, including any related cost increases; (iii) reduced retail traffic at our stores and those of our wholesale customers and licensing partners due to forced closures or other operational restrictions, such as reduced capacity limits and operating hours, declines in tourism, and/or potential changes in consumer behavior and shopping preferences, such as their willingness to congregate in shopping centers or other populated locations and the overall growing preference to shop online versus at traditional brick and mortar locations; (iv) potential declines in the level of consumer purchases of discretionary items and luxury retail products, including our products, caused by higher unemployment and lower disposal income levels, inflationary pressures, travel and social gathering restrictions, work-from-home arrangements, or other factors beyond our control; (v) the potential build-up of excess inventory as a result of store closures and/or lower consumer demand; (vi) temporary closures or other operational restrictions of our distribution centers and/or corporate facilities; (vii) our ability to attract, retain, and manage employees; (viii) additional costs to protect the health and safety of our employees, customers, and communities, such as more frequent and thorough cleanings of our facilities and supplying personal protection equipment; (ix)

the potential loss of one or more of our significant wholesale customers or licensing partners, or the loss of a large number of smaller wholesale customers or licensing partners, if they are not able to withstand prolonged periods of adverse economic conditions, and our ability to collect outstanding receivables; (x) increased vulnerability to data security or privacy breaches as a result of remote working arrangements; (xi) our ability to successfully negotiate with landlords to obtain rent abatements, rent deferrals, and other relief; (xii) our ability to access capital markets and maintain compliance with covenants associated with our existing debt instruments, as well as the ability of our key customers, suppliers, and vendors to do the same with regard to their own obligations; (xiii) our ability to generate sufficient cash flows to support our operations, including repayment of our debt obligations as they become due, as well as to return value to our shareholders in the form of dividend payments and repurchases of our common stock; (xiv) diversion of management attention and resources from ongoing business activities and/or a decrease in employee morale; and (xv) our ability to maintain an effective system of internal controls and compliance with the requirements under the Sarbanes-Oxley Act of 2002.

Risks Related to our Strategic Initiatives and Restructuring Activities

We cannot assure the successful implementation of our growth strategy.

We have developed a long-term growth strategy with the objective of delivering sustainable, profitable growth and long-term value creation for shareholders, as outlined in Item 1 — "*Business — Objectives and Opportunities.*" Our ability to successfully execute our growth strategy is subject to various risks and uncertainties, as described herein.

Although we believe that our growth strategy will lead to long-term growth in revenue and profitability, there can be no assurance regarding the timing of or extent to which we will realize the anticipated benefits, if at all. Our failure to realize the anticipated benefits, which may be due to our inability to execute the various elements of our growth strategy, changes in consumer preferences, competition, economic conditions (including ongoing inflationary pressures), and other risks described herein, such as those related to pandemic diseases, supply chain disruptions, and military conflicts or other hostilities, could have a material adverse effect on our business. Such a failure could also result in the implementation of new restructuring-related activities, which may be dilutive to our earnings in the short term.

Achievement of our growth strategy may require investment in new capabilities, distribution channels, and technologies, such as those related to our Next Generation Transformation project. These investments may result in short-term costs without accompanying current revenues and, therefore, may be dilutive to our earnings in the short term. There can be no assurance regarding the timing of or extent to which we will realize the anticipated benefits of these investments and other costs, if at all.

We may not be successful in the expansion of our multi-channel distribution network or accelerating growth in certain product categories.

Implementation of our growth strategy involves the continuation and expansion of our multi-channel distribution network, including within international markets such as China, which is subject to many factors, including, but not limited to, our ability to (i) identify new or underpenetrated markets where our products and brand will be accepted by consumers; (ii) attract customers, particularly in new markets; (iii) identify desirable freestanding and department store locations, the availability of which may be out of our control; (iv) negotiate acceptable lease terms, including desired tenant improvement allowances; (v) efficiently and cost effectively build-out stores and shop-within-shops; (vi) source sufficient inventory levels timely to meet the needs of the new stores and shop-within-shops; (vii) hire, train, and retain competent store personnel; and (viii) integrate new stores and shop-within-shops into our existing systems and operations.

Any of these challenges could delay or otherwise prevent us from successfully executing our distribution expansion strategy. There can be no assurance that our new stores and shop-within-shops will be successful and profitable or if the capital costs associated with the build-out of such new locations will be recovered. Further, entry into new markets may bring us into competition with new or existing competitors that have a more established market presence than us or other competitive advantages. Other risks related to our international expansion plans include (i) changes in general economic conditions in specific countries and markets, including those resulting from inflationary pressures, pandemic diseases, natural or man-made disasters, civil or political instability, or military conflicts, terrorist acts, or other hostilities; (ii) changes in diplomatic and trade relationships and any resulting anti-American sentiment; (iii) foreign government regulation; (iv) risks associated with importing products; and (v) restrictions on the repatriation of funds held internationally, among other risks described herein. If our expansion plans are unsuccessful or do not deliver an appropriate return on our investments, our business, results of operations, and financial condition could be adversely affected.

The success of our business also depends largely on our ability to continue to maintain, enhance, and expand our digital footprint and capabilities. Consumers continue to increasingly shop online using computers, smartphones, tablets, and other devices, and also use such devices to perform comparison shopping on a real-time basis. Certain adverse events, such as pandemic diseases and severe weather, tend to amplify this trend, as consumers may find it difficult to travel to our brick and mortar locations or otherwise prefer to avoid populated locations, such as indoor shopping centers. Any failure on our part, or on the part of our third-party digital partners, to provide attractive, reliable, secure, and user-friendly digital commerce

platforms, including mobile apps, could negatively impact our customers' shopping experience resulting in reduced website traffic, diminished loyalty to our brands, and lost sales. In addition, as we continue to expand and increase the global presence of our digital commerce business, sales from our brick and mortar stores and wholesale channels of distribution in areas where digital commerce sites are introduced may decline due to changes in consumer shopping habits and cannibalization.

Our growth strategy also includes accelerating growth in certain high-potential, underdeveloped product categories, comprised of outerwear, home, and womenswear. We compete with other retailers in these product categories, some of which may be significantly larger than us and more established in these product categories, and competition is intense, as described within other risk factors herein. There can be no assurance that our targeted expansion in these product categories will be successful.

The success of our business depends on our ability to respond to constantly changing fashion and retail trends and consumer preferences in a timely manner, develop products that resonate with our existing customers and attract new customers, and provide a seamless shopping experience to our customers.

The industries in which we operate have historically been subject to rapidly changing fashion trends and consumer preferences. Our success depends in large part on our ability to originate and define fashion product and home product trends, as well as to anticipate, gauge, and react to changing consumer preferences in a timely manner. Our products must appeal to a broad range of consumers worldwide across various price points whose preferences cannot be predicted with certainty and are subject to rapid change, influenced by fashion trends, economic conditions, and weather conditions, among other factors. This issue is further compounded by the increasing use of digital and social media by consumers and the speed by which information and opinions are shared across the globe. We cannot assure that we will be able to continue to develop appealing styles or successfully meet constantly changing consumer preferences in the future. In addition, we cannot assure that any new products or brands that we introduce will be successfully received by consumers. Any failure on our part to anticipate, identify, and respond effectively to changing consumer preferences and fashion trends could adversely affect consumer acceptance of our products and leave us with a substantial amount of unsold inventory or missed opportunities. Conversely, if we underestimate consumer demand for our products or if manufacturers fail to supply quality products in a timely manner, we may experience inventory shortages. Any of these outcomes could have a material adverse effect on our business. For a discussion of risks related to our inventory management, see *"Risks Related to our Strategic Initiatives and Restructuring Activities — Our profitability may decline if we are unable to effectively manage inventory or as a result of increasing pressure on margins."*

Our marketing and advertising programs are integral to the success of our product offerings and on our ability to attract new customers and retain existing customers. Our communication campaigns are increasingly being executed through digital and social media platforms to drive further engagement with the younger consumer, with a focus on influencers. However, we cannot assure that our marketing and advertising programs will be successful or appeal to consumers. Ineffective marketing and advertising programs could impede our ability to maintain brand relevance, attract new customers, or retain existing customers.

The success of our business also depends on our ability to continue to develop and maintain a reliable omni-channel experience for our customers, as well as our ability to introduce new Connected Retail capabilities, such as virtual selling appointments, Endless Aisle, Buy Online-Ship from Store, Buy Online-Pick Up in Store, and mobile checkout and contactless payments, among other capabilities. Our business has evolved from an in-store experience to a shopping experience through multiple technologies, including computers, smartphones, tablets, and other devices, as our customers have become increasingly technologically savvy and expect a seamless omni-channel experience regardless of whether they are shopping in stores or online. We are increasingly using digital and social media platforms to interact with customers and enhance their shopping experience. If we are unable to develop and continuously improve our customer-facing technologies, the efforts of which typically require significant capital investments, we may not be able to provide a convenient and consistent experience to our customers regardless of the sales channel. This could negatively affect our ability to compete with other retailers and result in diminished loyalty to our brands, which could adversely impact our business. For discussion of additional risks related to our use of information technology, see *"Risks Related to Information Systems and Data Security."*

Our retail stores are generally located in shopping malls or other shopping centers. Our sales at such stores, as well as our flagship locations, are largely dependent upon the volume of retail traffic in those shopping centers and the surrounding area. Retail traffic to our stores has been, and may continue to be, negatively impacted by disruptions caused by adverse economic conditions, pandemic diseases, natural or man-made disasters, severe weather conditions, declines in tourism, the increasing shift towards digital commerce channels, and other various factors beyond our control. Any significant declines in retail traffic in the future could have a material adverse effect on our business.

We have also implemented, and expect to continue to implement, new store design concepts and other renovations to our existing store portfolio as part of our growth strategy. There can be no assurance that any of our store designs will resonate with customers or otherwise achieve the desired sales and profitability measures necessary to recover our initial capital investments, and such risks may be further compounded during periods of adverse economic conditions. If customers are not receptive to the

design layout or visual merchandising of our stores, our business could be adversely affected. In addition, the failure of our store designs to achieve acceptable results could lead to asset impairment charges and/or our decision to close a store prior to the lease expiration date resulting in other store closure-related charges, including early lease termination fees. For additional discussion of risks related to the early termination of our leases, see *"Risks Related to our Business and Operations — Our business is subject to risks associated with leasing real estate and other assets under long-term, non-cancellable leases."*

Our profitability may decline if we are unable to effectively manage inventory or as a result of increasing pressure on margins.

The nature of the apparel retail industry requires us to carry a significant amount of inventory, especially prior to the peak holiday selling season when we build up our inventory levels in order to meet anticipated consumer demand. Although we have shortened lead times for the design, sourcing, and production of certain of our product lines, we expect to continue to place orders with our vendors for the majority of products in advance of the related selling season. As a result, we are vulnerable to changes in consumer preferences and demand and pricing shifts. Our failure to continue to shorten lead times or to correctly anticipate consumer preferences and demand could result in the build-up of excess inventory. Other factors beyond our control could also result in the build-up of excess inventory, including unforeseen adverse economic conditions or business disruptions, such as those caused by pandemic diseases. Excess inventory levels could result in the utilization of less-preferred distribution channels, markdowns, promotional sales, donations, or destruction to dispose of such excess or slow-moving inventory, which may negatively impact our overall profitability and/or impair the image of our brands. Conversely, if we underestimate consumer demand for our products or if manufacturers fail to supply quality products in a timely manner, we may experience inventory shortages, which may negatively impact customer relationships, diminish brand loyalty, and result in lost sales. Any of these outcomes could have a material adverse effect on our business.

Additionally, our industry is subject to significant pricing pressure caused by many factors, including persisting inflationary pressures, intense competition and a highly promotional retail environment, consolidation in the retail industry, pressure from retailers to reduce the costs of products, excess inventory levels in the marketplace, and changes in consumer spending patterns. Although we continue to limit our promotional activity in connection with our quality of sales initiatives, these factors may cause us to reduce our sales prices to retailers and consumers, which could cause our gross margin to decline. If our sales prices decline and we fail to sufficiently reduce our product costs or operating expenses, our profitability will decline. In addition, changes in our customer, channel, and geographic sales mix could have a negative impact on our profitability. Any of these outcomes could have a material adverse effect on our business.

We may not fully realize the expected cost savings and/or operating efficiencies from our restructuring plans.

We have implemented restructuring plans to support key strategic initiatives. Although designed to deliver long-term sustainable growth, restructuring plans present significant potential risks that may impair our ability to achieve anticipated operating enhancements and/or cost reductions, or otherwise harm our business, including (i) higher than anticipated costs in implementing planned workforce reductions, particularly in highly regulated locations outside the U.S.; (ii) higher than anticipated lease termination and store or facility closure costs (see *"Risks Related to our Business and Operations — Our business is subject to risks associated with leasing real estate and other assets under long-term, non-cancellable leases"*); (iii) failure to meet operational targets or customer requirements due to the loss of employees or inadequate transfer of knowledge; (iv) failure to maintain adequate controls and procedures while executing, and subsequent to completing, our restructuring plans; (v) diversion of management attention and resources from ongoing business activities and/or a decrease in employee morale; (vii) attrition beyond any planned reduction in workforce; and (viii) damage to our reputation and brand image due to our restructuring-related activities.

If we are not successful in implementing and managing our restructuring plans, we may not be able to achieve targeted operating enhancements, sales growth, and/or cost reductions, which could adversely impact our business. Our failure to achieve targeted results for any reason, including business disruptions resulting from adverse economic conditions or catastrophic events such as pandemic diseases, could also lead to the implementation of additional restructuring-related activities, which may be dilutive to our earnings in the short term.

Risks Related to our Business and Operations

The loss of the services of Mr. Ralph Lauren or any other changes to our executive and senior management team may be disruptive to, or cause uncertainty in, our business.

Mr. Ralph Lauren's leadership in the design and marketing areas of our business has been a critical element of our success since the inception of our Company. Mr. R. Lauren is instrumental to, and closely identified with, our brand that bears his name. Our ability to maintain our brand image and leverage the goodwill associated with Mr. R. Lauren's name may be damaged if we were to lose his services. The death or disability of Mr. R. Lauren or other extended or permanent loss of his

services, or any negative market or industry perception with respect to him or arising from his loss, could have a material adverse effect on our business.

We also depend on the service and management experience of other key executive officers and members of senior management who have substantial experience and expertise in our industry and our business and have made significant contributions to our growth and success. Any changes in our executive and senior management team, including those resulting from our restructuring actions, may be disruptive to, or cause uncertainty in, our business and future strategic direction. The departure of any key individual and the failure to ensure a smooth transition and effective transfer of knowledge involving senior employees could hinder or delay our strategic planning and execution, as well as adversely affect our ability to attract and retain other experienced and talented employees. The success of our business also depends on our ability to attract and retain an adequate number of qualified employees to operate our retail stores and distribution centers and to perform various corporate functions.

Competition in our industry to attract and retain employees is intense and is influenced by our reputation, our ability to offer competitive compensation and benefits, and economic conditions, among other factors. Furthermore, the retail industry (among others) has experienced, and could again experience in the future, overall labor shortages resulting from a combination of pandemic diseases, labor disputes, strikes, and other factors. The introduction of new work arrangements and company-specific requirements regarding when and how often employees are required to work on-site versus remotely may also impact companies' ability to attract and retain employees. As companies increasingly allow employees to work remotely, traditional geographic competition for talent may change in ways that we cannot predict. The departure of key individuals or our failure to maintain sufficient employee staffing levels could have a material adverse impact on our business, as well as impede our ability to maintain an effective system of internal controls and compliance with the requirements under the Sarbanes-Oxley Act of 2002.

We face intense competition worldwide in the markets in which we operate.

We face increasing competition from companies selling apparel, footwear, accessories, home, and other of our product categories through the Internet. Although we sell our products through the Internet, increased competition and promotional activity in the worldwide apparel, footwear, accessory, and home product industries from Internet-based competitors could reduce our sales, prices, and margins. We also face intense competition from other domestic and foreign fashion-oriented apparel, footwear, and accessory companies that sell products through brick and mortar stores and wholesale and licensing channels. We compete with these companies primarily on the basis of: (i) anticipating and responding in a timely fashion to changing consumer demands and shopping preferences, including the ever-increasing shift to digital brand engagement, social media communications, and online and cross-channel shopping; (ii) creating and maintaining favorable brand recognition, loyalty, and a reputation for quality, including through digital brand engagement and online and social media presence; (iii) developing and producing innovative, high-quality products in sizes, colors, and styles that appeal to consumers of varying demographics, including age; (iv) competitively pricing our products and creating a compelling value proposition for consumers, including price increases to mitigate inflationary pressures while simultaneously balancing the risk of lower consumer demand in response to any such price increases; (v) providing strong and effective marketing support in several diverse demographic markets, including through digital and social media platforms in order to stay better connected to consumers; (vi) establishing relationships with athletes, musicians, influencers, and other celebrities to promote our brands and products; (vii) providing attractive, reliable, secure, and user-friendly digital commerce sites; (viii) adapting to changes in technology, including the successful utilization of data analytics, artificial intelligence, and machine learning; (ix) obtaining sufficient retail floor space and effective presentation of our products at stores and shop-within-shops; (x) attracting consumer traffic to stores, shop-within-shops, and digital commerce sites; (xi) sourcing sustainable and traceable raw materials at cost-effective prices; (xii) anticipating and maintaining proper inventory levels; (xiii) ensuring product availability and optimizing supply chain and distribution efficiencies with third-party manufacturers and retailers; (xiv) maintaining and growing market share; (xv) recruiting and retaining employees to operate our retail stores, distribution centers, and various corporate functions; (xvi) protecting our intellectual property; and (xvii) ability to withstand prolonged periods of adverse economic conditions or business disruptions.

Some of our competitors may be significantly larger and more diversified and may have greater financial, marketing, and distribution resources, more desirable store locations, and/or greater digital commerce presence than us, among other competitive advantages. Such competitive advantages may enable them to better withstand unfavorable economic conditions, compete more effectively on the basis of price and production, and/or more quickly respond to rapidly changing fashion trends and consumer preferences than us. In addition, technological advances and the retail industry's low barriers to entry allow for the introduction of new competitors and products at a rapid pace, which has been further compounded by the increasing shift to digital shopping channels. Any increased competition, or our failure to adequately address any of these competitive factors, could result in reduced market share or sales, which could adversely affect our business.

The success of our business depends on our ability to retain the value and reputation of our brands.

Our success depends on the value and reputation of our brands and our ability to consistently anticipate, identify, and respond to customers' demands, preferences, and fashion trends in the design, pricing, and production of our products, including the preference for certain products to be manufactured in the U.S., and deliver high-quality and sustainable products supported by engaging marketing campaigns. Any negative publicity regarding Mr. R. Lauren, or other members of our executive and senior management team, or our Company as a whole, especially through social media which accelerates and increases the potential scope of negative publicity, could adversely impact the image of our brands with our customers and result in diminished loyalty to our brands and potentially lead to adverse consumer actions, including boycotts, even if the subject of such publicity is unverified or inaccurate and we seek to correct it. Consumer sentiment can also be influenced by our partnership with athletes and other public figures, our relationships with wholesale customers, licensees, and suppliers, our views on political and social issues, or our long-term initiatives and goals regarding our impact on the environment and society as a whole, among other factors. Even if we react appropriately to negative publicity, our customers' perception of our brand image and our reputation could be negatively impacted. Any failure on our part to retain the value and reputation of brands could adversely impact our business.

Our trademarks and other intellectual property rights may not be adequately protected outside the U.S.

Our trademarks, intellectual property, and other proprietary rights are extremely important to our success and our competitive position. We devote substantial resources to the establishment and protection of our trademarks and anti-counterfeiting activities worldwide. However, significant counterfeiting and imitation of our products continue to exist. In addition, the laws of certain foreign countries may not protect trademarks or other proprietary rights to the same extent as do the laws of the U.S. and, as a result, our intellectual property may be more vulnerable and difficult to protect in such countries. Over the course of our international expansion, we have experienced conflicts with various third parties that have acquired or claimed ownership rights to some of our key trademarks that include Polo and/or a representation of a polo player astride a horse, or otherwise have contested our rights to our trademarks. We have resolved certain of these conflicts through both legal action and negotiated settlements. We cannot guarantee that the actions we have taken to establish and protect our trademarks and other proprietary rights will be adequate to prevent counterfeiting, lost business, or brand dilution, any of which may have a material adverse effect on our business. We expect to continue to devote substantial resources to challenge brands imitating our products. Also, there can be no assurance that others will not assert rights in, or ownership of, trademarks and other proprietary rights of ours or that we will be able to successfully resolve these types of conflicts to our satisfaction or at all. See Item 1 — "*Business — Trademarks,*" and Item 3 — "*Legal Proceedings.*"

Our business is subject to risks associated with importing products and the ability of our manufacturers to produce our goods on time and to our specifications.

We do not own or operate any manufacturing facilities and depend exclusively on independent third parties for the manufacture of our products. Our products are manufactured to our specifications through arrangements with over 300 foreign manufacturers in various countries. In Fiscal 2024, approximately 96% of our products (by dollar value) were produced outside of the U.S., primarily in Asia, Europe, and Latin America, with approximately 19% of our products sourced from Vietnam and 15% from China. Risks inherent in importing our products include (i) adverse changes in local economic conditions, such as prolonged periods of recession, high inflation, or other factors described herein; (ii) changes in social or political conditions, including those resulting from military conflicts, terrorist acts, or other hostilities, that could result in the disruption of trade from the countries in which our manufacturers or suppliers are located; (iii) pandemic diseases, which could result in closed factories, reduced workforces, scarcity of raw materials, port congestion, and scrutiny or embargoing of goods produced in infected areas; (iv) changes in diplomatic and trade relationships, including the imposition of any sanctions, restrictions, and other responses, such as those issued by the U.S. and other countries against Russia in response to Russia's war with Ukraine; (v) the imposition of additional regulations, quotas, trade sanctions, or safeguards relating to imports or exports, and costs of complying with such regulations and other laws relating to the identification and reporting of the sources of raw materials used in our products, which could lead to the detention, exclusion, or seizure of goods and imposition of monetary penalties and fines; (vi) the imposition of additional duties, tariffs, taxes, and other charges on imports or exports; (vii) unfavorable changes in the availability, cost, or quality of raw materials and commodities; (viii) labor shortages within our supply chain resulting from labor disputes, strikes, or otherwise; (ix) increases in the cost of labor or transportation; (x) disruptions of shipping and international trade caused by natural and man-made disasters, severe weather (such as recent droughts impacting the passage way through the Panama canal), military conflicts, terrorist acts, or other hostilities (such as recent militant attacks on cargo vessels in the Red Sea), or other unforeseen events, including any resulting impact to shipping prices; (xi) heightened terrorism-related cargo and supply chain security concerns, which could subject imported or exported goods to additional, more frequent, or more thorough inspections, leading to delays in the delivery of cargo; and (xii) decreased scrutiny by customs officials for counterfeit goods, leading to lost sales, increased costs for our anti-counterfeiting measures, and damage to the reputation of our brands.

The entire apparel industry, including our Company, has faced, and could continue to face, supply chain challenges as a result of inflationary pressures, political instability, severe weather, military conflicts and other hostilities, pandemic diseases, and other factors, including reduced freight availability, port congestion, labor shortages, and rising wages and energy costs, among other factors. The inability of a manufacturer to ship orders of our products in a timely manner or to meet our strict quality standards could cause us to miss the delivery date requirements of our customers for those items, which could result in cancellation of orders, refusal to accept deliveries, or a substantial reduction in purchase prices. We have also incurred, and may continue to incur, higher freight and other logistic costs as a result of certain of the beforementioned factors. In addition, the cost and availability of raw materials used to manufacture our products are subject to significant fluctuation as a result of certain of the beforementioned factors (including persisting inflationary pressures), as well as crop yields which could be negatively impacted by severe weather conditions. We may not be able to implement price increases that fully offset increases in raw materials, freight, or other sourcing costs and/or any such price increases could have an adverse impact on consumer demand for our products. Any one of these factors could have a material adverse effect on our business. For a discussion of risks related to the potential imposition of additional regulations and laws, see *"Risks Related to Regulatory, Legal, and Tax Matters — Our ability to conduct business globally may be affected by a variety of legal, regulatory, political, and economic risks."*

Our business could suffer if we need to replace manufacturers or distribution centers.

We do not own or operate any manufacturing facilities and depend exclusively on independent third parties for the manufacture of our products, the majority of which are located in foreign countries. Accordingly, the success of our business depends on our ability to identify reputable manufacturers who can fulfill our orders timely and to our specifications, as well as the timely importation, customs clearance, and shipment of products to and from our various distribution centers.

We compete with other companies for the production capacity of our manufacturers. Some of these competitors may place larger orders than we do, and thus may have an advantage in securing production capacity. If we experience a significant increase in demand, or if an existing manufacturer of ours must be replaced, we may have to expand our third-party manufacturing capacity. We cannot guarantee that this additional capacity will be available when required on terms that are acceptable to us. See Item 1 — *"Business — Sourcing, Production and Quality."* We enter into purchase order commitments each season specifying a time for delivery, method of payment, design and quality specifications, and other standard industry provisions, but do not have long-term contracts with any manufacturer. None of the manufacturers we use produce our products exclusively.

In addition, we rely on a number of owned, leased, and independently-operated distribution facilities around the world to warehouse and ship products to our customers and perform other related logistic services. Our ability to meet the needs of our customers depends on the proper operation of these distribution centers. Our distributions centers generally utilize computer-controlled and automated equipment, which are subject to various risks, including software viruses, security breaches, power interruptions, or other system failures. If any of our distribution centers were to close or become inoperable or inaccessible for any reason, including, but not limited to, natural disasters, severe weather, labor shortages, fires, and system failures, pandemic diseases, or if we fail to successfully consolidate existing facilities or transition to new facilities, we could experience a substantial loss of inventory, disruption of deliveries to our customers and our stores, increased costs, and longer lead times associated with the distribution of products during the period that would be required to reopen or replace the facility. Any such disruptions could have a material adverse effect on our business.

We also rely upon third-party transportation providers for substantially all of our product shipments, including shipments to and from our distribution centers, to our stores and shop-within-shops, and to our digital commerce and wholesale customers. Our utilization of these shipping services is subject to various risks, including, but not limited to, potential labor shortages (stemming from labor disputes, strikes, or otherwise), severe weather, and pandemic diseases, which could delay the timing of shipments, and increases in wages and fuel prices, which could result in higher transportation costs. The rapid increase of online shopping driven by changes in consumer shopping preferences has amplified certain of these risks resulting in capacity constraints. We have incurred, and may continue to incur, higher freight and other logistic costs as a result of certain of the beforementioned factors. Any delays in the timing of our product shipments or increases in transportation costs could have a material adverse effect on our business.

Our business is subject to risks associated with leasing real estate and other assets under long-term, non-cancellable leases.

We generally operate most of our stores and corporate facilities under long-term, non-cancellable leasing arrangements. Our retail store leases typically require us to make minimum rental payments, and often contingent rental payments based upon sales. In addition, our leases generally require us to pay our proportionate share of the cost of insurance, taxes, maintenance, and utilities. We generally cannot cancel our leases at our option. If we decide to close a store, or if we decide to downsize, consolidate, or relocate any of our corporate facilities, we may incur an impairment charge and/or exit costs associated with the

disposal of the store or corporate facility. In addition, we may remain obligated under the applicable lease for, among other things, payment of the base rent for the remaining lease term, even after the space is exited or otherwise closed and even if such closures are beyond our control (such as forced store closures resulting from pandemic diseases). Such costs and obligations related to the early or temporary closure of our stores or termination of our leases could have a material adverse effect on our business. In addition, certain of our leases include renewal options or terms that require rental payments to be adjusted to reflect current fair market rental rates, which could be significantly higher than the prior term's rental payments. Further, as each of our leases naturally expires, we may be unable to negotiate renewals, either on commercially acceptable terms or at all, which could lead to store closures resulting in lost sales.

A substantial portion of our revenue is derived from a limited number of large wholesale customers. Our business could be adversely affected as a result of consolidations, liquidations, restructurings, other ownership changes in the retail industry, and/or any financial instability of our large wholesale customers.

Several of our department store customers, including some under common ownership, account for a significant portion of our wholesale net sales. A substantial portion of sales of our licensed products by our domestic licensing partners are also made to our largest department store customers. Sales to our three largest wholesale customers accounted for approximately 13% of total net revenues for Fiscal 2024, and these customers accounted for approximately 29% of our total gross trade accounts receivable outstanding as of March 30, 2024. Substantially all sales to our three largest wholesale customers related to our North America segment.

While we have long-standing relationships with the majority of our wholesale customers, we typically do not enter into long-term agreements with them. Instead, we enter into a number of purchase order commitments with our customers for each of our product lines every season. A decision by the controlling owner of a group of stores or any other significant customer, whether motivated by economic conditions, financial difficulties, competitive conditions, or otherwise, to decrease or eliminate the amount of merchandise purchased from us or our licensing partners or to change their manner of doing business with us or our licensing partners or a change based on their new strategic and operational initiatives, including their continued focus on further development of "private labels" and exclusive product offerings in an effort to differentiate themselves from competitors, could have a material adverse effect on our business.

The department store sector has experienced numerous consolidations, restructurings, reorganizations, bankruptcies, and other ownership changes in recent times, which could potentially increase in frequency as a result of current adverse economic conditions, including persisting inflationary pressures and high interest rates, and/or changes in consumer shopping preferences, such as the continued shift away from traditional brick and mortar wholesale retailers to larger online retailers. Such disruptions have typically resulted in store closures (such as Macy's recently announced plan to close 150 stores over the next three years), centralized purchasing decisions, and increased emphasis on inventory management and productivity, which could result in fewer stores carrying our products or reduced demand of our products by our wholesale customers. There can be no assurance that our wholesale customers have adequate financial resources and/or access to additional capital to withstand prolonged periods of adverse economic conditions. The loss of one or more significant wholesale customers, or the loss of a large number of smaller wholesale customers, could have a material adverse effect on our business. Furthermore, the consolidation or other changes with respect to our wholesale customers could decrease our opportunities in the market, increase our reliance on a smaller number of large wholesale customers, and/or decrease our negotiating strength with our wholesale customers.

Certain of our large wholesale customers, particularly those located in the U.S., have been highly promotional and have aggressively marked down their merchandise, including our products. The continuation of such promotional activity could negatively impact our brand image and/or lead to requests from those customers for increased end-of-season markdown allowances. In response and in connection with our growth plan, we strategically reduce shipments to certain of our customers and exit less productive doors when deemed appropriate.

We sell our wholesale merchandise primarily to major department stores, specialty stores, and third-party digital partners across North America, Europe, Asia, Australia, and New Zealand, and extend credit based on an evaluation of each wholesale customer's financial condition, usually without requiring collateral. However, the financial difficulties of a wholesale customer could cause us to limit or eliminate our business with that customer. We may also assume more credit risk relating to that customer's receivables. Our inability to collect on our trade accounts receivable from any one of these customers could have a material adverse effect on our business. See Item 1 — *"Business — Wholesale Credit Control."*

We have a substantial amount of indebtedness which could restrict our ability to engage in additional capital-related transactions in the future.

As of March 30, 2024, our consolidated indebtedness was approximately \$1.1 billion, comprised of our outstanding unsecured senior notes. We also maintain several credit and overdraft facilities, including our Global Credit Facility, which collectively had a remaining availability of approximately \$807 million as of March 30, 2024. Accordingly, the amount of our

indebtedness could further increase materially if we decide to draw upon our credit or overdraft facilities. This substantial level of indebtedness could have adverse consequences to our business, including (i) making it more difficult to satisfy our debt obligations as they become due; (ii) impairing our ability to obtain additional financing in the future; (iii) requiring a substantial portion of our cash flows from operations to be used for the payment of principal and interest on our indebtedness, thereby reducing the amount of cash available to fund working capital needs, capital expenditures, and other general corporate purposes; (iv) limiting our flexibility to plan for, or react to, changes in our business; and (v) increasing our vulnerability to adverse economic and industry conditions.

We rely on our operating cash flows to repay our outstanding borrowings, as well as to fund any working capital needs, capital expenditures, dividend payments, share repurchases, and other general corporate purposes. Prolonged periods of adverse economic conditions or business disruptions in any of our key regions, or a combination thereof, 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. Credit rating agencies also periodically review our capital structure and our ability to generate earnings. A prolonged period of deteriorated financial performance or our inability to comply with debt covenants (as discussed below) could make future financing more difficult to secure and/or expensive. Further, factors beyond our control, such as adverse economic conditions, could disrupt capital markets and limit the availability or willingness of financial institutions to extend capital to us in the future.

Certain of our debt instruments contain a number of affirmative and negative covenants, including maintaining a leverage ratio at or below a specified level. Our failure to comply with such covenants or otherwise secure temporary waivers of non-compliance, could result in the termination of the related facilities and/or our lenders demanding any amounts outstanding to be immediately repaid, which could have a material adverse effect on our business. Further, even if we are able to obtain waivers of non-compliance, such waivers may result in incremental fees, higher interest rates, and/or additional restrictions and covenants.

Additionally, the Federal Reserve has raised interest rates multiple times in an effort to mitigate current inflationary pressures and further increases could potentially occur in the future. Although many economists predict that the Federal Reserve will reduce interest rates over the next 12 months, it is unclear when and to what extent any such reductions may occur, if at all. Higher interest rates may increase the cost of any borrowings under our various credit and overdraft facilities, as well as negatively impact consumer sentiment and the global economy as a whole, which could result in a material adverse effect on our business.

We rely on our licensing partners to preserve the value of our licenses. Failure to maintain licensing partners could harm our business.

The risks associated with our own products also apply to our licensed products in addition to any number of possible risks specific to a licensing partner's business, including risks associated with a particular licensing partner's ability to (i) obtain capital; (ii) execute its business plans; (iii) manage its labor relations; (iv) maintain relationships with its suppliers and customers; (v) generate sufficient cash flows to fund its operations and pay its obligations as they become due, including minimum royalties due to us; (vi) withstand prolonged periods of adverse economic conditions; (vii) manage its credit and bankruptcy risks effectively; and (viii) protect the value and reputation of our brands.

Although a number of our license agreements prohibit our licensing partners from entering into licensing arrangements with our competitors, our licensing partners generally are not precluded from offering, under other non-competitor brands, the types of products covered by their license agreements with us. A substantial portion of sales of our products by our domestic licensing partners are also made to our largest customers. While we have significant control over our licensing partners' products and advertising, we rely on our licensing partners for, among other things, operational and financial control over their businesses. Changes in management, reduced sales of licensed products, poor execution, or financial difficulties with respect to any of our licensing partners could adversely affect our revenues, both directly from reduced licensing revenue received and indirectly from reduced sales of our other products. Although we believe that we could replace our existing licensing partners in most circumstances, if necessary, our inability to do so for any period of time could have a material adverse effect on our business. See Item 1 — *"Business — Our Licensing Business."*

Our business could be adversely affected by man-made or natural disasters and other catastrophic events in the locations in which we or our customers or suppliers operate.

Our operations, including retail, distribution, warehousing, and corporate operations, are susceptible to man-made or natural disasters, including severe weather, geological events, pandemic diseases, and other catastrophic events, such as terrorist attacks and military conflicts, any of which could disrupt our operations. In addition, the operations of our customers and suppliers could experience similar disruptions. The occurrence of natural disasters or other catastrophic events may result in sudden disruptions in the business operations of the local and regional economies affected, as well as the global economy as a

whole, including, but not limited to, shortages and/or rising costs of raw materials or energy, public health issues, system failures, and reduced retail traffic. The occurrence of such events could also adversely affect financial markets and the availability of capital. In addition, our business can be affected by unseasonable weather conditions, such as extended periods of unseasonably warm temperatures in the winter or unseasonably cold temperatures in the summer. There is growing concern that climate change may increase both the frequency and severity of extreme weather conditions and natural disasters. Any of these events could result in decreased demand for our products and disruptions in our sales channels and manufacturing and distribution networks, which could have a material adverse effect on our business.

Risks Related to Information Systems and Data Security

A data security or privacy breach could damage our reputation and our relationships with our customers or employees, expose us to litigation risk, and adversely affect our business.

We are dependent on information technology systems and networks, including the Internet, for a significant portion of our direct-to-consumer sales, including our digital commerce operations and retail business credit card transaction authorization and processing (among other electronic payment methods that we accept). We are also responsible for storing data relating to our customers and employees and rely on third parties for the operation of our digital commerce sites and for the various social media tools and websites we use as part of our marketing strategy. In our normal course of business, we often collect, transmit, and/or retain certain sensitive and confidential customer information, including credit card information. There is significant concern by consumers, employees, and lawmakers alike over the security of personal information transmitted over the Internet, consumer identity theft, and user privacy.

Cyber-criminals are constantly devising new, sophisticated schemes to gain unauthorized access to computer systems and confidential or sensitive data, including through the use of artificial intelligence. Despite the security measures we currently have in place (including those described in Item 1C — "Cybersecurity"), our facilities and systems and those of our third-party service providers may be vulnerable to targeted or random attacks that could lead to security breaches, acts of vandalism, phishing attacks, denial-of-service attacks, computer viruses, malware, ransomware, misplaced or lost data, programming and/or human errors, or other Internet or email events. Further, our employees may intentionally or inadvertently cause data security breaches that result in the unauthorized access or release of our private and sensitive information. The extensive use of smartphones, tablets, and other wireless devices, as well as our hybrid work policy, under which a substantial portion of our corporate employees work remotely for part of the work week, heighten these and other operational risks. Given the sensitive nature of information collected and processed, the retail industry in particular continues to be the target of many cyber-attacks, which are becoming increasingly more frequent and difficult to anticipate, prevent, and timely detect due to their rapidly evolving nature. Furthermore, economic sanctions issued by one country against another, such as those issued by the U.S. and other countries against Russia in response to its war with Ukraine, could increase the risk of retaliatory state-sponsored cyber-attacks. Given the rapidly evolving nature, sophistication, and complexity of cyber-attacks, despite our reasonable efforts to mitigate and prevent such attacks, it is possible that we may not be able to anticipate, prevent, timely detect, or implement effective preventive measures to protect against all cyber-attack incidents.

Although we have purchased network security and cyber liability insurance to provide a level of financial protection should a data breach occur, such insurance may not cover us against all claims or costs associated with such a breach, and we cannot be certain that such insurance will continue to be available to us on economically reasonable terms or at all, or that our insurers will not deny coverage as to any future claim. Additionally, the technology we use to protect our systems from being breached or compromised could become outdated as a result of advances in computer capabilities or other technological developments, thereby requiring us to make further investments in capital or other resources to protect us against cyber-attacks, the cost of which could be significant. Further, measures we implement to protect our computer systems against cyber-attacks may make them harder to use or reduce the speed at which they operate, which in turn could negatively impact our customers' shopping experience resulting in reduced website traffic, diminished loyalty to our brands, and lost sales.

If unauthorized parties gain access to our networks or databases, or those of our vendors, they may be able to steal, publish, delete, modify, or block our access to our private and sensitive internal and third-party information. Any perceived or actual electronic or physical security breach involving the misappropriation, loss, or other unauthorized disclosure of confidential or personally identifiable information, including penetration of our network security, whether by us or by a third party, could disrupt our business, result in negative media attention, severely damage our reputation and our relationships with our customers, employees, or vendors, expose us to risks of litigation, significant fines and penalties, liability, and higher costs for insurance or insurance not being available to us on economically feasible terms or at all, and result in deterioration in our customers', employees', or vendors' confidence in us, and adversely affect our business, results of operations, and financial condition. Since we do not control third-party service providers and cannot guarantee that no electronic or physical computer break-ins and security breaches will occur in the future, any perceived or actual unauthorized disclosure of personally identifiable information regarding our employees, customers, or website visitors could harm our reputation and credibility, result in lost sales, impair our ability to attract website visitors, and/or reduce our ability to attract and retain employees and

customers. As these threats develop and grow, we may find it necessary to make significant further investments to protect data and our infrastructure, including the implementation of new computer systems or upgrades to existing systems, deployment of additional personnel and protection-related technologies, engagement of third-party consultants, and training of employees.

In addition, the regulatory environment relating to information security and privacy is becoming increasingly more demanding with frequent new requirements surrounding the handling, protection, and use of personal and sensitive information. We may incur significant costs in complying with the various applicable state, federal, and foreign laws regarding protection of, and unauthorized disclosure of, personal information. Additionally, failing to comply with such laws and regulations could damage the reputation of our brands and lead to adverse consumer actions, as well as expose us to government enforcement action and/or private litigation, any of which could adversely affect our business.

Our business could suffer if our computer systems and websites are disrupted or cease to operate effectively.

We are dependent on our computer systems to record and process transactions and manage and operate our business, including designing, marketing, manufacturing, importing, tracking, and distributing our products, processing payments, accounting for and reporting financial results, and managing our employees and employee benefit programs. In addition, we have digital commerce and other informational websites in North America, Europe, and Asia, including Australia and New Zealand, and have plans for additional digital commerce sites in the future. Further, we utilize technology in the execution of our digital brand engagement and social media communication initiatives. We have also implemented a hybrid work policy, allowing a substantial portion of our corporate employees to work remotely for part of the work week. Given the complexity of our business and the significant number of transactions that we engage in on a daily basis, it is imperative that we maintain uninterrupted operation of our computer hardware and software systems.

Despite our preventative efforts, our systems are vulnerable to damage or interruption from, among other things, security breaches, computer viruses, technical malfunctions, inadequate system capacity, power outages, natural disasters, and usage errors by our employees or third-party consultants. If our information technology systems become damaged or otherwise cease to function properly, we may have to make significant investments to repair or replace them. Additionally, confidential or sensitive data related to our customers, employees, or vendors could be lost or compromised.

We are continually improving and upgrading our computer systems, software, and related processes. As described in Item 1 — "*Business — Recent Developments*," we are in the early stages of executing a large-scale multi-year transformational project, which entails upgrading and enhancing our technology infrastructure to better enable us to implement process changes to improve productivity and operational efficiencies on a global scale (the "Next Generation Transformation project" or "NGT project"). A system project of this scope requires a significant investment in human and financial resources and involves many risks and uncertainties, including failure to operate as designed, failure to properly integrate with other systems, potential loss of data or information, cost overruns, and implementation delays. Any disruptions, delays, or deficiencies in the design, implementation, or transition of such systems could also result in disruptions to our business operations, including the sourcing, sale, and shipment of our product, delays in the collection of cash from our customers, diversion of management attention, and/or adversely affect our ability to accurately report our financial results in a timely manner or otherwise maintain compliance with internal controls. There is also no guarantee that we will realize the anticipated global synergies and benefits related to this project. Any material disruptions in our information technology systems could have a material adverse effect on our business.

Risks Related to Citizenship and Sustainability Issues

Our business could suffer if we fail to meet our global citizenship and sustainability goals or if such goals do not meet the expectations of our stakeholders

There is an increased focus from consumers, employees, investors, advocacy groups, and other stakeholders concerning citizenship and sustainability matters, including climate change. Furthermore, investors have placed increased importance on the social cost of their investments. Although we have established certain long-term initiatives and goals regarding our impact on the environment and society as a whole as part of our Global Citizenship & Sustainability program, there can be no assurance that our various stakeholders will agree with our initiatives or if we will be successful in achieving our goals by our targeted dates or at all. Further, we could incur additional costs, face market and technological barriers, and require additional resources to monitor, report, and comply with various citizenship and sustainability practices. Our failure, or perceived failure, to achieve our sustainability goals could damage the reputation of our brands and lead to adverse consumer actions and/or investment decisions by investors, as well as our ability to attract and retain employees.

Climate change, or our ability to adhere to any legislation and regulatory requirements related to climate change, traceability and transparency, product labeling, or other sustainability matters may adversely affect our business.

Our business is susceptible to risks associated with climate change, including potential disruptions to our retail stores, distribution centers, and corporate facilities or those facilities of our wholesale customers, licensees, logistics partners, and

suppliers. Increased frequency and/or severity of extreme weather events due to climate change could adversely impact global supply chains, including the availability, quality, and cost of raw materials (such as cotton, a key raw material used in the production of our products that is highly susceptible to severe weather conditions), the ability of our manufacturers to fulfill our orders timely and to our specifications, and shipping disruptions and/or higher freight costs. An increase in extreme weather conditions could also result in more frequent damage and/or closures of our stores, distribution centers, and corporate facilities, adversely impact retail traffic, consumer's disposable income levels or spending habits on discretionary items, or otherwise disrupt business operations in the communities in which we operate, any of which could result in lost sales or higher costs.

In addition, many countries in which we and our suppliers and wholesale customers operate have begun enacting new legislation and regulations intended to reduce or mitigate the potential impacts of climate change, which could result in higher sourcing, operational, and compliance-related costs. Such proposed measures also include expanded disclosure requirements regarding greenhouse gas emissions, climate change risks, and other climate-related information, including independent auditors providing increasing levels of attestation to the accuracy of such disclosures. There has also been increased focus by governmental and non-governmental organizations, consumers, customers, and other stakeholders on products that are made with more sustainable practices and materials and other sustainability matters, including traceability and transparency, sustainability claims and product labeling requirements, responsible sourcing and deforestation, design for circularity, the use of energy, water, and synthetic fibers, and the recyclability or recoverability of packaging, product, and materials. It is becoming increasingly complex to monitor, assess, and ultimately comply with such new laws and regulations due to the rapid speed at which such legislation is evolving, coupled with inconsistencies or contradictions between jurisdictions. Our ability to comply with any such new laws and regulations or otherwise meet our various stakeholders' expectations may lead to increased costs and operational complexity. Any failure on our part to comply with such regulations or meet such expectations could lead to adverse investment decisions by investors, lost sales resulting from our inability to sell our products in applicable jurisdictions and/or adverse consumer purchase decisions, as well as expose us to government enforcement action and/or private litigation.

Risks Related to Regulatory, Legal, and Tax Matters

Our ability to conduct business globally may be affected by a variety of legal, regulatory, political, and economic risks.

Our ability to capitalize on growth in new international markets and to maintain our current level of operations in our existing markets is subject to certain risks associated with operating in various locations around the globe. These include, but are not limited to (i) complying with a variety of U.S. and foreign laws and regulations, including, but not limited to, trade, product labeling, and product safety restrictions, as well as forced labor regulations such as the Uyghur Forced Labor Prevention Act ("UFLPA") and the Countering America's Adversaries Through Sanctions Act ("CAATSA"), both of which prohibit the importation of goods made in whole or in part in certain territories, or by certain identified entities, and grants U.S. Customs & Border Protection the authority to detain, exclude, or seize goods and assess monetary penalties and fines, the Foreign Corrupt Practices Act, which prohibits U.S. companies from making improper payments to foreign officials for the purpose of obtaining or retaining business, and similar foreign country laws, such as the U.K. Bribery Act, which prohibits U.K. and related companies from any form of bribery; (ii) adapting to local customs and culture; (iii) unexpected changes in laws, judicial processes, or regulatory requirements; (iv) the imposition of additional duties, tariffs, taxes, and other charges or other barriers to trade; (v) changes in diplomatic and trade relationships; (vi) civil and political instability, military conflicts, terrorist attacks, and other hostilities; (vii) pandemic diseases; and (viii) general economic fluctuations in specific countries or markets.

The future geopolitical landscape remains particularly uncertain, with over 60 countries scheduled to hold national elections during 2024, including the U.S. presidential election in November. Any resulting changes in international trade relations, legislation and regulations (including those related to taxation and importation), or economic and monetary policies, or heightened diplomatic tensions or political and civil unrest, among other potential impacts, could have material adverse effect on the global economy as a whole and/or our business, or may require us to exit a particular market or significantly modify our current business practices.

