



## **WHISTLEBLOWER POLICY**

### **PROCEDURES FOR INVESTIGATING EMPLOYEE OR THIRD PARTY COMPLAINTS (Amended and Restated as of January 1, 2019)**

#### **Purpose**

It is the policy of Capri Holdings Limited and its subsidiaries (the “Company”) to promote ethical behavior. The Company recognizes that each employee has an important role to play in achieving this goal.

These Procedures for Investigating Employee or Third Party Complaints (the “Whistleblower Policy”) governs the procedures by which employees, either directly or anonymously, can notify representatives of the Company and the Audit Committee of the Company’s Board of Directors of potential violations or concerns regarding certain conduct. In addition, this Whistleblower Policy establishes a mechanism for responding to, and keeping records of, any complaints from employees or others regarding such potential violations or concerns.

#### **Conduct Covered by This Policy**

Employees are strongly encouraged to report any misconduct that they become aware of in the course of their employment or otherwise connected to their employment. The Company expects employees to report the following in accordance with this Whistleblower Policy:

- Criminal conduct;
- Fraud or deliberate error or misstatement in the preparation, evaluation, review or audit of any of our financial statements;
- Fraud, misappropriation, or other questionable practices related to the Company’s assets or preparation or maintenance of our financial records;
- Misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in our financial records, financial reports or audit reports;
- Deviations from full and fair reporting of our financial condition;
- Failure to comply with, or efforts to circumvent, our internal compliance policies or internal controls;
- Failure to comply with legal or regulatory obligations, including federal securities laws and regulations;
- Actions that endanger health or safety, or might cause environmental damage;

- Violations of the Company's Code of Business Conduct and Ethics; and
- Actions designed to have the effect of concealing any of the foregoing.

### **Reporting Alleged Violations or Concerns**

As set forth in the Code of Business Conduct and Ethics, employees are encouraged to talk to their supervisor, manager, Human Resources or the Legal Department if they become aware of any conduct encouraged to be reported under this Whistleblower Policy. However, instead of reporting a concern to their supervisor, manager, Human Resources or the Legal Department (or if an employee reported a concern and feels that it was not properly acted upon), an employee may call the Company's confidential hotline at the number set forth on Annex A.

An employee may sign the correspondence, use an email that identifies him/her as the sender or disclose his/her name in the phone call. An employee may also communicate anonymously. Anonymous letters, e-mails and phone calls will be investigated and acted upon in the same manner as if the identity of the sender/caller were known. Signed correspondence will be acknowledged by the recipient.

The complaint should contain as much specific information as possible to allow the appropriate personnel to conduct an investigation of the reported matter. The complaint describing an alleged violation or concern should include all of the information that the employee knows regarding the allegation or concern. In addition, all complaints must contain sufficient corroborating information to support the commencement of an investigation. The Company may, in its reasonable discretion, determine not to commence an investigation if a complaint contains only unspecified or broad allegations of wrongdoing without appropriate informational support.

### **Investigation of Complaints**

Upon receipt, complaints will be forwarded to the General Counsel or his designee (the "Investigating Officer"). The Investigating Officer shall then make a determination whether a reasonable basis exists for commencing an investigation into the complaint. To assist in making this determination, the Investigating Officer may conduct an initial, informal inquiry. Other parties, including Human Resources, may become involved in the inquiry based on their oversight responsibility or expertise.

The Investigating Officer will promptly notify the Audit Committee of any complaint involving the Company's accounting, auditing, internal accounting controls and disclosure procedures. The Audit Committee will then determine, in its reasonable judgment, whether a reasonable basis exists for commencing a formal investigation into the complaint. The Investigating Officer shall oversee the investigations of all other complaints.

## **Confidentiality**

To the extent possible, all complaints should be handled in a confidential manner. In no event should information concerning the complaint be released to persons without a specific need to know about it. Investigation of complaints should be prompt. The determination by the Investigating Officer will be communicated to the employee who brought the complaint (unless such complaint was made anonymously), to the Audit Committee and to relevant management, as appropriate.

## **Corrective Action**

The Investigating Officer or the Audit Committee, as applicable, with the input of Company management, if requested, will determine any corrective action necessary to remediate a complaint. Management shall take the corrective action including, where appropriate, reporting any violation to the relevant federal, state or regulatory authorities. Directors, officers and employees that are found to have violated any laws, governmental regulations or Company policies will face appropriate disciplinary action, which may include termination.

## **No Retaliation for Submitting Complaints, Providing Information or Participating in Investigation**

Neither the Company nor any of its employees may terminate, demote, suspend, threaten, harass or in any manner discriminate against any employee who: (a) lawfully provides information regarding any conduct encouraged to be reported under this Whistleblower Policy which the employee reasonably believes has occurred to a regulatory or law enforcement agency, to any member or committee of Congress, or to any person with supervisory authority over the employee or the authority to investigate such misconduct; (b) participates in or otherwise assists with a proceeding relating to conduct encouraged to be reported this Whistleblower Policy; or (c) submits a complaint pursuant to this Whistleblower Policy regarding any conduct encouraged to be reported hereunder which the employee reasonably believes has occurred, even if after investigating such complaint the Company determines that there has not been a violation. Disciplinary action will be taken against any supervisor or manager who retaliates, directly or indirectly, or encourages other to do so, against an employee who takes any of the above-mentioned actions.

