RALPH LAUREN CORP
Form DEF 14A
June 20, 2018
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

Filed by the Registrant Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

RALPH LAUREN CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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LEADERSHIP LETTER

RALPH LAUREN CORPORATION

A MESSAGE FROM OUR EXECUTIVE CHAIRMAN AND CHIEF CREATIVE OFFICER AND OUR PRESIDENT AND CHIEF EXECUTIVE OFFICER

DEAR STOCKHOLDER:

You are cordially invited to attend our 2018 Annual Meeting of Stockholders. Information concerning the matters to be considered and voted upon at the 2018 Annual Meeting is set out in the attached Notice of 2018 Annual Meeting and Proxy Statement.

As we reflect on this year our 50th we are encouraged by the progress we are making to build a strong foundation that sets us up for our next 50 years in business. As discussed at our Investor Day on June 7, we are focused on delivering long-term, sustainable growth and value creation by consistently placing the consumer at the center of our business, elevating and energizing our brands and balancing growth and productivity. Building on our history of leadership, innovation, performance and passion, we have a clear plan in place to create long-term, sustainable value for you, our stockholders, and all of our stakeholders.

We are all focused on Writing Our Next Great Chapter, and this means delivering on the following 5 strategic priorities:

Win over a new generation of consumers

Energize our core products and build high value, under-developed categories

Drive targeted expansion in our regions and channels

Lead with digital across all we do

Operate with discipline to fuel growth

We are confident that this strategic framework, combined with our iconic brand portfolio and passionate teams around the world, will deliver long-term, sustainable growth and value creation.

It is important that your shares be represented at the 2018 Annual Meeting, regardless of the number of shares you hold or whether you plan to attend the meeting in person. Accordingly, please authorize a proxy vote on your shares as soon as possible in accordance with the instructions you received. This will not prevent you from voting your shares in person if you subsequently choose to attend the 2018 Annual Meeting.

Thank you for your continued support. We look forward to seeing you at our 2018 Annual Meeting.

Sincerely,

Ralph Lauren	**Patrice Louvet**
Executive Chairman and	President and
Chief Creative Officer	Chief Executive Officer

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NOTICE OF ANNUAL MEETING

RALPH LAUREN CORPORATION

NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS

PURPOSE OF THE MEETING

The 2018 Annual Meeting of Stockholders of Ralph Lauren Corporation, a Delaware corporation, will be held at 10 on the Park at Time Warner Center, Columbus Room, 10th Floor, 60 Columbus Circle, New York, New York, on Thursday, August 2, 2018, at 9:30 a.m., local time, for the following purposes:

1. To elect 14 directors to serve until the 2019 Annual Meeting of Stockholders;

2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 30, 2019;

3. To approve, on an advisory basis, the compensation of our named executive officers and our compensation philosophy, policies and practices as described herein; and

4. To transact such other business as may properly come before the meeting and any adjournments or postponements thereof.

The foregoing items of business are described more fully in the accompanying Proxy Statement. Only holders of record of the Company s Class A and Class B Common Stock at the close of business on June 4, 2018 are entitled to notice of, and to vote at, the 2018 Annual Meeting of Stockholders and any adjournments or postponements thereof.

NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS

We will be using the Securities and Exchange Commission s Notice and Access model, which allows us to make the proxy materials available on the Internet, as the primary means of furnishing proxy materials to stockholders. On or about June 20, 2018, we will mail to all stockholders a Notice of Internet Availability of Proxy Materials, which contains instructions for accessing our proxy materials on the Internet and voting by telephone or on the Internet. The Notice of Internet Availability of Proxy Materials also contains instructions for requesting a printed set of proxy materials. The Proxy Statement, Annual Report on Form 10-K for the fiscal year ended March 31, 2018 and Notice of Annual Meeting are available at: http://investor.ralphlauren.com.