Further, diplomatic and trade tensions between the U.S. and China remain high, with previously issued tariffs related to the importation of certain product categories, including imports of apparel into the U.S. from China remaining in effect. As a result of actions to mitigate our exposure to the resulting tariffs, which have included diverting production to and sourcing from other countries, driving productivity within our existing supplier base, and taking pricing actions, the tariffs enacted to date have not had a material adverse impact on our business operations. However, if the U.S. decides to impose additional tariffs on apparel or other of our goods imported from China, there can be no assurance that we will be able to offset all related increased costs, which could be material to our business operations as approximately 15% of our products are currently sourced from China. We cannot predict if, and to what extent, other countries in which our products are currently manufactured or will be manufactured in the future, will be subject to additional tariffs, new trade restrictions, or other changes to existing international trade agreements, any of which could have a material adverse impact on our business. For a discussion of risks associated with the importation of products, see *"Risks Related to our Business and Operations — Our business is subject to risks associated with importing products and the ability of our manufacturers to produce our goods on time and to our specifications."*

Fluctuations in our tax obligations and effective tax rate may result in volatility of our operating results.

We are subject to income and non-income taxes in many U.S. and certain foreign jurisdictions, with the applicable tax rates varying by jurisdiction. We record tax expense based on our estimates of future payments, which include reserves for uncertain tax positions in multiple tax jurisdictions. At any given time, multiple tax years are subject to audit by various taxing authorities. The results of these audits and negotiations with taxing authorities may affect the ultimate settlement of these issues. As a result, we expect that throughout the year there could be ongoing variability in our quarterly tax rates as events occur and exposures are evaluated. Our effective tax rate in a given financial statement period may also be materially impacted by changes in the mix and level of earnings by jurisdiction or by changes to existing accounting rules. Additionally, our products are subject to import and excise duties, and/or sales, consumption, value-added taxes ("VAT"), and other non-income taxes in certain international jurisdictions. Failure to correctly calculate or submit the appropriate amount of income or non-income taxes could subject us to substantial fines and penalties and adversely affect our business.

In addition, the tax laws and regulations in the countries where we operate may change, or there may be changes in interpretation and enforcement of existing tax laws, which could materially affect our income tax expense in our consolidated financial statements. For example, in August 2022, President Biden signed the Inflation Reduction Act ("IRA") into law. The IRA enacted a 15% corporate minimum tax rate (subject to certain thresholds being met) that became effective for us beginning in our Fiscal 2024, a 1% excise tax on share repurchases made after December 31, 2022 (which may be reduced for the fair value of certain share issuances), and created and extended certain tax-related energy incentives. Additionally, the Organisation for Economic Co-operation and Development (the "OECD"), which represents a coalition of member countries, has proposed changes to numerous long-standing tax principles through its Base Erosion and Profit Shifting project, which is focused on a number of issues, including the creation of a global minimum tax commonly referred to as "Pillar Two." In December 2022, the European Union member states agreed to implement the OECD's Pillar Two global minimum tax rate of 15%, with certain aspects of the directive becoming effective in January 2024 and the remaining aspects becoming effective in January 2025. A number of other countries, including Switzerland and the United Kingdom, have also enacted similar legislation implementing Pillar Two rules (in whole or in part), and additional countries are expected to implement related legislation in the near future. We cannot be certain if or when other countries will enact new legislation or how closely any such new legislation will align with the OECD's Pillar Two framework. The Company is currently evaluating the potential impact of such newly enacted and proposed legislation on its future consolidated financial statements. Additionally, other taxing authorities of certain state, local, and other foreign jurisdictions may also decide to modify existing tax laws. We cannot predict which, if any, of these items or others will be enacted into law or the resulting impact any such enactment will have on our business operations, which could be material.

Our business could suffer if we fail to comply with labor laws or if one of our manufacturers fails to use acceptable labor or environmental practices.

We are subject to labor laws governing relationships with employees, including minimum wage requirements, overtime, working conditions, and citizenship requirements. Compliance with these laws may lead to increased costs and operational complexity and may increase our exposure to governmental investigations or litigation.

In addition, we require our licensing partners and independent manufacturers to operate in compliance with applicable laws and regulations. We also require our manufacturers to make progress toward our citizenship and sustainability goals, including those related to the environment and employee safety and well-being, among others. While our internal and vendor operating guidelines promote ethical business practices and our employees periodically visit and monitor the operations of our independent manufacturers, we do not control these manufacturers or their labor practices. The violation of any ethical, social, product safety, labor, health, environmental, privacy, or other standards and regulations by an independent manufacturer used by us or one of our licensing partners, could interrupt or otherwise disrupt the shipment of finished products to us, subject us to litigation, and/or damage our reputation. Any of these events, in turn, could have a material adverse effect on our business.

Certain legal proceedings, regulatory matters, and accounting changes could adversely affect our business.

We are involved in certain legal proceedings and regulatory matters and are subject from time to time to various claims involving alleged breach of contract claims, intellectual property and other related claims, escheatment and unclaimed property, credit card fraud, security breaches in certain of our retail store information systems, employment issues, consumer matters, lease disputes, and other litigation. Certain of these lawsuits and claims, if decided adversely to us or settled by us, could result in material liability to our Company or have a negative impact on our reputation or relations with our employees, customers, licensing partners, or other third parties. Other potential claimants may also be encouraged to bring suits against us based on a settlement from us or adverse court decision against us for similar claims or allegations as their own. In addition, regardless of the outcome of any litigation or regulatory proceedings, such proceedings could result in substantial costs and may require our Company to devote substantial time and resources to defend itself. Further, changes in governmental regulations both in the

U.S. and in other countries where we conduct business operations could have an adverse impact on our business. See Item 3 — "Legal Proceedings" for further discussion of our Company's legal matters.

In addition, we are subject to changes in accounting rules and interpretations issued by the Financial Accounting Standards Board and other regulatory agencies. If and when effective, such changes to accounting standards could have a material impact on our consolidated financial statements. See Note 4 to the accompanying consolidated financial statements for a discussion of certain recently issued accounting standards.

Risks Related to our Common Stock

The trading prices of our securities periodically may rise or fall based on the accuracy of predictions of our earnings or other financial performance, including our ability to return value to shareholders.

Our business planning process is designed to maximize our long-term strength, growth, and profitability, and not to achieve an earnings target in any particular fiscal quarter. We believe that this longer-term focus is in the best interests of our Company and our stockholders. However, we also recognize that, from time to time, it may be helpful to provide investors with guidance as to our quarterly and annual forecast of net sales and earnings. While we generally expect to provide updates to our guidance when we report our results each fiscal quarter, we do not have any responsibility to update any of our guidance or other forward-looking statements at such times or otherwise. In addition, any longer-term guidance that we provide is based on goals that we believe, at the time guidance is given, are reasonably attainable. However, such long-range targets are more difficult to predict than our current quarter and full fiscal year expectations. Additionally, external analysts and investors may publish their own independent predictions of our future performance. We do not endorse such predictions or assume any responsibility to correct such predictions when they differ from our own expectations. If, or when, we announce actual results that differ from those that have been predicted by us, outside analysts, or others, the market price of our securities could be adversely affected. Investors who rely on these predictions when making investment decisions with respect to our securities do so at their own risk. We take no responsibility for any losses suffered as a result of such changes in the prices of our securities.

The stock market in general has experienced significant price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of listed companies. Accordingly, public perception and other factors outside of our control may impact our stock price, regardless of our actual operating performance.

In addition, we have historically returned value to shareholders through our payment of quarterly cash dividends and common stock share repurchases. Investors may have an expectation that we will continue to pay quarterly cash dividends, further increase our cash dividend rate, and/or repurchase shares available under our Class A common stock repurchase program. Our ability to pay quarterly cash dividends and repurchase our Class A common stock will depend on our ability to generate sufficient cash flows from operations in the future. This ability may be subject to certain economic, financial, competitive, and other factors that are beyond our control, such as impacts related to pandemic diseases, which in the past had resulted in us temporarily suspending our quarterly cash dividend and share repurchases. Although both of these programs are currently active (and were so throughout both Fiscal 2023 and Fiscal 2024), our Board of Directors may, at its discretion, elect to suspend or otherwise alter these programs at any time. The market price of our securities could be adversely affected if our cash dividend payments and/or Class A common stock share repurchase activity differ from investors' expectations.

Furthermore, stockholder activism, which could take many forms or arise in a variety of situations, remains popular with many public investors. Due to the potential volatility of our stock price and for a variety of other reasons, we may become the target of securities litigation or stockholder activism. Responding to stockholder activist campaigns may result in increased costs and diversion of management's attention and resources.

The voting shares of our Company's stock are concentrated in one majority stockholder.

As of March 30, 2024, Mr. Ralph Lauren, or entities controlled by the Lauren family, held approximately 84% of the voting power of the outstanding common stock of our Company. In addition, Mr. R. Lauren serves as our Executive Chairman and Chief Creative Officer, Mr. R. Lauren's son, Mr. David Lauren, serves as our Chief Branding and Innovation Officer, Strategic Advisor to the CEO, and Vice Chairman of the Board of Directors, and we employ other members of the Lauren family. From time to time, we may have other business dealings with Mr. R. Lauren, members of the Lauren family, or entities affiliated with Mr. R. Lauren or the Lauren family. As a result of his stock ownership and position in our Company, Mr. R. Lauren has the ability to exercise significant control over our business, including, without limitation, (i) the election of our Class B common stock directors, voting separately as a class and (ii) any action requiring the approval of our stockholders, including the adoption of amendments to our certificate of incorporation and the approval of mergers or sales of all or substantially all of our assets.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity.

Risk Management and Strategy

We have established a cybersecurity risk management program that is integrated into our overall enterprise risk management system and provides us support in assessing, identifying, and managing material risks from cybersecurity threats. Our enterprise risk management program is fully updated annually and periodically updated and supplemented as new risks and opportunities are identified by management, including those related to cybersecurity risks. Our longstanding information security risk program is structured according to the National Institute of Standards and Technology Cybersecurity Framework, industry best practices, privacy legislation, and other global and local standards and regulations. This program includes a defense-in-depth approach with multiple layers of security controls, including network segmentation, security monitoring, endpoint protection, and identity and access management, as well as data protection best practices and data loss prevention controls.

Our cybersecurity awareness program includes regular phishing simulations, annual general cybersecurity awareness training, and data protection modules, as well as more contextual and personalized modules for targeted users and roles. We incorporate external expertise and guidance in all aspects of our cybersecurity program. We complete annual internal security audits and vulnerability assessments of the Company's information systems and related controls, including systems affecting personal data. In addition, we leverage cybersecurity specialists to complete annual external audits and objective assessments of our cybersecurity program and practices, including our data protection practices, as well as to conduct targeted attack simulations. We continually enhance our information security capabilities in order to protect against emerging threats, while also increasing our ability to detect and respond to cyber incidents and maximize our resilience to recover from potential cyber-attacks. We have a robust incident response plan in place that provides a documented runbook for handling high severity cybersecurity incidents and facilitates coordination across various corporate functions. We also perform simulations and drills at both a technical and leadership level at least annually. Additionally, we have purchased network security and cyber liability insurance in order to provide a level of financial protection should a data breach occur.

Our cybersecurity framework incorporates a robust third-party information technology ("IT") risk management program to ensure our vendors meet our high security standards. We leverage industry best practices like Standardized Information Gathering ("SIG") and recognized security certifications, including SOC 2, ISO 27001, and PCI-DSS, to assess our vendors. We also conduct thorough penetration testing and require vendors to adopt appropriate security controls through contractual agreements.

We thoroughly assess potential vendors based on their role and the sensitivity of the IT resources they access. All vendors follow a consistent risk management process, ensuring every vendor meets our high standards. We select vendors who prioritize data protection and comply with relevant privacy regulations. Furthermore, we enforce strict protocols, including limiting access to necessary information, ensuring data usage is confined to agreed-upon purposes, and mandating the deletion or return of data upon service termination. Through these measures, we collaborate with third-party vendors while implementing controls to safeguard our information.

Our business strategy, results of operations, and financial condition have not been materially affected by risks from cybersecurity threats, including as a result of any previous cybersecurity incidents; however, we cannot assure that cybersecurity threats will not be material to us in the future. During the three fiscal years presented within this Form 10-K, we have not experienced a known material information security breach nor incurred material breach-related expenses. For a detailed discussion of significant risk factors regarding cybersecurity threats, see Item 1A — "*Risk Factors — Risks Related to Information Systems and Data Security*."

Governance

Our Board of Directors is responsible for overseeing management's overall approach to risk management, including cybersecurity risk. In addition, the Committees of the Board report to the full Board at regularly scheduled Board meetings on any identified material risks within that Committee's area of responsibilities and oversight, as well as when new risks arise. The Audit Committee has responsibility for oversight of the Company's cybersecurity risks.

The Audit Committee reviews our cybersecurity program on a quarterly basis, including through review of a quarterly enterprise risk management report, and periodically convenes special meetings to conduct deeper preparedness, enterprise risk and business continuity reviews. These special meetings are open to the full Board to attend. In addition, the full Board receives a regular cybersecurity update at least once annually. All of these meetings include our Chief Digital and Technology Officer ("CDTO") and Chief Information Security Officer ("CISO").

Our cybersecurity program is led by our CISO, a seasoned leader in the cybersecurity field with over 25 years of extensive experience across cybersecurity, IT, risk management, and regulatory compliance. Holding both a master's in computer engineering and business administration, our CISO is also a Certified Information Systems Security Professional ("CISSP"). Reporting directly to our CDTO, our CISO leads a dedicated team of information security and risk professionals. Together, they are entrusted with the crucial task of managing our information security and data protection operations.

Collaborating closely with business stakeholders, our CISO shapes a comprehensive cybersecurity strategy that serves as the cornerstone of our information security programs, supporting effective cybersecurity risk management. Leading the cybersecurity risk assessment process, our CISO utilizes a robust incident response plan to handle high-severity cybersecurity incidents promptly. In cases of potentially material cyberattack incidents, or a series of smaller similar incidents, our CISO promptly engages a cross-functional incident response team to determine the materiality of the incident and whether public disclosure is necessary.

The CISO informs our management leadership team on security matters and fosters a strong partnership with our corporate legal team to ensure compliance with legal, regulatory, privacy, and contractual security requirements.

Item 2. *Properties.*

We primarily lease space for our retail stores, showrooms, warehouses, and offices in various domestic and international locations. We do not own any real property except for our retail digital commerce call center and distribution facility in High Point, North Carolina, and our retail stores in Southampton and Easthampton, New York, and Nantucket, Massachusetts, which we own.

We believe that our existing facilities are well maintained, in good operating condition, and are adequate for our present level of operations.

The following table sets forth information relating to our principal properties as of March 30, 2024:

Location	Use	Approximate Square Feet
NC Highway 66, High Point, NC	Wholesale and retail distribution facility	847,000
N. Pendleton Street, High Point, NC	Retail digital commerce call center and distribution facility	805,000
Whitsett, NC	Wholesale and retail distribution facility	360,000
Greensboro, NC	Wholesale and retail distribution facility	357,400
650 Madison Avenue, NYC	Executive and corporate offices, design studio, and showrooms	244,000
601 West 26th Street, NYC	Corporate offices	222,200
Long Island City, NY	Corporate offices, design and digital production studios, showrooms, and warehousing	169,600
Nutley, NJ	Corporate offices	92,500
Spinners Building, Hong Kong	Asia sourcing offices	69,200
Gateway Office, Hong Kong	Asia corporate offices	37,500
Geneva, Switzerland	Europe corporate office	31,200
Shanghai, China	Asia corporate offices	28,800
Watford, UK	Europe corporate offices	28,000
London, UK	Europe corporate offices	19,650
888 Madison Avenue, NYC	Retail flagship store	37,900
N. Michigan Avenue, Chicago	Retail flagship store	37,500
New Bond Street, London, UK	Retail flagship store	31,500
867 Madison Avenue, NYC	Retail flagship store	27,700
Paris, France	Retail flagship store	25,700
Tokyo, Japan	Retail flagship store	25,200
N. Rodeo Drive, Beverly Hills	Retail flagship store	22,200
Milan, Italy	Retail flagship store	14,900
Prince's Building, Hong Kong	Retail flagship store	9,500

As of March 30, 2024, we directly operated 564 retail stores, totaling approximately 4.2 million square feet. We expect that we will be able to extend our retail store leases, as well as leases for our non-retail facilities, which expire in the near future on satisfactory terms or otherwise relocate to desirable alternate locations. We generally lease our freestanding retail stores for initial periods ranging from 3 to 10 years, with renewal options. See Item 1A — "*Risk Factors — Risks Related to our Business and Operations — Our business is subject to risks associated with leasing real estate and other assets under long-term, non-cancellable leases.*"

Item 3. Legal Proceedings.

We are involved, from time to time, in litigation, other legal claims, and proceedings involving matters associated with or incidental to our business, including, among other things, matters involving credit card fraud, trademark and other intellectual property, licensing, importation and exportation of our products, taxation, unclaimed property, leases, and employee relations. We believe at present that the resolution of currently pending matters will not individually or in the aggregate have a material adverse effect on our consolidated financial statements. However, our 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.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II**Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.**

As of May 17, 2024, there were 606 holders of record of our Class A common stock and 7 holders of record of our Class B common stock. Our Class A common stock is traded on the New York Stock Exchange ("NYSE") under the symbol "RL." All of our outstanding shares of Class B common stock are owned by Mr. Ralph Lauren, Executive Chairman and Chief Creative Officer, and entities controlled by the Lauren family. Shares of our 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.

During the fiscal quarter ended March 30, 2024, the stockholder set forth in the table below converted shares of Class B common stock into Class A common stock on the date set forth below:

Stockholder That Converted Class B Common Stock to Class A Common Stock	Date of Conversion	Number of Shares Converted/Received
Lauren Family, L.L.C.	March 4, 2024	3,000,000

The following table sets forth repurchases of shares of our Class A common stock during the fiscal quarter ended March 30, 2024:

	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)
December 31, 2023 to January 27, 2024	4,057	\$ 135.01	4,057	\$ 896
January 28, 2024 to February 24, 2024	85,666	179.40	85,666	881
February 25, 2024 to March 30, 2024	582,180 ^(b)	180.41	579,976	776
	671,903		669,699	

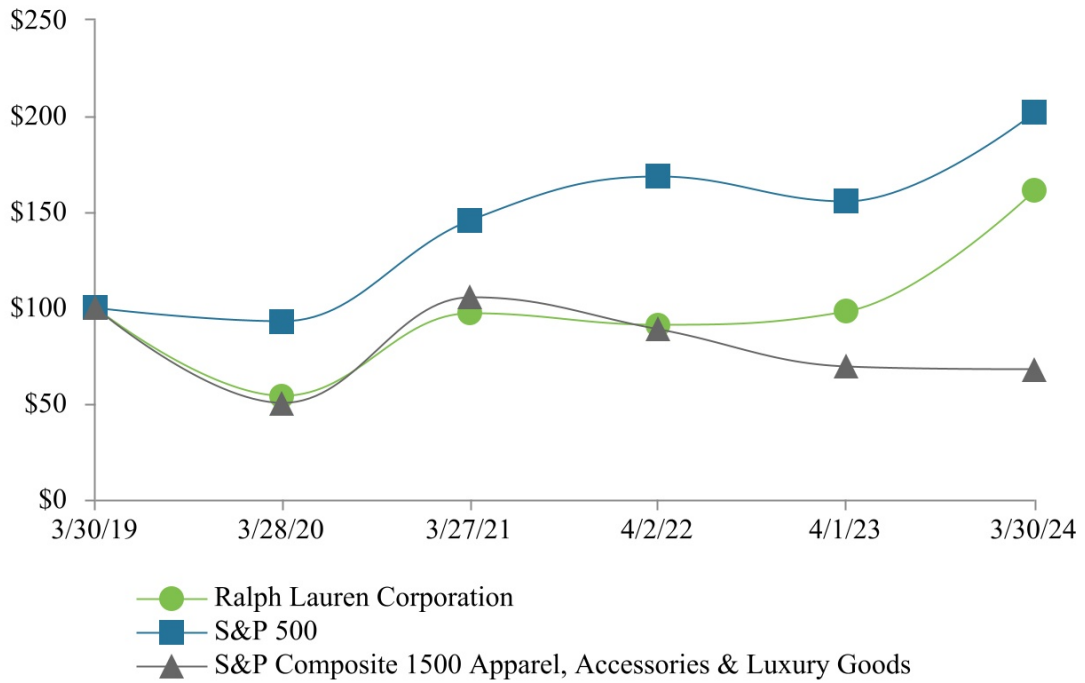
^(a) As of March 30, 2024, the remaining availability under our Class A common stock repurchase program was approximately \$776 million, reflecting the February 2, 2022 approval by our Board of Directors to expand the program by up to an additional \$1.500 billion of Class A common stock repurchases. Repurchases of shares of Class A common stock are subject to overall business and market conditions.

^(b) Includes 2,204 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.

The following graph compares the cumulative total stockholder return (stock price appreciation plus dividends) on our Class A common stock to the cumulative total return of the Standard & Poor's ("S&P") 500 Index and the S&P 1500 Apparel, Accessories & Luxury Goods Index for the period from March 30, 2019, the last day of our 2019 fiscal year, through March 30, 2024, the last day of our 2024 fiscal year. The returns are calculated by assuming a \$100 investment made on March 30, 2019 in the Class A common stock and each index, with all dividends reinvested.

COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN

Among Ralph Lauren Corporation, the S&P 500 Index, and S&P 1500 Apparel, Accessories & Luxury Goods Index



Item 6. *Reserved*

Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations.*

The following management's discussion and analysis of financial condition and results of operations ("MD&A") should be read together with our audited consolidated financial statements and notes thereto, which are included in this Annual Report on Form 10-K. We utilize a 52-53 week fiscal year ending on the Saturday closest to March 31. As such, Fiscal 2024 ended on March 30, 2024 and was a 52-week period; Fiscal 2023 ended on April 1, 2023 and was a 52-week period; Fiscal 2022 ended on April 2, 2022 and was a 53-week period; and Fiscal 2025 will end on March 29, 2025 and will be a 52-week period.

INTRODUCTION

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 Fiscal 2024. 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 Fiscal 2024 and Fiscal 2023 as compared to the respective prior fiscal year.
- *Financial condition and liquidity.* This section provides a discussion of our financial condition and liquidity as of March 30, 2024, 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 Fiscal 2024 and Fiscal 2023 as compared to the respective prior fiscal year; (iii) an analysis of our liquidity, including the availability under our commercial paper borrowing program and credit facilities, our supplier finance program, outstanding debt and covenant compliance, common stock repurchases, and payments of dividends; and (iv) a summary of our material cash requirements as of March 30, 2024.
- *Market risk management.* This section discusses how we manage our risk exposures related to foreign currency exchange rates, interest rates, and our investments as of March 30, 2024.
- *Critical accounting policies.* This section discusses our critical accounting policies considered to be important to our results of operations and financial condition, which 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 to the accompanying consolidated financial statements.
- *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 luxury lifestyle products, including apparel, footwear & accessories, home, 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, Double RL, Polo Ralph Lauren, 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 44% of our Fiscal 2024 net revenues, primarily consists of sales of our Ralph Lauren branded products made through our retail and wholesale businesses primarily in the U.S. and Canada. In North America, our retail business is primarily comprised of our Ralph Lauren stores, our outlet stores, and our digital commerce sites, www.RalphLauren.com and www.RalphLauren.ca. 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 30% of our Fiscal 2024 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 outlet 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 and licensee partners.
- *Asia* — Our Asia segment, representing approximately 24% of our Fiscal 2024 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 outlet 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 and various third-party digital and licensee partners.

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 2% of our Fiscal 2024 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. See Note 9 to the accompanying consolidated financial statements 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 55% of our Fiscal 2024 net revenues were earned outside of the U.S. See Note 20 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.

Recent Developments

Next Generation Transformation Project

We are in the early stages of executing a large-scale multi-year global project that is expected to significantly transform the way in which we operate our business and further enable our long-term strategic pivot toward a global direct-to-consumer-oriented model (the "Next Generation Transformation project" or "NGT project"). The NGT project will be completed in phases and involves the redesigning of certain end-to-end processes and the implementation of a suite of information systems on a global scale. Such efforts are expected to result in significant process improvements and the creation of synergies across core areas of operations, including merchandise buying and planning, procurement, inventory management, retail and wholesale operations, and financial planning and reporting, better enabling us to optimize inventory levels and increase the speed to which we can react to changes in consumer demand across markets, among other benefits.

In connection with the preliminary phase of the NGT project, we incurred other charges of \$5.1 million during Fiscal 2024, which were recorded within restructuring and other charges, net in the consolidated statements of operations.

Global Economic Conditions and Industry Trends

The global economy and retail industry are impacted by many different factors. Changes in economic conditions, most notably persisting inflationary pressures (including increases in the cost of raw materials, transportation, and salaries & benefits), high interest rates, significant foreign currency volatility, bank failures, and concerns of a potential recession, continue to impact consumer discretionary income levels, spending, and sentiment in the U.S. and beyond. In response to such pressures, as well as in an effort to reduce elevated inventory levels, many retailers (particularly in the U.S.) have become increasingly more promotional in an attempt to offset traffic declines and increase conversion. The future geopolitical landscape also remains particularly uncertain, with over 60 countries scheduled to hold national elections during 2024, including the U.S. presidential election in November. Any resulting changes in international trade relations, legislation and regulations (including those related to taxation and importation), or economic and monetary policies, or heightened diplomatic tensions or political and civil unrest, among other potential impacts, could adversely impact the global economy and our operating results.

The global economy has also been negatively impacted by ongoing military conflicts taking place in various parts of the world, most notably the Russia-Ukraine and Israel-Hamas wars, other recent hostilities in the Middle East, and militant attacks on cargo vessels in the Red Sea. Although our voluntary decision to suspend operations in Russia has not resulted in a material impact to our consolidated financial statements and our ongoing operations in Israel are also not material, our business has been, and may continue to be, impacted by the broader macroeconomic implications resulting from these and other military conflicts, including inflationary pressures, unfavorable foreign currency exchange rates, increases in energy prices, food shortages, and volatility in financial markets, among other factors, which have adversely impacted consumer sentiment and confidence. Although our business has not been significantly impacted by the recent Red Sea crisis, it could lead to shipping delays, inventory shortages, and/or higher freight costs in the near future and beyond. It is not clear at this time how long these conflicts will endure, or if they will escalate further with additional countries declaring war against each other, which could further amplify the impacts of the various macroeconomic factors described above and potentially result in a global recession.

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. Our strategy for mitigating inflationary pressures includes numerous levers, including our commitment to driving average unit retail growth, leveraging our diversified supply chain and strong supplier relationships, elevating our product sustainability efforts, and leveraging our in-house quality control to reduce time and cost from the manufacturing process, among other efforts. We have also taken earlier receipts of inventory and strategically utilize faster means of transportation when necessary to maximize full-price selling windows. While we remain agile and mindful of the increasing competitive promotional environment, we plan to continue driving our broader long-term strategy of brand elevation, which includes multiple levers to continue driving average unit retail growth and brand equity.

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" included in this Annual Report on Form 10-K.

Summary of Financial Performance

Operating Results

In Fiscal 2024, we reported net revenues of \$6.631 billion, net income of \$646.3 million, and net income per diluted share of \$9.71, as compared to net revenues of \$6.444 billion, net income of \$522.7 million, and net income per diluted share of \$7.58 in Fiscal 2023. 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 non-recurring income tax events. We also continue to experience varying degrees of business disruptions resulting from the current macroeconomic environment, including inflationary pressures, ongoing military conflicts taking place in various parts of the world, and foreign currency volatility, among other factors.

Our operating performance for Fiscal 2024 reflected revenue increases of 2.9% on a reported basis and 2.7% on a constant currency basis, as defined within "*Transactions and Trends Affecting Comparability of Results of Operations and Financial Condition*" below. Net revenue growth was led by our international businesses.

Our gross profit as a percentage of net revenues increased by 220 basis points to 66.8% during Fiscal 2024, primarily driven by lower freight costs, favorable geographic and channel mix, higher average unit retail ("AUR"), and lower non-routine inventory charges recorded during Fiscal 2024 as compared to the prior fiscal year, all partially offset by higher product costs and unfavorable foreign currency effects.

Selling, general, and administrative ("SG&A") expenses as a percentage of net revenues during Fiscal 2024 increased by 140 basis points to 54.3%, primarily driven by higher compensation-related expenses, rent and occupancy costs, and marketing and advertising expenses.

Net income increased by \$123.6 million to \$646.3 million in Fiscal 2024 as compared to Fiscal 2023, primarily due to a \$52.2 million increase in our operating income and higher interest income of \$40.8 million, as well as a \$38.1 million decrease in our income tax provision. Net income per diluted share increased by \$2.13 to \$9.71 per share during Fiscal 2024 driven by the higher level of net income and lower weighted-average diluted shares outstanding.

During Fiscal 2024 and Fiscal 2023, our operating results were negatively impacted by net restructuring-related charges and certain other charges (benefits) totaling \$69.9 million and \$66.0 million, respectively, which had an after-tax effect of reducing net income by \$52.6 million, or \$0.80 per diluted share, and \$52.9 million, or \$0.76 per diluted share, respectively. Net income during Fiscal 2024 also reflected an income tax benefit of \$13.1 million, or \$0.20 per diluted share, recorded in connection with non-recurring income tax events.

Financial Condition and Liquidity

We ended Fiscal 2024 in a net cash and short-term investments position (calculated as cash and cash equivalents, plus short-term investments, less total debt) of \$642.7 million, as compared to \$427.2 million as of the end of Fiscal 2023. The increase in our net cash and short-term investments position during Fiscal 2024 as compared to Fiscal 2023 was primarily due to our operating cash flows of \$1.070 billion, partially offset by our use of cash to support Class A common stock repurchases of \$449.7 million, including withholdings in satisfaction of tax obligations for stock-based compensation awards, to make dividend payments of \$194.6 million, and to invest in our business through \$164.8 million in capital expenditures.

Net cash provided by operating activities was \$1.070 billion during Fiscal 2024, as compared to \$411.0 million during Fiscal 2023. The net increase in cash provided by operating activities was due to a net favorable change related to our operating assets and liabilities, including our working capital, as compared to the prior fiscal year, as well as an increase in net income before non-cash charges.

Our equity increased to \$2.450 billion as of March 30, 2024, compared to \$2.431 billion as of April 1, 2023 due to our comprehensive income and the net impact of stock-based compensation arrangements, partially offset by our share repurchase activity and dividends declared during Fiscal 2024.

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

The comparability of our operating results for the three fiscal years presented herein 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):

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Restructuring and other charges, net (see Note 9)	\$ (74.9)	\$ (43.0)	\$ (22.2)
Non-routine inventory benefits (charges) ^(a)	4.5	(15.4)	13.3
Impairment of assets (see Note 8)	—	(9.7)	(21.3)
Non-routine bad debt reversals (expense), net ^(b)	0.5	2.1	(2.4)
Total charges, net	\$ (69.9)	\$ (66.0)	\$ (32.6)

^(a) Non-routine inventory benefits (charges) are recorded within cost of goods sold in the consolidated statements of operations. The benefits recorded during Fiscal 2024 primarily related to reversals of amounts previously recognized in connection with delays in U.S. customs shipment reviews and approvals (approximately \$3 million) and the COVID-19 pandemic (approximately \$2 million). Non-routine inventory charges, net recorded during Fiscal 2023 primarily related to the Russia-Ukraine war (approximately \$10 million) and delays in U.S. customs shipment reviews and approvals (approximately \$5 million). Non-routine inventory benefits, net recorded during Fiscal 2022 related to COVID-19-related reserves.

^(b) Non-routine bad debt reversals (expense), net are recorded within SG&A expenses in the consolidated statements of operations. Non-routine bad debt reversals, net recorded during Fiscal 2024 and Fiscal 2023 primarily related to charges previously recognized in connection with the Russia-Ukraine war. Non-routine bad debt expense, net recorded during Fiscal 2022 related to the Russia-Ukraine war (approximately \$3 million), partially offset by COVID-19-related bad debt reversals (approximately \$1 million).

- a one-time tax benefit of \$13.1 million recorded within our income tax provision during Fiscal 2024 in connection with Swiss tax reform and the European Union's anti-tax avoidance directive, which decreased our effective tax rate by 170 basis points. See Note 10 to the accompanying consolidated financial statements for further discussion;
- the inclusion of the 53rd week in Fiscal 2022, which resulted in incremental net revenues of \$62.7 million and net income of \$16.5 million, or approximately \$0.22 per diluted share;
- the disposition of our former Club Monaco business at the end of the first quarter of Fiscal 2022 in connection with our Fiscal 2021 Strategic Realignment Plan. We did not recognize any net revenues during Fiscal 2024 or Fiscal 2023 in connection with our former Club Monaco business, whereas we recognized net revenues of approximately \$34 million during Fiscal 2022. See Note 9 to the accompanying consolidated financial statements for further discussion;
- the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022 in connection with our Fiscal 2021 Strategic Realignment Plan, which resulted in declines in net revenues of approximately \$15 million during Fiscal 2023 and \$69 million during Fiscal 2022, each as compared to their respective prior fiscal year. See Note 9 to the accompanying consolidated financial statements for further discussion; and
- varying degrees of COVID-19 business disruptions during the fiscal years presented.

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 52-week and 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

Fiscal 2024 Compared to Fiscal 2023

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.

	Fiscal Years Ended		\$ Change	% / bps Change
	March 30, 2024	April 1, 2023		
	(millions, except per share data)			
Net revenues	\$ 6,631.4	\$ 6,443.6	\$ 187.8	2.9 %
Cost of goods sold	(2,199.6)	(2,277.8)	78.2	(3.4 %)
Gross profit	4,431.8	4,165.8	266.0	6.4 %
<i>Gross profit as % of net revenues</i>	66.8 %	64.6 %		220 bps
Selling, general, and administrative expenses	(3,600.5)	(3,408.9)	(191.6)	5.6 %
<i>SG&A expenses as % of net revenues</i>	54.3 %	52.9 %		140 bps
Impairment of assets	—	(9.7)	9.7	(100.0 %)
Restructuring and other charges, net	(74.9)	(43.0)	(31.9)	74.1 %
Operating income	756.4	704.2	52.2	7.4 %
<i>Operating income as % of net revenues</i>	11.4 %	10.9 %		50 bps
Interest expense	(42.2)	(40.4)	(1.8)	4.4 %
Interest income	73.0	32.2	40.8	127.1 %
Other expense, net	(9.8)	(4.1)	(5.7)	142.3 %
Income before income taxes	777.4	691.9	85.5	12.4 %
Income tax provision	(131.1)	(169.2)	38.1	(22.5 %)
<i>Effective tax rate^(a)</i>	16.9 %	24.5 %		(760 bps)
Net income	\$ 646.3	\$ 522.7	\$ 123.6	23.7 %
Net income per common share:				
Basic	\$ 9.91	\$ 7.72	\$ 2.19	28.4 %
Diluted	\$ 9.71	\$ 7.58	\$ 2.13	28.1 %

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

Net Revenues. Net revenues increased by \$187.8 million, or 2.9%, to \$6.631 billion in Fiscal 2024 as compared to Fiscal 2023, including favorable foreign currency effects of \$12.4 million. On a constant currency basis, net revenues increased by \$175.4 million, or 2.7%. These increases were driven by our international businesses.

The following table summarizes the percentage change in our Fiscal 2024 consolidated comparable store sales as compared to the prior fiscal year:

	% Change
Digital commerce	5 %
Brick and mortar	6 %
Total comparable store sales	6 %

Our global average store count increased by 30 stores and concession shops during Fiscal 2024 compared with the prior fiscal year, driven by new openings primarily in Asia. The following table details our retail store presence by segment as of the periods presented:

	March 30, 2024	April 1, 2023
Freestanding Stores:		
North America	230	237
Europe	103	104
Asia	231	212
Total freestanding stores	564	553
Concession Shops:		
North America	1	1
Europe	27	29
Asia	671	692
Total concession shops	699	722
Total stores	1,263	1,275

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 Ralph Lauren app in the U.S. 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 prior fiscal year, are provided below:

	Fiscal Years Ended		\$ Change	Foreign Exchange Impact	\$ Change	% Change	
	March 30, 2024	April 1, 2023	As Reported		Constant Currency	As Reported	Constant Currency
(millions)							
Net Revenues:							
North America	\$ 2,950.5	\$ 3,020.5	\$ (70.0)	\$ (2.2)	\$ (67.8)	(2.3 %)	(2.2 %)
Europe	1,968.0	1,839.2	128.8	69.6	59.2	7.0 %	3.2 %
Asia	1,566.6	1,426.7	139.9	(55.0)	194.9	9.8 %	13.7 %
Other non-reportable segments ^(a)	146.3	157.2	(10.9)	—	(10.9)	(6.9 %)	(6.9 %)
Total net revenues	\$ 6,631.4	\$ 6,443.6	\$ 187.8	\$ 12.4	\$ 175.4	2.9 %	2.7 %

North America net revenues — Net revenues decreased by \$70.0 million, or 2.3%, during Fiscal 2024 as compared to Fiscal 2023. On a constant currency basis, net revenues decreased by \$67.8 million, or 2.2%.

The \$70.0 million decline in North America net revenues was driven by:

- a \$113.3 million decline related to our North America wholesale business as we carefully manage sell-ins to our wholesale customers to better align with consumer demand, as well as the return to a more normalized timing of shipments following last year's supply chain disruption.

This decline was partially offset by:

- a \$43.3 million increase related to our North America retail business. On a constant currency basis, net revenues increased by \$44.3 million, reflecting increases of \$35.9 million in comparable store sales and \$8.4 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	— %
Brick and mortar	3 %
Total comparable store sales	2 %

Europe net revenues — Net revenues increased by \$128.8 million, or 7.0%, during Fiscal 2024 as compared to Fiscal 2023. On a constant currency basis, net revenues increased by \$59.2 million, or 3.2%.

The \$128.8 million increase in Europe net revenues was driven by:

- a \$112.9 million increase related to our Europe retail business, inclusive of favorable foreign currency effects of \$31.4 million. On a constant currency basis, net revenues increased by \$81.5 million, reflecting increases of \$66.7 million in comparable store sales and \$14.8 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	11 %
Brick and mortar	7 %
Total comparable store sales	8 %

- a \$15.9 million increase related to our Europe wholesale business largely driven by favorable foreign currency effects of \$38.2 million and stronger re-order trends, partially offset by the negative impact of lapping the prior fiscal year's favorable post-pandemic wholesale allowances.

Asia net revenues — Net revenues increased by \$139.9 million, or 9.8%, during Fiscal 2024 as compared to Fiscal 2023. On a constant currency basis, net revenues increased by \$194.9 million, or 13.7%.

The \$139.9 million increase in Asia net revenues was driven by:

- a \$141.7 million increase related to our Asia retail business, inclusive of unfavorable foreign currency effects of \$51.5 million. On a constant currency basis, net revenues increased by \$193.2 million, reflecting increases of \$116.9 million in comparable store sales and \$76.3 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	19 %
Brick and mortar	10 %
Total comparable store sales	10 %

This increase was partially offset by a \$1.8 million decline related to our Asia wholesale business, inclusive of unfavorable foreign currency effects of \$3.5 million.

Gross Profit. Gross profit increased by \$266.0 million, or 6.4%, to \$4.432 billion in Fiscal 2024, including unfavorable foreign currency effects of \$4.9 million. Gross profit as a percentage of net revenues increased to 66.8% in Fiscal 2024 from 64.6% in Fiscal 2023. The 220 basis point improvement was primarily driven by lower freight costs, favorable geographic and channel mix, higher AUR, and lower non-routine inventory charges recorded during Fiscal 2024 as compared to the prior fiscal year, all partially offset by higher product costs and unfavorable foreign currency effects.

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 product costs. These factors, among others, may cause gross profit as a percentage of net revenues to fluctuate from year to year.

Selling, General, and Administrative Expenses. SG&A expenses include costs relating to compensation and benefits, rent and occupancy, marketing and advertising, distribution, information technology, legal, depreciation and amortization, bad debt, and other selling and administrative costs. SG&A expenses increased by \$191.6 million, or 5.6%, to \$3.600 billion in Fiscal 2024, including favorable foreign currency effects of \$11.4 million. SG&A expenses as a percentage of net revenues increased to 54.3% in Fiscal 2024 from 52.9% in Fiscal 2023. The 140 basis point increase was largely attributable to geographic and channel mix resulting from growth of our international and retail businesses which typically carry higher operating expense margins.

The \$191.6 million increase in SG&A expenses was driven by:

	Fiscal 2024 Compared to Fiscal 2023
	(millions)
SG&A expense category:	
Compensation-related expenses	\$ 108.2
Rent and occupancy costs	30.9
Marketing and advertising expenses	28.9
Depreciation and amortization expense	8.3
Other	15.3
Total increase in SG&A expenses	<u>\$ 191.6</u>

Impairment of Assets. No impairment charges were recorded during Fiscal 2024. On a comparative basis, during Fiscal 2023, we recorded impairment charges of \$9.7 million to write-down certain long-lived assets. See Note 8 to the accompanying consolidated financial statements.

Restructuring and Other Charges, Net. During Fiscal 2024 and Fiscal 2023, we recorded net restructuring charges and benefits of \$55.8 million and \$19.2 million, respectively, primarily consisting of severance and benefits costs, as well as other charges of \$14.0 million and \$23.8 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. In addition, during Fiscal 2024 we recorded other charges of \$5.1 million in connection with our Next Generation Transformation project (refer to "Recent Developments" for additional discussion). Additionally, during Fiscal 2024 and Fiscal 2023, we recognized income of \$7.0 million and \$3.5 million, respectively, related to consideration received from Regent, L.P. ("Regent") in connection with our previously sold Club Monaco business, pursuant to certain clauses included in the securities and asset purchase agreement. We donated this income to The Ralph Lauren Corporate Foundation, a non-profit, charitable foundation, which resulted in related offsetting donation expenses of \$7.0 million and \$3.5 million during Fiscal 2024 and Fiscal 2023, respectively. See Note 9 to the accompanying consolidated financial statements.

Operating Income. Operating income increased by \$52.2 million, or 7.4%, to \$756.4 million during Fiscal 2024, reflecting favorable foreign currency effects of \$6.5 million. Our operating results during Fiscal 2024 and Fiscal 2023 were negatively impacted by net restructuring-related charges, impairment of assets, and certain other charges (benefits) totaling \$69.9 million and \$66.0 million, respectively. Operating income as a percentage of net revenues was 11.4% in Fiscal 2024, reflecting a 50 basis point improvement from Fiscal 2023. The improvement in operating income as a percentage of net revenues was primarily driven by the increase in our gross margin, partially offset by the increase in SG&A expenses as a percentage of net revenues, both 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 prior fiscal year, are provided below:

	Fiscal Years Ended					
	March 30, 2024		April 1, 2023		\$ Change	Margin Change
	Operating Income	Operating Margin	Operating Income	Operating Margin		
(millions)		(millions)		(millions)		
Segment:						
North America	\$ 553.6	18.8%	\$ 543.2	18.0%	\$ 10.4	80 bps
Europe	464.9	23.6%	406.5	22.1%	58.4	150 bps
Asia	335.9	21.4%	289.6	20.3%	46.3	110 bps
Other non-reportable segments ^(a)	128.9	88.1%	146.4	93.1%	(17.5)	(500 bps)
	1,483.3		1,385.7		97.6	
Unallocated corporate expenses	(652.0)		(638.5)		(13.5)	
Unallocated restructuring and other charges, net	(74.9)		(43.0)		(31.9)	
Total operating income	\$ 756.4	11.4%	\$ 704.2	10.9%	\$ 52.2	50 bps

North America operating margin improved by 80 basis points, primarily due to the favorable impact of 90 basis points attributable to lower non-routine inventory charges recorded during Fiscal 2024 as compared to the prior fiscal year. The overall improvement in operating margin also reflected the net favorable impact of approximately 20 basis points driven by an increase in gross margin, partially offset by an increase in SG&A expenses as a percentage of net revenues. This increase in overall operating margin was partially offset by the unfavorable impact of approximately 30 basis points attributable to channel mix.

Europe operating margin improved by 150 basis points, primarily due to approximately 170 basis points driven by an increase in gross margin. The overall improvement in operating margin also reflected favorable foreign currency effects of 20 basis points. These improvements in operating margin were partially offset by the unfavorable impact of approximately 40 basis points attributable to channel mix.

Asia operating margin improved by 110 basis points, primarily due to the net favorable impact of approximately 130 basis points largely driven by a decline in SG&A expenses as a percentage of net revenues. This overall improvement in operating margin was partially offset by unfavorable foreign currency effects of 20 basis points.

Unallocated corporate expenses increased by \$13.5 million to \$652.0 million in Fiscal 2024. The increase in unallocated corporate expenses was due to higher compensation-related expenses of \$50.5 million, partially offset by lower rent and occupancy expenses of \$6.6 million, lower marketing and advertising expenses of \$6.4 million, lower depreciation and amortization expenses of \$5.6 million, lower consulting fees of \$5.1 million, lower selling-related expenses of \$4.6 million, and lower other expenses of \$8.7 million.

Unallocated restructuring and other charges, net increased by \$31.9 million to \$74.9 million in Fiscal 2024, as previously discussed above and in Note 9 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 Fiscal 2024, we reported non-operating income, net, of \$21.0 million as compared to non-operating expense, net, of \$12.3 million during Fiscal 2023. The \$33.3 million increase in non-operating income, net was mainly due to a \$40.8 million increase in interest income driven by higher interest rates in financial markets and higher average on-hand cash, cash equivalents, and short-term investments balance during the current fiscal year compared to the prior fiscal year. The increase in interest income was partially offset by higher interest expense and other expense, net.

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 in Fiscal 2024 were \$131.1 million and 16.9%, respectively, compared to \$169.2 million and 24.5%, respectively, in Fiscal 2023. The \$38.1 million decrease in our income tax provision was primarily driven by the 760 basis point decline in our effective tax rate, partially offset by an increase in our pretax income. The decline in our effective tax rate was due to a deferred tax benefit recognized as a result of transactions entered into as part of a reorganization of the Company's legal entity structure, the favorable impact of remeasuring net deferred tax assets as a result of recently enacted changes in tax legislation, and the absence of unfavorable prior year adjustments related to certain deferred tax assets and receivables, partially offset by the unfavorable impact of audit-related reserve adjustments. The decline in our effective tax rate was also due to a one-time tax benefit of \$13.1 million recorded during Fiscal 2024 in connection with Swiss tax reform and the European Union's anti-tax avoidance directive, which lowered our effective tax rate by 170 basis points. See Note 10 to the accompanying consolidated financial statements.

Net Income. Net income increased to \$646.3 million in Fiscal 2024, from \$522.7 million in Fiscal 2023. The \$123.6 million increase in net income was primarily due to an increase in our operating income and non-operating income, net, as well as a decrease in our income tax provision, all as previously discussed. Our operating results during Fiscal 2024 and Fiscal 2023 were negatively impacted by net restructuring-related charges, impairment of assets, and certain other charges (benefits) totaling \$69.9 million and \$66.0 million, respectively, which had an after-tax effect of reducing net income by \$52.6 million and \$52.9 million, respectively. Net income during Fiscal 2024 also reflected an income tax benefit of \$13.1 million recorded in connection with Swiss tax reform and the European Union's anti-tax avoidance directive, as previously discussed.

