

RALPH LAUREN CORPORATION

CHARTER OF THE TALENT, CULTURE & TOTAL REWARDS COMMITTEE OF THE BOARD OF DIRECTORS

(As Amended and Restated as of February 2, 2022)

The Talent, Culture & Total Rewards Committee (the “Committee”) of the Board of Directors (the “Board”) of Ralph Lauren Corporation (the “Corporation”) adopted this Charter and it has been approved by the Board. The Committee reviews and reassesses this Charter annually and recommends any proposed changes to the Board for approval.

I. Purpose

The primary responsibilities of the Committee are to:

1. Discharge the Board’s oversight responsibilities regarding the organization’s approach to compensation programs and policies applicable to the Corporation’s executive officers and other key members of senior management;
2. Oversee and provide feedback on the Corporation’s strategies and programs for talent development and retention, diversity, equity and inclusion, employee engagement and other human capital management strategies and initiatives;
3. Oversee the Corporation’s succession planning and leadership development program, including succession plans for the Named Executive Officers (“NEOs”), except for the Chief Executive Officer (“CEO”) and the Chairman; and certain other specified employees of senior management of the Corporation who report directly to the Chief Creative Officer (“CCO”) or the CEO (collectively, “Specified Employees”);
4. Review and approve an annual report on executive compensation for inclusion in the Corporation’s proxy statement, in accordance with applicable rules and regulations.

II. Organization

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the New York Stock Exchange and any other regulatory requirements. The members of the Committee shall be appointed by the Board and may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board at any time, upon the recommendation of the Nominating, Governance, Citizenship & Sustainability Committee of the Board.

The Committee may form and delegate authority to subcommittees when appropriate.

III. Meetings

The Committee shall meet at least four times per year, or more frequently as circumstances require. The Committee may meet through telephone, video conferencing or by any other electronic communications as permitted in Section 3.12 of the Amended and Restated Bylaws.

The members of the Committee shall select a chairperson who will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each upcoming meeting. Members of the Board and senior members of management may also recommend items for inclusion on the agenda. The chairperson shall ensure that the agenda for each upcoming meeting of the Committee is circulated to each member of the Committee in advance of the meeting.

IV. Authority and Responsibilities

To fulfill its responsibilities, the Committee shall:

1. Review and approve, on an annual basis, corporate goals and objectives relevant to the compensation of the CEO, evaluate the CEO's performance in light of those goals and objectives, and set (subject to applicable contractual obligations previously approved by the Committee) the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will also consider, among such other factors as it may deem relevant, the Corporation's performance, shareholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years. The CEO shall not be present during deliberations or voting concerning the respective individual's own compensation.
2. Review and approve, on an annual basis, the total compensation package (including, without limitation, the base salary, annual bonus amount, equity compensation and other incentive compensation, perquisites, merit increases and other compensatory arrangements) of (i) all officers of the Corporation determined to be "Executive Officers" pursuant to the Securities Exchange Act of 1934 and (ii) Specified Employees, as provided to the Committee each fiscal year and updated from time to time as appropriate, subject to applicable contractual obligations previously approved by the Committee.
3. Review and make recommendations to the Board with respect to the Corporation's incentive compensation, retirement and profit sharing, deferred compensation and equity-based plans that are subject to Board approval or, to the extent that the Board has delegated its authority with respect to such plans to the Compensation Committee, to administer and otherwise exercise the Board's authority with respect to such plans.

4. Gather data, review and make recommendations to the Nominating, Governance, Citizenship & Sustainability Committee of the Board with respect to the appropriate level of compensation for non-employee directors.
5. Review and approve the Corporation's compensation policies and practices and annually conduct a risk assessment of such policies and practices.
6. Review and approve any stock ownership guidelines applicable to the Corporation's Executive Officers and other Specified Employees, including participants, targets and holdings, and review and recommend to the Board any stock ownership guidelines applicable to the Corporation's non-employee directors.
7. Apply reasonable discretion with respect to any determination to reduce, cancel, forfeit, or recoup awards granted under the Corporation's compensation plans, to the extent appropriate and consistent with any clawback policies of the Corporation.
8. Consult the Nominating, Governance, Citizenship & Sustainability Committee in its annual review of succession planning for each of the CEO and Chairman and maintain oversight regarding succession planning regarding the other NEOs and Specified Employees.
9. Maintain regular contact with members of the senior leadership of the Corporation and review and report to the Board, from time to time but at least annually, with respect to the depth of the Corporation's senior management team, including members of the team's experience, responsibilities, advancement potential and diversity.
10. Review, from time to time, data from employee engagement surveys, and oversee and provide input on human capital strategies and initiatives and related human capital disclosure.
11. Review and approve corporate metrics and milestones related to any environmental, social, and governance factors included in incentive programs. The Committee may consult the Nominating, Governance, Citizenship & Sustainability Committee when establishing, monitoring, or reviewing related performance goals.
12. Review and discuss with management the Compensation Discussion and Analysis ("CD&A") disclosures required under the laws and regulations of the Securities and Exchange Commission and determine whether to recommend to the Board that the CD&A be included in the Corporation's annual report or proxy statement. Review with management the report required by the Securities and Exchange Commission to be included in the Corporation's annual proxy statement.
13. Annually review and assess its own performance and report the results to the Board.
14. Report regularly to the Board.
15. Perform any other activities consistent with this Charter, the Corporation's by-laws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Resources

The Committee shall have the sole authority to retain any compensation consultants, legal counsel or any other advisors (“Committee Advisors”) that the Committee determines is necessary to assist the Committee in the execution of its duties related to compensation and human capital, and shall have sole authority to terminate and replace any Committee Advisors..

The Committee shall be directly responsible for overseeing the work of Committee Advisors and shall have the sole authority to determine the terms of engagement and the extent of funding necessary for payment of compensation to any Committee Advisors.

Before retaining any Committee Advisors, other than in-house counsel, the Committee shall consider the independence of such Advisor, including any independence factors that may be required to consider by law or New York Stock Exchange rules.