YOUR VOTE IS IMPORTANT

Please vote promptly by signing, dating and returning the enclosed proxy card or voting by telephone or on the Internet by following the instructions on your Notice of Internet Availability of Proxy Materials. In the event that a stockholder decides to attend the meeting, such stockholder may, if so desired, revoke the proxy by voting the shares in person at the meeting.

By Order of the Board of Directors,

AVERY S. FISCHER

Executive Vice President, General Counsel and Secretary

New York, New York

June 20, 2018

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SPECIAL NOTE

RALPH LAUREN CORPORATION

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains, and oral statements made at the 2018 Annual Meeting of Stockholders and elsewhere from time to time by our representatives may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements regarding, among other things, our current expectations about the Company s future results and financial condition, revenues, store openings and closings, employee reductions, margins, expenses and earnings and are indicated by words or phrases such as anticipate, estimate, expect, project, we believe, may, can, and similar words or phrases. These forward-lo 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. Forward-looking statements are based largely on the Company s expectations and judgments and are subject to a number of risks and uncertainties, many of which are unforeseeable and beyond our control. The factors that could cause actual results to materially differ 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, and our ability to effectively transfer knowledge during periods of transition; our ability to successfully implement our long-term growth strategy and achieve anticipated operating enhancements and cost reductions from our restructuring plans; the impact to our business resulting from investments and other costs incurred in connection with the execution of our long-term growth strategy, including restructuring-related charges, which may be dilutive to our earnings in the short term; our ability to continue to expand or grow our business internationally and the impact of related changes in our customer, channel, and geographic sales mix as a result; our ability to open new retail stores, concession shops, and digital commerce sites in an effort to expand our direct-to-consumer presence; the impact to our business resulting from changes in consumers ability, willingness, or preferences to purchase premium lifestyle products that we offer for sale and our ability to forecast consumer demand, which could result in either a build-up or shortage of inventory; our ability to continue to maintain our brand image and reputation and protect our trademarks; our ability to effectively manage inventory levels and the increasing pressure on our margins in a highly promotional retail environment; the impact to our business resulting from potential costs and obligations related to the early closure of our stores or termination of our long-term, non-cancellable leases; the impact of economic, political, and other conditions on us, our customers, suppliers, vendors, and lenders; our ability to secure our facilities and systems and those of our third-party service providers from, among other things, cybersecurity breaches, acts of vandalism, computer viruses, or similar Internet or email events; our efforts to successfully enhance, upgrade, and/or transition our global information technology systems and digital commerce platform; a variety of legal, regulatory, tax, political, and economic risks, including risks related to the importation and exportation of products, tariffs, and other trade barriers 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; changes in our tax obligations and effective tax rate due to a variety of other factors, including potential additional 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 impact to our *business resulting from the recently enacted U.S. tax legislation commonly referred to as the Tax Cuts and Jobs Act, including related changes to our tax obligations and effective tax rate in future periods, as well as the enactment-related charges that were recorded during Fiscal 2018 on a provisional basis based on a reasonable estimate and are subject to change, all of which could differ materially from our current expectations and/or investors expectations; the impact to our business resulting from the United Kingdom s decision to exit the European Union and the uncertainty surrounding the terms and conditions of such a withdrawal, as well as the related impact to global stock markets*

and currency exchange rates; the impact to our business resulting from increases in the costs of raw materials, transportation, and labor; our exposure to currency exchange rate fluctuations from both a transactional and translational perspective; 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; the potential impact on our operations and on our suppliers and customers resulting from natural or man-made disasters; the impact to our business of events of unrest and instability that are currently taking place in certain parts of the world, as well as from any terrorist action, retaliation, and the threat of further action or retaliation; our ability to maintain our credit profile and ratings within the financial community; our ability to access sources of liquidity to provide for our cash needs, including our debt obligations, tax obligations, payment of dividends, capital expenditures, and potential 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 the trading prices of our securities if our Class A common stock share repurchase activity and/or cash dividend payments differ from investors expectations; our intention to introduce new products or enter into or renew alliances; changes in the business of, and our relationships with, major department store customers and licensing partners; and our ability to make certain strategic acquisitions and successfully integrate the acquired businesses into our existing operations; and other risk factors identified in the Company s Annual Report on Form 10-K, Form 10-Q and Form 8-K reports filed with the Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