Net Income per Diluted Share. Net income per diluted share increased to \$9.71 in Fiscal 2024, from \$7.58 in Fiscal 2023. The \$2.13 per share increase was primarily driven by the higher level of net income, as previously discussed, and lower weighted-average diluted shares outstanding during Fiscal 2024 driven by our share repurchases during the last twelve months. Net income per diluted share for Fiscal 2024 and Fiscal 2023 were also negatively impacted by \$0.80 per share and \$0.76 per share, respectively, attributable to net restructuring-related charges, impairment of assets, and certain other charges (benefits), as previously discussed. Net income per diluted share during Fiscal 2024 was also favorably impacted by \$0.20 due to an income tax benefit recorded in connection with Swiss tax reform and the European Union's anti-tax avoidance directive, as previously discussed.

Fiscal 2023 Compared to Fiscal 2022

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.

	Fiscal Years Ended		\$ Change	% / bps Change
	April 1, 2023	April 2, 2022		
	(millions, except per share data)			
Net revenues	\$ 6,443.6	\$ 6,218.5	\$ 225.1	3.6 %
Cost of goods sold	(2,277.8)	(2,071.0)	(206.8)	10.0 %
Gross profit	4,165.8	4,147.5	18.3	0.4 %
<i>Gross profit as % of net revenues</i>	64.6 %	66.7 %		(210 bps)
Selling, general, and administrative expenses	(3,408.9)	(3,305.6)	(103.3)	3.1 %
<i>SG&A expenses as % of net revenues</i>	52.9 %	53.2 %		(30 bps)
Impairment of assets	(9.7)	(21.3)	11.6	(54.6 %)
Restructuring and other charges, net	(43.0)	(22.2)	(20.8)	93.3 %
Operating income	704.2	798.4	(94.2)	(11.8 %)
<i>Operating income as % of net revenues</i>	10.9 %	12.8 %		(190 bps)
Interest expense	(40.4)	(54.0)	13.6	(25.3 %)
Interest income	32.2	5.5	26.7	481.4 %
Other income (expense), net	(4.1)	4.7	(8.8)	NM
Income before income taxes	691.9	754.6	(62.7)	(8.3 %)
Income tax provision	(169.2)	(154.5)	(14.7)	9.5 %
<i>Effective tax rate^(a)</i>	24.5 %	20.5 %		400 bps
Net income	\$ 522.7	\$ 600.1	\$ (77.4)	(12.9 %)
Net income per common share:				
Basic	\$ 7.72	\$ 8.22	\$ (0.50)	(6.1 %)
Diluted	\$ 7.58	\$ 8.07	\$ (0.49)	(6.1 %)

^(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 \$225.1 million, or 3.6%, to \$6.444 billion in Fiscal 2023 as compared to Fiscal 2022, including unfavorable foreign currency effects of \$360.0 million. On a constant currency basis, net revenues increased by \$585.1 million, or 9.4%. These increases in net revenues reflected growth across all of our reportable segments despite the negative impact associated with the absence of the 53rd week, which resulted in incremental net revenues of \$62.7 million during the prior fiscal year; the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022; and the disposition of our former Club Monaco business at the end of the first quarter of Fiscal 2022.

The following table summarizes the percentage change in our Fiscal 2023 consolidated comparable store sales as compared to the prior fiscal year:

	% Change
Digital commerce	7 %
Brick and mortar	8 %
Total comparable store sales	8 %

Our global average store count increased by 90 stores and concession shops during Fiscal 2023 compared with the prior fiscal year, driven by new openings primarily in Asia. The following table details our retail store presence by segment as of the periods presented:

	April 1, 2023	April 2, 2022
Freestanding Stores:		
North America	237	239
Europe	104	95
Asia	212	170
Total freestanding stores	553	504
Concession Shops:		
North America	1	1
Europe	29	29
Asia	692	654
Total concession shops	722	684
Total stores	1,275	1,188

In addition to our stores, we sold products online in North America, Europe, and Asia through our various digital commerce sites, as well as through our Ralph Lauren app in the U.S. We also sold 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 prior fiscal year, are provided below:

	Fiscal Years Ended		\$ Change		Foreign Exchange Impact	\$ Change		% Change	
	April 1, 2023	April 2, 2022	As Reported			Constant Currency	As Reported	Constant Currency	
Net Revenues:									
North America	\$ 3,020.5	\$ 2,968.2	\$ 52.3	\$ (5.6)	\$ 57.9	1.8 %	2.0 %		
Europe	1,839.2	1,780.7	58.5	(196.3)	254.8	3.3 %	14.3 %		
Asia	1,426.7	1,286.8	139.9	(157.9)	297.8	10.9 %	23.1 %		
Other non-reportable segments ^(a)	157.2	182.8	(25.6)	(0.2)	(25.4)	(14.0 %)	(13.9 %)		
Total net revenues	\$ 6,443.6	\$ 6,218.5	\$ 225.1	\$ (360.0)	\$ 585.1	3.6 %	9.4 %		

^(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 \$52.3 million, or 1.8%, during Fiscal 2023 as compared to Fiscal 2022. This increase reflected the absence of the 53rd week, which resulted in incremental net revenues of approximately \$30 million during the prior fiscal year, primarily related to our retail business. On a constant currency basis, net revenues increased by \$57.9 million, or 2.0%.

The \$52.3 million increase in North America net revenues was driven by:

- a \$58.3 million increase related to our North America wholesale business largely driven by stronger sell-in trends as compared to the prior fiscal year. This increase was realized despite the transition of our Chaps business to a fully licensed business model during the second quarter of Fiscal 2022.

This increase was partially offset by:

- a \$6.0 million decrease related to our North America retail business, reflecting the absence of the 53rd week, which resulted in incremental net revenues of approximately \$28 million during the prior fiscal year. On a constant currency basis, net revenues decreased by \$2.4 million, reflecting a decrease of \$24.9 million in non-

comparable store sales driven by the absence on the 53rd week, partially offset by an increase of \$22.5 million in comparable store sales. The following table summarizes the percentage change in comparable store sales related to our North America retail business:

	% Change
Digital commerce	3 %
Brick and mortar	1 %
Total comparable store sales	1 %

Europe net revenues — Net revenues increased by \$58.5 million, or 3.3%, during Fiscal 2023 as compared to Fiscal 2022. This increase reflected the absence of the 53rd week, which resulted in incremental net revenues of approximately \$12 million during the prior fiscal year related to our retail business. On a constant currency basis, net revenues increased by \$254.8 million, or 14.3%.

The \$58.5 million increase in Europe net revenues was driven by:

- a \$30.1 million increase related to our Europe retail business, inclusive of unfavorable foreign currency effects of \$92.3 million and the absence of the 53rd week. On a constant currency basis, net revenues increased by \$122.4 million reflecting increases of \$88.8 million in comparable store sales and \$33.6 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	10 %
Brick and mortar	14 %
Total comparable store sales	13 %

- a \$28.4 million increase related to our Europe wholesale business largely driven by stronger post-pandemic demand during the first half of Fiscal 2023, coupled with improved timing of inventory receipts and fulfillment of customer orders, partially offset by unfavorable foreign currency effects of \$104.0 million.

Asia net revenues — Net revenues increased by \$139.9 million, or 10.9%, during Fiscal 2023 as compared to Fiscal 2022, despite COVID-19-related disruptions continuing to sporadically occur throughout the fiscal year, as well as the absence of the 53rd week, which resulted in incremental net revenues of approximately \$21 million during the prior fiscal year related to our retail business. On a constant currency basis, net revenues increased by \$297.8 million, or 23.1%.

The \$139.9 million increase in Asia net revenues was driven by:

- a \$114.7 million increase related to our Asia retail business, inclusive of unfavorable foreign currency effects of \$148.5 million and the absence of the 53rd week. On a constant currency basis, net revenues increased by \$263.2 million reflecting increases of \$164.8 million in comparable store sales and \$98.4 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	24 %
Brick and mortar	17 %
Total comparable store sales	17 %

- a \$25.2 million increase related to our Asia wholesale business, reflecting increases most notably in Japan, South Korea, and Australia, partially offset by unfavorable foreign currency effects of \$9.4 million.

Gross Profit. Gross profit increased by \$18.3 million, or 0.4%, to \$4.166 billion in Fiscal 2023, including unfavorable foreign currency effects of \$330.3 million. Gross profit as a percentage of net revenues decreased to 64.6% in Fiscal 2023 from 66.7% in Fiscal 2022. The 210 basis point decline was primarily driven by inflationary cost pressures, unfavorable foreign currency effects, and higher non-routine inventory charges recorded during Fiscal 2023 as compared to the prior fiscal year, partially offset by higher pricing.

Selling, General, and Administrative Expenses. SG&A expenses increased by \$103.3 million, or 3.1%, to \$3.409 billion in Fiscal 2023, including favorable foreign currency effects of \$165.8 million. SG&A expenses as a percentage of net revenues decreased to 52.9% in Fiscal 2023 from 53.2% in Fiscal 2022. The 30 basis point decline was driven by operating leverage on higher net revenues.

The \$103.3 million increase in SG&A expenses was driven by:

	Fiscal 2023 Compared to Fiscal 2022
	(millions)
SG&A expense category:	
Compensation-related expenses	\$ 44.1
Shipping and handling costs	24.8
Staff-related expenses	21.8
Selling-related expenses	17.3
Consulting and professional fees	15.3
Non-income-related taxes	(19.7)
Marketing and advertising expenses	(18.2)
Other	17.9
Total increase in SG&A expenses	<u>\$ 103.3</u>

Impairment of Assets. During Fiscal 2023 and Fiscal 2022, we recorded impairment charges of \$9.7 million and \$21.3 million, respectively, to write-down certain long-lived assets. See Note 8 to the accompanying consolidated financial statements.

Restructuring and Other Charges, Net. During Fiscal 2023 and Fiscal 2022, we recorded net restructuring charges and benefits of \$19.2 million and \$4.0 million, respectively, primarily consisting of severance and benefits costs (reversals) and restructuring-related other charges, as well as other charges of \$23.8 million and \$11.8 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. Additionally, during Fiscal 2023 and Fiscal 2022, we recognized income of \$3.5 million and \$4.0 million, respectively, related to consideration received from Regent in connection with our previously sold Club Monaco business. We donated this income to The Ralph Lauren Corporate Foundation, which resulted in related offsetting donation expenses of \$3.5 million and \$4.0 million during Fiscal 2023 and Fiscal 2022, respectively. We also recorded charges of \$6.4 million during Fiscal 2022 in connection with non-income-related capital taxes resulting from Swiss tax reform. See Note 9 to the accompanying consolidated financial statements.

Operating Income. Operating income decreased by \$94.2 million, or 11.8%, to \$704.2 million during Fiscal 2023, reflecting unfavorable foreign currency effects of \$164.5 million. Our operating results during Fiscal 2023 and Fiscal 2022 were negatively impacted by net restructuring-related charges, impairment of assets, and certain other charges (benefits) totaling \$66.0 million and \$32.6 million, respectively. Operating income as a percentage of net revenues was 10.9% in Fiscal 2023, reflecting a 190 basis point decline from Fiscal 2022. The decline in operating income as a percentage of net revenues was primarily driven by the decrease in our gross margin and higher net restructuring-related charges, impairment of assets, and certain other charges (benefits) recorded during Fiscal 2023 as compared to the prior fiscal year, partially offset by the decline in SG&A expenses as a percentage of net revenues, all 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 prior fiscal year, are provided below:

	Fiscal Years Ended					
	April 1, 2023		April 2, 2022		\$ Change (millions)	Margin Change
	Operating Income (millions)	Operating Margin	Operating Income (millions)	Operating Margin		
Segment:						
North America	\$ 543.2	18.0%	\$ 676.7	22.8%	\$ (133.5)	(480 bps)
Europe	406.5	22.1%	444.0	24.9%	(37.5)	(280 bps)
Asia	289.6	20.3%	228.8	17.8%	60.8	250 bps
Other non-reportable segments ^(a)	146.4	93.1%	138.4	75.7%	8.0	1,740 bps
	1,385.7		1,487.9		(102.2)	
Unallocated corporate expenses	(638.5)		(667.3)		28.8	
Unallocated restructuring and other charges, net	(43.0)		(22.2)		(20.8)	
Total operating income	\$ 704.2	10.9%	\$ 798.4	12.8%	\$ (94.2)	(190 bps)

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

North America operating margin declined by 480 basis points, primarily due to the net unfavorable impacts of approximately 370 basis points driven by an increase in SG&A expenses as a percentage of net revenues and a decline in our gross margin. The overall decline in operating margin also reflected the unfavorable impact of 110 basis points attributable to higher non-routine inventory charges and asset impairment charges recorded during Fiscal 2023 as compared to the prior fiscal year.

Europe operating margin declined by 280 basis points, primarily due to the unfavorable impacts of 310 basis points attributable to foreign currency effects. The decline in operating margin was partially offset by the net favorable impact of approximately 10 basis points driven by a decline in SG&A expenses as a percentage of net revenues, partially offset by a decline in our gross margin. The overall decline in operating margin also reflected the favorable impact of 20 basis points attributable to lower non-routine bad debt expenses recorded during Fiscal 2023 as compared to the prior fiscal year.

Asia operating margin improved by 250 basis points, primarily due to the net favorable impact of approximately 380 basis points driven by a decline in SG&A expenses as a percentage of net revenues and an increase in our gross margin. The overall improvement in operating margin also reflected the favorable impact of approximately 40 basis points attributable to other factors, most notably favorable channel mix. These increases in operating margin were partially offset by the unfavorable impact of 170 basis points attributable to foreign currency effects.

Unallocated corporate expenses decreased by \$28.8 million to \$638.5 million in Fiscal 2023. The decline in unallocated corporate expenses was due to lower impairment charges of \$17.3 million, lower non-income-related taxes of \$16.9 million, lower compensation-related expenses of \$11.5 million, and lower other expenses of \$4.5 million, partially offset by higher consulting fees of \$10.7 million and higher staff-related expenses of \$10.7 million.

Unallocated restructuring and other charges, net increased by \$20.8 million to \$43.0 million in Fiscal 2023, as previously discussed above and in Note 9 to the accompanying consolidated financial statements.

Non-operating Income (Expense), Net. During Fiscal 2023 and Fiscal 2022, we reported non-operating expense, net, of \$12.3 million and \$43.8 million, respectively. The \$31.5 million decrease in non-operating expense, net was driven by:

- a \$26.7 million increase in interest income, primarily driven by higher interest rates in financial markets; and
- a \$13.6 million decrease in interest expense, primarily driven by the lower average level of outstanding debt during Fiscal 2023 as compared to the prior fiscal year resulting from our repayment of the 1.700% Senior Notes that matured on June 15, 2022 (see "*Financial Condition and Liquidity — Cash Flows*").

These favorable variances were partially offset by an increase in other expense, net of \$8.8 million primarily driven by higher net foreign currency losses during Fiscal 2023 as compared to the prior fiscal year.

Income Tax Provision. The income tax provision and effective tax rate in Fiscal 2023 were \$169.2 million and 24.5%, respectively, compared to \$154.5 million and 20.5%, respectively, in Fiscal 2022. The \$14.7 million increase in our income tax provision was primarily driven by a 400 basis point increase in our effective tax rate, partially offset by the decline in our pretax income. The increase in our effective tax rate was primarily due to the absence of prior year deferred tax adjustments for certain deferred tax liabilities and the absence of certain favorable permanent adjustments. See Note 10 to the accompanying consolidated financial statements.

Net Income. Net income decreased to \$522.7 million in Fiscal 2023, from \$600.1 million in Fiscal 2022. The \$77.4 million decrease in net income was primarily due to the decline in our operating income, partially offset by a decline in non-operating expense, net, both as previously discussed. Our operating results during Fiscal 2023 and Fiscal 2022 were negatively impacted by net restructuring-related charges, impairment of assets, and certain other charges (benefits) totaling \$66.0 million and \$32.6 million, respectively, which had an after-tax effect of reducing net income by \$52.9 million and \$23.2 million, respectively. Our net income during Fiscal 2022 reflected the favorable impact of the inclusion of the 53rd week, which increased net income by \$16.5 million.

Net Income per Diluted Share. Net income per diluted share decreased to \$7.58 in Fiscal 2023, from \$8.07 in Fiscal 2022. The \$0.49 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 Fiscal 2023 driven by our share repurchases during the preceding twelve months. Net income per diluted share for Fiscal 2023 and Fiscal 2022 were also negatively impacted by \$0.76 per share and \$0.31 per share respectively, attributable to net restructuring-related charges, impairment of assets, and certain other charges (benefits), as previously discussed. Net income per diluted share during Fiscal 2022 reflected the favorable impact of the inclusion of the 53rd week, which increased net income per diluted share by \$0.22 per share.

FINANCIAL CONDITION AND LIQUIDITY

Financial Condition

The following table presents our financial condition as of March 30, 2024 and April 1, 2023.

	March 30, 2024	April 1, 2023	\$ Change
	(millions)		
Cash and cash equivalents	\$ 1,662.2	\$ 1,529.3	\$ 132.9
Short-term investments	121.0	36.4	84.6
Long-term debt ^(a)	(1,140.5)	(1,138.5)	(2.0)
Net cash and short-term investments	<u>\$ 642.7</u>	<u>\$ 427.2</u>	<u>\$ 215.5</u>
Equity	<u>\$ 2,450.3</u>	<u>\$ 2,430.5</u>	<u>\$ 19.8</u>

^(a) See Note 11 to the accompanying consolidated financial statements for discussion of the carrying values of our debt.

The increase in our net cash and short-term investments position at March 30, 2024 as compared to April 1, 2023 was primarily due to our operating cash flows of \$1.070 billion, partially offset by our use of cash to support Class A common stock repurchases of \$449.7 million, including withholdings in satisfaction of tax obligations for stock-based compensation awards, to make dividend payments of \$194.6 million, and to invest in our business through \$164.8 million in capital expenditures.

The increase in our equity was attributable to our comprehensive income and the net impact of stock-based compensation arrangements, partially offset by our share repurchase activity and dividends declared during Fiscal 2024.

Cash Flows

Fiscal 2024 Compared to Fiscal 2023

	Fiscal Years Ended		\$ Change
	March 30, 2024	April 1, 2023	
	(millions)		
Net cash provided by operating activities	\$ 1,069.7	\$ 411.0	\$ 658.7
Net cash provided by (used in) investing activities	(256.8)	471.5	(728.3)
Net cash used in financing activities	(665.6)	(1,208.8)	543.2
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(13.6)	(8.8)	(4.8)
Net increase (decrease) in cash, cash equivalents, and restricted cash	\$ 133.7	\$ (335.1)	\$ 468.8

Net Cash Provided by Operating Activities. Net cash provided by operating activities was \$1.070 billion during Fiscal 2024, as compared to \$411.0 million during Fiscal 2023. The \$658.7 million net increase in cash provided by operating activities was due to a net favorable change related to our operating assets and liabilities, including our working capital, as compared to the prior fiscal year, as well as an increase in net income before non-cash charges.

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

- a favorable change related to our inventories, largely driven by a more normalized receipt cadence;
- a net favorable change in our accrued liabilities largely driven by the impact of a lower bonus achievement level realized during Fiscal 2023 as compared to Fiscal 2022 and a favorable change in our restructuring reserve due to an increase in restructuring charges recorded during the current fiscal year period as compared to the prior fiscal year period, as well as a favorable change in accounts payable driven by the timing of cash payments; and
- a favorable change related to our accounts receivable, largely driven by a decline in wholesale net revenues and timing of cash receipts.

Net Cash Provided by (Used in) Investing Activities. Net cash used in investing activities was \$256.8 million during Fiscal 2024, as compared to net cash provided by investing activities of \$471.5 million during Fiscal 2023. The \$728.3 million net increase in cash used in investing activities was primarily driven by:

- a \$783.3 million decrease in proceeds from sales and maturities of investments, less purchases of investments. During Fiscal 2024, we made net investment purchases of \$88.5 million, as compared to receiving net proceeds from sales and maturities of investments of \$694.8 million during Fiscal 2023.

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

- a \$52.7 million decrease in capital expenditures. During Fiscal 2024, we spent \$164.8 million on capital expenditures, as compared to \$217.5 million during Fiscal 2023. Our capital expenditures during Fiscal 2024 primarily related to store openings and renovations, as well as enhancements to our information technology systems.

In Fiscal 2025, we expect to spend approximately \$300 million to \$325 million on capital expenditures primarily related to store opening and renovations, as well as enhancements to our information technology systems (including those related to our Next Generation Transformation project) and corporate office renovations.

Net Cash Used in Financing Activities. Net cash used in financing activities was \$665.6 million during Fiscal 2024, as compared to \$1.209 billion during Fiscal 2023. The \$543.2 million net decrease in cash used in financing activities was primarily driven by:

- a \$500.0 million decrease in cash used to repay debt. During Fiscal 2024, we did not issue or repay any debt. On a comparative basis, during Fiscal 2023, we repaid our previously outstanding \$500.0 million principal amount of unsecured 1.700% senior notes that matured on June 15, 2022; and
- a \$38.9 million decrease in cash used to repurchase shares of our Class A common stock. During Fiscal 2024, we used \$398.2 million to repurchase shares of our Class A common stock pursuant to our common stock repurchase program, and an additional \$51.5 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 Fiscal 2023, we used \$454.3 million to repurchase shares of our Class A common stock pursuant to our common stock repurchase program, and an additional \$34.3 million in shares of our Class A common stock were surrendered or withheld for taxes.

Fiscal 2023 Compared to Fiscal 2022

	Fiscal Years Ended		\$ Change
	April 1, 2023	April 2, 2022	
	(millions)		
Net cash provided by operating activities	\$ 411.0	\$ 715.9	\$ (304.9)
Net cash provided by (used in) investing activities	471.5	(717.9)	1,189.4
Net cash used in financing activities	(1,208.8)	(665.7)	(543.1)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(8.8)	(48.3)	39.5
Net decrease in cash, cash equivalents, and restricted cash	<u>\$ (335.1)</u>	<u>\$ (716.0)</u>	<u>\$ 380.9</u>

Net Cash Provided by Operating Activities. Net cash provided by operating activities was \$411.0 million during Fiscal 2023, as compared to \$715.9 million during Fiscal 2022. The \$304.9 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 the decline 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 net unfavorable change in our accounts payable and accrued liabilities largely driven by a decrease in our bonus accrual and 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 favorable change related to our inventories, largely driven by a more normalized receipt cadence; and
- a favorable change related to our income tax receivables and payables largely driven by the timing of cash receipts and payments, respectively.

Net Cash Provided by (Used in) Investing Activities. Net cash provided by investing activities was \$471.5 million during Fiscal 2023, as compared to cash used in investing activities of \$717.9 million during Fiscal 2022. The \$1.189 billion increase in cash provided by investing activities was primarily driven by:

- a \$1.241 billion increase in proceeds from sales and maturities of investments, less purchases of investments. During Fiscal 2023, we received net proceeds from sales and maturities of investments of \$694.8 million, as compared to making net purchases of investments of \$546.0 million during Fiscal 2022.

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

- a \$50.6 million increase in capital expenditures. During Fiscal 2023, we spent \$217.5 million on capital expenditures, as compared to \$166.9 million during Fiscal 2022. Our capital expenditures during Fiscal 2023 primarily related to store openings and renovations, as well as enhancements to our information technology systems.

Net Cash Used in Financing Activities. Net cash used in financing activities was \$1.209 billion during Fiscal 2023, as compared to \$665.7 million during Fiscal 2022. The \$543.1 million increase in cash used in financing activities was primarily driven by:

- a \$500.0 million increase in cash used to repay debt. During Fiscal 2023, 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 Fiscal 2022, we did not issue or repay any debt; and
- a \$48.3 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 well as an increase to the quarterly cash dividend per share. Dividends paid amounted to \$198.3 million and \$150.0 million, during Fiscal 2023 and Fiscal 2022, respectively.

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 Fiscal 2024, we generated \$1.070 billion of net cash flows from our operations. As of March 30, 2024, we had \$1.783 billion in cash, cash equivalents, and short-term investments, of which \$962.0 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 March 30, 2024:

Description ^(a)	March 30, 2024		
	Total Availability	Borrowings Outstanding	Remaining Availability
	(millions)		
Global Credit Facility and Commercial Paper Program ^(b)	\$ 750	\$ 12 ^(c)	\$ 738
Pan-Asia Credit Facilities	36	—	36
Japan Overdraft Facility	33	—	33

^(a) As defined in Note 11 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 \$750 million.

^(c) Represents outstanding letters of credit for which we were contingently liable under the Global Credit Facility as of March 30, 2024.

We believe that the Global Credit Facility is adequately diversified with no undue concentration in any one financial institution. In particular, as of March 30, 2024, there were seven 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 \$1.500 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 11 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, 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 11 to the accompanying consolidated financial statements for additional information relating to our credit facilities.

Supplier Finance Program

We support a voluntary supplier finance program which provides certain of our inventory suppliers the opportunity, at their sole discretion, to sell their receivables due from us (which are generally due within 90 days) to a participating financial institution in exchange for receipt of a discounted payment amount made earlier than the payment term stipulated between us and the supplier. Our vendor payment terms and amounts due are not impacted by a supplier's decision to participate in the program. We have not pledged any assets and do not provide guarantees under the supplier finance program. Our payment obligations outstanding under our supplier finance program were \$129.2 million and \$122.2 million as of March 30, 2024 and April 1, 2023, respectively, and were recorded within accounts payable in the consolidated balance sheets.

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 \$750 million senior unsecured revolving line of credit through June 30, 2028, which may be used for working capital needs, capital expenditures, certain investments, general corporate purposes, and for funding of acquisitions, as well as 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 certain 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 \$1.500 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 11 to the accompanying consolidated financial statements. As of March 30, 2024, 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 11 to the accompanying consolidated financial statements for additional information relating to our debt and covenant compliance.

Common Stock Repurchase Program

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, excluding related excise taxes. As of March 30, 2024, the remaining availability under our Class A common stock repurchase program was approximately \$776 million. Repurchases of shares of our Class A common stock are subject to overall business and market conditions.

As discussed in Note 10 to the accompanying consolidated financial statements, the Inflation Reduction Act ("IRA") was signed into law by President Biden in August 2022. Among its various provisions, the IRA imposes a 1% excise tax on share repurchases made after December 31, 2022.

See Note 16 to the accompanying consolidated financial statements for additional information relating to our Class A common stock repurchase program.

Dividends

We have generally maintained a regular quarterly cash dividend program on our common stock since 2003.

On May 18, 2022, our Board of Directors approved an increase to the quarterly cash dividend on our common stock from \$0.6875 to \$0.75 per share. On May 16, 2024, our Board of Directors approved an additional increase to the quarterly cash dividend on our common stock from \$0.75 to \$0.825 per share. The first quarterly dividend declared to reflect this increase will be payable to shareholders of record at the close of business on June 28, 2024 and will be paid on July 12, 2024.

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

Material Cash Requirements

Firm Commitments

The following table summarizes certain of our aggregate material cash requirements as of March 30, 2024, and the estimated timing and effect that such obligations are expected to have on our liquidity and cash flows in future periods. We expect to fund these firm commitments with operating cash flows generated in the normal course of business and, if necessary, through availability under our credit facilities or other accessible sources of financing.

	Fiscal 2025	Fiscal 2026-2027	Fiscal 2028-2029	Fiscal 2030 and Thereafter	Total
	(millions)				
Senior Notes	\$ —	\$ 400.0	\$ —	\$ 750.0	\$ 1,150.0
Interest payments on debt	37.1	51.8	44.3	33.2	166.4
Operating leases	279.0	415.2	281.7	485.2	1,461.1
Finance leases	27.3	58.9	50.5	188.9	325.6
Other lease commitments	0.4	16.7	19.7	110.3	147.1
Inventory purchase commitments	834.7	—	—	—	834.7
Mandatory transition tax payments	33.7	42.2	—	—	75.9
Other commitments	77.8	59.8	25.7	—	163.3
Total	\$ 1,290.0	\$ 1,044.6	\$ 421.9	\$ 1,567.6	\$ 4,324.1

The following is a description of our material, firmly committed obligations as of March 30, 2024:

- *Senior Notes* represent the principal amount of our outstanding 3.750% Senior Notes and 2.950% Senior Notes. Amounts do not include any call premiums, unamortized debt issuance costs, or interest payments (see below);
- *Interest payments on debt* represent the semi-annual contractual interest payments due on our 3.750% Senior Notes and 2.950% Senior Notes. Amounts do not include the impact of potential cash flows underlying our related swap contracts (see Note 13 to the accompanying consolidated financial statements for discussion of our swap contracts);
- *Lease obligations* represent fixed payments due over the lease term of our noncancelable leases of real estate and operating equipment, including rent, real estate taxes, insurance, common area maintenance fees, and/or certain other costs. For lease terms that have commenced, information has been presented separately for operating and finance leases. Other lease commitments relate to executed lease agreements for which the related lease terms have not yet commenced as of March 30, 2024;
- *Inventory purchase commitments* represent our legally-binding agreements to purchase fixed or minimum quantities of goods at determinable prices;
- *Mandatory transition tax payments* represent our remaining tax obligation incurred in connection with the deemed repatriation of previously deferred foreign earnings pursuant to the TCJA (see Note 10 to the accompanying consolidated financial statements for discussion of the TCJA); and
- *Other commitments* primarily represent our legally-binding obligations under sponsorship, licensing, and other marketing and advertising agreements; information technology-related service agreements; and pension-related obligations.

Excluded from the above contractual obligations table is the non-current liability for unrecognized tax benefits of \$118.7 million as of March 30, 2024, as we cannot make a reliable estimate of the period in which the liability will be settled, if ever. The above table also excludes the following: (i) amounts recorded in current liabilities in our consolidated balance sheet as of March 30, 2024, which will be paid within one year, other than lease obligations, mandatory transition tax payments, and accrued interest payments on debt; and (ii) non-current liabilities that have no cash outflows associated with them (e.g., deferred income), or the cash outflows associated with them are uncertain or do not represent a "purchase obligation" as such term is used herein (e.g., deferred taxes, derivative financial instruments, asset retirement obligations, and other miscellaneous items).

We also have certain contractual arrangements that would require us to make payments if certain events or circumstances occur. See Note 15 to the accompanying consolidated financial statements for a description of our contingent commitments not included in the above table.

Off-Balance Sheet Arrangements

In addition to the commitments included in the above table, our other off-balance sheet firm commitments relating to our outstanding letters of credit amounted to \$11.8 million as of March 30, 2024. We do not maintain any other off-balance sheet arrangements, transactions, obligations, or other relationships with unconsolidated entities that would be expected to have a material current or future effect on our consolidated financial statements.

MARKET RISK MANAGEMENT

As discussed in Note 13 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 March 30, 2024. However, we do have in aggregate \$36.8 million of derivative instruments in net asset positions held across five 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 13 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 for the fiscal years presented.

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. These 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.

Sensitivity

We perform a sensitivity analysis to determine the effects that market risk exposures may have on the fair values of our forward foreign currency exchange and cross-currency swap contracts. In doing so, we assess the risk of loss in the fair values of these contracts that would result from hypothetical changes in foreign currency exchange rates. This analysis assumes a like movement by the foreign currencies in our hedge portfolio against the U.S. Dollar. As of March 30, 2024, a 10% appreciation or depreciation of the U.S. Dollar against the foreign currencies under contract would result in a net increase or decrease, respectively, in the fair value of our derivative portfolio of approximately \$110 million. This hypothetical net change in fair value should ultimately be largely offset by the net change in the related underlying hedged items.

Interest Rate Risk Management

Sensitivity

As of March 30, 2024, we had no variable-rate debt outstanding. As such, our exposure to changes in interest rates primarily relates to changes in the fair values of our fixed-rate Senior Notes. As of March 30, 2024, the aggregate fair values of our Senior Notes were \$1.063 billion. A 25-basis point increase or decrease in interest rates would decrease or increase, respectively, the aggregate fair values of our Senior Notes by approximately \$11 million based on certain simplifying assumptions, including an immediate across-the-board increase or decrease in the level of interest rates with no other subsequent changes for the remainder of the period. Such potential increases or decreases in the fair value of our debt would only be realized if we were to retire all or a portion of the debt prior to its maturity.

Investment Risk Management

As of March 30, 2024, we had cash and cash equivalents on-hand of \$1.662 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 \$121.0 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 13 to the accompanying consolidated financial statements for further detail of the composition of our investment portfolio as of March 30, 2024.

CRITICAL ACCOUNTING POLICIES

An accounting policy is considered to be critical if it is important to our results of operations, financial condition, and cash flows, and requires significant judgment and estimates on the part of management in its application. 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. We believe that the following list represents our critical accounting policies. For a discussion of all of our significant accounting policies, including our critical accounting policies, see Note 3 to the accompanying consolidated financial statements.

Sales Reserves and Uncollectible Accounts

A significant area of judgment affecting reported revenue involves estimating sales reserves, which represent the portion of gross revenues not expected to be realized. In particular, gross revenue related to our wholesale business is reduced by estimates of returns, discounts, end-of-season markdowns, operational chargebacks, and certain cooperative advertising allowances. Gross revenue related to our retail business, including digital commerce sales, is also reduced by an estimate of returns.

In developing estimates of returns, discounts, end-of-season markdowns, operational chargebacks, and cooperative advertising allowances, we analyze historical trends, actual and forecasted seasonal results, 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. We review and refine these estimates on a quarterly basis. Our historical estimates of these amounts have not differed materially from actual results. However, unforeseen adverse future economic and market conditions, such as those resulting from widespread pandemic diseases and/or other catastrophic events, could result in our actual results differing materially from our estimates. A hypothetical 1% increase in our reserves for returns, discounts, end-of-season markdowns, operational chargebacks, and certain cooperative advertising allowances as of March 30, 2024 would have reduced our Fiscal 2024 net revenues by approximately \$1 million.

Similarly, we evaluate our accounts receivable balances to develop expectations regarding the extent to which they will ultimately be collected. Significant judgment and estimation are involved in this evaluation, including a receivables aging analysis which shows, by aged category, the percentage of receivables that has historically gone uncollected, an analysis of specific risks on a customer-by-customer basis for larger accounts (including consideration of their financial condition and ability to withstand potential prolonged periods of adverse economic conditions), and an evaluation of current and forecasted economic and market conditions over the respective asset's contractual life. Based on this information, we record an allowance for estimated amounts that we ultimately expect not to collect due to credit. Although we believe that we have adequately provided for these risks as part of our allowance for doubtful accounts, a severe and prolonged adverse impact on our major customers' business and operations beyond those forecasted could have a corresponding material adverse effect on our net revenues, cash flows, and/or financial condition. A hypothetical 1% increase in the level of our allowance for doubtful accounts as of March 30, 2024 would have increased our Fiscal 2024 SG&A expenses by less than \$1 million.

See "Accounts Receivable" in Note 3 to the accompanying consolidated financial statements for an analysis of the activity in our sales reserves and allowance for doubtful accounts for each of the three fiscal years presented.

Inventories

We hold retail inventory that is sold in our own stores and digital commerce sites directly to consumers. We also hold inventory that is sold through wholesale distribution channels to major department stores and specialty retail stores. Substantially all of our inventories are comprised of finished goods, which are stated at the lower of cost or estimated realizable value, with cost determined on a weighted-average cost basis.

The estimated net realizable value of inventory is determined based on an analysis of historical sales trends of our individual product lines, the impact of market trends and economic conditions (including those resulting from pandemic diseases and other catastrophic events), and a forecast of future demand, giving consideration to the value of current orders in-house for future sales of inventory, as well as plans to sell inventory through our outlet stores, among other liquidation channels. Actual results may differ from estimates due to the quantity, quality, and mix of products in inventory, consumer and retailer preferences, and economic and market conditions. Reserves for inventory shrinkage, representing the risk of physical loss of inventory, are estimated based on historical experience and are adjusted based upon physical inventory counts. Our historical estimates of these costs and the related provisions have not differed materially from actual results. However, unforeseen adverse future economic and market conditions could result in our actual results differing materially from our estimates.

A hypothetical 1% increase in the level of our inventory reserves as of March 30, 2024 would have decreased our Fiscal 2024 gross profit by approximately \$3 million.

Impairment of Goodwill and Other Intangible Assets

Goodwill and certain other intangible assets deemed to have indefinite useful lives are not amortized. Rather, goodwill and indefinite-lived intangible assets are assessed for impairment at least annually. Finite-lived intangible assets are amortized over their respective estimated useful lives and, along with other long-lived assets, are evaluated for impairment periodically whenever events or changes in circumstances indicate that their carrying values may not be fully recoverable.

We generally perform our annual goodwill impairment assessment using a qualitative approach to determine whether it is more likely than not that the fair value of a reporting unit is less than its respective carrying value. However, in order to reassess the fair values of our reporting units, we periodically perform a quantitative impairment analysis in lieu of using the qualitative approach.

Performance of the qualitative goodwill impairment assessment requires judgment in identifying and considering the significance of relevant key factors, events, and circumstances that affect the fair values of our reporting units. This requires consideration and assessment of external factors such as macroeconomic, industry, and market conditions, as well as entity-specific factors, such as our actual and planned financial performance. We also give consideration to the difference between each reporting unit's fair value and carrying value as of the most recent date that a fair value measurement was performed. If the results of the qualitative assessment conclude that it is not more likely than not that the fair value of a reporting unit exceeds its carrying value, additional quantitative impairment testing is performed.

The quantitative goodwill impairment test involves comparing the fair value of a reporting unit with its carrying value, including goodwill. If the fair value of a reporting unit exceeds its carrying value, the reporting unit's goodwill is considered not to be impaired. However, if the carrying value of a reporting unit exceeds its fair value, an impairment loss is recorded in an amount equal to that excess. Any impairment charge recognized is limited to the amount of the respective reporting unit's allocated goodwill.

Determining the fair value of a reporting unit under the quantitative goodwill impairment test requires judgment and often involves the use of significant estimates and assumptions, including an assessment of external factors such as macroeconomic, industry, and market conditions, as well as entity-specific factors, such as actual and planned financial performance. Similarly, estimates and assumptions are used when determining the fair values of other indefinite-lived intangible assets. These estimates and assumptions could have a significant impact on whether or not an impairment charge is recognized and the magnitude of any such charge. To assist management in the process of determining any potential goodwill impairment, we may review and consider appraisals from accredited independent valuation firms. Estimates of fair value are primarily determined using discounted cash flows, market comparisons, and recent transactions. These approaches involve significant estimates and assumptions, including projected future cash flows (including timing), discount rates reflecting the risks inherent in those future cash flows, perpetual growth rates, and selection of appropriate market comparable metrics and transactions.

We performed our annual assessment of the recoverability of goodwill assigned to our reporting units using a quantitative approach as of the beginning of the second quarter of Fiscal 2024. The estimated fair values of our reporting units were determined with the assistance of an independent third-party valuation firm using discounted cash flows and market comparisons. Based on the results of the quantitative impairment assessment, we concluded that the fair values of our reporting units significantly exceeded their respective carrying values and were not at risk of impairment. No goodwill impairment charges were recorded during any of the fiscal years presented. See Note 12 to the accompanying consolidated financial statements for further discussion.

In evaluating finite-lived intangible assets for recoverability, we use our best estimate of future cash flows expected to result from the use of the asset and its eventual disposition where probable. If such estimated future undiscounted net cash flows attributable to the asset are less than its carrying value, an impairment loss is recognized to the extent that such asset's carrying value exceeds its fair value, as estimated considering external market participant assumptions.

It is possible that our conclusions regarding impairment or recoverability of goodwill or other intangible assets could change in future periods if, for example, (i) our businesses do not perform as projected, (ii) overall economic conditions in future years vary from current assumptions, (iii) business conditions or strategies change from our current assumptions, or (iv) the identification of our reporting units change, among other factors. Such changes could result in a future impairment charge of goodwill or other intangible assets, which could have a material adverse effect on our consolidated financial position or results of operations.

Impairment of Other Long-Lived Assets

Property and equipment and lease-related right-of-use ("ROU") assets, along with other long-lived assets, are evaluated for impairment periodically whenever events or changes in circumstances indicate that their related carrying values may not be fully recoverable. In evaluating long-lived assets for recoverability, we use our best estimate of future cash flows expected to result from the use of the asset (including any potential sublease income for lease-related ROU assets) and its eventual disposition, where applicable. If such estimated future undiscounted net cash flows attributable to the asset are less than its carrying value, an impairment loss is recognized to the extent that such asset's carrying value exceeds its fair value, as estimated considering external market participant assumptions and discounted cash flows, including those based on estimated market rents for lease-related ROU assets. Assets to be disposed of and for which there is a committed plan of disposal (commonly referred to as assets held-for-sale) are reported at the lower of carrying value or fair value, less costs to sell.

In determining future cash flows, we take various factors into account, including changes in merchandising strategy, the emphasis on retail store cost controls, the effects of macroeconomic trends such as consumer spending, and the impacts of more experienced retail store managers and increased local advertising. Since the determination of future cash flows is an estimate of future performance, future impairments may arise in the event that future cash flows do not meet expectations. For example, unforeseen adverse future economic and market conditions could negatively impact consumer behavior, spending levels, and/or shopping preferences and result in actual results differing from our estimates. Additionally, we may review and consider appraisals from accredited independent valuation firms to determine the fair value of long-lived assets, where applicable.

No impairment charges were recorded during Fiscal 2024. During Fiscal 2023 and Fiscal 2022, we recorded impairment charges of \$9.7 million, and \$21.3 million, respectively, to write-down the carrying values of certain long-lived assets based upon their assumed fair values. See Note 8 to the accompanying consolidated financial statements for further discussion.

Income Taxes

In determining our income tax provision for financial reporting purposes, we establish a reserve for uncertain tax positions. If we believe that a tax position is more likely than not of being sustained upon audit, based solely on the technical merits of the position, we recognize the tax benefit. We measure the tax benefit by determining the largest amount that is greater than 50% likely of being realized upon settlement, presuming that the tax position is examined by the appropriate taxing authority that has full knowledge of all relevant information. These assessments can be complex and require significant judgment, and we often obtain assistance from external advisors. To the extent that our estimates change or the final tax outcome of these matters is different from the amounts recorded, such differences will impact the income tax provision in the period in which such determinations are made. If the initial assessment of a position fails to result in the recognition of a tax benefit, we will recognize the tax benefit if (i) there are changes in tax law or analogous case law that sufficiently raise the likelihood of prevailing on the technical merits of the position to more likely than not; (ii) the statute of limitations expires; or (iii) there is a completion of an audit resulting in a settlement of that tax year with the appropriate agency.

Deferred income taxes reflect the tax effect of certain net operating losses, capital losses, general business credit carryforwards, and the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial statement and income tax purposes, as determined under enacted tax laws and rates. Valuation allowances are established when management determines that it is more likely than not that some portion or all of a deferred tax asset will not be realized. Tax valuation allowances are analyzed periodically by assessing the adequacy of future expected taxable income, which typically involves the use of significant estimates. Such allowances are adjusted as events occur, or circumstances change, that warrant adjustments to those balances.

See Note 10 to the accompanying consolidated financial statements for further discussion of income taxes.

Contingencies

We are periodically exposed to various contingencies in the ordinary course of conducting our business, including potential losses relating to certain litigation, alleged information system security breaches, contractual disputes, employee relation matters, various tax or other governmental audits, and trademark and intellectual property matters and disputes. We record a liability for such contingencies to the extent that we conclude that it is probable that a loss has been incurred and the amount of such loss is reasonably estimable. In addition, if it is considered reasonably possible that an unfavorable settlement of a contingency could exceed any established liability, we disclose the estimated impact on our liquidity, financial condition, and results of operations, if practicable. Management considers many factors in making these assessments. As the ultimate resolution of contingencies is inherently unpredictable, these assessments can involve a series of complex judgments about future events including, but not limited to, court rulings, negotiations between affected parties, and governmental actions. As a

result, the accounting for loss contingencies relies heavily on management's judgment in developing the related estimates and assumptions.

Stock-Based Compensation

We expense all stock-based compensation awarded to employees and non-employee directors based on the grant date fair value of the awards over the requisite service period, adjusted for forfeitures which are estimated based on an analysis of historical experience and expected future trends.

Restricted Stock Units ("RSUs")

We grant service-based RSUs to certain of our senior executives and other employees, as well as to our non-employee directors. In addition, we grant RSUs with performance-based and market-based vesting conditions to such senior executives and other key employees.

The fair values of our service-based RSU and performance-based RSU awards are measured based on the fair value of our 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 while outstanding and unvested. Related compensation expense for performance-based RSUs is recognized over the employees' requisite service period, to the extent that our attainment of performance goals (upon which vesting is dependent) is deemed probable, and involves judgment as to expectations surrounding our achievement of certain defined operating performance metrics.

The fair value of our market-based RSU awards, for which vesting is dependent upon total shareholder return ("TSR") of our Class A common stock over a three-year performance period relative to that of a pre-established peer group, is measured on the grant date based on estimated projections of our relative TSR over the performance period. These estimates are made using a Monte Carlo simulation, which models multiple stock price paths of our Class A common stock and that of the peer group to evaluate and determine our ultimate expected relative TSR performance ranking. Related compensation expense, net of estimated forfeitures, is recorded regardless of whether, and the extent to which, the market condition is ultimately satisfied. See Note 18 to the accompanying consolidated financial statements for further discussion.

Stock Options

Stock options may be granted to employees and non-employee directors with exercise prices equal to the fair market value of our Class A common stock on the date of grant. We use the Black-Scholes option-pricing model to estimate the grant date fair value of stock options, which requires the use of both subjective and objective assumptions. Certain key assumptions involve estimating future uncertain events. The key factors influencing the estimation process include the expected term of the option, expected volatility of our stock price, our expected dividend yield, and the risk-free interest rate, among others. Generally, once stock option values are determined, accounting practices do not permit them to be changed, even if the estimates used are different from actual results.

No stock options were granted during any of the fiscal years presented. See Note 18 to the accompanying consolidated financial statements for further discussion.

Sensitivity

The assumptions used in calculating the grant date fair values of our stock-based compensation awards represent our best estimates. In addition, projecting the achievement level of certain performance-based awards, as well as estimating the number of awards expected to be forfeited, requires judgment. If actual results or forfeitures differ significantly from our estimates and assumptions, or if assumptions used to estimate the grant date fair value of future stock-based award grants are significantly changed, stock-based compensation expense and, therefore, our results of operations could be materially impacted. A hypothetical 10% change in our Fiscal 2024 stock-based compensation expense would have affected our net income by approximately \$8 million.

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 7A. *Quantitative and Qualitative Disclosures About Market Risk.*

For a discussion of our exposure to market risk, see "Market Risk Management" in Item 7 included elsewhere in this Annual Report on Form 10-K.

Item 8. *Financial Statements and Supplementary Data.*

See the "Index to Consolidated Financial Statements" appearing at the end of this Annual Report on Form 10-K.

Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.*

Not applicable.

Item 9A. *Controls and Procedures.*

(a) Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are the controls and other procedures of an issuer that are designed to provide reasonable assurance that information required to be disclosed by the issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time period specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that material information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

We have evaluated, under the supervision and with the participation of management, including our principal executive and principal financial officers, the effectiveness of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as of the end of the fiscal year covered by this annual report. 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 the fiscal year-end covered by this Annual Report on Form 10-K.

