



## **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

(Amended and Restated as of January 1, 2019)

### **I. Purpose**

The purpose of the Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Capri Holdings Limited, a company incorporated under the laws of the British Virgin Islands (the "Company"), is to perform, or assist the Board in performing, the duties of the Board relating to: (a) identification and nomination of directors; (b) areas of corporate governance; (c) succession planning for the CEO and other members of senior management; (d) annual performance evaluations of the Board and the committees of the Board; and (e) the other duties and responsibilities of the Committee set forth in this Charter.

### **II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Company's Corporate Governance Guidelines, the New York Stock Exchange and any other applicable regulatory requirement.

The members of the Committee shall be appointed by the Board. Members of the Committee may be removed at any time by action of the Board. The Committee's chairperson shall be designated by the Board or, if it does not do so, the members of the Committee shall elect a chairperson by a vote of the majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate, provided that the subcommittees are composed entirely of directors who satisfy the applicable independence requirements of the Company's Corporate Governance Guidelines, the New York Stock Exchange any other applicable regulatory requirements. [Any such subcommittee must have a published committee charter.]

### **III. Meetings**

The Committee shall meet at least one time per year, or more frequently as circumstances require. Meetings shall be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. The chairperson of the Committee or, if there is no chairperson, a majority of the members of the Committee, shall prepare and/or approve an agenda in advance of each meeting. In addition, the chairperson of the Committee or, if there is no chairperson, a majority of the members of the Committee, shall appoint someone to act as Secretary at each meeting, and

such Secretary shall prepare minutes of the meeting. Upon approval of the minutes by the Committee, the Company's Secretary shall maintain such minutes in its files. A majority of the members of the Committee shall constitute a quorum of the Committee and, except as otherwise provided in this Charter, a majority of the members of the Committee shall be empowered to act on behalf of the Committee. In addition, to the extent permitted by the Company's organizational documents and applicable British Virgin Islands law, a resolution consented to in writing by a simple majority of the members of the Committee is also sufficient to approve any action. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company's organizational documents and applicable British Virgin Islands law.

#### **IV. Authority and Responsibilities**

To fulfill its responsibilities, the Committee shall:

1. Review and make recommendations to the Board regarding the composition and size of the Board in order to ensure that the Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
2. Make recommendations to the Board with respect to membership on committees of the Board. Periodically review the structure, size, composition and operation of each committee of the Board and make recommendations to the Board with respect to such committees, the creation of additional committees or the elimination of existing committees (if permissible).
3. Identify individuals qualified to become members of the Board in a manner consistent with the criteria approved by the Board, conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates and recommend to the Board the director nominees for the next annual meeting of shareholders or to fill vacancies on the Board. As part of the process, the Committee should consider candidates proposed by shareholders of the Company and, subject to any provisions in the Company's memorandum and articles of association concerning proper notice by shareholders of proposed nominees, all candidates shall be evaluated in the same manner regardless of the source of such nomination. In identifying and reviewing the qualifications of candidates for membership on the Board, the Committee shall consider all factors which it deems appropriate, including the requirements of the Company's Corporate Governance Guidelines and any other criteria approved by the Board.
4. Consider matters relating to resignation and retirement of Board members, including making recommendations to the Board as to whether to accept or reject the resignation of an incumbent director who fails to receive a majority of the votes cast in an uncontested election.

5. Monitor the attendance, preparation and participation of each Board member, conduct a performance review of each Board member (at least annually) and make recommendations to the Board on whether members of the Board should stand for reelection in accordance with the Company's Corporate Governance Guidelines.
6. Review and make recommendations to the Board with respect to Board process, including the calendar, agenda and information requirements for meetings of the Board and its committees, executive sessions of non-management directors and executive sessions of independent directors.
7. Assist the Board in determining whether individual directors have material relationships with the Company that may interfere with their independence, as provided under the requirements of the Company's Corporate Governance Guidelines, the New York Stock Exchange or any other applicable regulatory requirements.
8. Review and discuss management succession and make recommendations to the Board with respect to potential successors to the CEO (including an interim succession plan in the event of an unexpected occurrence) and other key members of management.
9. Oversee the annual evaluation of the Board and its committees and report annually to the Board with an assessment of the Board's and the committees' performance.
10. Establish procedures for the Committee to exercise oversight of the evaluation of senior management.
11. Develop, review and assess the adequacy of the Company's Corporate Governance Guidelines annually and recommend to the Board any changes the Committee deems appropriate.
12. Review policies and practices of the Company and monitor compliance in the areas of corporate governance and report and make recommendations to the Board with respect to such policies and practices.
13. Oversee the Company's orientation programs for new directors and continuing education programs for directors, as appropriate.
14. Review and discuss as appropriate with management the Company's disclosures relating to director independence, governance and director nomination matters and, based on such review and discussion, determine whether to recommend to the Board that such disclosures be disclosed in the Company's Annual Report on Form 10-K or annual proxy statement filed with the SEC, as applicable.

15. Review and make recommendations as the Committee determines appropriate regarding the Company's responses to any shareholder proposals.
16. Review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee.
17. Review its own performance annually.
18. Report regularly to the Board.
19. Perform any other activities consistent with this Charter, the Company's memorandum and articles of association and governing law, as the Committee or the Board deems necessary or appropriate.

## **V. Resources**

The Committee shall have the sole authority to retain and terminate search firms to identify director candidates, consultants and any other advisors to assist it in carrying out its duties. The Committee may invite to its meetings any director (but such director may not vote), member of management or such other person (including outside counsel) as it determines appropriate and may exclude from its meetings any person it deems appropriate in order to perform its duties under this Charter.

The Committee shall have the sole authority to determine the terms of engagement and the extent of funding necessary (and to be provided by the Company) for payment of compensation to any search firm, consultant or other advisor retained to advise the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Company shall be responsible for payment of such fees and expenses.