RALPH LAUREN CORPORATION REFERENCES

In this document, we refer to Ralph Lauren Corporation as the Company, we , us or our. Our fiscal year ends on the Saturday closest to March 31. All references to Fiscal 2022 represent the fiscal year ending April 2, 2022. All references to Fiscal 2021 represent the fiscal year ending March 27, 2021. All references to Fiscal 2020 represent the fiscal year ending March 28, 2020. All references to Fiscal 2019 represent the fiscal year ending March 30, 2019. All references to Fiscal 2018 represent the fiscal year ended March 31, 2018. All references to Fiscal 2017 represent the fiscal year ended April 1, 2017. All references to Fiscal 2016 represent the fiscal year ended April 2, 2016. All references to Fiscal 2015 represent the fiscal year ended March 28, 2015. All references to Fiscal 2014 represent the fiscal year ended March 29, 2014.

NON-U.S. GAAP FINANCIAL MEASURES

The Company uses non-U.S. generally accepted accounting principles (U.S.-GAAP) financial measures, among other things, to evaluate its operating performance and in order to represent the manner in which the Company conducts and views its business. In addition, as discussed in the Executive Compensation Matters section of the Proxy Statement, the Compensation & Organizational Development Committee uses non-U.S. GAAP measures to set and certify the achievement of certain performance-based compensation goals. The Company believes that excluding items that are not comparable from period to period helps investors and others compare operating performance between two periods. While the Company considers the non-U.S. GAAP measures useful in analyzing its results, they are not intended to replace, nor act as a substitute for, any presentation included in the consolidated financial statements prepared in conformity with U.S. GAAP and may be different from non-U.S. GAAP measures reported by other *companies. See Appendix B to the Proxy Statement for a reconciliation between the non-U.S. GAAP financial measures and the most directly comparable U.S. GAAP measures.*

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PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. For more complete information about these topics, please review our Annual Report on Form 10-K for Fiscal Year 2018 and this entire Proxy Statement. We are mailing the Notice of 2018 Annual Meeting of Stockholders and instructions on how to access this Proxy Statement (or, for those who request it, a hard copy of this Proxy Statement and the enclosed form of proxy) to our stockholders on or about June 20, 2018.

ABOUT RALPH LAUREN

Ralph Lauren Corporation (NYSE:RL) is a global leader in the design, marketing and distribution of premium lifestyle products in four categories: apparel, home, accessories and fragrances. For 50 years, Ralph Lauren s reputation and distinctive image have been consistently developed across an expanding number of products, brands and international markets. The Company s brand names, which include Ralph Lauren, Ralph Lauren Collection, Ralph Lauren Purple Label, Polo Ralph Lauren, Double RL, Lauren Ralph Lauren, Polo Ralph Lauren Children, Chaps, and Club Monaco, among others, constitute one of the world s most widely recognized families of consumer brands. For more information, go to http://investor.ralphlauren.com.

SOLICITATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the Board) of the Company, for use in connection with the Annual Meeting of the Company s Stockholders to be held on August 2, 2018 (the 2018 Annual Meeting). This Proxy Statement, the accompanying Notice of Annual Meeting, proxy card and the Company s 2018 Annual Report on Form 10-K, or alternatively a Notice of Internet Availability of Proxy Materials (the Internet Notice), will be mailed to stockholders on or about June 20, 2018. The Board is soliciting your proxy in an effort to give all stockholders of record the opportunity to vote on matters that will be presented at the 2018 Annual Meeting. This Proxy Statement provides you with information on these matters to assist you in voting your shares.