(b) Management's Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Securities Exchange Act Rule 13a-15(f). Internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with U.S. Generally Accepted Accounting Principles. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of the Company's assets are made in accordance with management authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on our financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Further, the evaluation of the effectiveness of internal control over financial reporting was made as of a specific date, and continued effectiveness in future periods is subject to the risks that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies and procedures may decline.

Under the supervision and with the participation of management, including our principal executive and principal financial officers, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of the end of the fiscal year covered by this report based on the framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013 Framework). Based on this evaluation, management concluded that the Company's internal controls over financial reporting were effective at the reasonable assurance level as of the fiscal year-end covered by this Annual Report on Form 10-K.

Ernst & Young LLP, the Company's independent registered public accounting firm, has issued an attestation report on the Company's internal control over financial reporting as included elsewhere herein.

(c) Changes in Internal Controls over Financial Reporting

There has been no change in our internal control over financial reporting during the fourth quarter of Fiscal 2024 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information.

Amended and Restated By-laws

On May 22, 2024, the Company's Board of Directors approved the Company's Fifth Amended and Restated By-laws (the "Amended and Restated By-laws"), effective as of such date. Among other matters, the Amended and Restated By-laws are modified to (1) amend the advance notice requirements for stockholders to bring proposed director nominees or other items of business before a special or annual meeting of stockholders, including amendments to address the universal proxy rules adopted by the SEC and (2) amend the forum selection provision to provide that the U.S. federal district courts shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended. The Amended and Restated By-laws also reflect other technical and administrative changes. The foregoing summary of the amendments to the Amended and Restated By-laws does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amended and Restated By-laws, a copy of which is filed as Exhibit 3.3 to this Form 10-K and is incorporated herein by reference.

Departure and Appointment of Officers

On May 23, 2024, the Company announced that Jane Nielsen, Chief Operating Officer and Chief Financial Officer, will no longer serve as Chief Financial Officer effective as of May 23, 2024, and will continue in her role as Chief Operating Officer through March 29, 2025 (the "End Date"), on which date she will depart from the Company.

In connection with the foregoing, Ms. Nielsen and the Company entered into an employment transition agreement on May 23, 2024 (the "Nielsen Transition Agreement"), pursuant to which Ms. Nielsen will be entitled to the same base salary and target bonus in effect as of the date hereof through the End Date. The Nielsen Transition Agreement further provides that Ms. Nielsen will be entitled to an equity award in August of 2024 under the Company's 2019 Long-Term Stock Incentive Plan, with a target value of \$8,000,000, which will be divided equally between performance share units ("PSUs") and restricted share units ("RSUs"), on the same terms applicable to other senior executive officers of the Company. Commencing on the End Date, the Company will pay Ms. Nielsen base salary continuation payments for a period of 52 weeks (the "Non-Compete Period"), in an aggregate amount of \$1,050,000. As of the End Date, Ms. Nielsen will cease to be eligible for any of the Company's benefit plans (other than pursuant to the Consolidated Omnibus Budget Reconciliation Act of 1985 ("COBRA"), with the Company paying the employer's share of the monthly COBRA premiums for a 36-month period). The Company will pay Ms. Nielsen her 2025 short-term bonus, as calculated for, and at the same time as, the Company's other named executive officers. On the payroll pay date closest to the last day of the Non-Compete Period, the Company will pay Ms. Nielsen an additional lump sum amount of \$1,837,500, which is equal to her target bonus. As of the End Date, (i) all of Ms. Nielsen's RSUs will vest immediately and (ii) all of her PSUs will cease to be subject to employment-based conditions, and will vest at the end of the performance period based on the Company's actual level of achievement. The Company will also pay Ms. Nielsen legal fees incurred in connection with the Nielsen Transition Agreement, capped at \$40,000.

The Nielsen Transition Agreement requires that Ms. Nielsen comply with confidentiality, non-competition, non-disparagement, and non-solicitation restrictive covenants. Ms. Nielsen has also agreed to deliver a release of claims against the Company. In the event of a failure to abide by such covenants or upon a termination for Cause (as defined in the Nielsen Transition Agreement) prior to the End Date, Ms. Nielsen would forfeit the payments and benefits described above. The foregoing summary of the Nielsen Transition Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Nielsen Transition Agreement, a copy of which is filed as Exhibit 10.37 to this Form 10-K and is incorporated herein by reference.

On May 23, 2024, the Company appointed Justin Picicci as Chief Financial Officer, effective May 23, 2024.

In connection with the foregoing, Mr. Picicci and the Company entered into an Employment Agreement (the "Picicci Employment Agreement") on May 23, 2024. Pursuant to the Picicci Employment Agreement, Mr. Picicci is entitled to an annual base salary of not less than \$700,000 and to participate in any applicable bonus program that the Company maintains during the term of his employment, including the Company's Executive Officer Annual Incentive Plan, as amended ("EOAIP"). Under the EOAIP, Mr. Picicci has an annual target bonus opportunity of 100% of his fiscal year salary earnings, and a maximum bonus opportunity of 200% of his fiscal year salary earnings and, in accordance with the Company's 2019 Long-

Term Stock Incentive Plan ("2019 LTSIP"), beginning in fiscal year 2025, he will be granted an annual equity award with a value of \$1,200,000, under the terms of the 2019 LTSIP and as approved each year by the Talent, Culture & Total Rewards Committee (the "Compensation Committee") of the Board of Directors of the Company, \$600,000 in the form of time-based RSUs, vesting in three equal annual installments on the anniversary date of the grant with the first installment vesting on the one-year anniversary of the grant date, subject to continued service to each vesting date, and \$600,000 in the form of PSUs, vesting following a three-year performance period after certification of achievement of performance, subject to continued service on the vesting date, pursuant to the terms of the 2019 LTSIP.

Under the Picicci Employment Agreement, if the Company terminates Mr. Picicci's employment for any reason other than death, disability or Cause, or he voluntarily terminates his employment for Good Reason (each, as defined in the Picicci Employment Agreement), he will be entitled to receive base salary continuation payments for a period of one year from the date of such termination (the "Severance Period"), plus a lump sum amount at the end of the Severance Period equal to his target bonus. Upon such termination, Mr. Picicci's RSUs and PSUs will be treated in accordance with their respective award agreements. In addition, during the Severance Period, Mr. Picicci will be entitled to continue to participate in any group medical and dental plans in which he participated prior to his termination.

If Mr. Picicci voluntarily terminates his employment for Good Reason or the Company terminates his employment without Cause, in each case within 12 months following a Change in Control of the Company (as defined in the Picicci Employment Agreement), then, in lieu of the foregoing amounts, he will be entitled to receive a lump sum amount, payable within 15 days after the termination of his employment, equal to two times the sum of his then current annual base salary and the bonus paid in the most recently completed fiscal year prior to the fiscal year in which is employment is terminated. In addition, in such event, any unvested stock options, unvested RSUs and unvested PSUs held by Mr. Picicci will immediately vest.

If Mr. Picicci voluntarily terminates his employment without Good Reason or if he is terminated by the Company for Cause, he will only be entitled to receive his base salary through the date of termination, and any outstanding equity awards will be treated in accordance with their respective award agreements. In the event his employment terminates due to his death or disability, he or his estate will be entitled to receive only those welfare plans benefits available to him pursuant to the welfare plans he participated in prior to such termination, and any outstanding equity awards will be treated in accordance with their respective award agreements.

The above described amounts and stock awards to be provided are subject to his compliance with certain restrictive covenants. Any amounts due and payable to Mr. Picicci upon termination of his employment will be subject to compliance with Section 409A of the Internal Revenue Code.

Other than as described herein, since the beginning of the Company's last fiscal year, there have been no transactions between the Company and Mr. Picicci or any member of his family.

The foregoing summary of the Picicci Employment Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Picicci Employment Agreement, a copy of which is filed as Exhibit 10.38 to this Form 10-K and is incorporated herein by reference.

Trading Arrangements

During the three months ended March 30, 2024, none of our directors or officers (as defined in Item 408 of Regulation S-K of the Securities Exchange Act of 1934) adopted or terminated "Rule 10b5-1 trading arrangements" or "non-Rule 10b5-1 trading arrangements" (each term as defined in Item 408 of Regulation S-K of the Securities Exchange Act of 1934).

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. *Directors, Executive Officers and Corporate Governance.*

Information relating to our directors and corporate governance will be set forth in the Company's proxy statement for its 2024 annual meeting of stockholders to be filed within 120 days after March 30, 2024 (the "Proxy Statement") and is incorporated by reference herein. Information relating to our executive officers is set forth in Item 1 of this Annual Report on Form 10-K under the caption "*Information About Our Executive Officers.*"

We have a Code of Ethics for Principal Executive Officers and Senior Financial Officers that covers the Company's principal executive officer, principal operating officer, principal financial officer, principal accounting officer, controller, and any person performing similar functions, as applicable. We also have a Code of Business Conduct and Ethics that covers the Company's directors, officers, and employees. You can find our Code of Ethics for Principal Executive Officers and Senior Financial Officers and our Code of Business Conduct and Ethics (collectively, the "Codes") on our website, <http://investor.ralphlauren.com>. We will post any amendments to the Codes and any waivers that are required to be disclosed by the rules of either the SEC or the NYSE on our website.

The Company has adopted an insider trading policy which governs the purchase, sale, and/or other dispositions of our securities by directors, officers and employees and other covered persons and is designed to promote compliance with insider trading laws, rules and regulations, and listing standards applicable to the Company. A copy of our Securities Trading Policy is filed as Exhibit 19.1 to this Annual Report on Form 10-K.

Item 11. *Executive Compensation.*

Information relating to executive and director compensation will be set forth in the Proxy Statement and such information is incorporated by reference herein.

Item 12. *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.*

Equity Compensation Plan Information

The following table sets forth information as of March 30, 2024 regarding compensation plans under which the Company's equity securities are authorized for issuance:

Plan Category	(a) Numbers of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	(b) Weighted-Average Exercise Price of Outstanding Options (\$)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a))
Equity compensation plans approved by security holders	2,244,308 ⁽¹⁾	N/A ⁽²⁾	2,496,022 ⁽³⁾
Equity compensation plans not approved by security holders	—	—	—
Total	2,244,308	\$ —	2,496,022

⁽¹⁾ Consists of restricted stock units that are payable solely in shares of Class A common stock (including 508,497 service-based restricted stock units that have fully vested but for which the underlying shares have not yet been delivered as of March 30, 2024).

⁽²⁾ No options were outstanding as of March 30, 2024.

⁽³⁾ All of the securities remaining available for future issuance set forth in column (c) may be in the form of restricted stock units, performance awards, restricted stock, options, stock appreciation rights, or other stock-based awards under the Company's 2019 Incentive Plan.

Other information relating to security ownership of certain beneficial owners and management will be set forth in the Proxy Statement and such information is incorporated by reference herein.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information required to be included by Item 13 of Form 10-K will be included in the Proxy Statement and such information is incorporated by reference herein.

Item 14. Principal Accountant Fees and Services.

The information required to be included by Item 14 of Form 10-K will be included in the Proxy Statement and such information is incorporated by reference herein.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

- (a) 1., 2. Financial Statements and Financial Statement Schedules. See index on Page F-1.
3. Exhibits

Exhibit Number	Description
3.1	<u>Amended and Restated Certificate of Incorporation of the Company (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-24733) (the "S-1"))</u>
3.2	<u>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)</u>
3.3*	<u>Fifth Amended and Restated By-laws of the Company</u>
4.1	<u>Indenture, dated as of September 26, 2013, by and between the Company and Wells Fargo Bank, National Association (including the form of Note) (filed as Exhibit 4.1 to the Form 8-K filed September 26, 2013)</u>
4.2	<u>Third Supplemental Indenture, dated as of August 9, 2018, by and between Ralph Lauren Corporation and Wells Fargo Bank, National Association (filed as Exhibit 4.2 to the Form 8-K filed August 9, 2018)</u>
4.3	<u>Fourth Supplemental Indenture, dated as of June 3, 2020, by and between Ralph Lauren Corporation and Wells Fargo Bank, National Association (filed as Exhibit 4.2 to the Form 8-K filed June 4, 2020)</u>
4.4	<u>Description of Securities Registered Under Section 12 of the Exchange Act (filed as Exhibit 4.4 to the Form 10-K for the fiscal year ended March 28, 2020 (the "Fiscal 2020 10-K"))</u>
10.1	<u>Registration Rights Agreement dated as of June 9, 1997 by and among Ralph Lauren, GS Capital Partners, L.P., GS Capital Partner PRL Holding I, L.P., GS Capital Partners PRL Holding II, L.P., Stone Street Fund 1994, L.P., Stone Street 1994 Subsidiary Corp., Bridge Street Fund 1994, L.P., and the Company (filed as Exhibit 10.3 to the S-1)</u>
10.2	<u>Form of Indemnification Agreement between the Company and its Directors and Executive Officers (filed as Exhibit 10.26 to the S-1)†</u>
10.3	<u>Amended and Restated Employment Agreement, effective as of April 2, 2017, between the Company and Ralph Lauren (filed as Exhibit 10.1 to the Form 8-K filed March 31, 2017)†</u>
10.4	<u>Amendment No. 1 to the Amended and Restated Employment Agreement, dated June 16, 2020, between the Company and Ralph Lauren (filed as Exhibit 10.1 to the Form 10-Q filed August 4, 2020)†</u>
10.5	<u>Amendment No.2 to the Amended and Restated Employment Agreement, dated June 16, 2021, between the Company and Ralph Lauren (filed as Exhibit 10.1 to the Company's Form 10-Q filed August 3, 2021)†</u>
10.6	<u>Employment Agreement, dated May 13, 2017, between the Company and Patrice Louvet (filed as Exhibit 10.1 to the Form 8-K filed May 17, 2017)†</u>
10.7	<u>Amendment No. 1 to the Employment Agreement, dated June 30, 2017, between the Company and Patrice Louvet (filed as Exhibit 10.1 to the Form 10-Q for the quarterly period ended July 1, 2017)†</u>
10.8	<u>Amendment No. 2 to the Employment Agreement, dated June 17, 2020, between the Company and Patrice Louvet (filed as Exhibit 10.2 to the Form 10-Q filed August 4, 2020)†</u>
10.9	<u>Amendment No.3 to the Employee Agreement, dated July 28, 2021, between the Company and Patrice Louvet (filed as Exhibit 10.2 to the Company's Form 10-Q filed August 3, 2021)†</u>
10.10	<u>Amendment No. 4 to the Employment Agreement, dated August 4, 2023 between the Company and Patrice Louvet (filed as Exhibit 10.2 to the Form 10-Q filed August 10, 2023)†</u>
10.11	<u>Amended and Restated Employment Agreement, dated February 28, 2019, between the Company and Jane Nielsen (filed as Exhibit 10.1 to the Form 8-K filed March 1, 2019)†</u>
10.12	<u>Amendment No. 1 to the Amended and Restated Employment Agreement, dated June 17, 2020, between the Company and Jane Nielsen (filed as Exhibit 10.3 to the Form 10-Q filed August 4, 2020)†</u>

Exhibit Number	Description
10.13	<u>Amended and Restated Employment Agreement, dated February 14, 2021, between the Company and Halide Alagöz (filed as Exhibit 10.1 to the Form 10-Q filed August 9, 2022)†</u>
10.14	<u>Amendment No. 1 to the Amended and Restated Employment Agreement, dated August 3, 2022, between the Company and Halide Alagöz (filed as Exhibit 10.2 to the Form 10-Q filed August 9, 2022)†</u>
10.15	<u>Restricted Stock Unit Award Agreement, dated as of June 8, 2004, between the Company and Ralph Lauren (filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the fiscal year ended April 2, 2005)†</u>
10.16	<u>Executive Officer Annual Incentive Plan, as amended as of August 10, 2017 (filed as Exhibit 10.2 to the Form 10-Q for the quarterly period ended July 1, 2017)†</u>
10.17	<u>Executive Officer Annual Incentive Plan, as amended as of May 20, 2020 (filed as Exhibit 10.14 to the Fiscal 2020 10-K)†</u>
10.18	<u>1997 Long-Term Stock Incentive Plan, as Amended and Restated as of August 12, 2004 (filed as Exhibit 99.1 to the Form 8-K filed October 4, 2004)†</u>
10.19	<u>Amendment, as of June 30, 2006, to the 1997 Long-Term Stock Incentive Plan, as Amended and Restated as of August 12, 2004 (filed as Exhibit 10.4 to the Form 10-Q for the quarterly period ended July 1, 2006)†</u>
10.20	<u>Amendment No. 2, dated as of May 21, 2009, to the 1997 Long-Term Stock Incentive Plan, as Amended and Restated as of August 12, 2004 (filed as Exhibit 10.26 to the Company's Annual Report on Form 10-K for the fiscal year ended March 28, 2009)†</u>
10.21	<u>Amended and Restated 2010 Long-Term Incentive Plan, amended as of August 11, 2016 (filed as Exhibit 10.4 to the Form 10-Q for the quarterly period ended July 2, 2016)†</u>
10.22	<u>2019 Long-Term Stock Incentive Plan (filed as Appendix C to the Company's Definitive Proxy Statement dated June 21, 2019)†</u>
10.23	<u>Form of Non-Employee Director Restricted Stock Unit Award Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.39 to the Company's Form 10-K filed May 24, 2022)†</u>
10.24	<u>Form of Cliff Restricted Stock Award Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.2 to the Form 10-Q filed November 5, 2020)†</u>
10.25	<u>Form of Pro-Rata Restricted Stock Unit Award Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.3 to the Form 10-Q filed November 5, 2020)†</u>
10.26	<u>Amended and Restated Polo Ralph Lauren Supplemental Executive Retirement Plan (filed as Exhibit 10.1 to the Company's Form 10-Q for the quarterly period ended December 31, 2005)†</u>
10.27	<u>Form of Restricted Stock Unit Award Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.1 to the Company's Form 10-Q Filed November 3, 2021)†</u>
10.28	<u>Form of Performance Share Unit Award- PSU Operating Profit Margin Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.2 to the Company's Form 10-Q filed November 3, 2021)†</u>
10.29	<u>Form of Performance Share Unit Award- TSR Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.3 to the Company's Form 10-Q filed November 3, 2021)†</u>
10.30	<u>Form of Restricted Stock Unit Award Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.1 to the Company's Form 10-Q filed November 10, 2022)†</u>
10.31	<u>Form of Performance Share Unit Award - ROIC Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.2 to the Company's Form 10-Q filed November 10, 2022)†</u>
10.32	<u>Form of Performance Share Unit Award - TSR Agreement under the 2019 Long-Term Stock Incentive Plan (filed as Exhibit 10.3 to the Company's Form 10-Q filed November 10, 2022)†</u>
10.33	<u>Credit Agreement, dated as of August 12, 2019 and as amended by the First Amendment, dated as of May 26, 2020, among the Company, RL Finance B.V., Ralph Lauren Europe Sàrl, and Ralph Lauren Asia Pacific Limited as the borrowers, the lenders party thereto, Bank of America, N.A., as syndication agent, Wells Fargo Bank, N.A., HSBC Bank USA, N.A., ING Bank N.V., Dublin Branch, and Deutsche Bank Securities Inc., as co-documentation agents, and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.41 to the Fiscal 2020 10-K)</u>
10.34	<u>Credit Agreement, dated as of August 12, 2019 and as amended by the Second Amendment, dated as of January 3, 2022, among the Company, RL Finance B.V., Ralph Lauren Europe Sàrl, and Ralph Lauren Asia Pacific Limited as the borrowers, the lenders party thereto, Bank of America, N.A., as syndication agent, Wells Fargo Bank, N.A., HSBC Bank USA, N.A., ING Bank N.V., Dublin Branch, and Deutsche Bank Securities Inc., as co-documentation agents, and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.1 to the Company's Form 10-Q filed February 3, 2022)</u>
10.35	<u>Credit Agreement, dated as of August 12, 2019 and as amended by the Third Amendment, dated as of March 18, 2022, among the Company, RL Finance B.V., Ralph Lauren Europe Sàrl, and Ralph Lauren Asia Pacific Limited as the borrowers, the lenders party thereto, Bank of America, N.A., as syndication agent, Wells Fargo Bank, N.A., HSBC Bank USA, N.A., ING Bank N.V., Dublin Branch, and Deutsche Bank Securities Inc., as co-documentation agents, and JPMorgan Chase Bank, N.A., as administrative agent (filed as Exhibit 10.48 to the Company's Form 10-K filed May 24, 2022)</u>

Exhibit Number	Description
10.36	Credit Agreement, dated as of June 30, 2023, among Ralph Lauren Corporation, Ralph Lauren Europe Sàrl, RL Finance B.V. and Ralph Lauren Asia Pacific Limited as the borrowers, the lenders party thereto, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, HSBC Bank USA, N.A., ING Bank N.V., Dublin Branch, Deutsche Bank Securities Inc. and Sumitomo Mitsui Banking Corporation, as co-documentation agents (filed as Exhibit 10.1 to the Company's Form 8-K filed on July 7, 2023)
10.37*	Employment Transition Agreement, dated May 23, 2024, between the Company and Jane Nielsen†
10.38*	Employment Agreement, dated May 23, 2024, between the Company and Justin Picicci†
14.1	Code of Ethics for Principal Executive Officers and Senior Financial Officers (filed as Exhibit 14.1 to the Company's Annual Report on Form 10-K for the fiscal year ended March 29, 2023 and available, as amended, on the Company's Internet site)
14.2	Code of Business Conduct and Ethics of the Company (filed as Exhibit 14.1 to the Form 10-Q for the quarterly period ended June 27, 2015 and available, as amended, on the Company's Internet site)
19.1*	Insider Trading Policies and Procedures of the Company
21.1*	List of Subsidiaries of the Company
23.1*	Consent of Ernst & Young LLP
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
97.1*	Clawback Policy of the Company
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.
104*	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101).

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.

* Filed herewith.

† Management contract or compensatory plan or arrangement.

Item 16. Form 10-K Summary.

None.

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: May 23, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ RALPH LAUREN</u> Ralph Lauren	Executive Chairman, Chief Creative Officer, and Director	May 23, 2024
<u> /s/ PATRICE LOUVET</u> Patrice Louvet	President, Chief Executive Officer, and Director (Principal Executive Officer)	May 23, 2024
<u> /s/ JANE HAMILTON NIELSEN</u> Jane Hamilton Nielsen	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	May 23, 2024
<u> /s/ DAVID LAUREN</u> David Lauren	Vice Chairman, Chief Branding and Innovation Officer, Strategic Advisor to the CEO, and Director	May 23, 2024
<u> /s/ ANGELA AHRENDTS</u> Angela Ahrendts	Director	May 23, 2024
<u> /s/ JOHN R. ALCHIN</u> John R. Alchin	Director	May 23, 2024
<u> /s/ FRANK A. BENNACK, JR.</u> Frank A. Bennack, Jr.	Director	May 23, 2024
<u> /s/ DEBRA CUPP</u> Debra Cupp	Director	May 23, 2024
<u> /s/ LINDA FINDLEY</u> Linda Findley	Director	May 23, 2024
<u> /s/ MICHAEL A. GEORGE</u> Michael A. George	Director	May 23, 2024

Signature

Title

Date

/s/ VALERIE JARRETT

Valerie Jarrett

Director

May 23, 2024

/s/ HUBERT JOLY

Hubert Joly

Director

May 23, 2024

/s/ DARREN WALKER

Darren Walker

Director

May 23, 2024

/s/ WEI ZHANG

Wei Zhang

Director

May 23, 2024

RALPH LAUREN CORPORATION
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RALPH LAUREN CORPORATION
CONSOLIDATED BALANCE SHEETS

	March 30, 2024	April 1, 2023
(millions)		
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,662.2	\$ 1,529.3
Short-term investments	121.0	36.4
Accounts receivable, net of allowances of \$175.3 million and \$175.3 million	446.5	447.7
Inventories	902.2	1,071.3
Income tax receivable	56.0	50.7
Prepaid expenses and other current assets	171.9	188.7
Total current assets	3,359.8	3,324.1
Property and equipment, net	850.4	955.5
Operating lease right-of-use assets	1,014.6	1,134.0
Deferred tax assets	288.3	255.1
Goodwill	888.1	898.9
Intangible assets, net	75.7	88.9
Other non-current assets	125.7	133.0
Total assets	\$ 6,602.6	\$ 6,789.5
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 332.2	\$ 371.6
Current income tax payable	79.8	59.7
Current operating lease liabilities	245.5	266.7
Accrued expenses and other current liabilities	809.7	795.5
Total current liabilities	1,467.2	1,493.5
Long-term debt	1,140.5	1,138.5
Long-term finance lease liabilities	256.1	315.3
Long-term operating lease liabilities	1,014.0	1,141.1
Non-current income tax payable	42.2	75.9
Non-current liability for unrecognized tax benefits	118.7	93.8
Other non-current liabilities	113.6	100.9
Commitments and contingencies (Note 15)		
Total liabilities	4,152.3	4,359.0
Equity:		
Class A common stock, par value \$.01 per share; 111.7 million and 107.7 million shares issued; 41.4 million and 40.7 million shares outstanding	1.1	1.0
Class B common stock, par value \$.01 per share; 21.9 million shares issued and outstanding; 24.9 million shares issued and outstanding	0.2	0.3
Additional paid-in-capital	2,923.8	2,824.3
Retained earnings	7,051.6	6,598.2
Treasury stock, Class A, at cost; 70.3 million and 67.0 million shares	(7,250.3)	(6,797.3)
Accumulated other comprehensive loss	(276.1)	(196.0)
Total equity	2,450.3	2,430.5
Total liabilities and equity	\$ 6,602.6	\$ 6,789.5

See accompanying notes.

RALPH LAUREN CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions, except per share data)		
Net revenues	\$ 6,631.4	\$ 6,443.6	\$ 6,218.5
Cost of goods sold	(2,199.6)	(2,277.8)	(2,071.0)
Gross profit	4,431.8	4,165.8	4,147.5
Selling, general, and administrative expenses	(3,600.5)	(3,408.9)	(3,305.6)
Impairment of assets	—	(9.7)	(21.3)
Restructuring and other charges, net	(74.9)	(43.0)	(22.2)
Total other operating expenses, net	(3,675.4)	(3,461.6)	(3,349.1)
Operating income	756.4	704.2	798.4
Interest expense	(42.2)	(40.4)	(54.0)
Interest income	73.0	32.2	5.5
Other income (expense), net	(9.8)	(4.1)	4.7
Income before income taxes	777.4	691.9	754.6
Income tax provision	(131.1)	(169.2)	(154.5)
Net income	\$ 646.3	\$ 522.7	\$ 600.1
Net income per common share:			
Basic	\$ 9.91	\$ 7.72	\$ 8.22
Diluted	\$ 9.71	\$ 7.58	\$ 8.07
Weighted-average common shares outstanding:			
Basic	65.2	67.7	73.0
Diluted	66.5	69.0	74.3
Dividends declared per share	\$ 3.00	\$ 3.00	\$ 2.75

See accompanying notes.

RALPH LAUREN CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Net income	\$ 646.3	\$ 522.7	\$ 600.1
Other comprehensive loss, net of tax:			
Foreign currency translation losses	(76.2)	(14.1)	(66.5)
Net gains (losses) on cash flow hedges	3.1	(4.9)	4.4
Net gains (losses) on defined benefit plans	(7.0)	3.3	2.6
Other comprehensive loss, net of tax	(80.1)	(15.7)	(59.5)
Total comprehensive income	<u>\$ 566.2</u>	<u>\$ 507.0</u>	<u>\$ 540.6</u>

See accompanying notes.

RALPH LAUREN CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Cash flows from operating activities:			
Net income	\$ 646.3	\$ 522.7	\$ 600.1
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization expense	229.0	220.5	229.7
Deferred income tax expense (benefit)	(41.1)	3.9	(46.1)
Stock-based compensation expense	99.5	75.5	81.7
Impairment of assets	—	9.7	21.3
Bad debt expense (reversals)	7.3	2.3	(2.2)
Other non-cash charges	13.7	1.0	1.0
Changes in operating assets and liabilities:			
Accounts receivable	(15.3)	(52.6)	32.4
Inventories	149.1	(106.2)	(269.3)
Prepaid expenses and other current assets	16.1	(19.9)	(28.3)
Accounts payable and accrued liabilities	15.6	(225.0)	194.6
Income tax receivables and payables	(18.5)	5.7	(62.3)
Operating lease right-of-use assets and liabilities, net	(36.3)	(17.5)	(61.6)
Other balance sheet changes	4.3	(9.1)	24.9
Net cash provided by operating activities	1,069.7	411.0	715.9
Cash flows from investing activities:			
Capital expenditures	(164.8)	(217.5)	(166.9)
Purchases of investments	(392.8)	(598.6)	(1,510.6)
Proceeds from sales and maturities of investments	304.3	1,293.4	964.6
Other investing activities	(3.5)	(5.8)	(5.0)
Net cash provided by (used in) investing activities	(256.8)	471.5	(717.9)
Cash flows from financing activities:			
Repayments of long-term debt	—	(500.0)	—
Payments of finance lease obligations	(21.3)	(21.9)	(23.1)
Payments of dividends	(194.6)	(198.3)	(150.0)
Repurchases of common stock, including shares surrendered for tax withholdings	(449.7)	(488.6)	(492.6)
Net cash used in financing activities	(665.6)	(1,208.8)	(665.7)
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(13.6)	(8.8)	(48.3)
Net increase (decrease) in cash, cash equivalents, and restricted cash	133.7	(335.1)	(716.0)
Cash, cash equivalents, and restricted cash at beginning of period	1,536.9	1,872.0	2,588.0
Cash, cash equivalents, and restricted cash at end of period	<u>\$ 1,670.6</u>	<u>\$ 1,536.9</u>	<u>\$ 1,872.0</u>

See accompanying notes.

RALPH LAUREN CORPORATION
CONSOLIDATED STATEMENTS OF EQUITY

	Common Stock ^(a)		Additional Paid-in Capital	Retained Earnings	Treasury Stock at Cost		AOCI ^(b)	Total Equity
	Shares	Amount			Shares	Amount		
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				600.1				
Other comprehensive loss							(59.5)	
Total comprehensive income								540.6
Dividends declared				(198.1)				(198.1)
Repurchases of common stock					4.1	(492.6)		(492.6)
Stock-based compensation			81.7					81.7
Shares issued pursuant to stock-based compensation plans	0.8	—	—					—
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				522.7				
Other comprehensive loss							(15.7)	
Total comprehensive income								507.0
Dividends declared				(199.4)				(199.4)
Repurchases of common stock					5.1	(488.6)		(488.6)
Stock-based compensation			75.5					75.5
Shares issued pursuant to stock-based compensation plans	0.8	—	—					—
Balance at April 1, 2023	132.6	\$ 1.3	\$ 2,824.3	\$ 6,598.2	67.0	\$ (6,797.3)	\$ (196.0)	\$ 2,430.5
Comprehensive income:								
Net income				646.3				
Other comprehensive loss							(80.1)	
Total comprehensive income								566.2
Dividends declared				(192.9)				(192.9)
Repurchases of common stock, including excise tax					3.3	(453.0)		(453.0)
Stock-based compensation			99.5					99.5
Shares issued pursuant to stock-based compensation plans	1.0	—	—					—
Balance at March 30, 2024	133.6	\$ 1.3	\$ 2,923.8	\$ 7,051.6	70.3	\$ (7,250.3)	\$ (276.1)	\$ 2,450.3

^(a) Includes Class A and Class B common stock. In Fiscal 2024, 3.0 million shares of Class B common stock were converted into an equal number of shares of Class A common stock pursuant to the terms of the Class B common stock (see Note 16).

^(b) Accumulated other comprehensive income (loss).

See accompanying notes.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business

Ralph Lauren Corporation ("RLC") is a global leader in the design, marketing, and distribution of luxury lifestyle products, including apparel, footwear & accessories, home, 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, Double RL, Polo Ralph Lauren, 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 20 for further discussion of the Company's segment reporting structure.

2. Basis of Presentation

Basis of Consolidation

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("U.S. GAAP") and 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 9, 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 Year

The Company utilizes a 52-53 week fiscal year ending on the Saturday closest to March 31. As such, fiscal year 2024 ended on March 30, 2024 and was a 52-week period ("Fiscal 2024"); fiscal year 2023 ended on April 1, 2023 and was a 52-week period ("Fiscal 2023"); fiscal year 2022 ended on April 2, 2022 and was a 53-week period ("Fiscal 2022"); and fiscal year 2025 will end on March 29, 2025 and will be a 52-week period ("Fiscal 2025").

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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Significant estimates inherent in the preparation of the consolidated financial statements include reserves for customer 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.

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

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

in exchange for providing access to its trademarks. As of March 30, 2024, contractually-guaranteed minimum royalty amounts expected to be recognized as revenue during future periods were as follows:

	Contractually-Guaranteed Minimum Royalties^(a)
	(millions)
Fiscal 2025	\$ 65.9
Fiscal 2026	49.6
Fiscal 2027	47.6
Fiscal 2028	12.5
Fiscal 2029	4.8
Fiscal 2030 and thereafter	—
Total	\$ 180.4

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

Disaggregated Net Revenues

The following tables disaggregate 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 years presented:

	Fiscal Year Ended				
	March 30, 2024				
	North America	Europe	Asia	Other	Total
	(millions)				
Sales Channel^(a):					
Retail	\$ 1,915.9	\$ 971.3	\$ 1,463.8	\$ —	\$ 4,351.0
Wholesale	1,034.6	996.7	102.8	—	2,134.1
Licensing	—	—	—	146.3	146.3
Total	\$ 2,950.5	\$ 1,968.0	\$ 1,566.6	\$ 146.3	\$ 6,631.4

	Fiscal Year Ended				
	April 1, 2023				
	North America	Europe	Asia	Other	Total
	(millions)				
Sales Channel^(a):					
Retail	\$ 1,872.6	\$ 858.4	\$ 1,322.1	\$ —	\$ 4,053.1
Wholesale	1,147.9	980.8	104.6	—	2,233.3
Licensing	—	—	—	157.2	157.2
Total	\$ 3,020.5	\$ 1,839.2	\$ 1,426.7	\$ 157.2	\$ 6,443.6

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

	Fiscal Year Ended				
	April 2, 2022				
	North America	Europe	Asia	Other	Total
	(millions)				
Sales Channel^(a):					
Retail	\$ 1,878.6	\$ 828.3	\$ 1,207.4	\$ 27.2	\$ 3,941.5
Wholesale	1,089.6	952.4	79.4	5.9	2,127.3
Licensing	—	—	—	149.7	149.7
Total	\$ 2,968.2	\$ 1,780.7	\$ 1,286.8	\$ 182.8	\$ 6,218.5

^(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 its licensees. The Company's deferred income balances were \$17.4 million and \$14.1 million as of March 30, 2024 and April 1, 2023, 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 March 30, 2024 is expected to be recognized as revenue within the next twelve months.

Cost of Goods Sold and Selling Expenses

Cost of goods sold includes the amounts incurred to acquire and produce inventory for sale to the Company's customers, including product costs, freight-in, and import costs, as well as changes in reserves for shrinkage and inventory realizability. Gains and losses associated with forward foreign currency exchange contracts that are designated and qualifying as cash flow hedges of inventory transactions are also recognized within cost of goods sold when the hedged inventory is sold. The costs of selling merchandise, including those associated with preparing merchandise for sale, such as picking, packing, warehousing, and order charges ("handling costs"), are included in selling, general, and administrative ("SG&A") expenses in the consolidated statements of operations.

Shipping and Handling Costs

Costs associated with shipping goods to customers are accounted for as fulfillment activities and reflected as SG&A expenses in the consolidated statements of operations. Shipping and handling costs (described above) billed to customers are included in revenue. A summary of shipping and handling costs recognized during the fiscal years presented is as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Shipping costs	\$ 81.7	\$ 79.9	\$ 73.0
Handling costs	171.2	169.7	151.8

Marketing and Advertising Costs

Advertising costs, including the costs to produce advertising, are expensed when the advertisement is first exhibited. Advertising costs paid to wholesale customers under cooperative advertising programs are not included in advertising costs, but rather are reflected as a reduction of revenue since generally the benefits are not sufficiently separable from the purchases of the Company's products by customers. Costs associated with the marketing and promotion of the Company's products are included within SG&A expenses.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Marketing and advertising expenses were \$467.0 million, \$438.1 million, and \$456.3 million in Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. Deferred marketing and advertising costs, which principally relate to advertisements that have not yet been exhibited or payments made for services that have not yet been received, were \$19.6 million and \$10.4 million at the end of Fiscal 2024 and Fiscal 2023, respectively, and were recorded within prepaid expenses and other current assets in the consolidated balance sheets.

Foreign Currency Translation and Transactions

The financial position and operating results of the Company's foreign operations are accounted for in their respective functional currencies, which are generally consistent with the local currency. For purposes of consolidation, local currency assets and liabilities are translated to U.S. Dollars at the spot rates of exchange prevailing on the balance sheet date, and local currency revenues and expenses are translated to U.S. Dollars at average rates of exchange in effect during the period. The resulting translation gains or losses are included in the consolidated statements of comprehensive income as a component of other comprehensive income (loss) ("OCI") and in the consolidated statements of equity within accumulated other comprehensive income (loss) ("AOCI"). Gains and losses on the translation of intercompany loans made to foreign subsidiaries that are of a long-term investment nature are also included within this component of equity.

The Company also recognizes gains and losses on both third-party and intercompany balances that are denominated in a currency other than the respective entity's functional currency. Such foreign currency transactional gains and losses are recognized within other income (expense), net in the consolidated statements of operations, inclusive of the effects of any related hedging activities, and reflected net losses of \$3.1 million and \$4.5 million in Fiscal 2024 and Fiscal 2023, respectively, and a net gain of \$2.8 million in Fiscal 2022.

Comprehensive Income

Comprehensive income, which is reported in the consolidated statements of comprehensive income and consolidated statements of equity, consists of net income and certain other gains and losses affecting equity that, under U.S. GAAP, are excluded from net income and referred to as OCI. Components of OCI consist of foreign currency translation gains (losses); net realized and unrealized gains (losses) on cash flow hedges, such as forward foreign currency exchange contracts; net realized and unrealized gains (losses) on available-for-sale investments; and net realized and unrealized gains (losses) related to the Company's defined benefit plans.

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:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Basic shares	65.2	67.7	73.0
Dilutive effect of RSUs and stock options	1.3	1.3	1.3
Diluted shares	66.5	69.0	74.3

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

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 the end of Fiscal 2024, Fiscal 2023, and Fiscal 2022, there were 0.3 million, 0.3 million, and 0.1 million, respectively, of additional shares issuable contingent upon vesting of performance-based RSUs and/or upon exercise of anti-dilutive stock options that were excluded from the diluted shares calculations.

Stock-Based Compensation

The Company recognizes expense for all stock-based compensation awards granted to employees and non-employee directors based on the grant date fair value of the awards over the requisite service period, adjusted for forfeitures which are estimated based on an analysis of historical experience and expected future trends. The grant date fair values of service-based RSUs and performance-based RSUs are determined 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 while outstanding and unvested. The grant date fair value of the Company's market-based RSU awards, for which vesting is dependent upon total shareholder return ("TSR") of its Class A common stock over a three-year performance period relative to that of a pre-established peer group, is estimated using a Monte Carlo simulation model. The Company uses the Black-Scholes valuation model to estimate the grant date fair value of any stock option awards.

Compensation expense for all performance-based RSUs is recognized over the requisite service period when attainment of the performance goal is deemed probable, net of estimated forfeitures. Compensation expense for market-based RSUs, net of estimated forfeitures, is recognized over the requisite service period regardless of whether, and the extent to which, the market condition is ultimately satisfied. The Company recognizes compensation expense on an accelerated basis for all awards with graded vesting terms, including certain RSUs, restricted stock, and stock options, if any. For RSU awards with cliff vesting terms, compensation expense is recognized on a straight-line basis. For certain RSU awards granted to retirement-eligible employees, or employees who will become retirement-eligible prior to the end of the awards' respective stated vesting periods, the related compensation expense is recognized on an accelerated basis over a term commensurate with the period that the employee is required to provide service in order to vest in the award. See Note 18 for further discussion of the Company's stock-based compensation plans.

Cash and Cash Equivalents

Cash and cash equivalents include all highly liquid investments with original maturities of 90 days or less, including investments in time deposits and debt securities. Investments in debt securities are diversified across high-credit quality issuers in accordance with the Company's risk-management policies.

Restricted Cash

The Company is periodically required to place cash in escrow with various banks as collateral, primarily to secure guarantees of corresponding amounts made by the banks to international tax authorities on behalf of the Company, such as to secure refunds of value-added tax payments in certain international tax jurisdictions or in the case of certain international tax audits, as well as to secure guarantees related to certain real estate leases. Such cash is classified as restricted cash and reported as a component of either prepaid expenses and other current assets or other non-current assets in the consolidated balance sheets.

Investments

The Company's 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 the Company's investment policy.

Short-term investments consist of investments which the Company expects to convert into cash within one year, including any time deposits and debt securities with original maturities greater than 90 days. See Note 13 for further information relating to the composition of the Company's short-term investments.

The Company classifies such investments as available-for-sale. Accordingly, they are recorded at fair value with any related unrealized gains or losses generally recognized as a component of AOCI in the consolidated balance sheets, and related realized gains or losses (or unrealized credit-related impairment losses, if any) recorded within other income (expense), net, in the consolidated statements of operations. Cash inflows and outflows related to the sale and purchase of investments are classified as investing activities in the consolidated statements of cash flows.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Equity-method and Other Investments

Ownership interests that provide the Company with significant influence, but less than a controlling interest, over an investee are generally accounted for using the equity method of accounting. Significant influence is generally presumed to exist when the Company owns between 20% and 50% of the investee's common stock. Ownership interests that do not provide significant influence and for which the underlying equity security's fair value is not readily determinable are generally recorded at cost less impairment, if any, adjusted for observable price changes in orderly transactions for identical or similar investments of the same investee, with such adjustments recognized within other income (expense), net, in the consolidated statements of operations.

Under the equity method of accounting, the following amounts are generally recorded in the Company's consolidated financial statements: the Company's original investment, as subsequently adjusted for its share of the investee's earnings (losses) and reduced by any dividends received and other-than-temporary impairments recorded, is included in the consolidated balance sheets; the Company's share of the investee's periodic earnings (losses) is included in the consolidated statements of operations; and dividends and other cash distributions received from the investee and additional cash investments made in or other cash paid to the investee are included in the consolidated statements of cash flows. The Company's share of equity-method investee earnings and losses is recognized within other income (expense), net, in the consolidated statements of operations and was not material in any of the fiscal years presented.

These investments are recorded within other non-current assets in the consolidated balance sheets.

Impairment Assessment

The Company evaluates the need to recognize impairment charges for its investments that are in unrealized loss positions, if any, and its other equity investments on a quarterly basis (see Note 12). Such evaluation involves a variety of considerations, including assessments of the risks and uncertainties associated with general economic conditions and distinct conditions affecting specific issuers or investees. Factors considered by the Company include (i) the financial condition, creditworthiness, and near-term prospects of the issuer or investee; (ii) future economic conditions and market forecasts; (iii) the length of time to maturity, if applicable, and an assessment of whether it is more likely than not that the Company will be required to sell its investment before recovery of market value; and (iv) whether events or changes in circumstances indicate that the investment's carrying amount might not be recoverable.

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:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Beginning reserve balance	\$ 148.1	\$ 180.7	\$ 173.7
Amount charged against revenue to increase reserve	450.7	407.9	407.7
Amount credited against customer accounts to decrease reserve	(453.7)	(436.5)	(392.9)
Foreign currency translation	(2.0)	(4.0)	(7.8)
Ending reserve balance	<u>\$ 143.1</u>	<u>\$ 148.1</u>	<u>\$ 180.7</u>

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Beginning reserve balance	\$ 27.2	\$ 34.0	\$ 40.1
Amount recorded to expense to increase (decrease) reserve ^(a)	7.3	2.3	(2.2)
Amount written-off against customer accounts to decrease reserve	(2.0)	(8.5)	(2.8)
Foreign currency translation	(0.3)	(0.6)	(1.1)
Ending reserve balance	<u>\$ 32.2</u>	<u>\$ 27.2</u>	<u>\$ 34.0</u>

^(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 2024, the Company's sales to its three largest wholesale customers accounted for approximately 13% 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 March 30, 2024, these three key wholesale customers accounted for approximately 29% 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.

The estimated realizable value of inventory is determined based on an analysis of historical sales trends of the Company's individual product lines, the impact of market trends and economic conditions (such as those resulting from pandemic diseases and other catastrophic events), and a forecast of future demand, giving consideration to the value of current in-house orders for future sales of inventory, as well as plans to sell inventory through the Company's outlet stores, among other liquidation channels. Actual results may differ from estimates due to the quantity, quality, and mix of products in inventory, consumer and retailer preferences, and actual economic and market conditions. In addition, reserves for inventory shrinkage, representing the risk of physical loss of inventory, are estimated based on historical experience and are adjusted based upon physical inventory counts. The Company's historical estimates of the realizable value of its inventory and its reserves for inventory shrinkage have not differed materially from actual results. However, unforeseen adverse future economic and market conditions could result in the Company's actual results differing materially from its estimates.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Supplier Finance Program

The Company supports a voluntary supplier finance program which provides certain of its inventory suppliers the opportunity, at their sole discretion, to sell their receivables due from the Company (which are generally due within 90 days) to a participating financial institution in exchange for receipt of a discounted payment amount made earlier than the payment term stipulated between the Company and the supplier. The Company's vendor payment terms and amounts due are not impacted by a supplier's decision to participate in the program. The Company has not pledged any assets and does not provide guarantees under the supplier finance program. The Company's payment obligations outstanding under its supplier finance program were \$129.2 million and \$122.2 million as of March 30, 2024 and April 1, 2023, respectively, and were recorded within accounts payable in the consolidated balance sheets.

Implementation Costs Incurred in Cloud Computing Arrangements

For cloud computing arrangements that are a service contract, the Company capitalizes certain implementation costs incurred (depending on their nature) during the application development stage of the related project, and expenses costs during the preliminary project and post-implementation stages as they are incurred. Capitalized implementation costs are expensed on a straight-line basis over the reasonably certain term of the hosting arrangement, beginning when the module is ready for its intended use. The Company's cloud computing arrangements relate to various areas, including certain retail store and digital commerce operations, and corporate and administrative functions. Capitalized amounts related to such arrangements are recorded within prepaid expenses and other current assets and within other non-current assets in the consolidated balance sheets (see Note 7). Capitalized implementation costs expensed were \$9.1 million, \$6.3 million, and \$9.2 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively, and were recorded in SG&A expenses in the consolidated statements of operations.

Property and Equipment, Net

Property and equipment, net is stated at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis, based upon the estimated useful lives of depreciable assets, which range from 3 to 7 years for furniture and fixtures, machinery and equipment, and capitalized software; and from 10 to 40 years for buildings and improvements. Leasehold improvements are depreciated over the shorter of the estimated useful lives of the respective assets or the term of the related lease.

Property and equipment, along with other long-lived assets, are evaluated for impairment periodically whenever events or changes in circumstances indicate that their related carrying values may not be fully recoverable (see Note 12). In evaluating long-lived assets for recoverability, including finite-lived intangibles as described below, the Company uses its best estimate of future cash flows expected to result from its use of the asset and its eventual disposition, where applicable. If such estimated future undiscounted net cash flows attributable to the asset are less than its carrying value, an impairment loss is recognized to the extent that such asset's carrying value exceeds its fair value, as estimated considering external market participant assumptions and discounted cash flows. Assets to be disposed of and for which there is a committed plan of disposal (commonly referred to as assets held-for-sale) are reported at the lower of carrying value or fair value, less costs to sell.