## **Reporting and Retention of Complaints and Documents**

At each meeting of the Audit Committee, the General Counsel or his designee shall prepare a report to the Audit Committee stating the nature of each complaint submitted since the last meeting of the Audit Committee, whether or not the complaint resulted in the commencement of a formal investigation, and the status of each investigation. All written statements, along with the results of any investigations relating thereto, shall be retained by the Company for five years following the completion of any investigation (whether formal or informal) related thereto.

**Compliance with this Whistleblower Policy**

All employees must follow the procedures outlined herein and cooperate with any investigation initiated pursuant to this Whistleblower Policy. Disciplinary action, including termination, may be taken against employees for violating this Whistleblower Policy. The Company must have the opportunity to investigate and remedy any alleged violations or employee concerns, and each employee must ensure that the Company has an opportunity to undertake such an investigation.

ANNEX A

<b>COUNTRY-SPECIFIC ETHICS HOTLINE NUMBERS</b>			
<b>No.</b>	<b>Country</b>	<b>STEP ONE</b>	<b>STEP TWO</b>
		<b>From an outside line dial the direct access number for your location:</b>	<b>At the English prompt dial this Toll-Free Number</b>
1	Austria	0-800-200-288	855-224-4261
2	Belgium	0-800-100-10	855-224-4261
3	Canada	1-855-224-4261	N/A
4	China	4006000291	N/A
5	Czech Republic	00-800-222-55288	855-224-4261
6	Denmark	800-100-10	855-224-4261
7	Finland	0-800-11-0015	855-224-4261
8	France (Telecom)	0-800-99-0011	855-224-4261
	France (Paris Only)	0-800-99-0111	855-224-4261
	France	0-800-99-1011	855-224-4261
	France (Telecom Development)	0805-701-288	855-224-4261
9	Germany	0-800-225-5288	855-224-4261
10	Hong Kong	800-96-1810	N/A
11	Hungary	06-800-011-11	855-224-4261
12	Ireland (UIFN)	00-800-222-55288	855-224-4261
	Ireland	1-800-550-000	855-224-4261
13	Italy	800-172-444	855-224-4261
14	Japan (NTT)	0034-811-001	855-224-4261
	Japan (KDDI)	00-539-111	855-224-4261
	Japan (Softbank Telecom)	00-663-5111	855-224-4261

No.	Country	STEP ONE	STEP TWO
		From an outside line dial the direct access number for your location:	At the English prompt dial this Toll-Free Number
15	Korea (Dacom)	00-309-11	855-224-4261
	Korea (ONSE)	00-369-11	855-224-4261
	Korea (Korea Telecom)	00-729-11	855-224-4261
	Korea (US Military Bases – Dacom)	550-2872	855-224-4261
	Korea (US Military Bases – Korea Telecom)	550-4663	855-224-4261
16	Latvia	8000-2288	855-224-4261
17	Luxembourg	800-201-11	855-224-4261
18	Lithuania	TBA	TBA
19	Malaysia	1-800-80-0011	855-224-4261
20	Netherlands	0800-022-9111	855-224-4261
21	Norway	800-190-11	855-224-4261
	Norway (US Military Bases)	800-199-11	855-224-4261
22	Poland	0-0-800-111-1111	855-224-4261.
23	Portugal	800-800-128	855-224-4261
24	Romania	0808-03-4288	855-224-4261
25	Russia (St. Petersburg)	363-2400	855-224-4261
	Russia (Moscow)	363-2400	855-224-4261
	Russia	8^10-800-110-1011 ^ Indicates second dial tone	855-224-4261
	Russia (Outside Moscow)	8^495-363-2400 ^ Indicates second dial tone	855-224-4261
	Russia (Outside St. Petersburg)	8^812-363-2400 ^ Indicates second dial tone	855-224-4261
26	Spain	900-99-0011	855-224-4261
27	Sweden	020-799-111	855-224-4261
28	Switzerland	0-800-890011	855-224-4261
29	Taiwan	00-801-102-880	855-224-4261
30	United Arab Emirates	8000-021	855-224-4261
	United Arab Emirates (du)	8000-555-66	855-224-4261

	United Arab Emirates (Military-USO and cellular)	8000-061	855-224-4261
31	United Kingdom & Northern Ireland (C&W)	0-500-89-0011	855-224-4261
	United Kingdom & Northern Ireland (British Telecom)	0-800-89-0011	855-224-4261
32	United States of America	855-224-4261	N/A