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PROXY SUMMARY

RALPH LAUREN CORPORATION

2018 ANNUAL MEETING OF STOCKHOLDERS

Thursday, August 2, 2018

9:30 a.m. Eastern time

10 on the Park at Time Warner Center, Columbus Room,

10th Floor, 60 Columbus Circle, New York, New York

Record Date:	Close of business on June 4, 2018.	**Attending the Annual Meeting:**	All stockholders must bring a form of government-issued photo identification, such as a driver s license or passport to verify their identities. In addition:
Voting:	Only holders of record of the Company s Class A and Class B Common Stock at the close of business on June 4, 2018 are entitled to notice of, and to vote at, the 2018 Annual Meeting and any adjournments or postponements thereof.		If your shares are held through a broker, you must bring either (1) a letter or a statement from your broker showing that you held Company shares as of the record date or (2) a copy of the notice of Annual Meeting document you received in the mail or electronically.
	Please authorize a proxy to vote your shares as soon as possible. If you are a beneficial owner of shares of our common stock, your broker will NOT be able to vote your shares with respect to any of the matters presented at the meeting other than the ratification of the selection of our independent registered public accounting firm, unless you give your broker specific voting instructions.		If your shares are held in street name and you would also like to vote your shares in person at the 2018 Annual Meeting, you must also contact your broker or other financial institution to obtain a legal proxy from the record holder of your shares to present at the 2018 Annual Meeting.

See the Questions and Answers About the Annual Meeting and Voting section on page 91 of this proxy statement for more information.

Stockholders whose shares are held jointly or through a company, group or other institution may bring one other person with them to attend the meeting. This person must also bring government-issued photo identification.

You do not need to attend the 2018 Annual Meeting to vote if you submitted your proxy in advance of the 2018 Annual Meeting.

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PROXY SUMMARY

RALPH LAUREN CORPORATION

MATTERS TO BE VOTED ON

Item for Business	Board Recommendation	Further Details (page#)
1. Election of 14 Directors	FOR	Page 13
2. Ratification of appointment of independent registered public accounting firm	FOR	Page 88
3. Advisory vote on executive compensation	FOR	Page 90

DIRECTOR NOMINEES

Name	Occupation	Age	Director Since	Independent	Other Current Directorships	Committees[1] A C NG F
Class A Directors						
Frank A. Bennack, Jr.	Executive Vice Chairman and Chairman of the Executive	85	1998		0	

	Committee *The Hearst Corporation*					
Joel L. Fleishman	Professor of Law and Public Policy *Duke University*	84	1999		0	
Michael A. George	President and Chief Executive Officer *Qurate Retail, Inc.*	56	2018		2	
Hubert Joly	President and Chief Executive Officer and Chairman of the Board of Directors *Best Buy Co., Inc.*	58	2009		1	
Class B Directors						
Ralph Lauren	Executive Chairman and Chief Creative Officer	78	1997		0	
Patrice Louvet	President and Chief Executive Officer	53	2017		0	
David Lauren	Chief Innovation Officer, Vice Chairman of the Board and Strategic Advisor to the CEO	46	2013		0	
Angela Ahrendts	Senior Vice President, Retail *Apple, Inc.*	58			0	
John R. Alchin	Retired Executive Vice President and Co-Chief Financial Officer *Comcast Corporation*	70	2007		1	
Arnold H. Aronson	Principal Director, Retail Strategies *Kurt Salmon*	83	2001		0	
Dr. Joyce F. Brown	President *Fashion Institute of Technology*	71	2001		0	
Linda Findley Kozlowski	Chief Operating Officer *Etsy Inc.*	45			0	
Judith A. McHale	President and Chief Executive Officer *Cane Investments, LLC*	71	2001-2009, 2011		2	

Robert C. Wright	Senior Advisor *Lee Equity Partners, LLC*	75	2007		1

1. A refers to the Audit Committee of the Board (the Audit Committee), C refers to the Compensation and Organizational Development Committee of the Board (the Compensation Committee), NG refers to the Nominating and Governance Committee of the Board (the Nominating and Governance Committee) and F refers to the Finance Committee of the Board (the Finance Committee).