Leases

The Company's lease arrangements primarily relate to real estate, including its retail stores, concession-based shop-within-shops, corporate offices, and warehouse facilities and, to a lesser extent, certain equipment and other assets. The Company's leases generally have initial terms ranging from 3 to 10 years and may include renewal or early-termination options, rent escalation clauses, and/or lease incentives in the form of construction allowances and rent abatements. The Company is typically required to make fixed minimum rent payments, variable rent payments based on performance (e.g., percentage-of-sales-based payments), or a combination thereof, relating to its right to use an underlying leased asset. The Company is also often required to pay for certain other costs that do not relate specifically to its right to use an underlying leased asset, but that are associated with the asset, including real estate taxes, insurance, common area maintenance fees, and/or certain other costs (referred to collectively herein as "non-lease components"), which may be fixed or variable in amount, depending on the terms of the respective lease agreement. The Company's leases do not contain significantly restrictive covenants or residual value guarantees.

The Company determines whether an arrangement contains a lease at the arrangement's inception. If a lease is determined to exist, its related term is assessed at the lease commencement date, once the underlying asset is made available by the lessor for the Company's use. The Company's assessment of the lease term reflects the non-cancellable period of the lease,

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

inclusive of any rent-free periods, plus any periods covered by early-termination options for which the Company is not considered reasonably certain of exercising, as well as periods covered by renewal options for which it is considered reasonably certain of exercising. The Company also determines lease classification as either *operating* or *finance* at lease commencement, which governs the pattern of expense recognition and the presentation thereof in the consolidated statements of operations over the lease term.

For leases with a lease term exceeding 12 months, a liability is recorded on the consolidated balance sheet at the lease commencement date reflecting the present value of its related fixed payment obligations over such term. A corresponding right-of-use ("ROU") asset equal to the initial lease liability is also recorded, increased by any prepaid rent and/or initial direct costs incurred in connection with execution of the lease, and reduced by any incentives provided by the lessor. The Company also includes fixed payment obligations related to non-lease components in the measurement of its ROU assets and lease liabilities, given its election to account for lease and non-lease components together as a single lease component. Variable lease payments are not included in the measurement of ROU assets and lease liabilities. ROU assets associated with finance leases are presented separately from those associated with operating leases, and are included within property and equipment, net on the consolidated balance sheet. For purposes of measuring the present value of its fixed payment obligations for a given lease, the Company uses its incremental borrowing rate, determined based on information available at lease commencement, given that rates implicit in its leasing arrangements are not readily determinable. The Company's incremental borrowing rate reflects the rate it would pay to borrow on a secured basis an amount equal to the lease payments and incorporates the term and economic environment of the lease.

For operating leases, fixed lease payments are recognized as operating lease cost on a straight-line basis over the lease term. For finance leases, the initial ROU asset is depreciated on a straight-line basis over the lease term, along with recognition of interest expense associated with accretion of the remaining lease liability, which is ultimately reduced by the related fixed payments as they are made. For leases with a lease term of 12 months or less (referred to as a "short-term lease"), any fixed lease payments are recognized on a straight-line basis over such term and are not recognized on the consolidated balance sheet. For all leases, variable lease cost, if any, is recognized as incurred.

ROU assets, along with any related long-lived assets, are periodically evaluated for impairment whenever events or circumstances indicate that their carrying values may not be fully recoverable (see Note 12). To the extent that such assets are ultimately determined to be impaired, they are written down accordingly on a relative carrying amount basis, with the ROU asset written down to an amount no lower than its estimated fair value. Subsequent to the recognition of any such impairment, total remaining lease cost is recognized on a front-loaded basis over the remaining lease term.

Under certain of its lease arrangements, the Company is contractually obligated to remove its leasehold improvements at the end of the lease term. For such arrangements, the Company records an asset retirement obligation ("ARO") at lease inception for the estimated fair value, with a corresponding increase in the carrying amount of the related long-lived asset. The ARO is adjusted for any changes in estimates and the related long-lived asset is depreciated over its useful life. Activity related to these obligations were not material during any of the fiscal years presented. The Company's ARO balances are recorded within other non-current liabilities in the consolidated balance sheets (see Note 7).

See Note 14 for further discussion of the Company's leases.

Goodwill and Other Intangible Assets

At acquisition, the Company estimates and records the fair value of purchased intangible assets, which typically consist of reacquired license agreements, customer relationships, non-compete agreements, and/or order backlog. The fair values of these intangible assets are estimated based on management's assessment, considering independent third-party appraisals when necessary. The excess of the purchase consideration over the fair value of net assets acquired, both tangible and intangible, is recorded as goodwill. Goodwill and certain other intangible assets deemed to have indefinite useful lives are not amortized. Rather, goodwill and such indefinite-lived intangible assets are assessed for impairment at least annually. The Company generally performs its annual goodwill and indefinite-lived intangible assets impairment analyses using a qualitative approach to determine whether it is more likely than not that the fair values of such assets are less than their respective carrying values. If, based on the results of the qualitative assessment, it is concluded that it is not more likely than not that the fair value of the asset exceeds its carrying value, a quantitative test is performed. Under the quantitative test, if the carrying value of the asset exceeds its fair value, an impairment loss is recognized in the amount of the excess. The Company also periodically performs a quantitative test to assess its goodwill for impairment in lieu of using the qualitative approach in order to reassess the fair values of its reporting units.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Finite-lived intangible assets are amortized over their respective estimated useful lives and, along with other long-lived assets as noted above, are evaluated for impairment periodically whenever events or changes in circumstances indicate that their related carrying values may not be fully recoverable. See discussion of the Company's accounting policy for long-lived asset impairment as previously described under the caption "*Property and Equipment, Net.*"

Income Taxes

Income taxes are provided using the asset and liability method. Under this method, income taxes (i.e., deferred tax assets and liabilities, current taxes payable/refunds receivable, and tax expense) are recorded based on amounts refundable or payable in the current year and include the results of any difference between U.S. GAAP and tax reporting. Deferred income taxes reflect the tax effect of certain net operating losses, capital losses, general business credit carryforwards, and the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial statement and income tax purposes, as determined under enacted tax laws and rates. The Company accounts for the financial effect of changes in tax laws or rates in the period of enactment.

In addition, valuation allowances are established when management determines that it is more likely than not that some portion or all of a deferred tax asset will not be realized. Tax valuation allowances are analyzed periodically and adjusted as events occur or circumstances change that warrant adjustments.

In determining the income tax benefit (provision) for financial reporting purposes, the Company establishes a reserve for uncertain tax positions. If the Company considers that a tax position is more likely than not of being sustained upon audit, based solely on the technical merits of the position, it recognizes the tax benefit. The Company measures the tax benefit by determining the largest amount that is greater than 50% likely of being realized upon settlement, presuming that the tax position is examined by the appropriate taxing authority that has full knowledge of all relevant information. These assessments can be complex and the Company often obtains assistance from external advisors. To the extent that the Company's estimates change or the final tax outcome of these matters is different than the amounts recorded, such differences will impact the income tax benefit (provision) in the period in which such determinations are made. If the initial assessment fails to result in the recognition of a tax benefit, the Company regularly monitors its position and subsequently recognizes the tax benefit if (i) there are changes in tax law or analogous case law that sufficiently raise the likelihood of prevailing on the technical merits of the position to more likely than not; (ii) the statute of limitations expires; or (iii) there is a completion of an audit resulting in a settlement of that tax year with the appropriate agency. Uncertain tax positions are classified as current only when the Company expects to pay cash within the next twelve months. Interest and penalties are recorded within the income tax benefit (provision) in the consolidated statements of operations and are classified on the consolidated balance sheets together with the related liability for unrecognized tax benefits.

The Company accounts for the minimum tax on global intangible low-taxed income ("GILTI") in the period in which it is incurred.

See Note 10 for further discussion of the Company's income taxes.

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 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.

RALPH LAUREN CORPORATION
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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 13 for further discussion of the Company's derivative financial instruments.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

4. Recently Issued Accounting Standards

Improvements to Income Tax Disclosures

In December 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-09, "Improvements to Income Tax Disclosures" ("ASU 2023-09"). ASU 2023-09 is intended to enhance the transparency and usefulness of annual income tax disclosures. Among its provisions, ASU 2023-09 requires disclosure of a reconciliation between an entity's effective tax rate and its statutory rate utilizing eight specific categories, along with a separate disclosure for reconciling items that meet a 5% quantitative threshold. In addition, ASU 2023-09 requires disclosure of income taxes paid (net of refunds received), disaggregated by federal, state, and foreign taxes, as well as by individual jurisdictions if a 5% quantitative threshold is met. ASU 2023-09 is effective for the Company for annual periods beginning with its fiscal year ending March 28, 2026 ("Fiscal 2026") and is to be applied prospectively, although retrospective application is permitted. Early adoption is also permitted. Other than the new disclosure requirements, ASU 2023-09 will not have an impact on the Company's consolidated financial statements.

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU No. 2023-07, "Improvements to Reportable Segment Disclosures" ("ASU 2023-07"). ASU 2023-07 requires entities to make certain enhanced segment disclosures on both an annual and interim basis, including disclosure of significant segment expenses that are regularly provided to the chief operating decision maker (the "CODM") as defined within Accounting Standards Codification Topic 280, "Segment Reporting," as well as various information regarding its CODM, among other provisions. ASU 2023-07 does not change how entities identify their operating segments, aggregates them, or applies the quantitative thresholds to determine their reportable segments. The annual disclosures required by ASU 2023-07 are effective for the Company beginning in its Fiscal 2025, with interim disclosures effective beginning in its Fiscal 2026. The provisions of ASU 2023-07 are to be applied retrospectively to all prior periods presented. Early adoption is permitted. Other than the new disclosure requirements, ASU 2023-07 will not have an impact on the Company's consolidated financial statements.

Disclosure of Supplier Finance Program Obligations

In September 2022, the FASB issued ASU No. 2022-04, "Disclosure of Supplier Finance Program Obligations" ("ASU 2022-04"). ASU 2022-04 requires entities to disclose the key terms of supplier finance programs they use in connection with the purchase of goods and services, along with the amount of obligations outstanding at the end of each period and an annual rollforward of such obligations. This standard does not affect the recognition, measurement, or financial statement presentation of supplier finance program obligations. ASU 2022-04 became effective for the Company beginning in its Fiscal 2024 and was applied retrospectively to all periods in which a balance sheet is presented. The annual rollforward disclosure is not required to be made until the Company's Fiscal 2025 and is to be applied prospectively. The Company adopted ASU 2022-04 as of the beginning of Fiscal 2024. Other than the new disclosure requirements, ASU 2022-04 did not have an impact on the Company's consolidated financial statements. See Note 3 for further discussion of the Company's supplier finance program.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

5. Property and Equipment

Property and equipment, net consists of the following:

	March 30, 2024	April 1, 2023
	(millions)	
Land and improvements	\$ 15.3	\$ 15.3
Buildings and improvements	416.8	471.9
Furniture and fixtures	627.1	608.8
Machinery and equipment	389.5	375.9
Capitalized software	558.5	541.1
Leasehold improvements	1,249.4	1,216.1
Construction in progress	46.2	60.9
	<u>3,302.8</u>	<u>3,290.0</u>
Less: accumulated depreciation	(2,452.4)	(2,334.5)
Property and equipment, net	<u>\$ 850.4</u>	<u>\$ 955.5</u>

Property and equipment, net includes finance lease ROU assets, which are reflected in the table above based on their nature.

Depreciation expense was \$215.9 million, \$206.5 million, and \$211.8 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively, and was recorded primarily within SG&A expenses in the consolidated statements of operations.

6. Goodwill and Other Intangible Assets

Goodwill

The following table details the changes in goodwill for each of the Company's segments during Fiscal 2024 and Fiscal 2023:

	North America	Europe	Asia	Other Non- reportable Segments	Total
	(millions)				
Balance at April 2, 2022	\$ 421.8	\$ 286.0	\$ 68.9	\$ 132.0	\$ 908.7
Foreign currency translation	—	(4.2)	(5.6)	—	(9.8)
Balance at April 1, 2023	421.8	281.8	63.3	132.0	898.9
Foreign currency translation	—	(3.0)	(7.8)	—	(10.8)
Balance at March 30, 2024	<u>\$ 421.8</u>	<u>\$ 278.8</u>	<u>\$ 55.5</u>	<u>\$ 132.0</u>	<u>\$ 888.1</u>

Based on the results of the Company's goodwill impairment testing, no goodwill impairment charges were recorded in Fiscal 2024, Fiscal 2023, or Fiscal 2022. See Note 12 for further discussion of the Company's goodwill impairment testing.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Other Intangible Assets

Other intangible assets consist of the following:

	March 30, 2024			April 1, 2023		
	Gross Carrying Amount	Accum. Amort.	Net	Gross Carrying Amount	Accum. Amort.	Net
	(millions)					
<i>Intangible assets subject to amortization:</i>						
Re-acquired licensed trademarks	\$ 223.3	\$ (179.9)	\$ 43.4	\$ 226.3	\$ (174.7)	\$ 51.6
Customer relationships	231.4	(208.3)	23.1	239.8	(211.9)	27.9
Other	10.1	(8.2)	1.9	10.1	(8.0)	2.1
Total intangible assets subject to amortization	464.8	(396.4)	68.4	476.2	(394.6)	81.6
<i>Intangible assets not subject to amortization:</i>						
Trademarks and brands	7.3	N/A	7.3	7.3	N/A	7.3
Total intangible assets	\$ 472.1	\$ (396.4)	\$ 75.7	\$ 483.5	\$ (394.6)	\$ 88.9

Amortization Expense

Amortization expense was \$13.1 million, \$14.0 million, and \$17.9 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively, and was recorded within SG&A expenses in the consolidated statements of operations.

Based on the balance of the Company's finite-lived intangible assets subject to amortization as of March 30, 2024, the expected amortization expense for each of the next five fiscal years and thereafter is as follows:

	Amortization Expense (millions)
Fiscal 2025	\$ 12.9
Fiscal 2026	10.7
Fiscal 2027	10.0
Fiscal 2028	10.0
Fiscal 2029	10.0
Fiscal 2030 and thereafter	14.8
Total	\$ 68.4

The expected future amortization expense above reflects weighted-average estimated remaining useful lives of 6.3 years for re-acquired licensed trademarks, 6.2 years for customer relationships, and 6.4 years for the Company's finite-lived intangible assets in total.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

7. Other Assets and Liabilities

Prepaid expenses and other current assets consist of the following:

	March 30, 2024	April 1, 2023
	(millions)	
Non-trade receivables	\$ 27.2	\$ 30.7
Other taxes receivable	26.1	46.7
Prepaid marketing and advertising	19.6	10.4
Prepaid software maintenance	19.2	18.5
Inventory return asset	13.3	10.5
Prepaid occupancy expense	8.3	5.8
Cloud computing arrangement implementation costs	7.2	6.2
Prepaid logistic services	6.5	6.5
Derivative financial instruments	6.0	1.7
Tenant allowances receivable	5.2	3.9
Prepaid insurance	4.1	4.1
Restricted cash	2.8	1.5
Other prepaid expenses and current assets	26.4	42.2
Total prepaid expenses and other current assets	<u>\$ 171.9</u>	<u>\$ 188.7</u>

Other non-current assets consist of the following:

	March 30, 2024	April 1, 2023
	(millions)	
Security deposits	\$ 34.2	\$ 33.0
Derivative financial instruments	30.6	42.8
Cloud computing arrangement implementation costs	16.0	10.1
Equity method and other investments	7.5	10.6
Deferred rent assets	6.3	6.8
Restricted cash	5.6	6.1
Other non-current assets	25.5	23.6
Total other non-current assets	<u>\$ 125.7</u>	<u>\$ 133.0</u>

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Accrued expenses and other current liabilities consist of the following:

	March 30, 2024	April 1, 2023
	(millions)	
Accrued payroll and benefits	\$ 207.7	\$ 198.1
Accrued operating expenses	192.0	191.0
Accrued inventory	122.2	139.4
Accrued marketing and advertising	74.2	76.3
Other taxes payable	60.8	32.8
Dividends payable	47.5	49.2
Restructuring reserve	32.3	20.8
Accrued capital expenditures	26.7	37.2
Finance lease obligations	19.2	20.3
Deferred income	17.3	14.0
Other accrued expenses and current liabilities	9.8	16.4
Total accrued expenses and other current liabilities	<u>\$ 809.7</u>	<u>\$ 795.5</u>

Other non-current liabilities consist of the following:

	March 30, 2024	April 1, 2023
	(millions)	
Deferred lease incentives and obligations	\$ 41.0	\$ 43.2
Asset retirement obligations	34.8	33.8
Accrued benefits and deferred compensation	20.5	12.4
Deferred tax liabilities	7.0	7.2
Derivative financial instruments	5.2	—
Other non-current liabilities	5.1	4.3
Total other non-current liabilities	<u>\$ 113.6</u>	<u>\$ 100.9</u>

8. Impairment of Assets

No impairment charges were recorded during Fiscal 2024.

During Fiscal 2023, the Company recorded impairment charges of \$9.7 million to write-down certain long-lived assets, of which \$9.5 million related to a certain previously exited real estate location for which the related lease agreement had not yet expired and \$0.2 million related to its restructuring plans (see Note 9).

During Fiscal 2022, the Company recorded impairment charges of \$21.3 million to write-down certain long-lived assets in connection with its restructuring plans (see Note 9).

See Note 12 for further discussion of these impairment charges recorded during the fiscal years presented.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

9. Restructuring and Other Charges, Net

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

Fiscal 2024 Restructuring Activities

During Fiscal 2024, the Company recorded restructuring-related charges of \$55.8 million, comprised of cash-related charges of \$54.5 million, primarily associated with severance and benefit costs, and non-cash-related charges of \$1.3 million. As of March 30, 2024, the remaining liability related to the cash-related charges was \$30.2 million, reflecting cash payments of \$24.1 million and \$0.2 million of non-cash adjustments made.

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 involved 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 decided 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 created 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 further rightsized and consolidated its global corporate offices to better align with its organizational profile and new ways of working. The Company also closed 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 has realized amounts related to the receipt of such contingent consideration (as discussed further below) and additional amounts may be realized in the future. Additionally, in connection with this divestiture, the Company provided 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 are now complete and no additional charges are expected to be incurred in connection with this plan.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A summary of the charges recorded in connection with the Fiscal 2021 Strategic Realignment Plan during the fiscal years 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:

	Fiscal Years Ended		Cumulative Charges
	April 1, 2023	April 2, 2022	
Cash-related restructuring charges:			
Severance and benefit costs (reversals)	\$ 8.6	\$ (5.7)	\$ 147.1
Other cash charges	3.9	7.7	26.5
Total cash-related restructuring charges	12.5	2.0	173.6
Non-cash charges:			
Impairment of assets (see Note 8)	0.2	21.3	90.9
Inventory-related charges ^(a)	0.3	—	8.6
Accelerated stock-based compensation expense ^(b)	—	2.0	2.0
Other non-cash charges	6.7	—	6.7
Total non-cash charges	7.2	23.3	108.2
Total charges	\$ 19.7	\$ 25.3	\$ 281.8

^(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 income of \$7.0 million, \$3.5 million, and \$4.0 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively, related to cash consideration received from Regent in connection with the Company's previously sold Club Monaco business, pursuant to certain clauses included in the securities and asset purchase agreement. The Company donated this income to The Ralph Lauren Corporate Foundation, a non-profit, charitable foundation, which resulted in related offsetting donation expense of \$7.0 million, \$3.5 million, and \$4.0 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. The income and related offsetting donation expense during Fiscal 2024, Fiscal 2023, and Fiscal 2022 were all recorded within restructuring and other charges, net in the consolidated statements of operations.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

A summary of the activity in the restructuring reserve related to the Fiscal 2021 Strategic Realignment Plan during the fiscal years presented is as follows:

	Severance and Benefit Costs	Other Cash Charges (millions)	Total
Balance at March 27, 2021	\$ 96.2	\$ 3.2	\$ 99.4
Additions (reductions) charged to expense	(5.7)	7.7	2.0
Cash payments applied against reserve	(60.5)	(10.8)	(71.3)
Non-cash adjustments	0.6	—	0.6
Balance at April 2, 2022	30.6	0.1	30.7
Additions charged to expense	8.6	3.9	12.5
Cash payments applied against reserve	(18.2)	(4.0)	(22.2)
Non-cash adjustments	(0.3)	—	(0.3)
Balance at April 1, 2023	20.7	—	20.7
Additions charged to expense	—	—	—
Cash payments applied against reserve	(16.6)	—	(16.6)
Non-cash adjustments	0.1	—	0.1
Balance at March 30, 2024	<u>\$ 4.2</u>	<u>\$ —</u>	<u>\$ 4.2</u>

Other Charges

The Company recorded other charges of \$14.0 million, \$23.8 million, and \$11.8 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, 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.

The Company is in the early stages of executing a large-scale multi-year global project that is expected to significantly transform the way in which the Company operates its business and further enable its long-term strategic pivot toward a global direct-to-consumer-oriented model (the "Next Generation Transformation project" or "NGT project"). The NGT project will be completed in phases and involves the redesigning of certain end-to-end processes and the implementation of a suite of information systems on a global scale. Such efforts are expected to result in significant process improvements and the creation of synergies across core areas of operations, including merchandise buying and planning, procurement, inventory management, retail and wholesale operations, and financial planning and reporting, better enabling the Company to optimize inventory levels and increase the speed to which it can react to changes in consumer demand across markets, among other benefits. In connection with the preliminary phase of the NGT project, the Company recorded other charges of \$5.1 million during Fiscal 2024.

Additionally, during Fiscal 2022, the Company also recorded other charges of \$6.4 million in connection with non-income-related capital taxes resulting from Swiss tax reform.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

10. Income Taxes

Inflation Reduction Act of 2022

On August 16, 2022, President Biden signed the Inflation Reduction Act ("IRA") into law. The IRA enacted a 15% corporate minimum tax rate (subject to certain thresholds being met) that became effective for the Company beginning in its Fiscal 2024, a 1% excise tax on share repurchases made after December 31, 2022 (which may be reduced for the fair value of certain share issuances), and created and extended certain tax-related energy incentives. The tax-related provisions of the IRA have not had a material impact on the Company's consolidated financial statements to date, but could in the future if the Company's facts and circumstances were to change. See Note 16 for additional information relating to the Company's stock repurchase program.

Taxes on Income

Domestic and foreign pretax income are as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Domestic	\$ 84.6	\$ 74.3	\$ 180.7
Foreign	692.8	617.6	573.9
Total income before income taxes	<u>\$ 777.4</u>	<u>\$ 691.9</u>	<u>\$ 754.6</u>

Provisions for current and deferred income taxes are as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Current:			
Federal	\$ (17.6)	\$ (35.7)	\$ (24.2)
State and local	(15.9)	1.4	(21.6)
Foreign	(138.7)	(131.0)	(154.8)
	<u>(172.2)</u>	<u>(165.3)</u>	<u>(200.6)</u>
Deferred:			
Federal	2.8	14.3	53.8
State and local	2.6	(8.0)	8.2
Foreign	35.7	(10.2)	(15.9)
	<u>41.1</u>	<u>(3.9)</u>	<u>46.1</u>
Total income tax provision	<u>\$ (131.1)</u>	<u>\$ (169.2)</u>	<u>\$ (154.5)</u>

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Tax Rate Reconciliation

The differences between income taxes expected at the U.S. federal statutory income tax rate and income taxes provided are as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Provision for income taxes at the U.S. federal statutory rate	\$ (163.2)	\$ (145.3)	\$ (158.5)
Change due to:			
State and local income taxes, net of federal benefit	(8.4)	(6.3)	(14.5)
Foreign income taxed at different rates, net of U.S. foreign tax credits	30.5	(2.7)	(2.6)
Deferred tax adjustments	37.6	—	8.0
Non-creditable foreign taxes	(4.5)	(8.8)	—
Foreign-derived intangible income benefit	—	—	20.3
Changes in valuation allowance on deferred tax assets	0.2	(0.2)	3.6
Unrecognized tax benefits and settlements of tax examinations	(21.1)	(1.2)	(11.5)
Compensation-related adjustments	(7.1)	(7.7)	(9.4)
Charitable contributions	1.7	2.8	3.7
Other	3.2	0.2	6.4
Total income tax provision	<u>\$ (131.1)</u>	<u>\$ (169.2)</u>	<u>\$ (154.5)</u>
Effective tax rate ^(a)	<u>16.9 %</u>	<u>24.5 %</u>	<u>20.5 %</u>

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

The Company's Fiscal 2024 effective tax rate was lower than the U.S. federal statutory income tax rate of 21% primarily due to deferred tax benefits recognized as a result of transactions entered into as part of a reorganization of the Company's legal entity structure, recently enacted changes in tax legislation, and the favorable tax impact of earnings generated in lower taxed foreign jurisdictions versus the U.S., partially offset by an increase in income tax reserves. Additionally, the lower effective tax rate for Fiscal 2024 was also driven by favorable adjustments related to the revaluation of deferred tax assets arising from Swiss tax reform and favorable deferred tax adjustments related to the European Union's anti-tax avoidance directive.

The Company's Fiscal 2023 effective tax rate was higher than the U.S. federal statutory income tax rate of 21% primarily due to the unfavorable impact of certain foreign deferred adjustments, compensation-related adjustments, and state taxes.

The Company's Fiscal 2022 effective tax rate was slightly lower than the U.S. federal statutory income tax rate of 21% primarily due to favorable tax impacts of the foreign-derived intangible income deduction and deferred tax adjustments, partially offset by the unfavorable impacts of additional income tax reserves associated with certain income tax audits and tax impacts of compensation related adjustments.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Deferred Taxes

Significant components of the Company's deferred tax assets and liabilities are as follows:

	March 30, 2024	April 1, 2023
	(millions)	
Lease liabilities	\$ 300.0	\$ 334.9
Goodwill and other intangible assets	123.4	(60.2)
Deferred compensation	54.8	47.4
Property and equipment	48.5	39.2
Deferred income	46.5	69.8
Unrecognized tax benefits	38.6	34.2
Inventory basis difference	31.2	30.4
Receivable allowances and reserves	27.1	31.4
Capitalized software	24.6	14.5
Net operating loss carryforwards	9.7	11.7
Accrued expenses	7.2	5.5
GILTI-related carryforwards	3.4	5.8
Lease ROU assets	(232.8)	(259.3)
Cumulative translation adjustment and hedges	(22.0)	(23.1)
Undistributed foreign income	(16.7)	(19.5)
Other	6.5	(3.2)
Valuation allowance	(168.7)	(11.6)
Net deferred tax assets ^(a)	<u>\$ 281.3</u>	<u>\$ 247.9</u>

^(a) Net deferred tax balances as of March 30, 2024 and April 1, 2023 were comprised of non-current deferred tax assets of \$288.3 million and \$255.1 million, respectively, recorded within deferred tax assets, and non-current deferred tax liabilities of \$7.0 million and \$7.2 million, respectively, recorded within other non-current liabilities in the consolidated balance sheets.

The Company has available state and foreign net operating loss carryforwards of \$2.0 million and \$0.1 million (all net of tax), respectively, for tax purposes to offset future taxable income. There are no federal net operating loss carryforwards available to the Company. The net operating loss carryforwards expire beginning in Fiscal 2025.

The Company also has available state and foreign net operating loss carryforwards of \$5.5 million and \$2.3 million (both net of tax), respectively, for which no net deferred tax asset has been recognized. A full valuation allowance has been recorded against these carryforwards since the Company does not believe that it will more likely than not be able to utilize these carryforwards to offset future taxable income. Subsequent recognition of these deferred tax assets would result in an income tax benefit in the year of such recognition. The valuation allowance relating to both state and foreign net operating loss carryforwards remains consistent with prior year for jurisdictions where the Company will no longer be able to utilize the carryforwards in the future.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

In January 2018, new U.S. tax legislation commonly referred to as the Tax Cuts and Jobs Act (the "TCJA") became effective. The TCJA significantly revised U.S. tax law by, among other provisions, creating a territorial tax system that included a one-time mandatory transition tax on previously deferred foreign earnings. As a result of the taxation of undistributed foreign earnings in connection with the TCJA, the Company reevaluated its permanent reinvestment assertion and determined that undistributed foreign earnings that were subject to the TCJA's one-time mandatory transition tax were no longer considered to be permanently reinvested, effective December 31, 2017. The mandatory transition tax does not apply to undistributed foreign earnings generated after December 31, 2017. Accordingly, provision has not been made for U.S. or additional foreign taxes on approximately \$2.977 billion of undistributed earnings of foreign subsidiaries generated after December 31, 2017, as such earnings are expected to be permanently reinvested. These earnings could become subject to tax if they were remitted as dividends, if foreign earnings were lent to RLC, a subsidiary or a U.S. affiliate of RLC, or if the stock of the subsidiaries were sold. Determination of the amount of unrecognized deferred tax liability with respect to such earnings is not practicable.

Uncertain Income Tax Benefits

Fiscal 2024, Fiscal 2023, and Fiscal 2022 Activity

Reconciliations of the beginning and ending amounts of unrecognized tax benefits, excluding interest and penalties, for Fiscal 2024, Fiscal 2023, and Fiscal 2022 are presented below:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Unrecognized tax benefits beginning balance	\$ 77.1	\$ 75.4	\$ 71.4
Additions related to current period tax positions	21.7	13.3	21.6
Additions related to prior period tax positions	2.4	0.6	8.1
Reductions related to prior period tax positions	(0.9)	(4.3)	(7.6)
Reductions related to expiration of statutes of limitations	(1.0)	(2.9)	(1.1)
Reductions related to settlements with taxing authorities	(0.1)	(4.5)	(14.8)
Reductions related to foreign currency translation	(0.8)	(0.5)	(2.2)
Unrecognized tax benefits ending balance	<u>\$ 98.4</u>	<u>\$ 77.1</u>	<u>\$ 75.4</u>

The Company classifies interest and penalties related to unrecognized tax benefits as part of its provision for income taxes. Reconciliations of the beginning and ending amounts of accrued interest and penalties related to unrecognized tax benefits for Fiscal 2024, Fiscal 2023, and Fiscal 2022 are presented below:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Accrued interest and penalties beginning balance	\$ 16.7	\$ 16.5	\$ 20.0
Net additions charged to expense	3.9	2.6	2.6
Reductions related to prior period tax positions	(0.2)	(1.9)	(0.9)
Reductions related to settlements with taxing authorities	—	(0.4)	(5.0)
Reductions related to foreign currency translation	(0.1)	(0.1)	(0.2)
Accrued interest and penalties ending balance	<u>\$ 20.3</u>	<u>\$ 16.7</u>	<u>\$ 16.5</u>

The total amount of unrecognized tax benefits, including interest and penalties, was \$118.7 million and \$93.8 million as of March 30, 2024 and April 1, 2023, 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 \$80.1 million and \$59.6 million as of March 30, 2024 and April 1, 2023, respectively.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 April 2, 2016.

11. Debt

Debt consists of the following:

	March 30, 2024	April 1, 2023
	(millions)	
\$400 million 3.750% Senior Notes ^(a)	\$ 399.0	\$ 398.4
\$750 million 2.950% Senior Notes ^(b)	741.5	740.1
Total long-term debt	\$ 1,140.5	\$ 1,138.5

(a) The carrying value of the 3.750% Senior Notes is presented net of unamortized debt issuance costs and original issue discount of \$1.0 million and \$1.6 million as of March 30, 2024 and April 1, 2023, respectively.

(b) The carrying value of the 2.950% Senior Notes is presented net of unamortized debt issuance costs and original issue discount of \$8.5 million and \$9.9 million as of March 30, 2024 and April 1, 2023, 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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Commercial Paper

The Company has a commercial paper borrowing program that allows it to issue up to \$750 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 \$750 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 March 30, 2024 and April 1, 2023, there were no borrowings outstanding under the Commercial Paper Program.

Revolving Credit Facilities

Global Credit Facility

In June 2023, the Company terminated its then existing credit facility and entered into a new credit facility that provides for a \$750 million senior unsecured revolving line of credit through June 30, 2028 (the "Global Credit Facility") under terms and conditions substantially similar to those of the previous facility. The Global Credit Facility may be used for working capital needs, capital expenditures, certain investments, general corporate purposes, and for funding of acquisitions. The Global Credit Facility may also be 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 some of the Company's domestic subsidiaries, including all of the Company's 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 \$1.500 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.

Borrowings under the Global Credit Facility bear interest at a rate per annum equal to, at the Company's option, either (a) an alternate base rate or (b) an adjusted term Secured Overnight Financing Rate ("SOFR") rate or the applicable currency in which the loans are made (the "Term Benchmark Rate") plus an applicable margin. The applicable margin for Term Benchmark Rate loans will be adjusted by reference to a grid (the "Pricing Grid"), which is included in the definition of "Applicable Rate" within the Global Credit Facility agreement and is based on ratings for the Company's senior, unsecured long-term indebtedness provided by established ratings agencies. In addition to paying interest on any outstanding borrowings under the Global Credit Facility, the Company is required to pay a commitment fee, calculated at a rate per annum determined in accordance with the Pricing Grid, on the average daily unused amount of the Facility, payable quarterly in arrears, and certain fees with respect to Letters of Credit that are issued. The current commitment fee rate of 8 basis points is subject to adjustment based on the Company's credit ratings. As of March 30, 2024, there were no borrowings outstanding under the Global Credit Facility, nor were there any borrowings outstanding as of April 1, 2023 under the Company's previous facility. However, the Company was contingently liable for \$11.8 million and \$11.9 million of outstanding letters of credit as of March 30, 2024 and April 1, 2023, respectively.

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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Upon the occurrence of an Event of Default under the Global Credit Facility, the lenders may cease making loans, terminate the Global Credit Facility, and declare all amounts outstanding to be immediately due and payable. The Global Credit Facility specifies various events of default (many of which are subject to applicable grace periods), including, among others, the failure to make timely principal, interest, and fee payments or to satisfy the covenants, including the financial covenant described above. Additionally, the Global Credit Facility provides that an Event of Default will occur if Mr. Ralph Lauren, the Company's Executive Chairman and Chief Creative Officer, and entities controlled by the Lauren family fail to maintain a specified minimum percentage of the voting power of the Company's common stock. As of March 30, 2024, 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 \$14 million) through April 3, 2025, 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 \$22 million) through October 25, 2024.
- Japan Overdraft Facility — provides Ralph Lauren Corporation Japan with an overdraft amount of up to 5 billion Japanese Yen (approximately \$33 million) through April 30, 2025.

As of both March 30, 2024 and April 1, 2023, there were no borrowings outstanding under the Pan-Asia Borrowing Facilities.

12. 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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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:

	March 30, 2024	April 1, 2023
	(millions)	
Derivative assets ^(a)	\$ 36.6	\$ 44.5
Derivative liabilities ^(a)	5.5	5.7

^(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:

	March 30, 2024		April 1, 2023	
	Carrying Value ^(a)	Fair Value ^(b)	Carrying Value ^(a)	Fair Value ^(b)
	(millions)			
\$400 million 3.750% Senior Notes	\$ 399.0	\$ 391.4	\$ 398.4	\$ 393.6
\$750 million 2.950% Senior Notes	741.5	671.4	740.1	677.1

^(a) See Note 11 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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 Fiscal 2023 and Fiscal 2022, the Company recorded 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. No impairment charges were recorded during Fiscal 2024.

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

<u>Long-Lived Asset Category</u>	Fiscal Years Ended							
	March 30, 2024		April 1, 2023				April 2, 2022	
	Total Impairments	Fair Value as of Impairment Date	Total Impairments	Fair Value as of Impairment Date	Total Impairments	Fair Value as of Impairment Date	Total Impairments	Fair Value as of Impairment Date
	(millions)							
Property and equipment, net	\$ —	N/A	\$ 0.2	\$ —	\$ 1.0	\$ —		
Operating lease right-of-use assets	—	N/A	9.5	14.8	20.3	27.8		

See Note 8 for additional discussion regarding impairment charges recorded by the Company within the consolidated statements of operations during the fiscal years presented.

No impairment charges associated with goodwill or other intangible assets were recorded during any of the fiscal years presented. In Fiscal 2024, the Company performed its annual assessment of the recoverability of goodwill assigned to its reporting units using a quantitative approach as of the beginning of the second quarter of Fiscal 2024. The estimated fair values of the Company's reporting units were determined with the assistance of an independent third-party valuation firm using discounted cash flows and market comparisons. Based on the results of the quantitative impairment assessment, the Company concluded that the fair values of its reporting units significantly exceeded their respective carrying values and were not at risk of impairment. Accordingly, no goodwill impairment charges were recorded.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

13. 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 March 30, 2024 and April 1, 2023:

Derivative Instrument ^(a)	Notional Amounts		Derivative Assets				Derivative Liabilities			
	March 30, 2024	April 1, 2023	March 30, 2024		April 1, 2023		March 30, 2024		April 1, 2023	
			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	\$ 319.4	\$ 345.1	PP	\$ 4.8	PP	\$ 1.4	AE	\$ 0.2	AE	\$ 5.0
Net investment hedges ^(c)	700.0	700.0	ONCA	30.6	ONCA	42.8	ONCL	5.2		—
Total Designated Hedges	1,019.4	1,045.1		35.4		44.2		5.4		5.0
Undesignated Hedges:										
FC — Undesignated hedges ^(d)	153.2	164.8	PP	1.2	PP	0.3	AE	0.1	AE	0.7
Total Hedges	\$ 1,172.6	\$ 1,209.9		\$ 36.6		\$ 44.5		\$ 5.5		\$ 5.7

(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.

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 eight separate counterparties, the amounts presented in the consolidated balance sheets as of March 30, 2024 and April 1, 2023 would be adjusted from the current gross presentation as detailed in the following table:

	March 30, 2024			April 1, 2023		
	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	\$ 36.6	\$ (0.2)	\$ 36.4	\$ 44.5	\$ (4.5)	\$ 40.0
Derivative liabilities	5.5	(0.2)	5.3	5.7	(4.5)	1.2

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 fiscal years presented:

	Gains (Losses) Recognized in OCI		
	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Designated Hedges:			
FC — Cash flow hedges	\$ 14.5	\$ 18.1	\$ 9.0
Net investment hedges — effective portion	4.2	10.6	46.8
Net investment hedges — portion excluded from assessment of hedge effectiveness	(21.7)	26.6	3.6
Total Designated Hedges	\$ (3.0)	\$ 55.3	\$ 59.4

	Location and Amount of Gains (Losses) from Cash Flow Hedges Reclassified from AOCI to Earnings		
	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	Cost of goods sold	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	\$ (2,199.6)	\$ (2,277.8)	\$ (2,071.0)
Effects of cash flow hedging:			
FC — Cash flow hedges	10.8	23.8	3.8

	Gains (Losses) from Net Investment Hedges Recognized in Earnings			Location of Gains (Losses) Recognized in Earnings
	Fiscal Years Ended			
	March 30, 2024	April 1, 2023	April 2, 2022	
	(millions)			
Net Investment Hedges:				
Net investment hedges — portion excluded from assessment of hedge effectiveness ^(a)	\$ 12.5	\$ 13.0	\$ 11.9	Interest expense
Total Net Investment Hedges	\$ 12.5	\$ 13.0	\$ 11.9	

^(a) Amounts recognized in 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 March 30, 2024, it is estimated that \$7.9 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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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 fiscal years presented:

	Gains (Losses) Recognized in Earnings			Location of Gains (Losses) Recognized in Earnings
	Fiscal Years Ended			
	March 30, 2024	April 1, 2023	April 2, 2022	
(millions)				
<u>Undesignated Hedges:</u>				
FC — Undesignated hedges	\$ 9.8	\$ 13.0	\$ 6.9	Other income (expense), net
Total Undesignated Hedges	<u>\$ 9.8</u>	<u>\$ 13.0</u>	<u>\$ 6.9</u>	

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. These 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 March 30, 2024 and April 1, 2023, were \$121.0 million and \$36.4 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 years presented.

Refer to Note 3 for further discussion of the Company's accounting policies relating to its investments.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

14. Leases

The following table summarizes ROU assets and lease liabilities recorded on the consolidated balance sheets:

	March 30, 2024	April 1, 2023	Location Recorded on Balance Sheet
	(millions)		
Assets:			
Operating leases	\$ 1,014.6	\$ 1,134.0	Operating lease right-of-use assets
Finance leases	218.2	271.7	Property and equipment, net
Total lease assets	\$ 1,232.8	\$ 1,405.7	
Liabilities:			
Operating leases:			
Current portion	\$ 245.5	\$ 266.7	Current operating lease liabilities
Non-current portion	1,014.0	1,141.1	Long-term operating lease liabilities
Total operating lease liabilities	1,259.5	1,407.8	
Finance leases:			
Current portion	19.2	20.3	Accrued expenses and other current liabilities
Non-current portion	256.1	315.3	Long-term finance lease liabilities
Total finance lease liabilities	275.3	335.6	
Total lease liabilities	\$ 1,534.8	\$ 1,743.4	

The following table summarizes the composition of total lease cost during the fiscal years presented:

	Fiscal Years Ended			Location Recorded in Earnings
	March 30, 2024	April 1, 2023	April 2, 2022	
	(millions)			
Operating lease cost	\$ 295.0	\$ 294.3	\$ 300.2	(a)
Finance lease costs:				
Depreciation of leased assets	24.0	24.5	26.1	(b)
Accretion of lease liabilities	9.1	11.2	12.2	Interest expense
Variable lease cost	340.7	318.3	291.2	(c)
Short-term lease cost	2.6	2.8	3.6	SG&A expenses
Sublease income	(6.5)	(8.2)	(6.7)	Restructuring and other charges, net
Total lease cost	\$ 664.9	\$ 642.9	\$ 626.6	

(a) During Fiscal 2024, \$3.1 million was included within cost of goods sold, \$278.1 million was included within SG&A expenses, and \$13.8 million was included within restructuring and other charges, net. During Fiscal 2023, \$3.1 million was included within cost of goods sold, \$269.4 million was included within SG&A expenses, and \$21.8 million was included within restructuring and other charges, net. During Fiscal 2022, \$3.3 million was included within cost of goods sold, \$276.2 million was included within SG&A expenses, and \$20.7 million was included within restructuring and other charges, net.

(b) During Fiscal 2024, \$20.9 million was included within SG&A expenses and \$3.1 million was included within restructuring and other charges, net. During Fiscal 2023, \$22.8 million was included within SG&A expenses and \$1.7 million was included within restructuring and other charges, net. During Fiscal 2022, all depreciation of leased assets was included within SG&A expenses.

(c) During Fiscal 2024, \$4.7 million was included within cost of goods sold, \$332.7 million was included within SG&A expenses, and \$3.3 million was included within restructuring and other charges, net. During Fiscal 2023, \$3.5 million was included within cost of goods sold, \$307.8 million was included within SG&A expenses, and \$7.0

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

million was included within restructuring and other charges, net. During Fiscal 2022, \$4.6 million was included within cost of goods sold and \$288.6 million was included within SG&A expenses, and a benefit of \$2.0 million was included within restructuring and other charges, net.

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

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Cash paid for amounts included in the measurement of lease liabilities:			
Operating cash flows from operating leases	\$ 368.3	\$ 342.7	\$ 384.6
Operating cash flows from finance leases	9.1	11.2	12.3
Financing cash flows from finance leases	21.3	21.9	23.1

See Note 21 for supplemental non-cash information related to ROU assets recorded in connection with the recognition of new lease liabilities.

The following table presents a maturity analysis summary of contractual cash payments for the Company's lease liabilities recorded on the consolidated balance sheet as of March 30, 2024:

	March 30, 2024	
	Operating Leases	Finance Leases
	(millions)	
Fiscal 2025	\$ 279.0	\$ 27.3
Fiscal 2026	254.1	29.8
Fiscal 2027	161.1	29.1
Fiscal 2028	150.7	28.6
Fiscal 2029	131.0	21.9
Fiscal 2030 and thereafter	485.2	188.9
Total lease payments	1,461.1	325.6
Less: interest	(201.6)	(50.3)
Total lease liabilities	\$ 1,259.5	\$ 275.3

Additionally, the Company has \$147.1 million of future payment obligations relating to executed lease agreements for which the related lease terms had not yet commenced as of the end of Fiscal 2024 and, therefore, are not recorded on the consolidated balance sheet as of March 30, 2024.

The following table summarizes the weighted-average remaining lease terms and weighted-average discount rates related to the Company's operating and finance leases recorded on the consolidated balance sheets:

	March 30, 2024		April 1, 2023	
	Operating Leases	Finance Leases	Operating Leases	Finance Leases
Weighted-average remaining lease term (years)	7.6	11.9	6.5	12.7
Weighted-average discount rate	3.3 %	2.9 %	2.5 %	3.1 %

See Note 3 for discussion of the Company's accounting policies related to leases.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

15. Commitments and Contingencies

TCJA Mandatory Transition Tax

In connection with the TCJA's provision that subjects previously deferred foreign earnings to a one-time mandatory transition tax, the Company had a remaining related income tax payable obligation of \$75.9 million as of March 30, 2024, which is expected to be paid as follows:

	Mandatory Transition Tax Payments^(a)
	(millions)
Fiscal 2025	\$ 33.7
Fiscal 2026	42.2
Total mandatory transition tax payments	\$ 75.9

^(a) Included within current and non-current income tax payable in the consolidated balance sheets based upon the estimated timing of payments.

Employee Agreements

The Company has employment agreements with certain executives in the normal course of business which provide for compensation and certain other benefits. These agreements also provide for severance payments under certain circumstances.

Other Commitments

Other off-balance sheet firm commitments amounted to \$1.323 billion as of March 30, 2024, including inventory purchase commitments of \$834.7 million, lease commitments related to lease agreements for which the related lease terms have not yet commenced of \$147.1 million, outstanding letters of credit of \$11.8 million, interest payments related to the Company's debt of \$166.4 million, and various other commitments of \$163.3 million, comprised of the Company's legally-binding obligations under sponsorship, licensing, and other marketing and advertising agreements, information technology-related service agreements, and pension-related obligations.

Other Matters

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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

16. Equity

Capital Stock

The Company's capital stock consists of two classes of common stock. There are 500 million shares of Class A common stock and 100 million shares of Class B common stock authorized to be issued. Shares of Class A and Class B common stock have substantially identical rights, except with respect to voting rights. Holders of Class A common stock are entitled to one vote per share and holders of Class B common stock are entitled to ten votes per share. Holders of both classes of stock vote together as a single class on all matters presented to the stockholders for their approval, except with respect to the election and removal of directors or as otherwise required by applicable law. All outstanding shares of Class B common stock are owned by Mr. Ralph Lauren, the Company's Executive Chairman and Chief Creative Officer, and entities controlled by the Lauren family, and are convertible at any time into shares of Class A common stock on a one-for-one basis.

Class B Common Stock Conversions

During the fourth quarter of Fiscal 2024, the Lauren Family, L.L.C., a limited liability company managed by the children of Mr. Ralph Lauren, converted 3.0 million shares of Class B common stock into an equal number of shares of Class A common stock pursuant to the terms of the security. These conversions occurred in connection with a long-term strategy for estate planning and investment diversification. These transactions resulted in a reclassification within equity and had no other effect on the Company's consolidated financial statements.

Common Stock Repurchase Program

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

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(in millions)		
Cost of shares repurchased ^(a)	\$ 398.2	\$ 454.3	\$ 450.5
Number of shares repurchased	2.9	4.8	3.7

^(a) Excludes excise tax of \$3.3 million incurred during Fiscal 2024. The Company did not incur excise tax on its shares repurchased during Fiscal 2023 or Fiscal 2022. See Note 10 for further discussion regarding the excise tax on share repurchases.

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, excluding related excise taxes. As of March 30, 2024, the remaining availability under the Company's Class A common stock repurchase program was approximately \$776 million. Repurchases of shares of the Company's Class A common stock are subject to overall business and market conditions.

In addition, during Fiscal 2024, Fiscal 2023, and Fiscal 2022, 0.4 million, 0.3 million, and 0.4 million shares of the Company's Class A common stock, at a cost of \$51.5 million, \$34.3 million, and \$42.1 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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Dividends

The Company has generally maintained a regular quarterly cash dividend program on its common stock since 2003.

On May 18, 2022, the Company's Board of Directors approved an increase to the Company's quarterly cash dividend paid on its common stock from \$0.6875 to \$0.75 per share. Dividends paid amounted to \$194.6 million, \$198.3 million, and \$150.0 million for Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively.

On May 16, 2024, the Company's Board of Directors approved an additional increase to the Company's quarterly cash dividend on its common stock from \$0.75 to \$0.825 per share. The first quarterly dividend declared to reflect this increase will be payable to shareholders of record at the close of business on June 28, 2024 and will be paid on July 12, 2024.

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.

17. 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) ^(d)
	(millions)			
Balance at March 27, 2021	\$ (123.2)	\$ 4.6	\$ (2.2)	\$ (120.8)
Other comprehensive income (loss), net of tax:				
OCI before reclassifications	(66.5)	7.7	2.2	(56.6)
Amounts reclassified from AOCI to earnings	—	(3.3)	0.4	(2.9)
Other comprehensive income (loss), net of tax	(66.5)	4.4	2.6	(59.5)
Balance at April 2, 2022	(189.7)	9.0	0.4	(180.3)
Other comprehensive income (loss), net of tax:				
OCI before reclassifications	(14.1)	15.6	3.7	5.2
Amounts reclassified from AOCI to earnings	—	(20.5)	(0.4)	(20.9)
Other comprehensive income (loss), net of tax	(14.1)	(4.9)	3.3	(15.7)
Balance at April 1, 2023	(203.8)	4.1	3.7	(196.0)
Other comprehensive income (loss), net of tax:				
OCI before reclassifications	(76.2)	12.4	(7.9)	(71.7)
Amounts reclassified from AOCI to earnings	—	(9.3)	0.9	(8.4)
Other comprehensive income (loss), net of tax	(76.2)	3.1	(7.0)	(80.1)
Balance at March 30, 2024	\$ (280.0)	\$ 7.2	\$ (3.3)	\$ (276.1)

^(a) OCI before reclassifications to earnings related to foreign currency translation gains (losses) includes an income tax benefit of \$1.5 million for Fiscal 2024 and income tax provisions of \$12.6 million and \$17.7 million for Fiscal 2023 and Fiscal 2022, respectively. OCI before reclassifications to earnings includes a loss of \$13.3 million (net of a \$4.2 million income tax benefit) for Fiscal 2024 and gains of \$28.2 million (net of a \$9.0 million income tax provision) and \$38.1 million (net of a \$12.3 million income tax provision) for Fiscal 2023 and Fiscal 2022, 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 13).

^(b) OCI before reclassifications to earnings related to net unrealized gains (losses) on cash flow hedges are presented net of income tax provisions of \$2.1 million, \$2.5 million, and \$1.3 million for Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. The tax effects on amounts reclassified from AOCI to earnings are presented in a table below.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

- (c) Activity is presented net of taxes, which were immaterial for all periods presented.
- (d) The Company generally releases income tax effects from AOCI when the corresponding pretax AOCI items are reclassified to earnings.

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

	Fiscal Years Ended			Location of Gains (Losses) Reclassified from AOCI to Earnings
	March 30, 2024	April 1, 2023	April 2, 2022	
	(millions)			
Gains (losses) on cash flow hedges^(a):				
FC — Cash flow hedges	\$ 10.8	\$ 23.8	\$ 3.8	Cost of goods sold
Tax effect	(1.5)	(3.3)	(0.5)	Income tax provision
Net of tax	<u>\$ 9.3</u>	<u>\$ 20.5</u>	<u>\$ 3.3</u>	

(a) FC = Forward foreign currency exchange contracts.

18. Stock-based Compensation

Long-term Stock Incentive Plans

On August 1, 2019, the Company's shareholders approved the 2019 Long-Term Stock Incentive Plan (the "2019 Incentive Plan"), which replaced the Company's Amended and Restated 2010 Long-Term Stock Incentive Plan (the "2010 Incentive Plan"). The 2019 Incentive Plan provided for 1.2 million of new shares authorized for issuance to the participants, in addition to the approximately 3.0 million shares that remained available for issuance under the 2010 Incentive Plan as of August 1, 2019. In addition, any outstanding awards under the 2010 Incentive Plan or the Company's 1997 Long-Term Stock Incentive Plan (the "1997 Incentive Plan") that expire, are forfeited, or are surrendered to the Company in satisfaction of taxes, will become available for issuance under the 2019 Incentive Plan. The 2019 Incentive Plan became effective August 1, 2019 and no further grants will be made under the 2010 Incentive Plan. Outstanding awards issued prior to August 1, 2019 will continue to remain subject to the terms of the 2010 Incentive Plan or 1997 Incentive Plan, as applicable. As of March 30, 2024, 2.5 million shares remained available for future issuance under the Company's incentive plans.

Stock-based compensation awards that may be made under the 2019 Incentive Plan include, but are not limited to, (i) RSUs, (ii) restricted stock, and (iii) stock options. During the fiscal years presented, annual grants consisted entirely of RSUs. For RSUs granted to retirement-eligible employees, or employees who become retirement-eligible prior to the end of the awards' respective stated vesting periods, vesting continues post-retirement for all or a portion of the remaining unvested RSUs.

Impact on Results

A summary of total stock-based compensation expense and the related income tax benefits recognized is as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Compensation expense ^(a)	\$ 99.5	\$ 75.5	\$ 81.7
Income tax benefit	(14.8)	(12.6)	(13.0)

(a) Fiscal 2022 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 9). 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

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

Service-based RSUs granted to certain of the Company's senior executives and other employees, as well as non-employee directors, generally vest over a three-year period, subject to the employee's continuing employment (except for awards granted to retirement-eligible employees, or employees who become retirement-eligible prior to the end of the awards' respective stated vesting periods, as previously discussed). The fair values of service-based RSUs 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.

A summary of service-based RSU activity during Fiscal 2024 is as follows:

	Service-based RSUs	
	Number of Shares (thousands)	Weighted-Average Grant Date Fair Value
Nonvested at April 1, 2023	1,585	\$ 88.32
Granted	549	115.55
Vested	(997)	82.10
Forfeited	(83)	102.34
Nonvested at March 30, 2024	1,054	\$ 107.27
		Service-based RSUs
Total unrecognized compensation expense at March 30, 2024 (millions)		\$ 37.1
Weighted-average period expected to be recognized over (years)		1.2

Additional information pertaining to service-based RSU activity is as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
<i>Service-based RSUs:</i>			
Weighted-average grant date fair value of awards granted	\$ 115.55	\$ 92.07	\$ 117.33
Total fair value of awards vested (millions)	\$ 119.0	\$ 56.7	\$ 79.5

Performance-based RSUs

The Company grants performance-based RSUs to its senior executives and other key employees. The fair values of performance-based RSUs 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 while outstanding and unvested. Performance-based RSUs generally vest (i) upon the completion of a three-year period of time (cliff vesting), subject to the employee's continuing employment (except for awards granted to retirement-eligible employees, or employees who become retirement-eligible prior to the end of the awards' respective stated vesting periods, as previously discussed) and the Company's achievement of certain performance goals established at the beginning of the three-year performance period or (ii) ratably, over a three-year period of time (graded vesting), subject to the employee's continuing employment during the applicable vesting period (except for awards granted to retirement-eligible employees, or employees who become retirement-eligible prior to the end of the awards' respective stated vesting periods, as previously discussed) and the achievement by the Company of certain performance goals in the initial year of the three-year vesting period.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

For performance-based RSUs subject to cliff vesting, the number of shares that may be earned ranges between 0% (if the specified threshold performance level is not attained) and 200% (if performance meets or exceeds the maximum achievement level) of the awards originally granted. If actual performance exceeds the pre-established threshold, the number of shares earned is calculated based on the relative performance between specified levels of achievement.

Market-based RSUs

The Company grants cliff vesting RSU awards to its senior executives and other key employees, which, in addition to being subject to continuing employment requirements (except for awards granted to retirement-eligible employees, or employees who become retirement-eligible prior to the end of the awards' respective stated vesting periods, as previously discussed), are also subject to a market condition based on a TSR performance metric. The number of shares that vest upon the completion of a three-year period of time is determined by comparing the Company's TSR relative to that of a pre-established peer group over the related three-year performance period. Depending on the Company's level of achievement against its TSR performance goals, the number of shares that ultimately vest may range from 0% to 200% of the awards originally granted.

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.

The assumptions used to estimate the fair value of TSR awards granted were as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
Expected volatility	38.4 %	49.9 %	46.8 %
Expected dividend yield	2.5 %	3.0 %	2.2 %
Risk-free interest rate	4.6 %	3.1 %	0.4 %
Weighted-average grant date fair value	\$ 147.19	\$ 124.62	\$ 146.46

A summary of performance-based RSU activity including TSR awards during Fiscal 2024 is as follows:

	Performance-based RSUs	
	Number of Shares (thousands)	Weighted-Average Grant Date Fair Value
Nonvested at April 1, 2023	469	\$ 117.35
Granted	217	129.38
Change due to performance and/or market condition achievement	—	—
Vested	—	—
Forfeited	(4)	117.33
Nonvested at March 30, 2024	<u>682</u>	<u>\$ 121.18</u>
	Performance-based RSUs	
Total unrecognized compensation expense at March 30, 2024 (millions)	\$	31.3
Weighted-average period expected to be recognized over (years)		1.5

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Additional information pertaining to performance-based RSU activity including TSR awards is as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
<i>Performance-based RSUs:</i>			
Weighted-average grant date fair value of awards granted	\$ 129.38	\$ 106.58	\$ 129.56
Total fair value of awards vested (millions)	\$ —	\$ 26.8	\$ 27.6

Stock Options

Stock options were previously granted to employees and non-employee directors with exercise prices equal to the fair market value of the Company's Class A common stock on the date of grant. Generally, options become exercisable ratably (graded-vesting schedule) over a three-year vesting period, subject to the employee's continuing employment. Stock options generally expire seven years from the date of grant. There were no stock options outstanding as of March 30, 2024 or April 1, 2023, nor were any stock options granted or exercised during any of the fiscal years presented.

19. Employee Benefit Plans

Defined Contribution Plans

The Company sponsors defined contribution benefit plans covering substantially all eligible employees in the U.S. and Puerto Rico who are not covered by a collective bargaining agreement. The plans include a savings plan feature under Section 401(k) of the Internal Revenue Code. The Company makes matching contributions to the plans equal to 50% of the first 6% of salary contributed by an eligible employee. Additionally, the Company makes a supplemental matching contribution for plan years in which the Company achieves an "above target" performance level based on certain goals established at the beginning of each fiscal year, increasing the matching contribution to between 67% and 100% depending on the performance level achieved, of the first 6% of salary contributed by eligible employees, not to exceed the maximum contribution permitted by the plan.

Under the terms of the plans, a participant becomes 100% vested in the Company's matching contributions after five years of credited service. Contributions made by the Company under these plans were \$10.0 million, \$8.3 million, and \$12.9 million in Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively.

International Defined Benefit Plans

The Company sponsors certain single-employer defined benefit plans and cash balance plans at international locations which are not considered to be material individually or in the aggregate to the Company's financial statements. Pension benefits under these plans are based on formulas that reflect the employees' years of service and compensation levels during their employment period.

The aggregate funded status of the single-employer defined benefit plans reflected net liabilities of \$4.4 million and net assets of \$8.2 million as of March 30, 2024 and April 1, 2023, respectively, and were primarily recorded within other non-current liabilities and other non-current assets, respectively, in the consolidated balance sheets. These single-employer defined benefit plans had aggregate fair values of plan assets of \$46.1 million and aggregate projected benefit obligations of \$50.5 million as of March 30, 2024, compared to aggregate fair values of plan assets of \$52.7 million and aggregate projected benefit obligations of \$44.5 million as of April 1, 2023. The asset portfolio of the single-employer defined benefit plans primarily consists of fixed income and equity securities, which have been measured at fair value largely using Level 2 inputs, as described in Note 12.

Net pension expense for these plans was \$5.0 million, \$3.9 million, and \$4.6 million in Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. The service cost component of \$5.1 million, \$4.2 million, and \$4.8 million in Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively, was recorded within SG&A expenses in the consolidated statements of operations. All other components of net pension expense during the fiscal years presented were recorded within other income (expense), net, in the consolidated statement of operations.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

20. 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, and related products made through the Company's retail and wholesale businesses primarily in the U.S. and Canada. In North America, the Company's retail business is primarily comprised of its Ralph Lauren stores, its outlet stores, and its digital commerce sites, www.RalphLauren.com and www.RalphLauren.ca. 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, 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 outlet 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 and licensee partners.
- *Asia* — The Asia segment primarily consists of sales of Ralph Lauren branded apparel, footwear & accessories, home, 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 outlet 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 and various third-party digital and licensee partners.

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 9 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. 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 marketing and advertising expenses, depreciation and amortization of corporate assets, and other general and administrative expenses resulting from corporate-level activities and projects. Asset information by segment is not utilized for purposes of assessing performance or allocating resources, and therefore such information has not been presented.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Net revenues:			
North America	\$ 2,950.5	\$ 3,020.5	\$ 2,968.2
Europe	1,968.0	1,839.2	1,780.7
Asia	1,566.6	1,426.7	1,286.8
Other non-reportable segments	146.3	157.2	182.8
Total net revenues	<u>\$ 6,631.4</u>	<u>\$ 6,443.6</u>	<u>\$ 6,218.5</u>

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

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Operating income^(a):			
North America	\$ 553.6	\$ 543.2	\$ 676.7
Europe	464.9	406.5	444.0
Asia	335.9	289.6	228.8
Other non-reportable segments	128.9	146.4	138.4
	1,483.3	1,385.7	1,487.9
Unallocated corporate expenses	(652.0)	(638.5)	(667.3)
Unallocated restructuring and other charges, net ^(b)	(74.9)	(43.0)	(22.2)
Total operating income	<u>\$ 756.4</u>	<u>\$ 704.2</u>	<u>\$ 798.4</u>

^(a) Segment operating income and unallocated corporate expenses during the fiscal years presented also included asset impairment charges (see Note 8), which are detailed below. No asset impairment charges were recorded during Fiscal 2024.

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Asset impairment charges:			
North America	\$ —	\$ (9.5)	\$ (2.4)
Asia	—	—	(1.1)
Other non-reportable segments	—	—	(0.3)
Unallocated corporate expenses	—	(0.2)	(17.5)
Total asset impairment charges	<u>\$ —</u>	<u>\$ (9.7)</u>	<u>\$ (21.3)</u>

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

(b) The fiscal years presented included certain unallocated restructuring and other charges, net (see Note 9), which are detailed below:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Unallocated restructuring and other charges, net:			
North America-related	\$ (6.6)	\$ (0.4)	\$ 0.1
Europe-related	(3.9)	(2.7)	2.1
Asia-related	(7.6)	(1.3)	2.8
Other non-reportable segment-related	(0.6)	—	(0.1)
Corporate operations-related	(37.1)	(14.8)	(8.9)
Unallocated restructuring charges	(55.8)	(19.2)	(4.0)
Other charges (see Note 9)	(19.1)	(23.8)	(18.2)
Total unallocated restructuring and other charges, net	<u>\$ (74.9)</u>	<u>\$ (43.0)</u>	<u>\$ (22.2)</u>

The following tables summarize depreciation and amortization expense and capital expenditures for each of the Company's segments:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Depreciation and amortization expense:			
North America	\$ 81.1	\$ 74.3	\$ 72.8
Europe	36.9	32.0	32.3
Asia	52.4	48.3	51.9
Other non-reportable segments	—	—	0.4
Unallocated corporate	58.6	65.9	72.3
Total depreciation and amortization expense	<u>\$ 229.0</u>	<u>\$ 220.5</u>	<u>\$ 229.7</u>

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Capital expenditures:			
North America	\$ 55.5	\$ 73.5	\$ 36.6
Europe	25.2	34.3	39.0
Asia	49.0	68.4	49.1
Other non-reportable segments	—	—	1.8
Unallocated corporate	35.1	41.3	40.4
Total capital expenditures	<u>\$ 164.8</u>	<u>\$ 217.5</u>	<u>\$ 166.9</u>

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Net revenues and long-lived assets by geographic location of the reporting subsidiary are as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Net revenues^(a):			
The Americas ^(b)	\$ 3,122.2	\$ 3,201.1	\$ 3,164.5
Europe ^(c)	1,942.6	1,815.9	1,766.1
Asia ^(d)	1,566.6	1,426.6	1,287.9
Total net revenues	<u>\$ 6,631.4</u>	<u>\$ 6,443.6</u>	<u>\$ 6,218.5</u>

	March 30, 2024	April 1, 2023
		(millions)
Long-lived assets^(a):		
The Americas ^(b)	\$ 1,045.8	\$ 1,121.5
Europe ^(c)	520.5	612.7
Asia ^(d)	298.7	355.3
Total long-lived assets	<u>\$ 1,865.0</u>	<u>\$ 2,089.5</u>

- (a) For certain of the Company's licensed operations, net revenues and long-lived assets, which is comprised of property and equipment and lease ROU assets, 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. were \$2.971 billion, \$3.055 billion, and \$3.039 billion in Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. Long-lived assets located in the U.S. were \$1.024 billion and \$1.106 billion as of March 30, 2024 and April 1, 2023, respectively.
- (c) Includes the Middle East.
- (d) Includes Australia and New Zealand.

21. Additional Financial Information

Reconciliation of Cash, Cash Equivalents, and Restricted Cash

A reconciliation of cash, cash equivalents, and restricted cash as of March 30, 2024 and April 1, 2023 from the consolidated balance sheets to the consolidated statements of cash flows is as follows:

	March 30, 2024	April 1, 2023
		(millions)
Cash and cash equivalents	\$ 1,662.2	\$ 1,529.3
Restricted cash included within prepaid expenses and other current assets	2.8	1.5
Restricted cash included within other non-current assets	5.6	6.1
Total cash, cash equivalents, and restricted cash	<u>\$ 1,670.6</u>	<u>\$ 1,536.9</u>

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.

RALPH LAUREN CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

Cash Paid for Interest and Taxes

Cash paid for interest and income taxes is as follows:

	Fiscal Years Ended		
	March 30, 2024	April 1, 2023	April 2, 2022
	(millions)		
Cash paid for interest	\$ 40.5	\$ 39.9	\$ 46.6
Cash paid for income taxes, net of refunds	155.5	160.2	216.3

Non-cash Transactions

Operating lease ROU assets recorded in connection with the recognition of new lease liabilities were \$126.5 million, \$342.2 million, and \$287.4 million during Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively. Finance lease ROU assets recorded in connection with the recognition of new lease liabilities were \$0.5 million and \$0.4 million during Fiscal 2024 and Fiscal 2023, respectively, and no finance lease ROU assets were recorded in connection with the recognition of new lease liabilities during Fiscal 2022. Additionally, \$27.1 million of finance lease ROU assets were reclassified and reflected as operating lease ROU assets as a result of certain lease amendments executed during Fiscal 2024.

Non-cash investing activities also included capital expenditures incurred but not yet paid of \$26.7 million, \$37.2 million, and \$21.3 million as of the end of Fiscal 2024, Fiscal 2023, and Fiscal 2022, respectively.

Non-cash financing activities included the conversion of 3.0 million shares of Class B common stock into an equal number of shares of Class A common stock during Fiscal 2024, as discussed in Note 16.

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

22. Subsequent Event (Unaudited)

On May 23, 2024, the Company announced that (1) Jane Nielsen, Chief Operating Officer and Chief Financial Officer, will no longer serve as Chief Financial Officer effective as of May 23, 2024, and will continue in her role as Chief Operating Officer through March 29, 2025, on which date she will depart from the Company and (2) the Company appointed Justin Picicci as Chief Financial Officer, effective as of May 23, 2024. See Item 9B — "*Departure and Appointment of Officers*" for additional information regarding the transition of Ms. Nielsen and the appointment of Mr. Picicci.

MANAGEMENT'S REPORT ON RESPONSIBILITY FOR FINANCIAL STATEMENTS

The management of Ralph Lauren Corporation is responsible for the preparation, objectivity, and integrity of the consolidated financial statements and other information contained in this Annual Report. The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and include some amounts that are based on management's informed judgments and best estimates.

These consolidated financial statements have been audited by Ernst & Young LLP in Fiscal 2024, Fiscal 2023, and Fiscal 2022, which is an independent registered public accounting firm. They conducted their audits in accordance with the standards of the Public Company Accounting Oversight Board (United States) and have expressed herein their unqualified opinions on those financial statements.

The Audit Committee of the Board of Directors, which oversees all of the Company's financial reporting process on behalf of the Board of Directors, consists solely of independent directors, meets with the independent registered accountants, internal auditors, and management periodically to review their respective activities and the discharge of their respective responsibilities. Both the independent registered public accountants and the internal auditors have unrestricted access to the Audit Committee, with or without management, to discuss the scope and results of their audits and any recommendations regarding the system of internal controls.

May 23, 2024

/s/ PATRICE LOUVET

Patrice Louvet

*President and Chief Executive Officer
(Principal Executive Officer)*

/s/ JANE HAMILTON NIELSEN

Jane Hamilton Nielsen

*Chief Operating Officer and Chief Financial Officer
(Principal Financial and Accounting Officer)*

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Ralph Lauren Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Ralph Lauren Corporation (the Company) as of March 30, 2024 and April 1, 2023, the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the three years in the period ended March 30, 2024, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at March 30, 2024 and April 1, 2023, and the results of its operations and its cash flows for each of the three years in the period ended March 30, 2024, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 30, 2024, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated May 23, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

End-of-season Markdown Reserves

Description of the Matter

As disclosed in Note 3 of the consolidated financial statements, 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.

Auditing management's estimate of end-of-season markdown reserves was complex and judgmental as reserve amounts are sensitive to changes in market or economic conditions and have a direct, material impact on the amount of revenue recognized by the Company. There is also significant estimation required to establish markdown reserve rates by brand and customer, which are based on the Company's review of the seasonal negotiations with each customer and the expected performance of the products in the customers' stores.

*How We Addressed
the Matter in Our
Audit*

We obtained an understanding, evaluated the design and tested the operating effectiveness of internal controls over the Company's process to calculate the end-of-season markdown reserves, including the consideration of historical experience, actual and forecasted seasonal results, current economic and market conditions, retailer performance, and contractual terms as applicable.

To test the estimate of end-of-season markdown reserves, we performed audit procedures that included, among others, assessing methodologies and testing the assumptions regarding seasonal negotiations with each customer which include the application of market and economic conditions to individual customers and the expected performance of the products in the customers' stores that were used by the Company to calculate the projected markdown allowances to be issued upon settlement. We compared the significant assumptions used by management to current market and economic trends, historical results and other relevant factors. We assessed the historical accuracy of management's estimates and performed sensitivity analyses of significant assumptions to substantively test the changes in the estimate that would result from reasonable changes in the assumptions.

Estimated Realizable Value of Inventory

*Description of the
Matter*

As of March 30, 2024, the Company's net inventory balance was \$902.2 million. As described in Note 3 to the consolidated financial statements, the valuation of inventory requires management to make assumptions and judgments about the recoverability of inventory and its estimated realizable value.

The estimated realizable value of inventory is determined based on an analysis of historical sales trends, market trends and economic conditions, future sales forecasts, on-hand inventory quantities, and consideration of the value of existing customer orders for future sales of inventory. Given the importance of inventory to the Company's operations and the materiality of the balance, coupled with the judgment involved in estimating future sales, auditing management's estimated realizable value involved a higher extent of testing and the involvement of more senior members of the engagement team in executing, supervising and reviewing the results of the procedures.

*How We Addressed
the Matter in Our
Audit*

We obtained an understanding, evaluated the design, and tested the operating effectiveness of controls over the process to determine the estimated realizable value of inventory, including controls over the inputs and assumptions used in management's calculation as described above.

Our audit procedures to test the estimated realizable value of inventory included, among others, evaluating the appropriateness of management's inputs to the calculation, including testing the completeness and accuracy of the data used in management's calculation such as historical sales activity and loss rates for each class of inventory, write-off activity, on-hand inventory levels and inventory aging. To evaluate management's ability to accurately estimate future sales projections, which is also a key factor in the determination of the reserve, we retrospectively reviewed actual sales compared to projections. We also tested the mathematical accuracy of the Company's calculation.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2008.

New York, New York
May 23, 2024

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of Ralph Lauren Corporation

Opinion on Internal Control Over Financial Reporting

We have audited Ralph Lauren Corporation's internal control over financial reporting as of March 30, 2024, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). In our opinion, Ralph Lauren Corporation (the Company) maintained, in all material respects, effective internal control over financial reporting as of March 30, 2024, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of March 30, 2024 and April 1, 2023, the related consolidated statements of operations, comprehensive income, equity, and cash flows for each of the three years in the period ended March 30, 2024, and the related notes and our report dated May 23, 2024 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects.

Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Ernst & Young LLP

New York, New York
May 23, 2024

FIFTH AMENDED AND RESTATED BY-LAWS

of

Ralph Lauren Corporation

(A Delaware Corporation)

(As adopted by the Board of Directors on May 22, 2024)

ARTICLE 1

DEFINITIONS

As used in these By-laws, unless the context otherwise requires, the term:

1.1 “Assistant Secretary” means an Assistant Secretary of the Corporation.

1.2 “Assistant Treasurer” means an Assistant Treasurer of the Corporation.

1.3 “Board” means the Board of Directors of the Corporation.

1.4 “By-laws” means these by-laws of the Corporation, as amended from time to time.

1.5 “Certificate of Incorporation” means the initial certificate of incorporation of the Corporation, as amended from time to time.

1.6 “Chairman” means the Chairman of the Board of Directors of the Corporation.

1.7 “Chief Executive Officer” means the Chief Executive Officer of the Corporation.

1.8 “Corporation” means Ralph Lauren Corporation.

1.9 “Directors” means directors of the Corporation.

1.10 “Entire Board” means all directors of the Corporation in office, whether or not present at a meeting of the Board, but disregarding vacancies.

1.11 “Exchange Act” means the Securities Exchange Act of 1934, as amended from time to time, or any successor statute thereto.

1.12 “General Corporation Law” means the General Corporation Law of the State of Delaware, as amended from time to time, or any successor statute thereto.

1.13 “office of the Corporation” means the principal executive offices of the Corporation, anything in Section 131 of the General Corporation Law to the contrary notwithstanding.

1.14 “President” means the President of the Corporation.

1.15 “public disclosure” of any date or other information means disclosure thereof by a press release reported by the Dow Jones News Services, Associated Press or comparable U.S. national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission pursuant to Sections 13, 14 or 15(d) of the Exchange Act.

1.16 “Secretary” means the Secretary of the Corporation.

1.17 “Stockholders” means stockholders of the Corporation.

1.18 “Treasurer” means the Treasurer of the Corporation.

1.19 “Vice Chairman” means the Vice Chairman of the Board of Directors of the Corporation.

1.20 “Senior Vice President” means an employee of the Corporation at organization level equivalent to senior vice president level or above.

ARTICLE 2

STOCKHOLDERS

2.1 Place of Meetings. Every meeting of Stockholders shall be held (a) at the office of the Corporation or at such other place within or without the State of Delaware as shall be specified or fixed in the notice of such meeting or in the waiver of notice thereof, (b) solely by means of virtual or remote communication or (c) as otherwise permitted by the General Corporation Law, in each case, as may be designated by the Board from time to time.

2.2 Annual Meeting. A meeting of Stockholders shall be held annually for the election of Directors and the transaction of other business as may properly come before the meeting at such date and time as may be determined by the Board and designated in the notice of meeting.

2.2.1 At any such annual meeting of Stockholders, only such business shall be conducted, and only such proposals shall be acted upon, as shall have been properly brought before the annual meeting of Stockholders (a) by, or at the direction of, the Board or (b) by a Stockholder entitled to vote at the meeting who complies with the procedures set forth in this Section 2.2.1 and who is a Stockholder of record when notice is given and at the time of the meeting. For business or a proposal to be properly brought before an annual meeting of Stockholders by a Stockholder, the Stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a Stockholder's notice must be delivered personally or mailed to, and received at the office of the Corporation, addressed to the Secretary, by no earlier than 120 days and no later than 90 days before the first anniversary of the date of the prior year's annual meeting of Stockholders; provided, however, if (i) the annual meeting of Stockholders is advanced by more than 30 days, or delayed by more than 60 days, from the first anniversary of the prior year's annual meeting of Stockholders or (ii) no annual meeting was held during the prior year, the notice must be received (x) no earlier than 120 days before such annual meeting and (y) no later than the later of 90 days before such annual meeting and the tenth day after the day on which the notice of such annual meeting was made by mail or public disclosure.

A Stockholder's notice to the Secretary shall set forth as to each matter the Stockholder proposes to bring before an annual meeting of Stockholders (1) a description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting; (2) the name and address, as they appear on the Corporation's books, of the Stockholder proposing such business (the "Proponent") and any Stockholder Associated Person (as defined below); (3) a description of any interest of the Proponent or any Stockholder Associated Person in such business; (4) a representation that the Stockholder is a holder of record of stock of the Corporation at the time the notice is delivered and intends to be a Stockholder of record at the time of the meeting and intends to appear in person or by proxy at the meeting to present the proposal specified in the notice; (5) as to each Proponent and Stockholder Associated Person (i) the class or series and number of shares of stock directly or indirectly held of record and beneficially by the Proponent or Stockholder Associated Person, (ii)

the date such shares of stock were acquired, (iii) a description of any agreement, arrangement or understanding, direct or indirect, with respect to such business between or among the Proponent, any Stockholder Associated Person or any others (including their names) acting in concert with any of the foregoing with respect to such business, (iv) a description of any agreement, arrangement or understanding (including any derivative or short positions, profit interests, options, hedging transactions and borrowed or loaned shares) that has been entered into, directly or indirectly, as of the date of the Proponent's notice by, or on behalf of, the Proponent or any Stockholder Associated Person (as defined below), the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of the Proponent or any Stockholder Associated Person with respect to shares of stock of the Corporation (a "Derivative"), (v) a description in reasonable detail of any proxy (including revocable proxies), agreement, arrangement, understanding or other relationship pursuant to which the Proponent or Stockholder Associated Person has a right to vote any shares of stock of the Corporation, (vi) a description of any rights to dividends on the stock of the Corporation owned beneficially by the Proponent or Stockholder Associated Person that are separated or separable from the underlying stock of the Corporation, (vii) a description of any proportionate interest in stock of the Corporation or Derivatives held, directly or indirectly, by a general or limited partnership in which the Proponent or Stockholder Associated Person is a general partner or, directly or indirectly, beneficially owns an interest in a general partner and (viii) a description of any performance-related fees (other than an asset-based fee) that the Proponent or Stockholder Associated Person is entitled to based on any increase or decrease in the value of stock of the Corporation or Derivatives thereof, if any, as of the date of such notice (such information specified in this clause (5) referred to herein as "Stockholder Information"); (6) any material interest of each Proponent and any Stockholder Associated Person in such business; (7) a representation as to whether the Proponent intends (i) to deliver a proxy statement and form of proxy to holders of at least the percentage of the Corporation's outstanding shares of stock required to approve or adopt such business or (ii) otherwise to solicit proxies from Stockholders in support of such business; (8) all other information that would be required to be filed with the Securities and Exchange Commission if the Proponents or Stockholder Associated Persons were participants in a solicitation subject to Section 14 of the Exchange Act; and (9) a representation that the Proponents shall (i) provide any other information reasonably requested by the Corporation and (ii) notify the Corporation promptly (and in any event no later than two business days prior to the commencement of the applicable meeting of Stockholders) if any of the information provided to the Corporation pursuant to this Section 2.2.1 ceases for any reason to be accurate or complete in any material respects. Notwithstanding anything these By-Laws or in the Amended and Restated Certificate of Incorporation to the contrary, no business shall be conducted at a meeting of Stockholders except in accordance with the procedures set forth in this Section 2.2.1.

“Stockholder Associated Person” means with respect to any Stockholder, (a) any other beneficial owner of stock of the Corporation that is owned by such Stockholder and (b) any person that directly or indirectly controls, is controlled by, or is under common control with, the Stockholder or such beneficial owner.

The Proponent shall also provide any other information reasonably requested by the Corporation within five business days after such request. In addition, the Proponent shall notify the Corporation promptly (and in any event no later than two business days prior to the commencement of the applicable meeting of Stockholders) if any of the information provided to the Corporation pursuant to this Section 2.2.1 ceases for any reason to be accurate or complete in any material respects. In each such case, such information or notice shall be in writing and delivered personally or mailed to, and received at the office of, the Corporation, addressed to the Secretary of the Corporation by such deadline.

If the Proponent (or a qualified representative) does not appear at the annual meeting, such business will not be transacted unless the chairman of the meeting determines otherwise. To be considered a qualified representative of the Stockholder, a person must be a duly authorized officer, manager or partner of such Stockholder or must be authorized by a writing executed by such Stockholder or an electronic transmission delivered by such Stockholder to act for such Stockholder as proxy at the meeting of Stockholders and such person must produce such writing or electronic transmission, or a reliable reproduction of the writing or electronic transmission, at the meeting of Stockholders.

The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that the business was not properly brought before the meeting in accordance with the procedures prescribed by this Section 2.2.1, and if he or she should so determine, he or she shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted. Notwithstanding the foregoing, nothing in this Section 2.2.1 shall be interpreted or construed to require the inclusion of information about any such proposal in any proxy statement distributed by, at the direction of, or on behalf of, the Board.

The notice requirements of this Section 2.2.1 shall be deemed satisfied with respect to Stockholder proposals that have been properly brought under Rule 14a-8 of the Exchange Act and that are included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. Further, nothing in this Section 2.2.1 shall be deemed to affect any rights of the holders of any series of preferred stock of the Corporation pursuant to any applicable provision of the Certificate of Incorporation.

In addition, a Stockholder shall comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 2.2.1; provided, however, that, to the fullest extent permitted by law, any references in these By-laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to proposals as to any business to be considered pursuant to these By-laws, and compliance with this Section 2.2.1 shall be the exclusive means for a Stockholder to submit business to the extent permitted pursuant to this Section 2.2.1.

2.2.2 Subject to the rights, if any, of the holders of any series of Preferred Stock then outstanding, only persons nominated in accordance with the procedures set forth in this Section 2.2.2 shall be eligible for election as directors. Nominations of persons for election to the Board may be made at an annual meeting of Stockholders or special meeting of Stockholders called by the Board for the purpose of electing directors (a) by or at the direction of the Board or (b) by any Stockholder of the Corporation entitled to vote for the election of directors at such meeting who complies with the notice procedures set forth in this Section 2.2.2 and who is a Stockholder of record when notice is given and at the time of the meeting. Such nominations, other than those made by or at the direction of the Board, shall be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a Stockholder's notice must be delivered personally or mailed to, and received at the office of the Corporation, addressed to the Secretary, by no earlier than 120 days and no later than 90 days before the first anniversary of the date of the prior year's annual meeting of Stockholders; provided, however, if (i) the annual meeting of Stockholders is advanced by more than 30 days, or delayed by more than 60 days, from the first anniversary of the prior year's annual meeting of Stockholders, or (ii) no annual meeting was held during the prior year, the notice must be received (x) no earlier than 120 days before such annual meeting and (y) no later than the later of 90 days before such annual meeting and the tenth day after the day on which the notice of such annual meeting was made by mail or public disclosure.

Notwithstanding anything to the contrary in this Section 2.2.2, if the number of Directors to be elected to the Board at a meeting of Stockholders is increased in connection with the meeting and there is no public disclosure by the Corporation naming the nominees for the additional directorships at least 100 days before the first anniversary of the preceding year's annual meeting, a written notice given by or on behalf of a Stockholder of record shall also be considered timely, but only with respect to nominees for the additional directorships, if it shall be delivered personally and received at the office of the Corporation, addressed to the attention of the Secretary of the Corporation, no later than the close of business on the tenth day following the day on which such public disclosure is first made by the Corporation.

A Stockholder's notice to the Secretary shall set forth (1) as to each person whom the Stockholder proposes to nominate for election or reelection as a director (the "Stockholder Nominee") (i) the name, age, business address and residence address of such person, (ii) the principal occupation or employment of such person, (iii) the class and number of shares of the Corporation which are beneficially owned by such person on the date of such

Stockholder's notice and (iv) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required in each case pursuant to Regulation 14A under the Exchange Act (including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (2) as to the Stockholder giving the notice (the "Nominating Stockholder") (i) the name and address, as they appear on the Corporation's books, of the Nominating Stockholder and any Stockholder Associated Person to be supporting such nominee(s) and (ii) a representation that the Stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice; (3) a description of all arrangements or understandings between the Nominating Stockholder and each Stockholder Nominee and other person or persons (naming such person or persons) pursuant to which the nomination or nominations are to be made by the Stockholder; (4) the Stockholder Information with respect to each Nominating Stockholder and Stockholder Associate Person; (5) a completed and signed questionnaire with respect to the Stockholder Nominee and each Nominating Stockholder as required by Section 2.3 of these By-laws; (6) all other information that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required pursuant to Section 14 of the Exchange Act (including, without limitation, such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); (7) a description of all direct and indirect compensation and other material monetary agreements, arrangements and understandings during the past three years, and any other material relationships between or among a Nominating Stockholder, Stockholder Associated Person or their respective associates, or other persons acting in concert therewith, including all information that would be required to be disclosed pursuant to Rule 404 promulgated under Regulation S-K if the Nominating Stockholder, Stockholder Associated Person or any person acting in concert therewith, were the "registrant" for purposes of such rule and the Stockholder Nominee were a director or executive of such registrant; (8) a representation as to whether the Nominating Stockholder intends (i) to deliver a proxy statement and form of proxy to holders of at least the percentage of the voting power of the Corporation's outstanding shares of stock required to approve the nomination or nominations, or (ii) otherwise to solicit proxies from Stockholders in support of such nomination; and (9) a representation that the Nominating Stockholders shall (i) provide any other information reasonably requested by the Corporation and (ii) notify the Corporation promptly (and in any event two business days prior to the commencement of the applicable meeting of Stockholders) if any of the information provided to the Corporation pursuant to this Section 2.2.2 ceases for any reason to be accurate or complete in any material respects.

The Nominating Stockholders shall also provide any other information reasonably requested by the Corporation within five business days after such request. In addition, the Nominating Stockholders shall notify the Corporation promptly (and in any event two business days prior to the commencement of the applicable meeting of Stockholders) if any of the information provided to the Corporation pursuant to this Section 2.2.2 ceases for any reason to be accurate or complete in any material respects. In each such case, such information or notice shall be in writing and delivered personally or mailed to, and received at the office of, the Corporation, addressed to the Secretary of the Corporation by such deadline.

In addition, a Stockholder shall comply with all applicable requirements of the Exchange Act and the rules and regulations promulgated thereunder with respect to the matters set forth in this Section 2.2.2; provided, however, that, to the fullest extent permitted by law, any references in these By-laws to the Exchange Act or the rules and regulations promulgated thereunder are not intended to and shall not limit any requirements applicable to proposals as to any business to be considered pursuant to these By-laws and compliance with this Section 2.2.2 shall be the exclusive means for a Stockholder to submit business to the extent permitted pursuant to this Section 2.2.2.

No person (other than persons nominated by or at the directors of the Board) shall be eligible for election as director of the Corporation unless nominated in accordance with the procedures set forth in this Section 2.2.2. The chairman of the meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the procedures prescribed by this Section 2.2.2, and, if he or she should so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded. If the Stockholder nominating the nominee (or their qualified representative) does not appear at the meeting, their nominations will be disregarded.

2.3 Nominee and Director Qualifications. Unless the Board determines otherwise, to be eligible to be a nominee for election or reelection as a Director, a person must deliver (in accordance with the time periods prescribed for delivery of notice under Section 2.2.2) to the Secretary at the office of the Corporation a written questionnaire with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made (which questionnaire shall be provided by the Secretary upon written request) and a written representation and agreement (in the form provided by the Secretary upon written request) that such person (a) is not and will not become a party to (i) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person will act or vote as a Director on any issue or question (a "Voting Commitment") that has not been disclosed to the Corporation or (ii) any Voting Commitment that could limit or interfere with such person's ability to comply with such person's fiduciary duties as a Director under applicable law; (b) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than the Corporation with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a Director that has not been disclosed therein; and (c) in such person's individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, and will comply with all

applicable publicly disclosed corporate governance, conflict of interest, confidentiality and stock ownership and trading and other policies and guidelines of the Corporation that are applicable to Directors.

2.4 Deferred Meeting for Election of Directors, etc. If the annual meeting of Stockholders for the election of Directors and the transaction of other business is not held within the months specified in Section 2.2 hereof, the Board shall call a meeting of Stockholders for the election of Directors and the transaction of other business as soon thereafter as convenient.

2.5 Other Special Meetings. A special meeting of Stockholders (other than a special meeting for the election of Directors), unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called at any time by the Board, by the Chairman or by the Chief Executive Officer. At any special meeting of Stockholders only such business may be transacted as is related to the purpose or purposes of such meeting set forth in the notice thereof given pursuant to Section 2.7 hereof or in any waiver of notice thereof given pursuant to Section 2.8 hereof.

2.6 Fixing Record Date. For the purpose of (a) determining the Stockholders entitled (i) to notice of or to vote at any meeting of Stockholders or any adjournment thereof, (ii) unless otherwise provided in the Certificate of Incorporation and subject to Section 2.6.2, to express consent to corporate action in writing without a meeting or (iii) to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock; or (b) any other lawful action, the Board may fix a record date (the "Notice Record Date"), which record date shall not precede the date upon which the resolution fixing the record date was adopted by the Board and which Notice Record Date shall not be (x) in the case of clause (a)(i) above, more than 60 nor less than ten days before the date of such meeting, (y) in the case of clause (a)(ii) above, more than ten days after the date upon which the resolution fixing the record date was adopted by the Board and (z) in the case of clause (a)(iii) or (b) above, more than 60 days prior to such action. The Notice Record Date shall also be the record date for determining the Stockholders entitled to vote at such meeting unless the Board determines, at the time it fixes such Notice Record Date, that a later date on or before the date of the meeting shall be the date for making such determination (the "Voting Record Date").

2.6.1 If no record dates are fixed, the record date for determining Stockholders entitled to notice of or to vote at a meeting of Stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held.

2.6.2 The record date for determining Stockholders entitled to express consent to corporate action in writing without a meeting (unless otherwise provided in the Certificate of Incorporation) shall be as fixed by the Board or as otherwise established under this Section 2.6.2. Any Stockholder seeking to have the Stockholders authorize or take corporate action by written consent without a meeting shall, by written notice addressed to the Secretary of the Corporation, signed by a Stockholder of record, and delivered personally or mailed to, and received at the office of the Corporation, request that a record date be fixed for such purpose. The written notice must contain the information set forth in Section 2.2.1 and Section 2.2.2, as applicable. Following receipt of the notice, the Board shall have ten (10) days to determine the validity of the request, and if appropriate, adopt a resolution fixing the record date for such purpose. The record date for such purpose shall be no more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board and shall not precede the date such resolution is adopted. If the Board fails within ten (10) days after the Corporation receives such notice to fix a record date for such purpose, the record date shall be the day on which the first written consent is delivered to the Corporation in the manner prescribed by the General Corporation Law; except that, if prior action by the Board is required under the provisions of the General Corporation Law, the record date shall be at the close of business on the day on which the Board adopts the resolution taking such prior action. In connection with the action proposed to be taken by written consent in accordance with this Section 2.6.2, a Stockholder seeking such action shall further update and supplement the information previously provided to the Corporation in connection therewith, if necessary, to ensure that such information remains accurate.

2.6.3 If no record dates are fixed, the record date for determining Stockholders for any purpose other than those specified in Sections 2.6.1 and 2.6.2 shall be at the close of business on the day on which the Board adopts the resolution relating thereto.

When a determination of Stockholders entitled to notice of or to vote at any meeting of Stockholders has been made as provided in this Section 2.6, such determination shall apply to any adjournment thereof unless the Board fixes a new Voting Record Date for the adjourned meeting, in which case the Board shall also fix such Voting Record Date or a date earlier than such date as the new Notice Record Date for the adjourned meeting. Delivery made to the Corporation's registered office in accordance with Section 2.6.2 shall be by hand or by certified or registered mail, return receipt requested.

2.7 Notice of Meetings of Stockholders. Except as otherwise provided in Sections 2.6 and 2.8 hereof, whenever under the provisions of any statute, the Certificate of Incorporation or these By-laws, Stockholders are required or permitted to take any action at a meeting, written notice shall be given stating the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by any statute, the Certificate of Incorporation or these By-laws, a copy of the notice of any meeting shall be given, personally or by mail, not less than ten nor more than 60 days before the date of the meeting, to each Stockholder entitled to notice of or to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage prepaid, directed to the Stockholder at his or her address as it appears on the records of the Corporation. An affidavit of the Secretary or an Assistant Secretary or of the transfer agent of the Corporation that the notice required by this Section 2.7 has been given shall, in the absence of fraud, be prima facie evidence of the facts stated therein. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are (i) announced at the meeting at which the adjournment is taken, (ii) displayed, during the time scheduled for the meeting, on the same electronic network used to enable Stockholders and proxy holders to participate in the meeting by means of remote communication or (iii) set forth in the notice of meeting given in accordance with this Section 2.7, and at the adjourned meeting any business may be transacted that might have been transacted at the meeting as originally called. If, however, the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Stockholder of record entitled to vote at the meeting.

2.8 Waivers of Notice. Whenever the giving of any notice is required by statute, the Certificate of Incorporation or these By-laws, a waiver thereof, in writing, signed by the Stockholder or Stockholders entitled to said notice, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance by a Stockholder at a meeting shall constitute a waiver of notice of such meeting except when the Stockholder attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Stockholders need be specified in any written waiver of notice unless so required by statute, the Certificate of Incorporation or these By-laws.

2.9 List of Stockholders. The Secretary shall prepare and make, or cause to be prepared and made, at least ten days before every meeting of Stockholders, a complete list of the Stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each Stockholder and the number of shares registered in the name of each Stockholder. Such list shall be open to the examination of any Stockholder, the Stockholder's agent, or attorney, at the Stockholder's expense, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The Corporation shall maintain the Stockholder list in written form or in another form capable of conversion into written form within a reasonable time. The stock ledger shall be the only evidence as to who are

the Stockholders entitled to examine the stock ledger, the list of Stockholders or the books of the Corporation, or to vote in person or by proxy at any meeting of Stockholders.