2018 BUSINESS HIGHLIGHTS

Delivered on our Strategic Plan

During Fiscal 2018, under the leadership of our new President and CEO, Patrice Louvet, we continued to execute on our multi-year plan intended to build a foundation to strengthen our brand and drive sustainable, profitable sales growth (the Strategic Plan).

We successfully delivered on our Strategic Plan across the following key initiatives in the fourth quarter and full year Fiscal 2018:

Elevating our Brand Through Improved Quality of Sales, Distribution and Product.

Average unit retail across our direct-to-consumer network was up 4% to last year and discount rates were down across all regions.

Adjusted gross margin was up 290 basis points compared to Fiscal 2017.

Continued to close unproductive distribution in retail and wholesale, significantly reduced off- price shipments and began to upgrade our store environments.

Evolving our Product Marketing, and Shopping Experience to Increase Reach and Appeal with New Customers.

Evolved our product assortment by renewing our core styles and focusing on our icons, which drove improvements in seasonal product sell-out trend.

Increased marketing effectiveness by adopting a more consumer-centric approach with significant growth in digital and social media reach with the Create-Your-Own Customization launch and new campaigns.

Increased investment in marketing by 10% compared to prior year with significant growth in digital and social media, the channels that matter most to our consumers today.

Strengthened our design and merchandising teams with new talent and enhanced our capabilities and shopping experience.

Expanding Our Digital and International Presence.

Expanded our store network in Asia, delivering 3% constant currency same-store sales growth.

Continued to drive growth in our wholesale digital business globally and grew market share in our key categories.

Successfully transitioned our directly operated U.S. digital commerce site to a new technology platform to improve functionality and consumer experience.

Strengthened our digital team through appointments of a Chief Digital Officer and a new Chief Information Officer.

Working in New Ways to Drive Productivity and Agility.

Reduced total adjusted operating expenses despite a 10% increase in marketing investment year-over-year, as we increased efficiencies.

Lowered inventory levels by 4% from last year and improved inventory turns.

Achieved our goal of having 90% of our business on 9-month lead times, enabling us to make product decisions closer to consumer demand.

Increased SKU productivity with revenue per SKU up 16% and gross profit per SKU up 22%.

Delivered Strong TSR Results

During Fiscal 2018, we delivered better than expected financial results as we furthered our work to strike the right balance between driving productivity and growth. Our total shareholder return (TSR) for recent periods, relative to our compensation comparator group and the S&P 500, is set forth below. For Fiscal 2018, we generated a TSR of 40.0% compared to the 26.0% and 12.0% gains for our compensation comparator group and the S&P 500, respectively.

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	1-Year TSR (%) Fiscal 2018	3-Year TSR (%) Fiscal 2016 2018	5-year TSR (%) Fiscal 2014 2018
Ralph Lauren Corporation	40.0%	-9.4%	-28.2%
Compensation Comparator Group	26.0%	-13.0%	19.9%
S&P 500 Index	12.0%	26.6%	69.1%

COMPENSATION OBJECTIVES, PRINCIPLES AND PRACTICES

The key components of our executive compensation program for our Named Executive Officers (NEOs) consist of base salary, annual cash incentive, and long-term equity-based incentive opportunities. Our compensation plans are designed to link pay and performance, reward sustained business growth and results and drive stockholder value. A majority of each NEO s compensation is at-risk in the form of annual cash incentive and long-term equity-based awards, which pay out only if we achieve key Company financial goals focused on strengthening and elevating our brand and positioning the Company for long-term sustainable growth.

The charts below show the balance of the at-risk elements that comprised the target total direct compensation for our NEOs.

Key takeaways impacting executive compensation for Fiscal 2018 are:

Total Shareholder Return (TSR) of 40% demonstrates our strong return to shareholders.