2.10 Quorum of Stockholders; Adjournment. Except as otherwise provided by any statute, the Certificate of Incorporation or these By-laws, the holders of one-third of the voting power of all outstanding shares of stock entitled to vote at any meeting of Stockholders, present in person or represented by proxy, shall constitute a quorum for the transaction of any business at such meeting. When a quorum is once present to organize a meeting of Stockholders, it is not broken by the subsequent withdrawal of any Stockholders. The person presiding at the meeting or the holders of a majority of the voting power of the shares of stock present in person or represented by proxy at any meeting of Stockholders, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. Shares of its own stock belonging to the Corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the Corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the Corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

2.11 Voting; Proxies. Unless otherwise provided in the Certificate of Incorporation, every Stockholder of record shall be entitled at every meeting of Stockholders to one vote for each share of capital stock standing in his or her name on the record of Stockholders determined in accordance with Section 2.6 hereof. If the Certificate of Incorporation provides for more or less than one vote for any share on any matter, each reference in the By-laws or the General Corporation Law to a majority or other proportion of stock shall refer to such majority or other proportion of the votes of such stock. The provisions of Sections 212 and 217 of the General Corporation Law shall apply in determining whether any shares of capital stock may be voted and the persons, if any, entitled to vote such shares; but the Corporation shall be protected in assuming that the persons in whose names shares of capital stock stand on the stock ledger of the Corporation are entitled to vote such shares. Holders of redeemable shares of stock are not entitled to vote after the notice of redemption is mailed to such holders and a sum sufficient to redeem the stocks has been deposited with a bank, trust company, or other financial institution under an irrevocable obligation to pay the holders the redemption price on surrender of the shares of stock. At any meeting of Stockholders (at which a quorum was present to organize the meeting), all matters, except as otherwise provided by statute or by the Certificate of Incorporation or by these By-laws, shall be decided by a majority of the votes cast at such meeting by the holders of shares present in person or represented by proxy and entitled to vote thereon, whether or not a quorum is present when the vote is taken. All elections of Directors shall be by written ballot unless otherwise provided in the Certificate of Incorporation. In voting on any other question on which a vote by ballot is required by law or is demanded by any Stockholder entitled to vote, the voting shall be by ballot. Each ballot shall be signed by the Stockholder voting or the Stockholder's proxy and shall state the number of shares voted. Each Stockholder entitled to vote at a meeting of Stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for such Stockholder by proxy. The validity and enforceability of any proxy shall be determined in accordance with Section 212 of the General Corporation Law. A Stockholder may revoke any

proxy that is not irrevocable by attending the meeting and voting in person or by filing an instrument in writing revoking the proxy or by delivering a proxy in accordance with applicable law bearing a later date to the Secretary. Any Stockholder directly or indirectly soliciting proxies from other Stockholders must use a proxy card color other than white, which shall be reserved for the exclusive use for solicitation by the Corporation.

2.12 Conduct of Meetings. The Board may adopt such rules and procedures for the conduct of meetings of Stockholders as it deems appropriate. Unless the Board determines otherwise, at each meeting of Stockholders, the Chairman, or in the absence of the Chairman, the Vice Chairman, or in the absence of the Vice Chairman, the Chief Executive Officer, or in the absence of the Chief Executive Officer, the President or, in the absence of the President, a Senior Vice President and, in case more than one Senior Vice President shall be present, that Senior Vice President designated by the Board (or in the absence of any such designation, the most senior such Vice President present), shall serve as chairman of, and preside over, the meeting. Except to the extent inconsistent with the rules and procedures as adopted by the Board, the chairman of the meeting shall have the right and authority to convene, adjourn and reconvene the meeting from time to time, to prescribe such additional rules and procedures and to do all such acts as, in the judgment of such person, are appropriate for the proper conduct of the meeting. Such rules and procedures, whether adopted by the Board or prescribed by the chairman of the meeting, may include, (a) the establishment of an agenda or order of business for the meeting; (b) rules and procedures for maintaining order at the meeting and the safety of those present; (c) limitations on attendance at or participation in the meeting to Stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the person presiding over the meeting shall determine; (d) restrictions on entry to the meeting after the time fixed for the commencement thereof and (e) limitations on the time allotted to questions or comments by participants. The chairman of any meeting of Stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, may determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such chairman should so determine, he or she shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board or the chairman of the meeting, meetings of Stockholders shall not be required to be held in accordance with the rules of parliamentary procedure. The Secretary or, in his or her absence, one of the Assistant Secretaries, shall act as secretary of the meeting. If none of the officers above designated to act as the chairman of the meeting or as secretary of the meeting shall be present, a person presiding over the meeting or a secretary of the meeting, as the case may be, shall be designated by the Board and, if the Board has not so acted, in the case of the designation of a person to act as secretary of the meeting, such secretary shall be designated by the chairman of the meeting.

2.13 Voting Procedures and Inspectors of Election at Meetings of Stockholders. The Board, in advance of any meeting of Stockholders, may appoint one or more inspectors to act at the meeting and make a written report thereof. The Board may designate one or more persons as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed or is able to act at a meeting, the person presiding at the meeting may appoint, and on the request of any Stockholder entitled to vote thereat shall appoint, one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall (a) ascertain the number of shares outstanding and the voting power of each, (b) determine the shares represented at the meeting and the validity of proxies and ballots, (c) count all votes and ballots, (d) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors, and (e) certify their determination of the number of shares represented at the meeting and their count of all votes and ballots. The inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties. Unless otherwise provided by the Board, the date and time of the opening and the closing of the polls for each matter upon which the Stockholders will vote at a meeting shall be determined by the chairman of the meeting and shall be announced at the meeting. No ballot, proxies or votes, or any revocation thereof or change thereto, shall be accepted by the inspectors after the closing of the polls unless the Court of Chancery of the State of Delaware upon application by a Stockholder shall determine otherwise.

2.14 Written Consent of Stockholders Without a Meeting. Unless otherwise provided in the Certificate of Incorporation and subject to the provisions of Section 2.6.2 hereof, any action required by the General Corporation Law to be taken at any annual or special meeting of Stockholders may be taken without a meeting and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered (by hand or by certified or registered mail, return receipt requested) to the Corporation by delivery to its registered office in the State of Delaware, the office of the Corporation, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of Stockholders are recorded. Every written consent shall bear the date of signature of each Stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within 60 days of the earliest dated consent delivered in the manner required by this Section 2.14, written consents signed by a sufficient number of holders to take action are delivered to the Corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Stockholders who have not consented in writing.

ARTICLE 3

DIRECTORS

3.1 General Powers. Except as otherwise provided in the Certificate of Incorporation, the business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may adopt such rules and regulations, not inconsistent with the Certificate of Incorporation or these By-laws or applicable laws, as it may deem proper for the conduct of its meetings and the management of the Corporation. In addition to the powers expressly conferred by these By-laws, the Board may exercise all powers and perform all acts that are not required, by these By-laws or the Certificate of Incorporation or by statute, to be exercised and performed by the Stockholders.

3.2 Number; Qualification; Term of Office. The Board shall consist of six to 20 members (plus any directors which are entitled to be elected by any series of Preferred Stock pursuant to the terms thereof). The number of Directors shall be fixed initially by the incorporator and may thereafter be changed from time to time by action of the Stockholders or by action of the Board. Directors need not be Stockholders. Each Director shall hold office until a successor is elected and qualified or until the Director's death, resignation or removal.

3.3 Election. Directors shall, except as otherwise required by statute or by the Certificate of Incorporation, be elected by a plurality of the votes cast at a meeting of Stockholders by the holders of shares entitled to vote in the election.

3.4 Newly Created Directorships and Vacancies. Unless otherwise provided in the Certificate of Incorporation, newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any other reason, including the removal of Directors without cause, may be filled only by (a) the affirmative votes of a majority of the remaining directors elected by holders of each class of Common Stock or series of Preferred Stock that (i) elected such directorship and (ii) as of the date such vacancy is filled, would be entitled to elect such directorship at the next annual meeting of Stockholders or, (b) if there are no such remaining directors, then by a plurality of the votes cast by the holders of the class or classes of Common Stock or series of Preferred Stock that, as of the date such vacancy is filled, would be entitled to elect such directorship at the next annual meeting of Stockholders, voting as a separate class at a meeting, special or otherwise, of the holders of Common Stock of such class or classes or series of Preferred Stock. A Director elected to fill a vacancy shall be elected to hold office until a successor is elected and qualified, or until the Director's earlier death, resignation or removal.

3.5 Resignation. Any Director may resign at any time by written notice to Secretary of the Corporation. Such resignation shall take effect at the time therein specified, and, unless otherwise specified in such resignation, the acceptance of such resignation shall not be necessary to make it effective.

3.6 Removal. Unless otherwise provided in the Certificate of Incorporation, and subject to the provisions of Section 141(k) of the General Corporation Law, directors may be removed with or without cause only by holders of a majority of the class or classes of Common Stock or series of Preferred Stock that, as of the date such removal is effected, would be entitled to elect such directorship at the next annual meeting of Stockholders.

3.7 Compensation. Each Director, in consideration of his or her service as such, shall be entitled to receive from the Corporation such amount per annum or such fees for attendance at Directors' meetings, or both, as the Board may from time to time determine, together with reimbursement for the reasonable out-of-pocket expenses, if any, incurred by such Director in connection with the performance of his or her duties. Each Director who shall serve as a member of any committee of Directors in consideration of serving as such shall be entitled to such additional amount per annum or such fees for attendance at committee meetings, or both, as the Board may from time to time determine, together with reimbursement for the reasonable out-of-pocket expenses, if any, incurred by such Director in the performance of his or her duties. Nothing contained in this Section 3.7 shall preclude any Director from serving the Corporation or its subsidiaries in any other capacity and receiving proper compensation therefor.

3.8 Times and Places of Meetings. The Board may hold meetings, both regular and special, either within or without the State of Delaware. The times and places for holding meetings of the Board may be fixed from time to time by resolution of the Board or (unless contrary to a resolution of the Board) in the notice of the meeting.

3.9 Annual Meetings. On the day when and at the place where the annual meeting of Stockholders for the election of Directors is held, and as soon as practicable thereafter, the Board may hold its annual meeting, without notice of such meeting, for the purposes of organization, the election of officers and the transaction of other business. The annual meeting of the Board may be held at any other time and place specified in a notice given as provided in Section 3.11 hereof for special meetings of the Board or in a waiver of notice thereof.

3.10 Regular Meetings. Regular meetings of the Board may be held without notice at such times and at such places as shall from time to time be determined by the Board.

3.11 Special Meetings. Special meetings of the Board may be called by the Chairman, the Vice Chairman, the Chief Executive Officer or the Secretary or by any two or more Directors then serving on at least one day's notice to each Director given by one of the means specified in Section 3.14 hereof other than by mail, or on at least three days' notice if given by mail. Special meetings shall be called by the Chairman, the Vice Chairman, the Chief Executive Officer or Secretary in like manner and on like notice on the written request of any two or more of the Directors then serving.

3.12 Telephone Meetings. Directors or members of any committee designated by the Board may participate in a meeting of the Board or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other or any other means permitted by the General Corporation Law, and participation in a meeting pursuant to this Section 3.12 shall constitute presence in person at such meeting.

3.13 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn such meeting to another time and place. At least one day's notice of any adjourned meeting of the Board shall be given to each Director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 3.14 hereof other than by mail, or at least three days' notice if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

3.14 Notice Procedure. Subject to Sections 3.11 and 3.17 hereof, whenever, under the provisions of any statute, the Certificate of Incorporation or these By-laws, notice is required to be given to any Director, such notice shall be deemed given effectively if given in person or by telephone, by mail addressed to such Director at such Director's address as it appears on the records of the Corporation, with postage thereon prepaid, or by telegram, telex, telecopy, electronic transmission or any other means permitted by the General Corporation Law.

3.15 Waiver of Notice. Whenever the giving of any notice is required by statute, the Certificate of Incorporation or these By-laws, a waiver thereof, in writing, signed by the person or persons entitled to said notice, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance by a person at a meeting shall constitute a waiver of notice of such meeting except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Directors or a committee of Directors need be specified in any written waiver of notice unless so required by statute, the Certificate of Incorporation or these By-laws.

3.16 Conduct of Meetings. Unless the Board determines otherwise, at each meeting of the Board, the Chairman, or in the absence of the Chairman, the Vice Chairman, or in the absence of the Vice Chairman, the Lead Independent Director, if any, or in the absence of the Lead Independent Director, the Chief Executive Officer, or in the absence of the Chief Executive Officer, a chairman chosen by a majority of the Directors present, shall preside. The Secretary shall act as secretary at each meeting of the Board. In case the Secretary shall be absent from any meeting of the Board, an Assistant Secretary shall perform the duties of secretary at such meeting; and in the absence from any such meeting of the Secretary and all Assistant Secretaries, the person presiding at the meeting may appoint any person to act as secretary of the meeting.

3.17 Quorum of Directors. The presence in person of a majority of the Entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business at any meeting of the Board, but a majority of a smaller number may adjourn any such meeting to a later date.

3.18 Action by Majority Vote. Except as otherwise expressly required by statute, the Certificate of Incorporation or these By-laws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

3.19 Action Without Meeting. Unless otherwise restricted by the Certificate of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting if all Directors or members of such committee, as the case may be, consent thereto in any manner permitted by the General Corporation Law, and appropriate evidence of such consents are filed with the minutes of proceedings of the Board or committee.

ARTICLE 4

COMMITTEES OF THE BOARD

The Board may, by resolution passed by a vote of a majority of the entire Board, designate one or more committees, each committee to consist of one or more of the Directors of the Corporation. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present and not disqualified from voting, whether or not such member or members constitute a quorum, may, by a unanimous vote, appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board passed as aforesaid, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be impressed on all papers that may require it, but no such committee shall have the power or authority of the Board in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation under section 251 or section 252 of the General Corporation Law, recommending to the Stockholders (a) the sale, lease or exchange of all or substantially all of the Corporation's property and assets, or (b) a dissolution of the Corporation or a revocation of a dissolution, or amending the By-laws of the Corporation; and, unless the resolution designating it expressly so provides, no such committee shall have the power and authority to declare a dividend, to authorize the issuance of stock or to adopt a certificate of ownership and merger pursuant to Section 253 of the General Corporation Law. Unless otherwise specified in the resolution of the Board designating a committee, at all meetings of such committee a majority of the total number of members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee. Each committee shall keep regular minutes of its meetings. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Article 3 of these By-laws.

ARTICLE 5

OFFICERS

5.1 Positions. The officers of the Corporation shall be a Chief Executive Officer, a Secretary, a Treasurer and such other officers as the Board may appoint, including a Chairman, a Vice Chairman, a President, one or more Senior Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers as the Board may from time to time appoint. Such officers of the Corporation shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Any number of offices may be held by the same person unless the Certificate of Incorporation or these By-laws otherwise provide.

5.2 Appointment. The officers of the Corporation shall be chosen by the Board at its annual meeting or at such other time or times as the Board shall determine.

5.3 Compensation. The compensation of all officers of the Corporation shall be fixed by the Board. No officer shall be prevented from receiving a salary or other compensation by reason of the fact that the officer is also a Director.

5.4 Term of Office. Each officer of the Corporation shall hold office for the term for which he or she is elected and until such officer's successor is chosen and qualifies or until such officer's earlier death, resignation or removal. Any officer may resign at any time upon written notice to the Secretary of the Corporation. Such resignation shall take effect at the date of receipt of such notice or at such later time as is therein specified, and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective. The resignation of an officer shall be without prejudice to the contract rights of the Corporation, if any. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by vote of a majority of the entire Board. Any vacancy occurring in any office of the Corporation shall be filled by the Board. The removal of an officer without cause shall be without prejudice to the officer's contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

5.5 Fidelity Bonds. The Corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

5.6 Chairman. The Chairman, if one shall have been appointed, shall preside at all meetings of the Board and shall exercise such powers and perform such other duties as shall be determined from time to time by the Board.

5.7 Vice Chairman. The Vice Chairman, if one shall have been appointed, shall exercise such powers and perform such other duties as shall be determined from time to time by the Board.

5.8 Chief Executive Officer. The Chief Executive Officer of the Corporation shall have general supervision over the business of the Corporation, subject, however, to the control of the Board and of any duly authorized committee of Directors. The Chief Executive Officer shall preside at all meetings of the Stockholders and at all meetings of the Board at which the Chairman (if there be one) or the Vice Chairman (if there be one) is not present. The Chief Executive Officer may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts and other instruments except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation or shall be required by statute otherwise to be signed or executed and, in general, the Chief Executive Officer shall perform all duties incident to the office of Chief Executive Officer of a corporation and such other duties as may from time to time be assigned to the Chief Executive Officer by the Board.

5.9 President. At the request of the Chief Executive Officer, or, in the Chief Executive Officer's absence, at the request of the Board, the President, if one shall have been appointed, shall perform all of the duties of the Chief Executive Officer and, in so performing, shall have all the powers of, and be subject to all restrictions upon, the Chief Executive Officer. The President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation, or shall be required by statute otherwise to be signed or executed, and the President shall perform such other duties as from time to time may be assigned to the President by the Board or by the Chief Executive Officer.

5.10 Senior Vice Presidents. At the request of the Chief Executive Officer, or, in the Chief Executive Officer's absence, at the request of the Board, the Senior Vice Presidents shall (in the manner designated by the Board) perform all of the duties of the Chief Executive Officer and, in so performing, shall have all the powers of, and be subject to all restrictions upon, the Chief Executive Officer. Any Senior Vice President may sign and execute in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments, except in cases in which the signing and execution thereof shall be expressly delegated by the Board or by these By-laws to some other officer or agent of the Corporation, or shall be required by statute otherwise to be signed or executed, and each Senior Vice President shall perform such other duties as from time to time may be assigned to such Senior Vice President by the Board or by the Chief Executive Officer.

5.11 Secretary. The Secretary shall attend all meetings of the Board and of the Stockholders and shall record all the proceedings of the meetings of the Board and of the Stockholders in a book to be kept for that purpose, and shall perform like duties for committees of the Board, when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board and of the Stockholders and shall perform such other duties as may be prescribed by the Board or by the Chief Executive Officer, under whose supervision the Secretary shall be. The Secretary shall have custody of the corporate seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to impress the same on any instrument requiring it, and when so impressed the seal may be attested by the signature of the Secretary or by the signature of such Assistant Secretary. The Board may give general authority to any other officer to impress the seal of the Corporation and to attest the same by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the Chief Executive Officer, the President or any Senior Vice President. The Secretary shall have charge of all the books, records and papers of the Corporation relating to its organization and management, shall see that the reports, statements and other documents required by statute are properly kept and filed and, in general, shall perform all duties incident to the office of Secretary of a corporation and such other duties as may from time to time be assigned to the Secretary by the Board or by the Chief Executive Officer.

5.12 Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds, securities and notes of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any sources whatsoever; deposit all such moneys and valuable effects in the name and to the credit of the Corporation in such depositaries as may be designated by the Board; against proper vouchers, cause such funds to be disbursed by checks or drafts on the authorized depositaries of the Corporation signed in such manner as shall be determined by the Board and be responsible for the accuracy of the amounts of all moneys so disbursed; regularly enter or cause to be entered in books or other records maintained for the purpose full and adequate account of all moneys received or paid for the account of the Corporation; have the right to require from time to time reports or statements giving such information as the Treasurer may desire with respect to any and all financial transactions of the Corporation from the officers or agents transacting the same; render to the Chief Executive Officer or the Board, whenever the Chief Executive Officer or the Board shall require the Treasurer so to do, an account of the financial condition of the Corporation and of all financial transactions of the Corporation; exhibit at all reasonable times the records and books of account to any of the Directors upon application at the office of the Corporation where such records and books are kept; disburse the funds of the Corporation as ordered by the Board; and, in general, perform all duties incident to the office of Treasurer of a corporation and such other duties as may from time to time be assigned to the Treasurer by the Board or the Chief Executive Officer.

5.13 Assistant Secretaries and Assistant Treasurers. Assistant Secretaries and Assistant Treasurers shall perform such duties as shall be assigned to them by the Secretary or by the Treasurer, respectively, or by the Board or by the Chief Executive Officer.

ARTICLE 6

CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

6.1 Execution of Contracts. The Board, except as otherwise provided in these By-laws, may prospectively or retroactively authorize any officer or officers, employee or employees or agent or agents, in the name and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and any such authority may be general or confined to specific instances, or otherwise limited.

6.2 Loans. The Board may prospectively or retroactively authorize the Chief Executive Officer or any other officer, employee or agent of the Corporation to effect loans and advances at any time for the Corporation from any bank, trust company or other institution, or from any firm, corporation or individual, and for such loans and advances the person so authorized may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, and, when authorized by the Board so to do, may pledge and hypothecate or transfer any securities or other property of the Corporation as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances, or otherwise limited.

6.3 Checks, Drafts, Etc. All checks, drafts and other orders for the payment of money out of the funds of the Corporation and all evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board.

6.4 Deposits. The funds of the Corporation not otherwise employed shall be deposited from time to time to the order of the Corporation with such banks, trust companies, investment banking firms, financial institutions or other depositaries as the Board may select or as may be selected by an officer, employee or agent of the Corporation to whom such power to select may from time to time be delegated by the Board.

ARTICLE 7

STOCK AND DIVIDENDS

7.1 (a) Certificates Representing Shares. The shares of capital stock of the Corporation may be represented by certificates in such form (consistent with the provisions of Section 158 of the General Corporation Law) as shall be approved by the Board. Such certificates shall be signed by the Chairman, the Chief Executive Officer or a Senior Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer, and may be impressed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles, if the certificate is countersigned by a transfer agent or registrar other than the Corporation itself or its employee. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon any certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, such certificate may, unless otherwise ordered by the Board, be issued by the Corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

(b)Electronic Securities Recordation. Notwithstanding the provisions of Section 7.1(a) of this Article 7, the Corporation may adopt a system of issuance, recordation and transfer of its shares by electronic or other means not involving any issuance of certificates, provided the use of such system by the Corporation is permitted in accordance with applicable law.

7.2 Transfer of Shares. Transfers of shares of capital stock of the Corporation shall be made only on the books of the Corporation by the holder thereof or by the holder's duly authorized attorney appointed by a power of attorney duly executed and filed with the Secretary or a transfer agent of the Corporation, and on surrender of the certificate or certificates representing such shares of capital stock properly endorsed for transfer and upon payment of all necessary transfer taxes. Except for shares of Class B Common Stock and Class C Common Stock, which shall be retained by the Corporation as treasury shares, every certificate exchanged, returned or surrendered to the Corporation shall be marked "Cancelled," with the date of cancellation, by the Secretary or an Assistant Secretary or the transfer agent of the Corporation. A person in whose name shares of capital stock shall stand on the books of the Corporation shall be deemed the owner thereof to receive dividends, to vote as such owner and for all other purposes as respects the Corporation. No transfer of shares of capital stock shall be valid as against the Corporation, its Stockholders and creditors for any purpose, except to render the transferee liable for the debts of the Corporation to the extent provided by law, until such transfer shall have been entered on the books of the Corporation by an entry showing from and to whom transferred.

7.3 Transfer and Registry Agents. The Corporation may from time to time maintain one or more transfer offices or agents and registry offices or agents at such place or places as may be determined from time to time by the Board.

7.4 Lost, Destroyed, Stolen and Mutilated Certificates. The holder of any shares of capital stock of the Corporation shall immediately notify the Corporation of any loss, destruction, theft or mutilation of the certificate representing such shares, and the Corporation may issue a new certificate to replace the certificate alleged to have been lost, destroyed, stolen or mutilated. The Board may, in its discretion, as a condition to the issue of any such new certificate, require the owner of the lost, destroyed, stolen or mutilated certificate, or his or her legal representatives, to make proof satisfactory to the Board of such loss, destruction, theft or mutilation and to advertise such fact in such manner as the Board may require, and to give the Corporation and its transfer agents and registrars, or such of them as the Board may require, a bond in such form, in such sums and with such surety or sureties as the Board may direct, to indemnify the Corporation and its transfer agents and registrars against any claim that may be made against any of them on account of the continued existence of any such certificate so alleged to have been lost, destroyed, stolen or mutilated and against any expense in connection with such claim.

7.5 Rules and Regulations. The Board may make such rules and regulations as it may deem expedient, not inconsistent with these By-laws or with the Certificate of Incorporation, concerning the issue, transfer and registration of certificates representing shares of its capital stock.

7.6 Restriction on Transfer of Stock. A written restriction on the transfer or registration of transfer of capital stock of the Corporation, if permitted by Section 202 of the General Corporation Law and noted conspicuously on the certificate representing such capital stock, may be enforced against the holder of the restricted capital stock or any successor or transferee of the holder, including an executor, administrator, trustee, guardian or other fiduciary entrusted with like responsibility for the person or estate of the holder. Unless noted conspicuously on the certificate representing such capital stock, a restriction, even though permitted by Section 202 of the General Corporation Law, shall be ineffective except against a person with actual knowledge of the restriction. A restriction on the transfer or registration of transfer of capital stock of the Corporation may be imposed either by the Certificate of Incorporation or by an agreement among any number of Stockholders or among such Stockholders and the Corporation. No restriction so imposed shall be binding with respect to capital stock issued prior to the adoption of the restriction unless the holders of such capital stock are parties to an agreement or voted in favor of the restriction.

7.7 Dividends, Surplus, Etc. Subject to the provisions of the Certificate of Incorporation and of law, the Board:

7.7.1 may declare and pay dividends or make other distributions on the outstanding shares of capital stock in such amounts and at such time or times as it, in its discretion, shall deem advisable giving due consideration to the condition of the affairs of the Corporation;

7.7.2 may use and apply, in its discretion, any of the surplus of the Corporation in purchasing or acquiring any shares of capital stock of the Corporation, or purchase warrants therefor, in accordance with law, or any of its bonds, debentures, notes, scrip or other securities or evidences of indebtedness; and

7.7.3 may set aside from time to time out of such surplus or net profits such sum or sums as, in its discretion, it may think proper, as a reserve fund to meet contingencies, or for equalizing dividends or for the purpose of maintaining or increasing the property or business of the Corporation, or for any purpose it may think conducive to the best interests of the Corporation.

ARTICLE 8

INDEMNIFICATION

8.1 Indemnity Undertaking. To the extent not prohibited by law, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director or officer of the Corporation, or, at the request of the Corporation, is or was serving as a director or officer of any other corporation or in a capacity with comparable authority or responsibilities for any partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees, disbursements and other charges). Persons who are not directors or officers of the Corporation (or otherwise entitled to indemnification pursuant to the preceding sentence) may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board at any time specifies that such persons are entitled to the benefits of this Article 8.

8.2 Advancement of Expenses. The Corporation shall, from time to time, reimburse or advance to any Director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by the General Corporation Law, such expenses incurred by or on behalf of any Director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such Director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such Director, officer or other person is not entitled to be indemnified for such expenses.

8.3 Rights Not Exclusive. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article 8 shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, the Certificate of Incorporation, these By-laws, any agreement, any vote of Stockholders or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

8.4 Continuation of Benefits. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article 8 shall continue as to a person who has ceased to be a Director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

8.5 Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article 8, the Certificate of Incorporation or under section 145 of the General Corporation Law or any other provision of law.

8.6 Binding Effect. The provisions of this Article 8 shall be a contract between the Corporation, on the one hand, and each Director and officer who serves in such capacity at any time while this Article 8 is in effect and any other person entitled to indemnification hereunder, on the other hand, pursuant to which the Corporation and each such Director, officer or other person intend to be, and shall be legally bound. No repeal or modification of this Article 8 shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

8.7 Procedural Rights. The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article 8 shall be enforceable by any person entitled to such indemnification or reimbursement or advancement of expenses in any court of competent jurisdiction. The burden of proving that such indemnification or reimbursement or advancement of expenses is not appropriate shall be on the Corporation. Neither the failure of the Corporation (including its Board, its independent legal counsel and its Stockholders) to have made a determination prior to the commencement of such action that such indemnification or reimbursement or advancement of expenses is proper in the circumstances nor an actual determination by the Corporation (including its Board, its independent legal counsel and its Stockholders) that such person is not entitled to such indemnification or reimbursement or advancement of expenses shall constitute a defense to the action or create a presumption that such person is not so entitled. Such a person shall also be indemnified for any expenses incurred in connection with successfully establishing his or her right to such indemnification or reimbursement or advancement of expenses, in whole or in part, in any such proceeding.

8.8 Service Deemed at Corporation's Request. Any Director or officer of the Corporation serving in any capacity (a) another corporation of which a majority of the shares entitled to vote in the election of its directors is held, directly or indirectly, by the Corporation or (b) any employee benefit plan of the Corporation or any corporation referred to in clause (a) shall be deemed to be doing so at the request of the Corporation.

8.9 Election of Applicable Law. Any person entitled to be indemnified or to reimbursement or advancement of expenses as a matter of right pursuant to this Article 8 may elect to have the right to indemnification or reimbursement or advancement of expenses interpreted on the basis of the applicable law in effect at the time of the occurrence of the event or events giving rise to the applicable Proceeding, to the extent permitted by law, or on the basis of the applicable law in effect at the time such indemnification or reimbursement or advancement of expenses is sought. Such election shall be made, by a notice in writing to the Corporation, at the time indemnification or reimbursement or advancement of expenses is sought; provided, however, that if no such notice is given, the right to indemnification or reimbursement or advancement of expenses shall be determined by the law in effect at the time indemnification or reimbursement or advancement of expenses is sought.

ARTICLE 9

BOOKS AND RECORDS

9.1 Books and Records. There shall be kept at the office of the Corporation correct and complete records and books of account recording the financial transactions of the Corporation and minutes of the proceedings of the Stockholders, the Board and any committee of the Board. The Corporation shall keep at the office of the Corporation, or at the office of the transfer agent or registrar of the Corporation, a record containing the names and addresses of all Stockholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof.

9.2 Form of Records. Any records maintained by the Corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or be in the form of, any information storage device, provided that the records so kept can be converted into clearly legible written form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect the same.

9.3 Inspection of Books and Records. Except as otherwise provided by law, the Board shall determine from time to time whether, and, if allowed, when and under what conditions and regulations, the accounts, books, minutes and other records of the Corporation, or any of them, shall be open to the Stockholders for inspection.

ARTICLE 10

SEAL

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Delaware." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE 11

FISCAL YEAR

The fiscal year of the Corporation shall be fixed, and may be changed, by resolution of the Board.

ARTICLE 12

PROXIES AND CONSENTS

Unless otherwise directed by the Board, the Chairman, the Vice Chairman, the Chief Executive Officer, the President, any Senior Vice President, the Secretary or the Treasurer, or any one of them, may execute and deliver on behalf of the Corporation proxies respecting any and all shares or other ownership interests of any Other Entity owned by the Corporation appointing such person or persons as the officer executing the same shall deem proper to represent and vote the shares or other ownership interests so owned at any and all meetings of holders of shares or other ownership interests, whether general or special, and/or to execute and deliver consents respecting such shares or other ownership interests; or any of the aforesaid officers may attend any meeting of the holders of shares or other ownership interests of such Other Entity and thereat vote or exercise any or all other powers of the Corporation as the holder of such shares or other ownership interests.

ARTICLE 13

EMERGENCY BY-LAWS

Unless the Certificate of Incorporation provides otherwise, the following provisions of this Article 13 shall be effective during an emergency, which is defined as when a quorum of the Corporation's Directors cannot be readily assembled because of some catastrophic event. During such emergency:

13.1 Notice to Board Members. Any one member of the Board or any one of the following officers: Chairman, Vice Chairman, Chief Executive Officer, President, any Senior Vice President, Secretary, or Treasurer, may call a meeting of the Board. Notice of such meeting need be given only to those Directors whom it is practicable to reach, and may be given in any practical manner, including by publication and radio. Such notice shall be given at least six hours prior to commencement of the meeting.

13.2 Temporary Directors and Quorum. One or more officers of the Corporation present at the emergency Board meeting, as is necessary to achieve a quorum, shall be considered to be Directors for the meeting, and shall so serve in order of rank, and within the same rank, in order of seniority. In the event that less than a quorum of the Directors are present (including any officers who are to serve as Directors for the meeting), those Directors present (including the officers serving as Directors) shall constitute a quorum.

13.3 Actions Permitted To Be Taken. The Board as constituted in Section 13.2, and after notice as set forth in Section 13.1, may:

13.3.1 prescribe emergency powers to any officer of the Corporation;

13.3.2 delegate to any officer or Director, any of the powers of the Board;

13.3.3 designate lines of succession of officers and agents, in the event that any of them are unable to discharge their duties;

13.3.4 relocate the principal place of business, or designate successive or simultaneous principal places of business; and

13.3.5 take any other convenient, helpful or necessary action to carry on the business of the Corporation.

ARTICLE 14

AMENDMENTS

These By-laws may be amended or repealed and new By-laws may be adopted by a vote of the holders of shares entitled to vote in the election of Directors or by the Board. Any By-laws adopted or amended by the Board may be amended or repealed by the Stockholders entitled to vote thereon.

ARTICLE 15

FORUM SELECTION

Unless the Corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (a) any derivative or similar action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any Director, officer of the Corporation, employee or agent of the Corporation to the Corporation or the Stockholders, (c) any action asserting a claim arising pursuant to any provision of the General Corporation Law, the Certificate of Incorporation or these By-laws, or (d) any action asserting a claim governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery of the State of Delaware lacks jurisdiction over such action or proceeding, then another court of the State of Delaware or, if no court of the State of Delaware has jurisdiction, then the United States District Court for the District of Delaware).

Notwithstanding the foregoing paragraph, unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act of 1933, as amended from time to time, or any successor statute thereto.

Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this By-law.

EMPLOYMENT TRANSITION AGREEMENT

This Employment Transition Agreement (the “Agreement”) is made and entered into as of this 23rd day of May, 2024 (“Effective Date”), by and between Ralph Lauren Corporation, a Delaware corporation (the “Corporation”) and Jane Nielsen (“Executive”).

WITNESSETH:

WHEREAS, Executive and the Corporation had entered into an employment agreement effective March 31st, 2019 (the “Employment Agreement”);

WHEREAS, the Corporation and Executive wish to set forth certain promises, agreements, and understandings in this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the legal sufficiency of which is hereby acknowledged (and is in addition to what Executive is legally entitled to), the Corporation and Executive do hereby agree as follows:

1. Payments to Executive by the Corporation. In exchange for agreeing to and complying with the terms of this Agreement (including, without limitation, the release it contains in Section 6), and subject to Executive not revoking this Agreement pursuant to Section 17, and provided that Executive is not terminated for Cause, as defined in the Employment Agreement, prior to the End Date, as defined below, Executive (or, if applicable, her estate) shall receive the following consideration (which Executive acknowledges is sufficient and in addition to what Executive would be legally entitled to) and be treated in the following manner:

(a) Executive shall remain on the Corporation’s payroll as an employee with the title of Chief Operating Officer, comply with the Corporation’s Code of Business Conduct and Ethics, perform her duties of employment as would reasonably be expected of an executive with her title, including completing several critical Corporation projects Executive has discussed with the Corporation’s Chief Executive Officer and Chief People Officer, and lead the transition of her workflows and responsibilities to the executives who would assume those duties after her departure, until March 29th, 2025 (the “End Date”), on which date her employment shall cease. Prior to the End Date: (i) Executive’s direct reports shall include the Corporation’s Chief Financial Officer; (ii) Executive shall report to the Chief Executive Officer; (iii) Executive shall receive her regular base salary, less applicable withholdings, in bi-weekly installments pursuant to the normal payroll practices of the Corporation; (iv) Executive shall receive her actual EAOIP bonus for the Company’s 2024 fiscal year on the date that those bonuses are paid to the other Named Executive Officers; (v) and Executive’s fiscal year 2025 equity award under the Corporation’s 2019 Long-Term Stock Incentive Plan (“LTSIP”), expected to be granted on or about August 15, 2024, shall have a target grant value of \$8M, which shall be divided equally between performance share units (PSUs) and restricted share units (RSUs), on the same terms

(except as modified herein) applicable to other senior executive officers of the Corporation. Until the End Date, Executive shall comply in all material respects with the applicable policies of the Corporation, including the insider trading policy (it being understood and agreed that, so long as her trades are in compliance with the policy, Executive shall be permitted to sell shares of the Corporation's common stock whether pursuant to a Rule 10b5-1 trading plan or otherwise).

(b) The Corporation shall pay to Executive the amount of one million and fifty thousand dollars (\$1,050,000), less applicable withholdings, equivalent to fifty-two (52) weeks of Executive's base salary, with payments commencing on the Corporation's first payroll date following the 30th day after the End Date and continuing in equal bi-weekly installments pursuant to the normal payroll practices of the Corporation for a period of fifty-two (52) weeks (the "Non-Compete Period"), provided that the initial payment shall include the base salary amounts for all payroll periods from the End Date through the date of such initial payment (for purposes of Section 409A (as defined in Section 19), Executive's right to receive installment payments pursuant to this Section 1(b) shall be treated as a right to receive a series of separate and distinct payments).

(c) Executive's eligibility for participation in all benefit plans of the Corporation will cease as of the End Date, except for Executive's right to group medical and dental coverage pursuant to COBRA. In this regard, for thirty-six (36) months following the End Date, subject to Executive's timely election of COBRA, the Corporation shall pay the employer's share of the monthly premium for Executive's group medical and dental coverage, while Executive will be responsible for paying the employee's share of such monthly premium. Executive's participation in the Corporation's group medical or dental insurance plan and the Corporation's obligation to pay the employer's share of the premium shall immediately cease at such time as Executive becomes eligible for a future employer's medical and/or dental insurance coverage (or would become eligible if Executive did not waive coverage).

(d) The Corporation shall pay to Executive her EOAIP bonus based on the Corporation's performance as calculated for the Corporation's other Named Executive Officers, for the Corporation's 2025 fiscal year on the date that 2025 fiscal year EOAIP bonuses are paid to those other Named Executive Officers.

(e) On the payroll pay date closest to the last day of the Non-Compete Period, the Corporation shall pay Executive an additional lump sum amount of one million eight hundred and thirty-seven thousand five hundred dollars (\$1,837,500), an amount equal to her target bonus, less applicable holdings.

(f) Executive shall immediately vest in all time-based RSUs awarded to her as of the End Date. With respect to any unvested PSUs awarded through the End Date, all such unvested PSUs will cease to be subject to any continued employment requirement, as of the End Date will remain outstanding and will vest at the end of the applicable performance period based on the Corporation's actual degree of achievement of the applicable performance goals. All such awards (RSUs and PSUs) will be paid out in their entirety as per the terms of the LTSIP as soon as practicable but no later than thirty (30) days after the vesting date.

(g) The Corporation shall pay Executive on the first payroll pay date of the Non-Compete Period her legal fees and expenses which she incurs in connection with this Agreement, provided that prior to the End Date Executive presents bills, invoices, receipts or other supporting documentation for those fees and expenses, up to a maximum amount of \$40,000.

(h) Other than the payments and benefits specifically set forth in this Agreement, and other than the accrued and unused vacation time which Executive is eligible to receive under the Corporation's paid time off policy, Executive agrees that the Corporation and its subsidiaries, affiliates and licensees do not owe Executive any additional payments, compensation, remuneration, bonuses, incentive payments, benefits, stock options, warrants, restricted stock units, severance, reimbursement of expenses, or commissions of any kind whatsoever, or other similar compensation, including any obligations owed to Executive under any employment agreement, offer letter or otherwise, including but not limited to the Employment Agreement. Notwithstanding the foregoing, Executive shall be entitled for the rest of her natural life to take advantage of the Corporation's merchandise discounts available to the Corporation's US-based employees under the Corporation's Employee Discount Policy, as may be changed from time to time in the Corporation's sole discretion, provided that she complies with all terms and conditions of that policy.

2. Return of Property. On or prior to the End Date, Executive agrees to return to the Corporation any and all files or other property of the Corporation and its subsidiaries, affiliates and licensees (said property includes, but is not limited to, purchase orders, financial reports and statements, projections, forecasts, balance sheets, income statements, budgets, actual or prospective purchaser or customer lists, written proposals and studies, plans, drawings, specifications, investor reports, books, reports to directors, minutes, resolutions, certificates, bank account numbers, passwords, credit cards, computers, laptops, cellular or other smartphones, tablet devices, calculators, identification and security cards, beepers, keys, deeds, contracts, office equipment and supplies, records, computer discs, emails and other electronic files of the Corporation, etc.) without retaining any copies or extracts thereof.

3. Confidentiality of this Agreement. Executive, Executive's agents, attorneys, heirs, executors, administrators, affiliates and assigns agree that this Agreement, and any and all matters concerning Executive's separation from the Corporation, will be regarded as privileged communications between the parties, and that they will not reveal, disseminate by publication of any sort, or release in any manner or means this Agreement or any matters, factual or legal, concerning this Agreement or Executive's separation to any other person or entity, except as required by legal process (in which case, Executive agrees to forthwith provide written notice of said legal process as set forth below prior to the production of the requested information). Notwithstanding the foregoing, Executive may reveal the relevant terms of this Agreement to Executive's spouse, accountants, Communication Advisors and attorneys, provided that such parties agree to be bound by the confidentiality provisions herein. Executive shall have approval rights to any press release or official internal communications regarding her departure from the Corporation, with such approval not to be unreasonably delayed or withheld, and with Executive's understanding that such approval shall be subject to the Corporation's right to

proceed without her approval if required to comply with SEC disclosure obligations or other applicable laws. In connection with such approval rights, the Corporation shall provide drafts of the proposed press release(s) and official internal communication(s) to Executive a reasonable period of time prior to their issuance. Nothing in this provision shall prohibit the Corporation from disclosing this Agreement to the extent required by law or pursuant to Securities and Exchange Commission ("SEC") reporting obligations. Notwithstanding the foregoing, in the event this Agreement is publicly filed, the above limitations shall not include any information publicly disclosed.

4. Obligations.

(a) In exchange for the payments and benefits set forth in Section 1 herein, Executive agrees during the Non-Compete Period, Executive shall for no additional compensation or benefits whatsoever be available telephonically and by email if requested by the Corporation to assist in transitioning Executive's former duties and responsibilities for the Corporation.

(b) With the exception of the duties and responsibilities set forth in this Section 4, Executive acknowledges and agrees that Executive is relieved of all duties and responsibilities for the Corporation and its subsidiaries, affiliates and licensees as of the End Date, that Executive does not have the authority to bind the Corporation or any of its subsidiaries, affiliates or licensees, and that Executive shall not contact any past, current, or prospective customers, distributors, manufacturers, partners or suppliers of the Corporation or any of its subsidiaries, affiliates or licensees (i) on behalf of the Corporation or (ii) with the intent of reducing, interfering or ceasing the relationship between the Corporation and any of the parties referred to in this sentence. Effective as of the End Date, Executive shall cease and be deemed to have resigned from any and all titles, positions and appointments Executive holds with the Corporation and any of its affiliates, whether as an officer, director, employee, trustee, committee member or otherwise). Executive agrees to execute any documents reasonably requested by the Corporation in accordance with the preceding sentence.

(c) The Executive, on behalf of Executive, Executive's agents, attorneys, heirs, executors, administrators, affiliates and assigns, agrees that Executive shall not at any time from and after the Effective Date engage in any form of conduct, or make any statements or representations (whether written or oral), that is reasonably likely to disparage or otherwise impair the reputation, goodwill or commercial interests of the Corporation, its management, stockholders, directors, employees, subsidiaries, affiliates or licensees.

(d) Executive further agrees that Executive will cooperate fully with the Corporation in connection with any existing or future litigation involving the Corporation, whether administrative, civil or criminal in nature, in which and to the extent the Corporation deems Executive's cooperation necessary. The Corporation shall pay a reasonable per diem fee (not less than the equivalent of her base salary rate under Section 1(b) hereof, prorated for partial days) and all reasonable, documented travel and other expenses incurred by Executive in connection therewith as long as such expenses and costs are approved in advance in writing by the Corporation.

(e) Executive agrees that she shall comply with the non-compete provisions contained in Section 3.1 of the Employment Agreement, with (i) Executive's service as a non-employee director of a Competing Business prohibited for only six (6) months following the End Date and (ii) the definition of "Competing Business" removed and restated to read as follows: "For purposes hereof, 'Competing Business' shall mean the following corporate entities, including all subsidiaries and affiliates of such entities and regardless of any name change, merger, acquisition or other corporate reorganization following which the corporate entity's business remains substantially the same: Abercrombie & Fitch Co., American Eagle Outfitters Inc., Brunello Cucinelli S.p.A, Burberry Limited, Compagnie Financiere Richemont SA, Capri Holdings Limited, Chanel S.A., Foot Locker, Inc, G-III Apparel Inc., Giorgio Armani Corp., Hanesbrands Inc., Hugo Boss AG, J. Crew Group, Inc. Jordache Enterprises, Inc., Levi Strauss & Co., lululemon athletica inc., LVMH Moët Hennessy Louis Vuitton, Nike, Inc., PVH Corp., Tapestry Inc., Tory Burch LLC, Under Armour, Inc., Urban Outfitters Inc., V.F. Corporation, and Vineyard Vines LLC.

(f) Executive agrees that until the End Date and for a period of twenty-four (24) months after the End Date, Executive will not solicit, hire or retain any employee or individual independent contractor of the Corporation or any of its subsidiaries and affiliates thereof away from employment, consultancy or retention by any such entities or to reduce or cease doing business with any such entities. As used herein, "solicit" shall include, without limitation, requesting, encouraging, enticing, assisting, or causing, directly or indirectly.

(g) Executive represents and warrants that, as of the End Date, Executive will not have any personal expenses, loans or other obligations due to the Corporation or any of its subsidiaries, affiliates or licensees and agrees that if any such amounts are owed to the Corporation or any of its subsidiaries, affiliates or licensees, the Corporation may deduct such amounts from the payments to be made to Executive under the terms of this Agreement; provided, however, that the maximum amount that the Corporation may deduct from any payments to be made to Executive under the terms of this Agreement that are subject to Section 409A (as defined in Section 19) is \$5,000 (and Executive shall repay to the Corporation any such amounts in excess of \$5,000).

5. Nondisclosure of Confidential Information. Executive agrees not to disclose or cause to be disclosed in any way to any person or entity in any fashion any confidential, trade secret, or proprietary information or documents relating to the Corporation or any of its subsidiaries, licensees or affiliates or Executive's employment with the Corporation, including, but not limited to, the operations of the Corporation and its affiliates, licensees and subsidiaries, strategies, financial information, financial statements, budgets, products, marketing data, business plans, technology, research and development, client, and client lists, price and cost information, merchandising opportunities, expansion plans, designs, store plans, customer, supplier and subcontractor identities, characteristics and agreements, salary, staffing and employment information, and non-public information regarding Mr. Ralph Lauren and members of his family ("Confidential Information"). Notwithstanding any other provision of this Agreement: (i) 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 Executive files a lawsuit or arbitral action for retaliation by the Corporation for reporting a suspected violation of law, Executive may disclose the Corporation's trade secrets to Executive's attorney and use the trade secret information in the court or arbitral proceeding if Executive: (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order.

6. Release.

(a) In consideration for the payments and benefits to be provided to Executive under this Agreement, Executive, with the intention of binding Executive, Executive's agents, attorneys, representatives, heirs, issue, executors, affiliates, successors, administrators and assigns, does hereby irrevocably and unconditionally forever release and discharge the Corporation, and its subsidiaries, affiliates, divisions and licensees, as well as each of their respective stockholders, managers, members, partners, heirs, executors, administrators, agents, employees, officers, directors, predecessors, successors, insurers, assigns, representatives and attorneys, of and from any and all manner of actions, causes of action, suits, complaints, debts, sums of money, costs, damages, losses, interests, attorneys' fees, expenses, liabilities, charges, claims, obligations, promises, agreements, counterclaims and demands, whatsoever, in law or in equity or otherwise, that Executive now has or may have, whether mature, direct, derivative, subrogated, personal, assigned, both known and unknown, foreseen or unforeseen, contingent or actual, liquidated or unliquidated, arising from the beginning of the world until the Effective Date, including, but not limited to, any claims arising in any way out of Executive's employment with the Corporation or the termination of Executive's employment with the Corporation. The foregoing release of claims by Executive includes, but is not limited to, any and all claims under the Age Discrimination in Employment Act ("ADEA"), 29 U.S.C. § 621 et seq., the Americans with Disabilities Act ("ADA"), 42 U.S.C. § 12101 et seq., the Civil Rights Act of 1991, 42 U.S.C. § 1981a et seq., the Employee Retirement Income Security Act ("ERISA"), 29 U.S.C. § 1001 et seq., the Fair Labor Standards Act ("FLSA"), 29 U.S.C. § 201 et seq., the Family and Medical Leave Act ("FMLA"), Title VII of the Civil Rights Act of 1964, 42 U.S.C. § 2000e et seq., the United States Constitution, the Constitution of the State of New York, the Constitution of the State of New Jersey, the New York State Human Rights Law, N.Y. Exec. Law § 291 et seq., the New York City Human Rights Law, N.Y.C. Admin. Code, § 8-107 et seq., the New Jersey Law Against Discrimination, N.J.S.A. § 10:5-1 et seq., the Conscientious Employee Protection Act ("CEPA"), N.J.S.A. § 34:19-1-8, the Sarbanes-Oxley Act of 2002, et seq., (each as amended) and all other similar federal, state, or municipal statutes or ordinances, including any other local, state or federal law, regulation or ordinance prohibiting discrimination or pertaining to employment, and any contract, tort, or common law theories with respect to Executive's hiring by the Corporation, the terms and conditions of Executive's employment with the Corporation, and/or the termination of Executive's employment with the Corporation. Executive does not waive Executive's rights to any claims which may not be released as a matter of law.

(b) The Corporation and Executive understand and agree that the release set forth in Section 6(a) above does not in any way affect the rights and obligations of the parties created under this Agreement and the rights of either party to take whatever steps may be necessary to enforce the terms of this Agreement or to obtain appropriate relief in the event of any breach of the terms of this Agreement. In addition, such release does not affect Executive's right to compensation accrued but unpaid as of the Effective Date and further such release does not affect Executive's right to the benefit of any Corporation insurance policy to the extent she would be covered under the policy or any indemnity obligation of the Corporation. Executive acknowledges that Executive has not filed any complaint, charge, claim or proceeding, if any, against any of the Releasees before any local, state or federal agency, court or other body (each individually a "Proceeding"). Executive represents that Executive is not aware of any basis on which such a Proceeding could reasonably be instituted. Executive acknowledges and agrees that she has not alleged any claim the factual foundation for which involves discrimination or harassment, and the payments and benefits in Section 1 of this Agreement do not constitute a settlement or payment related to sexual harassment or sexual abuse as set forth under § 162(q) of the Internal Revenue Code. Notwithstanding the foregoing, consistent with the Company's practice of requiring a release of all claims in exchange for the payment of any severance, Executive expressly acknowledges and agrees that the release in Section 6 of this Agreement is a general release of all claims including but not limited to any claims based on alleged discrimination or harassment.

(c) Nothing in this Agreement prohibits Executive from disclosing any facts or circumstances related to discrimination or harassment (if any). Further, neither the release set forth in Section 6(a) nor anything else in this Agreement prohibits Executive from (i) initiating or causing to be initiated on Executive's behalf any, complaint, charge, claim or proceeding against the Corporation before any local, state or federal agency, court or other body challenging the validity of the waiver of Executive's claims under the ADEA as contained in Section 6(a) of this Agreement (but no other portion of such waiver) or (ii) 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; (iii) initiating, testifying, assisting, complying with a subpoena from, or participating in any manner with an investigation conducted by an appropriate local, state, or federal agency; (iv) filing or disclosing any facts necessary to receive unemployment insurance, Medicaid, or other public benefits to which Executive is entitled; or (v) receiving a monetary award, including a whistleblower award, from any state or federal governmental or regulatory authority or any self-regulatory organization in connection with reporting violations of law or regulation.

7. Certain Forfeitures in Event of Breach. Executive acknowledges and agrees that, notwithstanding any other provision of this Agreement, in the event that Executive breaches or has breached any obligation under this Agreement, Executive will forfeit immediately Executive's right to receive any unpaid payments and benefits set forth in Section 1 herein, and to the extent any payments have been made by the Corporation, upon written demand by the Corporation Executive shall immediately return such payments to the Corporation.

8. No Admission of Liability. Executive acknowledges and agrees that any payments or benefits provided to Executive under the terms of this Agreement do not constitute an admission by the Corporation or any of its subsidiaries, affiliates or licensees that they have violated any law or legal obligation with respect to any aspect of Executive's employment with the Corporation.

9. Entire Agreement. The Corporation and Executive each represent and warrant that no promise or inducement has been offered or made except as herein set forth and that the consideration stated herein is the sole consideration for this Agreement. This Agreement is a complete and entire agreement and states fully all agreements, understandings, promises and commitments as between the Corporation and Executive and as to the termination of their relationship; this Agreement supersedes and cancels any and all other negotiations, understandings and agreements, oral or written, respecting the subject matter hereof, including any prior employment or severance agreements between the Corporation and Executive, and including but not limited to the Employment Agreement except as expressly provided herein; and this Agreement may not be modified except by an instrument in writing signed by the party against whom the enforcement of any waiver, change, modification, or discharge is sought.

10. No Transfer. Executive represents and warrants that Executive has not sold, assigned, transferred, conveyed or otherwise disposed of to any third party, by operation of law or otherwise, any action, cause of action, suit, debt, obligations, account, contract, agreement, covenant, guarantee, controversy, judgment, damage, claim, counterclaim, liability or demand of any nature whatsoever relating to any matter covered by this Agreement.

11. Assignability, Choice of Law, Jurisdiction, Venue. This Agreement is personal to Executive and Executive may not assign, pledge, delegate or otherwise transfer to any person or entity any of Executive's rights, obligations or duties under this Agreement, other than by a transfer by Executive's will or by the laws of descent and distribution. This Agreement shall be governed by, construed in accordance with, and enforced pursuant to the laws of the State of New York without regard to principles of conflict of laws. The parties hereto waive any defense of lack of jurisdiction or venue regarding a party not being a resident of New York and hereby specifically authorize any action brought by either party to this Agreement to be instituted and prosecuted in any state or federal court located in the State of New York, County of New York. Further, the parties hereto hereby waive any right to a jury trial of any claim or cause of action based upon or arising out of this Agreement.

12. 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.

13. Counterparts. The Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together will constitute one and the same instrument. Signatures delivered by facsimile or as a PDF attached to an email shall be effective for all purposes.

14. Notices. For the purpose 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 by hand, or mailed by United States registered or certified mail (or its international equivalent), return receipt requested, postage prepaid, addressed as follows:

If to Executive: Jane Nielsen

At the home address maintained by the Corporation for Ms. Nielsen in its personnel records, which shall be updated by Ms. Nielsen should she move to a different address.

If to the Corporation: Ralph Lauren Corporation

Legal Department
100 Metro Boulevard, 6th Floor
Nutley, NJ 07110
Attn: General Counsel

and provided that a written copy of the communication is sent at the same time by email, with PDF or other similar attachment if applicable, to the other party's last known email address.

15. Nonadmissibility. To the extent permitted by applicable law, nothing contained in this Agreement, or the fact of its submission to Executive, shall be admissible evidence against the Corporation in any judicial, administrative, or other legal proceeding (other than in an action for breach of this Agreement).

16. Revocation. This Agreement, including all of the payment and benefit provisions set forth in Section 1 above, shall not become effective unless the Agreement is executed, dated and delivered to the Corporation within twenty-one (21) calendar days following the date that this Agreement is received, and is not revoked, as provided for in Section 17 herein, prior to the eighth day after this Agreement is signed by Executive.

17. Meaning of Signing This Agreement. By signing this Agreement, Executive expressly acknowledges and agrees that (a) Executive has carefully read it and fully understands what it means; (b) Executive has been advised in writing to discuss this Agreement with an independent attorney of Executive's own choosing before signing it and has had a reasonable

opportunity to confer with Executive's attorney and has discussed and reviewed this Agreement with Executive's attorney prior to executing it and delivering it to the Corporation; (c) Executive has been given twenty-one (21) calendar days to consider this Agreement; (d) Executive has had answered to Executive's satisfaction any questions Executive has with regard to the meaning and significance of any of the provisions of this Agreement; (e) Executive has agreed to this Agreement knowingly and voluntarily of Executive's 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; and (f) Executive may revoke Executive's acceptance of this Agreement within seven (7) calendar days after Executive signs it by sending a written Notice of Revocation to the address of the Corporation as set forth in Section 14 above.

18. No Construction Against Drafter. No provision of this Agreement or any related document will be construed against or interpreted to the disadvantage of any party hereto by any court or other governmental or judicial authority by reason of such party having or being deemed to have structured or drafted such provision.

19. 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 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. The reimbursement of any expense under this Agreement shall be made no later than December 31 of the year following the year in which the expense was incurred. The amount of expenses reimbursed in one year shall not affect the amount eligible for reimbursement in any subsequent year. The amount of any in-kind benefits provided in one year shall not affect the amount of any in-kind benefits provided in any other year. For the avoidance of doubt, the Corporation shall have no obligation to indemnify or otherwise hold Executive harmless from any taxes or penalties under Section 409A.

20. Taxes. Notwithstanding any other provision of this Agreement to the contrary, the Corporation may withhold from all amounts payable under this Agreement all federal, state, local and foreign taxes that are required to be withheld pursuant to any applicable laws and regulations. Executive shall be responsible for the payment of Executive's portion of any and all required federal, state, local and foreign taxes incurred, or to be incurred, in connection with any amounts payable to Executive under this Agreement.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Employment Transition Agreement as of the days and years set forth below.

RALPH LAUREN CORPORATION

By: /s/ ROSEANN LYNCH
Roseann Lynch
Chief People Officer and Head of the Ralph Lauren Foundation

Date: 5/22/2024

FIRST EXECUTION
EXECUTIVE

/s/ JANE NIELSEN
Jane Nielsen

Date: 5/22/2024

SECOND EXECUTION
EXECUTIVE

Jane Nielsen

Date:

Executive must sign the First Execution no later than twenty-one (21) days after the date this Agreement is presented to her. Executive must sign the Second Execution no sooner than the End Date and no later than the seventh (7th) day following the End Date. **If Executive does not meet these execution deadlines, Executive will irrevocably lose the opportunity to receive the consideration detailed herein.**

RALPH LAUREN CORPORATION

EMPLOYMENT AGREEMENT

THIS EMPLOYMENT AGREEMENT (the “Agreement”) is made effective as of the 23rd day of May, 2024 (the “Effective Date”), by and between Ralph Lauren Corporation, a Delaware corporation (the “Corporation”), and Justin Picicci (the “Executive”).

WHEREAS, Executive is employed by the Corporation on an at-will basis;

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”), effective as of the Effective Date. 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 other appropriate member(s) of the management of the Corporation (“Management”), perform the duties of his employment, and shall devote to the performance of such duties his full time and attention. During the Term, the Executive shall serve as Chief Financial Officer of the Corporation and perform additional senior management duties 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/or Nutley, New Jersey, except for required travel on the Corporation's business.

1.4 Compensation and Related Matters.

(a) Base Compensation. In consideration of his services during the Term, the Corporation shall pay the Executive cash compensation at an annual rate of not less than seven hundred thousand dollars (\$700,000) ("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 the 2019 Long-Term Stock Incentive Plan, 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 Talent, Culture & Total Rewards Committee of the Board of Directors ("Talent Committee") in its sole discretion.

(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. 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 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) Willful and repeated failure by the Executive to substantially perform the material duties of the Executive hereunder (other than due to disability as defined in 2.1(c)). or

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

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

(iv) the Executive's breach of a material provision of this Agreement; or

(v) the Executive's breach of any material written 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 and anti-

discrimination policies, excessive absenteeism, violation of the Corporation's policy on drug & alcohol use, or violent acts or threats of violence; or

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

(vii) 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 materially to the Corporation.

Notwithstanding the foregoing, the conduct described in this Section 2.1(d) shall not constitute Cause unless and until such failure by Executive hereunder has not been cured to the satisfaction of the Corporation (if curable), in its sole discretion, within thirty (30) days after written notice of such failure has been given by the Corporation to Executive.

(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, bonus target, or position, provided that a change in reporting relationship (except as set forth in subsection D below), or the removal of particular business units or functions from Executive's purview 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 either New York City or Nutley, New Jersey offices, (C) a failure of the Corporation to comply with any material provision of this Agreement, or (D) a requirement that Executive report to anyone other than the Chief Operating Officer or, regardless of job title, an executive with substantially equivalent or more senior job responsibilities, provided that the events described in clauses (A), (B), (C), or (D) 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), in addition to payment of any unpaid or unreimbursed expenses incurred in accordance with Corporation policy to the extent incurred prior to the Termination Date; and any other amounts required to be paid pursuant to applicable law, if any 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; and (b) pay to the Executive, on the last business day of the Severance Period, an amount equal to his target bonus, as in effect immediately prior to such termination of employment. 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 for similarly situated executives 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 he participated in prior to the date of his 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 not waive 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 he has been notified pursuant to Section 2.1(a) hereof that his services

will no longer be required during the Term or if the Executive has terminated his 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 his 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 his career in the apparel business and of which Executive was aware prior to his 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 his 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 he 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 his assigned duties and for the benefit of the Corporation, any Confidential Information, either during his 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 he 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 him 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 his 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 he 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: Justin Picicci
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. 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 him 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 his agreement to such an amendment subject to being provided the opportunity to consult with counsel of his choice.

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 he 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 his 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 he 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 he used or will he use any such information for the Corporation's or his 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) he has carefully read it and fully understands what it means; (b) he has been advised in writing to discuss this Agreement with an independent attorney of his own choosing before signing it and has had a reasonable opportunity to confer with his attorney and has discussed and reviewed this Agreement with his attorney prior to executing it and delivering it to the Corporation; (c) he has had answered to his satisfaction any questions he has with regard to the meaning and significance of any of the provisions of this Agreement; and (d) he has agreed to this Agreement knowingly and voluntarily of his 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

By: Roseann Lynch

Title: Chief People Officer and Head of the RL Foundation

/s/ JUSTIN PICICCI

JUSTIN PICICCI

SCHEDULE A

Abercrombie & Fitch Co.
American Eagle Outfitters Inc.
Authentic Brands Group
Brunello Cucinelli S.p.A
Burberry Limited
Compagnie Financiere Richemont SA
Capri Holdings Limited
Chanel S.A.
Foot Locker, Inc
G-III Apparel Inc.
Gap Inc.
Giorgio Armani Corp.
Hanesbrands Inc.
Hugo Boss AG
Kering Group
J. Crew Group, Inc.
Jordache Enterprises, Inc.
Levi Strauss & Co.
lululemon athletica inc.
Lacoste S.A.
Limited Brands, Inc.
LVMH Moët Hennessy Louis Vuitton
Macy's Inc.
Neiman Marcus Group, Inc.
Nike, Inc.
Nordstrom, Inc.
PVH Corp.
Tapestry Inc.
TJX Companies, Inc.
Tory Burch LLC
Under Armour, Inc.
Urban Outfitters Inc.
V.F. Corporation
Vineyard Vines LLC
Williams-Sonoma Inc.
YOOX Net-a-Porter Group

Exhibit 1

Term Sheet

Justin Picicci

Title: Chief Financial Officer

Base Salary: \$700,000 annually (less all applicable local, state and federal taxes and other deductions)

Executive Officer

Annual Incentive

Plan: You will be eligible to participate in the Executive Officer Annual Incentive Plan (EOAIP).

- Your bonus target will continue to be 100% of your fiscal year 2025 salary earnings
- Your bonus opportunity will be based on 100% total Company performance
- Calculation can flex up or down by -10% to +10% based on achievement of strategic goal
- The maximum bonus opportunity is 200% of your fiscal year salary earnings (including strategic goal adjustment)
- For Fiscal 2025, 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 EOAIP as set forth in its annual EOAIP overviews or other similar documents, and nothing contained herein restricts the Company's rights to alter, amend or terminate the EOAIP 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 Talent, Culture & Total Rewards Committee of the Board of Directors ("Talent Committee"). In accordance with the terms of the LTSIP, you will be eligible to receive an annual stock award with an increased target grant value of \$1,200,000 beginning with the fiscal 2025 grant cycle, anticipated to be on August 15, 2024, with 1) \$600,000 in the form of time-based Restricted Stock Units vesting in three equal annual installments on the anniversary date of the grant with the first installment vesting on the one-year anniversary of the grant date, subject to continued service to each vesting date of the grant date beginning with the first anniversary of the

grant date, pursuant to the terms of the LTSIP, and such vested share shall be settled as soon as practicable but not more than 30 days after the vesting date and 2) \$600,000 in the form of Performance Share Units vesting following a three-year performance period after certification of achievement of performance, subject to continued service on the vesting date, pursuant to the terms of the LTSIP, and such vested share shall be settled as soon as practicable but not more than 30 days after the vesting date.

Car Allowance: You will be eligible for an annual car allowance for \$18,000 to be paid through the bi-weekly payroll (less all applicable local, state and federal taxes and other deductions)

Financial Planning

Services: You will be eligible for financial planning services through one of the Company's approved vendors

Stock Ownership

Guidelines: You shall be subject to the Company's stock ownership guidelines as directed by the Talent Committee

RALPH LAUREN CORPORATION
SECURITIES TRADING POLICY

Effective as of March 4, 2002 (last revised May 16, 2024)

I. Purpose

To describe Ralph Lauren Corporation's (the "Company") standards concerning the handling of non-public information relating to the Company and the buying and selling of securities of the Company, and to promote compliance with U.S. securities laws.

II. Persons Affected

This Policy applies to all members of the Board of Directors, officers and employees of the Company and its subsidiaries and any affiliates of the Company designated from time to time by the Company, as well as contractors or consultants who have access to material nonpublic information about the Company. The restrictions set forth in Part VI (pre-clearance) apply only to directors, executive officers and certain designated officers and employees. If you are unsure whether you are subject to the restrictions set forth in Parts VI, please send an email to RLTrading@ralphlauren.com.

The same restrictions described in this Policy also apply to your spouse, minor children, anyone else living in your household, partnerships in which you are a general partner, trusts of which you are a trustee, estates of which you are an executor (collectively "Related Parties"). **You will be responsible for compliance with this Policy by your Related Parties.**

For purposes of this Policy, references to "trading" or to "transactions in securities of the Company" include purchases or sales of Company stock, bonds, options, puts and calls, derivative securities based on securities of the Company, gifts of Company securities, loans of Company securities, hedging transactions involving or referencing Company securities, contributions of Company securities to a trust, sales of Company stock acquired upon the exercise of stock options, broker-assisted cashless exercises of stock options, market sales to raise cash to fund the exercise of stock options and trades in Company stock made under an employee benefit plan, such as a 401(k) plan.

III. Policy Statement

If you possess material nonpublic information (as further discussed below) relating to the Company, neither you nor any Related Party:

- **may effect transactions in securities of the Company (other than pursuant to a pre-arranged trading plan that complies with Rule 10b5-1 ("Rule 10b5-1") under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as described in Part VII below) or engage in any other action that take advantage of that information;**

- **may pass that information on to any person outside the Company, except as permitted under applicable Company policies and procedures;**
- **suggest or otherwise recommend that any person effect a transaction in securities of the Company or engage in any other action that takes advantage of that information; or**
- **assist anyone engaged in any of the foregoing activities.**

This Policy will continue to apply after termination of employment to the extent that you are in possession of material nonpublic information at the time of termination. In such case, no transaction in securities of the Company may take place until the information becomes public or ceases to be material.

This Policy also applies to information, obtained in the course of employment with, or by serving as a director of, the Company, relating to any other company, including:

- our customers, clients or suppliers,
- any entity with which we may be negotiating a major transaction or business combination, or
- any entity as to which we have an indirect or direct control relationship or a designee on the board of directors.

Neither you nor any Related Party may effect transactions in the securities of any such other company while in possession of material nonpublic information concerning such company that was obtained in the course of employment with the Company.

Transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct.

Material Information. “Material information” is any information that a reasonable investor would consider important in a decision to effect a transaction in a company’s securities. Information that could reasonably be expected to affect a company’s stock price, whether positive or negative, is therefore “material”. Common examples of information that will frequently be regarded as material are:

- projections of future earnings or losses, or other guidance concerning earnings;
- the fact that earnings are inconsistent with consensus expectations;
- a pending or proposed merger, joint venture, acquisition or tender offer;
- a significant sale of assets or the disposition of a subsidiary or business unit;
- changes in dividend policies or the declaration of a stock split or the offering of additional securities;

- changes in senior management or other key employees;
- significant new products or services;
- significant legal or regulatory exposure due to a pending or threatened lawsuit or investigation;
- impending bankruptcy or other financial liquidity problems;
- a material cyber incident that has not been disclosed;
- changes in legislation affecting our business; and
- the gain or loss of a substantial customer or supplier.

20-20 Hindsight. Remember, if your transaction in securities of the Company becomes the subject of scrutiny, it will be viewed after-the-fact with the benefit of hindsight. As a result, before engaging in any transaction you should carefully consider how regulators and others might view your transaction in hindsight.

Tipping Information to Others. Whether the information is proprietary information about the Company or other information that could have an impact on the price of the Company's securities, you must not pass the information on to others. The penalties for insider trading apply whether or not you derive, or intend to derive, any profit or other benefit from another's actions.

When Information is Public. You may not trade on the basis of material information that has not been broadly disclosed to the marketplace, such as through a press release or a filing with the Securities and Exchange Commission (the "SEC"), and the marketplace has had time to absorb the information. As a general rule, information should not be considered fully absorbed by the marketplace until the end of the first business day after the information is released. Thus, if information is released on a Monday, trading should not take place until Wednesday. However, if the information in question is contained in a regular quarterly earnings release and the release is issued prior to the opening of the market on a given day, trading may take place on the first business day following the day of release.

Transactions under Company Plans. Although this Policy does not generally apply to the exercise of employee stock options (other than cashless exercises as described below), it does apply to the sale of common stock received upon exercise. This Policy applies however to the sale as part of a broker-assisted cashless exercise of a stock option and the market sale for the purpose of raising cash to fund the exercise of an option or to pay taxes.

IV. Company Blackout Periods

The Company's announcement of quarterly financial results has the potential to have a material impact on the market for the Company's securities. Therefore, in order to avoid any appearance that its directors, officers, employees and other insiders are trading while aware of material nonpublic information, all directors, executive officers and employees will be subject to quarterly blackouts on trading.

The Company has established the following “blackout periods” in relation to the publication of its annual and quarterly results: **(a) the period commencing two weeks prior to the end of each of the Company’s fiscal quarters and ending on the first trading day after public announcement of the Company’s financial results; and (b) for directors and executive officers, to the extent and during the periods as the Chief Legal Officer or his or her designee may direct, including as required by Section 306 of the Sarbanes-Oxley Act of 2002 or its implementing regulations.**

You should be aware that the blackout periods described above may be modified by the Company at any time. In addition, the Company may from time to time determine that effecting transactions in securities of the Company is inappropriate at a time that is outside the blackout periods and, accordingly, may notify you of additional closed periods at any time. For example, a short blackout period may be imposed shortly before issuance of interim earnings guidance. Those subject to blackout period requirements will receive notice of any modification by the Company of the closed period policy or of any additional prohibition on trading during a non-blackout period. Persons subject to the blackout period restrictions who terminate their employment with the Company during a blackout period will remain subject to the restrictions until the end of such period.

The prohibition shall also not apply with respect to a public offering of Company securities specifically authorized by the Company’s board of directors or duly authorized board committee.

See Part VII below for the principles applicable to transactions under Rule 10b5-1 plans.

V. Additional Prohibited Transactions

Because we believe it is improper and inappropriate for any person to engage in short-term or speculative transactions involving the Company’s securities, directors, officers and employees of the Company, and their Related Parties, are prohibited from engaging in any of the following activities with respect to securities of the Company:

1. **“In and out” trading in securities of the Company.** Any Company stock purchased in the open market must be held by directors and officers who have been designated by the Company to be subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended (“Section 16 Officers”), for a minimum of six months and, ideally, longer. (Note that the Securities Exchange Commission has a short-swing profit recapture rule that effectively prohibits Section 16 Officers and directors from selling any stock of the Company within six months of a purchase and conversely from purchasing any stock of the Company within six months of a sale.)
1. **Purchases of stock of the Company on margin.** You may not purchase securities of the Company on margin or pledge, or otherwise grant a security interest in, securities of the Company in margin accounts.
2. **Short sales** (*i.e.*, selling stock you do not own and borrowing the shares to make delivery). The SEC effectively prohibits directors and officers from selling Company securities short. This Policy is simply expanding this prohibition to cover all employees.

3. **“Hedging” and Pledging of Company Stock.** No insider, including any director, officer or employee of the Company, shall purchase or sell, or make any offer to purchase or offer to sell derivative securities relating to the Company’s securities, whether or not issued by the Company, such as exchange traded options to purchase or sell the Company’s securities (so called “puts” and “calls”) or financial instruments that are designed to hedge or offset any decrease in the market value of the Company’s securities. In addition, no director or Section 16 Officer of the Company shall hold the Company’s securities in a margin account, or maintain or enter into any arrangement that, directly or indirectly, involves pledging the Company’s securities as collateral for a loan.

VI. Pre-Clearance of Securities Transactions

To provide assistance in preventing inadvertent violations of the law (which could result, for example, from failure by directors and officers subject to reporting obligations under Section 16 of the Exchange Act to meet such obligations) and avoiding even the appearance of an improper transaction (which could result, for example, where an officer engages in a trade while unaware of a pending major development), we have implemented the following procedure:

All transactions in securities of the Company (purchases, sales, transfers, etc.) by the following persons and their Related Parties:

- **all members of the Board of Directors of the Company;**
- **all employees in management level K and above;**
- **all employees in the Finance Department;**
- **all employees in the Legal Department; and**
- **all employees in the People Department**

must be pre-cleared through RLTrading@ralphlauren.com.

Pre-clearance is required for these individuals for all transactions involving RL stock, including all cashless exercises of stock options, purchases of RL stock on the open market, and sale of RL stock not held with the Company’s Stock Administrator. You must seek pre-clearance through RLTrading@ralphlauren.com at least two business days (or such shorter period as the Chief Legal Officer or his or her designee may determine) in advance, before contacting your broker or taking any other step to initiate a cashless exercise or other transaction in stock of the Company, and, in view of the fact that sales of option stock are likely to occur following an exercise, you are encouraged to pre-clear all option exercises.

Pre-clearance is the Company’s authorization for you to effect a transaction in shares of the Company’s stock. After you are pre-cleared, you are not obligated to sell or purchase these shares until you contact the Company’s Stock Administrator to complete your transaction. Pre-clearance authorizations will be valid only for three business days following the approval date. If a transaction for which clearance has been granted is not effected within such three business day period, the transaction must again be pre-cleared.

To the extent that a material event or development affecting the Company remains nonpublic, persons subject to pre-clearance will not be given permission to effect transactions in securities of the Company. Such persons may not be informed of the reason why they may not trade. Any person that is made aware of the reason for an event-specific prohibition on trading should in no event disclose the reason for the prohibition to third parties and should avoid disclosing the existence of the prohibition, if possible. Caution should be exercised when telling a broker or other person who suggested a trade that the trade cannot be effected at the time.

See Part VII below for the principles applicable to transactions under Rule 10b5-1 plans.

VII. 10b5-1 Plans

The SEC has adopted a safe harbor rule, Rule 10b5-1, which provides a defense against insider trading liability for trades that are effected pursuant to a pre-arranged trading plan that meets specified conditions. The trading plan must be properly documented and all of the procedural conditions of the Rule must be satisfied to avoid liability.

Rule 10b5-1 plans allow transactions for the account of an insider to occur during blackout periods or while the insider has material nonpublic information provided the insider has previously given instructions or other control to effect pre-planned transactions in securities of the Company to a third party. The insider must establish the plan at a time when he or she is not in possession of material nonpublic information and the insider may not exercise any subsequent influence over how, when or whether to effect transactions. In addition to other specified conditions, a Rule 10b5-1 plan would specify in writing in advance the amount and price of the securities to be sold and the date for the sale (or a formula for determining the amount, price and date) or would otherwise not permit the insider to exercise any subsequent influence over how, when or whether to effect the sales. After adopting a valid Rule 10b5-1 plan, the insider will have an affirmative defense that a sale under the plan was not made “on the basis of” material nonpublic information.

The Company will treat the creation, modification or termination of a pre-planned trading program or arrangement established to meet the requirements of Rule 10b5-1 as a transaction subject to the blackout period rules set forth in Part IV of this Policy. Transactions effected pursuant to a properly established Rule 10b5-1 plan however will not be subject to the blackout periods under Part IV of this Policy.

The Company will treat the creation, modification or termination of a pre-planned trading program or arrangement established to meet the requirements of Rule 10b5-1 as a transaction subject to pre-clearance under Part VI of this Policy at the time the plan is established, modified or terminated. Persons subject to the pre-clearance policy should coordinate any such plans or arrangements with the Company’s Chief Legal Officer or his or her designee. Even though each transaction effected under a Rule 10b5-1 plan does not need to be pre-cleared, it nonetheless must be made in accordance with Rule 144 and must be reported on a Form 4 under Section 16 of the Exchange Act.

VIII. Post-Termination Transactions

This Policy continues to apply to transactions in securities of the Company even after termination of service to the Company. If an individual is in possession of material nonpublic information when his or her service terminates, that individual may not trade in securities of the Company until that information has become public or is no longer material. The pre-clearance procedures specified under the heading “Pre-Clearance of Securities Transactions” above, however, will cease to apply to transactions in securities of the Company upon the expiration of any blackout period or other Company-imposed trading restrictions applicable at the time of the termination of service.

IX. Waivers

The Company’s Chief Legal Officer may, on a case-by-case basis, authorize waivers of certain provisions of this policy, provided that the person who wishes to effect such a transaction has, at least two business days prior to the anticipated transaction date, notified the Company in writing of the circumstances and the amount and nature of the proposed transaction, and, if requested by the Chief Legal Officer, has also certified to the Company that they are not in possession of material nonpublic information concerning the Company.

X. Assistance

Any person who has any questions about this Policy or about specific transactions may send an email to RLTrading@ralphlauren.com. Remember, however, that the ultimate responsibility for adhering to this Policy and avoiding improper transactions rests with you. In this regard, it is imperative that you use your best judgment and to ask before acting if you are unsure.

SUBSIDIARIES OF THE COMPANY

Entity Name	Jurisdiction of Formation
Acqui Polo SAS	France
Fashion Development Corp.	Delaware
Mountain Rose (USA), LLC	Delaware
Polo Jeans Company, LLC	Delaware
Polo Players, Ltd	Delaware
Poloco USA, Inc	Delaware
PRL CMI, LLC	Delaware
PRL Delaware, LLC	Delaware
PRL Fashions Inc.	Delaware
PRL Hotel Company LLC	Delaware
PRL International, Inc.	Delaware
PRL Netherlands Limited, LLC	Delaware
PRL USA Holdings, Inc.	Delaware
PRL USA, Inc.	Delaware
Ralph Lauren Americas, S.A.	Panama
Ralph Lauren Czech Republic s.r.o.	Czech Republic
Ralph Lauren Asia Holding Company Limited (f/k/a Polo Ralph Lauren Asia Holding Company Limited)	Hong Kong
Ralph Lauren Asia Pacific Limited (f/k/a Polo Ralph Lauren Asia Pacific, Limited)	Hong Kong
Ralph Lauren Australia Pty Ltd (f/k/a PRL Australia Pty Ltd)	Australia
Ralph Lauren Austria GmbH (f/k/a PRL Textil GmbH)	Austria
Ralph Lauren Aviation, LLC (f/k/a Polo Ralph Lauren Aviation, LLC)	Delaware
Ralph Lauren Belgium S.p.r.l. (f/k/a Poloco Belgium S.p.r.l.)	Belgium
Ralph Lauren Brasil, Licenciamento, Locações e Participações Ltda.	Brazil
Ralph Lauren Canada Corporation	Canada
Ralph Lauren Company West, LLC	Delaware
Ralph Lauren Corporation	Delaware
Ralph Lauren Denmark ApS (f/k/a Polo Ralph Lauren Denmark ApS)	Denmark
Ralph Lauren Espana SL (f/k/a Poloco Espana SL)	Spain
Ralph Lauren Europe Sàrl (f/k/a Polo Ralph Lauren Europe Sàrl)	Switzerland
Ralph Lauren Footwear Co., Inc.	Massachusetts
Ralph Lauren France S.A.S. (f/k/a Poloco S.A.S.)	France
Ralph Lauren Germany GmbH (f/k/a Polo Moden GmbH)	Germany
Ralph Lauren Holding BV (f/k/a Polo Hold BV)	Netherlands
Ralph Lauren Home Collection Showroom, LLC (f/k/a Polo Ralph Lauren Home Collection Showroom, LLC)	Delaware
Ralph Lauren Home Collection, Inc.	Delaware
Ralph Lauren (Hong Kong) Retail Company Limited (f/k/a Polo Ralph Lauren (Hong Kong) Retail Company Limited)	Hong Kong
Ralph Lauren (Hong Kong) Retail Company Limited Taiwan Branch (f/k/a Polo Ralph Lauren (Hong Kong) Retail Company Limited Taiwan Branch)	Taiwan
Ralph Lauren Import and Export (Shanghai) Company Limited	China
Ralph Lauren Ireland Limited	Ireland

Entity Name	Jurisdiction of Formation
Ralph Lauren Japan G.K. (f/k/a Ralph Lauren Corporation Japan)	Japan
Ralph Lauren Jeans Company, LLC	Delaware
Ralph Lauren Korea Ltd. (f/k/a Polo Ralph Lauren Korea Ltd)	Korea
Ralph Lauren Latin American Services, S. de R.L.	Panama
Ralph Lauren Lifestyle Concepts (NY) LLC	New York
Ralph Lauren Lifestyle Concepts LLC	Delaware
Ralph Lauren (Macau) Limited (f/k/a Polo Ralph Lauren (Macau) Limited)	Macau
Ralph Lauren Mağazacilik ve Ticaret Limited Sirketi	Turkey
Ralph Lauren (Malaysia) Sdn Bhd (f/k/a Polo Ralph Lauren (Malaysia) Sdn Bhd)	Malaysia
Ralph Lauren Management Services, LLC	Delaware
Ralph Lauren Media, LLC	Delaware
Ralph Lauren Netherlands BV (f/k/a Poloco Netherlands BV)	Netherlands
Ralph Lauren New Zealand Limited	New Zealand
Ralph Lauren Poland Sp. z.o.o.	Poland
Ralph Lauren Portugal, Unipessoal LDA (f/k/a PRL Portugal, Unipessoal LDA)	Portugal
Ralph Lauren Retail, Inc.	Delaware
Ralph Lauren Saint Barth S.A.S. (f/k/a Polo Ralph Lauren S.A.S. (St. Barthelemy)	France
Ralph Lauren Scandinavia AB (f/k/a Poloco Scandinavia AB)	Sweden
Ralph Lauren (Singapore) Private Limited (f/k/a Polo Ralph Lauren (Singapore) Private Limited)	Singapore
Ralph Lauren Sourcing Americas, LLC (f/k/a Polo Ralph Lauren Sourcing Americas, LLC)	Delaware
Ralph Lauren Sourcing Company, Ltd (f/k/a Polo Ralph Lauren Sourcing Company, Ltd)	Hong Kong
Ralph Lauren Sourcing Italy S.r.l.	Italy
Ralph Lauren Switzerland Sagl	Switzerland
Ralph Lauren Trading (Dongguan) Company Ltd	China
Ralph Lauren Trading (Dongguan) Company Ltd, Shanghai Huangpu Branch	China
Ralph Lauren Trading (Shanghai) Co., Ltd (f/k/a Polo Ralph Lauren Trading (Shanghai) Co., Ltd)	China
Ralph Lauren UK Ltd. (f/k/a Polo UK Ltd.)	United Kingdom
Ralph Lauren Womenswear, LLC	Delaware
RL Delaware, LLC	Delaware
RL Fashions of Europe S.r.l. (f/k/a PRL Fashions of Europe S.r.l.)	Italy
RL Finance BV (f/k/a Polo Fin BV)	Netherlands
RL Fragrances, LLC	Delaware
RL Hellas Resorts EPE	Greece
RL International Assignments, Inc. (f/k/a Polo International Assignments Service Corp.)	Delaware
RL Retail Services Limited (f/k/a Polo Retail Europe Limited)	United Kingdom
RL Services Srl (f/k/a PRL Sample Development Center Srl)	Italy
RL Sourcing Bangladesh Limited	Bangladesh
RL Sourcing Bangladesh Private Limited	Bangladesh
RL Sourcing India LLP	India
RL Sweden AB	Sweden
RL Travel, Inc	Delaware
RLPR, Inc.	Delaware
RLWW, LLC	Delaware
Rodeo Girl Productions, Inc.	New York
Sun Apparel, LLC	Delaware

Entity Name	Jurisdiction of Formation
The Polo/Lauren Company LP	New York
The Polo/Lauren Company L.P., Succursale de Plan les Ouates	Switzerland
The Ralph Lauren Womenswear Company, L.P.	Delaware
WSH, LLC	Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements on Form S-8 (Registration Nos. 333-46808, 333-29023, 333-169619, 333-191338, 333-213431 and 333-232956) by Ralph Lauren Corporation, of our reports dated May 23, 2024, with respect to the consolidated financial statements of Ralph Lauren Corporation and the effectiveness of internal control over financial reporting of Ralph Lauren Corporation included in this Annual Report (Form 10-K) for the year ended March 30, 2024.

/s/ Ernst & Young LLP

New York, NY
May 23, 2024

CERTIFICATION

I, Patrice Louvet, certify that:

1. I have reviewed this Annual Report on Form 10-K 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: May 23, 2024

CERTIFICATION

I, Jane Hamilton Nielsen, certify that:

1. I have reviewed this Annual Report on Form 10-K 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: May 23, 2024

**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 Annual Report of Ralph Lauren Corporation (the "Company") on Form 10-K for the period ended March 30, 2024, 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: May 23, 2024

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.

**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 Annual Report of Ralph Lauren Corporation (the "Company") on Form 10-K for the period ended March 30, 2024, 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: May 23, 2024

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.

**RALPH LAUREN CORPORATION
CLAWBACK POLICY**

Ralph Lauren Corporation (the “**Company**”) has adopted this Policy in accordance with New York Stock Exchange listing requirements.

A. Application of Policy

This Policy applies in the event of any accounting restatement (“**Restatement**”) due to the Company’s material non-compliance with financial reporting requirements under applicable federal securities laws, in accordance with Rule 10D-1 of the Securities Exchange Act of 1934 (“**Rule 10D**”). This Policy shall only apply to Incentive-Based Compensation (as defined below) received on or after October 2, 2023 (the “**Effective Date**”).

B. Executive Officers Subject to the Policy

The executives of the Company who serve or served as an “executive officer” (as defined under Rule 10D) of the Company and have been determined by the Company’s Board of Directors (the “**Board**”) to be an “executive officer” (the “**Executive Officers**”) are covered by this Policy. This includes an Executive Officer who is the Company’s current or former principal executive officer, president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division or function, and any other current or former officer or person who performs or performed a significant policy-making function for the Company during the Clawback Period, including executive officers of Company subsidiaries, if they perform such policy-making functions. All of these current Executive Officers and former Executive Officers who served as Executive Officers are subject to this Policy, even if an Executive Officer had no responsibility for the financial statement errors which required restatement. The Board determines who shall be an Executive Officer for purposes of this Policy on an annual basis.

C. Compensation Subject to and Clawback Period of the Policy

This Policy covers all incentive-based compensation (including any cash or equity compensation) that is granted, earned or vested based wholly or in part upon the attainment of any “financial reporting measure” (as defined under Rule 10D and below) (“**Incentive-Based Compensation**”). This Policy applies to any Incentive-Based Compensation “received” (as defined under Rule 10D and below) by an Executive Officer during the period (the “**Clawback Period**”) consisting of any of the three completed fiscal years immediately preceding:

- the date that the Company’s Board (or Audit Committee) concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement, or
- the date that a court, regulator, or other legally authorized body directs the Company to prepare a Restatement.

Financial reporting measures are those that are determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements and any measures derived wholly or in part from such financial information (including non-GAAP measures, stock price and total shareholder return). For purposes of this Policy, Incentive-Based Compensation is deemed “received” in the fiscal period during which the applicable financial reporting measure (as specified in the terms of the award) is attained (the “**Performance Period**”), even if the payment or grant occurs after the end of that fiscal period. For the avoidance of doubt, the Clawback Period with respect to an Executive Officer applies to Incentive-Based Compensation received by the Executive Officer (a) after beginning services as an Executive Officer (including compensation derived from an award authorized before the individual is newly hired as an Executive Officer, e.g. inducement grants) and (b) if that person served as an Executive Officer at any time during the Performance Period for such Incentive-Based Compensation.

For the avoidance of doubt, Incentive-Based Compensation does not include (i) base annual salary, (ii) compensation which is awarded based solely on time of service to the Company (e.g. a time-vested award, including time-vesting stock options or restricted share units), or (iii) compensation which is awarded based solely on subjective standards, strategic measures (e.g. completion of a merger) or operational measures (e.g. attainment of a certain market share).

D. Amount Required to be Repaid Pursuant to this Policy

The amount of Incentive-Based Compensation that must be repaid by the Executive Officer (subject to the few limitations discussed below) is the amount of Incentive-Based Compensation received by the Executive Officer that exceeds the amount of Incentive-Based Compensation that otherwise would have been received had it been determined based on the Restatement (the “**Recoverable Amount**”). Applying this definition, after a Restatement, the Company will recalculate the applicable financial reporting measure and the Recoverable Amount in accordance with U.S. Securities and Exchange Commission and New York Stock Exchange rules. The Company will determine whether, based on that financial reporting measure as calculated relying on the original financial statements, the Executive Officer received a greater amount of Incentive-Based Compensation than would have been received applying the recalculated financial measure. Where Incentive-Based Compensation is based only in part on the achievement of a financial reporting measure performance goal, the Company will determine the portion of the original Incentive-Based Compensation based on or derived from the financial reporting measure which was restated and will recalculate the affected portion based on the financial reporting measure as restated to determine the difference between the greater

amount based on the original financial statements and the lesser amount that would have been received based on the Restatement. The Recoverable Amounts will be calculated on a pre-tax basis to ensure that the Company recovers the full amount of Incentive-Based Compensation that was erroneously awarded. Documentation of the Company's calculation of the Recoverable Amount shall be maintained and will be provided to the New York Stock Exchange as required by the New York Stock Exchange rules.

In no event shall the Company be required to award Executive Officers an additional payment if the restated or accurate financial results would have resulted in a higher incentive compensation payment.

If equity compensation is recoverable due to being granted to the Executive Officer (when the accounting results were the reason the equity compensation was granted) or vested by the Executive Officer (when the accounting results were the reason the equity compensation was vested), in each case in the Clawback Period, the Company will recover the excess portion of the equity award that would not have been granted or vested based on the Restatement, as follows:

- if the equity award is still outstanding, the Executive Officer will forfeit the excess portion of the award;
- if the equity award has been exercised or settled into shares (the “**Underlying Shares**”), and the Executive Officer still holds the Underlying Shares, the Company will recover the number of Underlying Shares relating to the excess portion of the award (less any exercise price paid for the Underlying Shares); and
- if the Underlying Shares have been sold by the Executive Officer, the Company will recover the proceeds received by the Executive Officer from the sale of the Underlying Shares relating to the excess portion of the award (less any exercise price paid for the Underlying Shares).

The Talent, Culture & Total Rewards Committee (the “**Talent Committee**”) will take such action as it deems appropriate, in its sole and absolute discretion, reasonably promptly to recover the Recoverable Amount, unless a majority of the independent members of the Board (or, if composed of independent directors, the Talent Committee) determines that it would be impracticable to recover such amount because (1) the Company has made a reasonable and documented attempt to recover the Recoverable Amount and has determined that the direct costs of enforcing recovery would exceed the Recoverable Amount, or (2) recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.

E. Additional Clawback Required by Section 304 of the Sarbanes-Oxley Act of 2002

In addition to the provisions described above, if the Company is required to prepare an accounting restatement due to the material noncompliance of the Company, as a result of misconduct, with any financial reporting requirement under the securities laws, then, in accordance with Section 304 of the Sarbanes-Oxley Act of 2002, the Chief Executive Officer and Chief Financial Officer (at the time the financial document embodying such financial reporting requirement was originally issued) shall reimburse the Company for:

- any bonus or other incentive-based or equity-based compensation received from the Company during the 12-month period following the first public issuance or filing with the Commission (whichever first occurs) of such financial document; and
- any profits realized from the sale of securities of the Company during that 12-month period.

F. Crediting of Recovery Amounts

To the extent that subsections A, B, C and D of this Policy (the “**Rule 10D-1 Clawback Requirements**”) would provide for recovery of Incentive-Based Compensation recoverable by the Company pursuant to Section 304 of the Sarbanes-Oxley Act, in accordance with subsection E of this Policy (the “**Sarbanes-Oxley Clawback Requirements**”), and/or any other recovery obligations (including pursuant to employment agreements, or plan awards), the amount such Executive Officer has already reimbursed the Company shall be credited to the required recovery under the Rule 10D-1 Clawback Requirements. Recovery pursuant to the Rule 10D-1 Clawback Requirements does not preclude recovery under the Sarbanes-Oxley Clawback Requirements, to the extent any applicable amounts have not been reimbursed to the Company.

G. General Provisions

This Policy may be amended by the Board or the Talent Committee from time to time. Changes to this Policy will be communicated to all persons to whom this Policy applies.

The Company will not indemnify or provide insurance to cover any repayment of Incentive-Based Compensation in accordance with this Policy.

The provisions of this Policy apply to the fullest extent of the law; provided however, to the extent that any provisions of this Policy are found to be unenforceable or invalid under any applicable law, such provision will be applied to the maximum extent permitted and shall automatically be deemed amended in a manner consistent with its

objectives to the extent necessary to conform to any limitations required under applicable law.

This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or right of offset against any Executive Officer that is required pursuant to any other statutory repayment requirement (regardless of whether implemented at any time prior to or following the adoption of this Policy). Nothing in this Policy in any way detracts from or limits any obligation that those subject to it have in law or pursuant to a management, employment, consulting, equity award or other plan or agreement with the Company or any of its subsidiaries.

All determinations and decisions made by the Board (or any committee thereof) pursuant to the provisions of this Policy shall be final, conclusive and binding on the Company, its subsidiaries and the persons to whom this Policy applies. Executive Officers (as defined above) are required to acknowledge annually that they have read this Policy and understand this Policy shall be binding and enforceable against them, their beneficiaries, heirs, executors, administrators or other legal representatives. If you have questions about the interpretation of this Policy, please contact the Company's Chief Legal Officer.