We delivered better than expected financial results, resulting in an above target cash incentive bonus payout.

Performance Share Units (PSUs) paid out below target based on achievement of cumulative three-year earnings per share (EPS) goal set at the beginning of the Fiscal 2016 2018 performance period.

Performance Restricted Stock Units (PRSUs) and Adjusted Performance-based Restricted Stock Units (APRSUs) paid out at 100% based on achievement of Fiscal 2018 threshold operating margin results.

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PROXY SUMMARY

RALPH LAUREN CORPORATION

GOVERNANCE HIGHLIGHTS

Our Board and management are committed to sound corporate governance. We have in place a comprehensive governance framework which incorporates the corporate governance requirements of the Sarbanes-Oxley Act of 2002, the SEC and the NYSE. While we meet the eligibility requirements, we do not rely on the exceptions from certain of the NYSE s corporate governance listing requirements available to majority controlled companies. In keeping with good corporate governance practices, we maintain a majority of independent directors and our Board Committees are comprised solely of independent directors.

Independence - Independent Lead Director & majority independent Board

Board Leadership - Separate Chairman & CEO roles

Annual Elections - All directors are elected annually

Stock Ownership - Director and executive ownership/holding requirements

Stockholder Engagement - Stockholder outreach is conducted on an annual basis.

STOCKHOLDER ENGAGEMENT

Throughout Fiscal 2018, we have continued to strengthen the alignment of compensation with our strategic priorities and stockholder interests and are committed to adhering to our pay-for-performance philosophy. As a part of this process, we conducted a comprehensive stockholder outreach with 90% of our top 10 institutional stockholders prior to the annual stockholder meeting and again prior to the end of our fiscal year. The focus of the outreach was to review compensation programs, discuss our Say-On-Pay vote, and solicit and consider feedback on a variety of corporate governance topics, including executive compensation practices. As a result of this outreach, we have implemented a number of amendments to our short-term and long-term executive compensation program effective Fiscal 2019 as further described in this Proxy Statement.

In addition, we continued our stockholder engagement by hosting an Investor Day on June 7, 2018 in New York City to share our long-term growth and value creation strategy and financial outlook. Afterwards, we continued to engage with stockholders in additional one-on-one and group meetings to provide a forum for them to share their feedback.

This is part of our ongoing activity to connect with our stockholders and be responsive to their perspectives.

CORPORATE RESPONSIBILITY

Corporate Responsibility (CR) at Ralph Lauren Corporation is rooted in the heritage of our brand, and it will help us build on our foundation of authenticity and timelessness for our next 50 years. Our CR work is now organized around the following framework of Our Planet, Our People, and Our Communities:

Our Planet

- Create and Source Responsibly
- Operate Efficiently

Our People

- Engage and Inspire All Employees
- Safeguard Dignity and Opportunity with Suppliers

Our Communities

- Give Back
- Build Strategic Relationships

A few highlights of our recent CR work include joining the Better Cotton Initiative, enhancing our Diversity and Inclusion program, and continued globalization of our Ralph Lauren Gives Back employee volunteer weeks throughout the year.

PROXY STATEMENT FOR THE ANNUAL MEETING

OF STOCKHOLDERS

GENERAL INFORMATION REGARDING THE ANNUAL MEETING OF STOCKHOLDERS AND PROXY MATERIALS

This Proxy Statement is furnished to the stockholders of Ralph Lauren Corporation, a Delaware corporation, in connection with the solicitation by its Board of Directors (the Board) of proxies for its 2018 Annual Meeting to be held at 10 on the Park at Time Warner Center, Columbus Room, 10th Floor, 60 Columbus Circle, New York, New York on Thursday, August 2, 2018, at 9:30 a.m., local time, and at any adjournments or postponements thereof. A proxy delivered pursuant to this solicitation may be revoked by the person executing the proxy at any time before it is voted by giving written notice to our Secretary, by delivering a later dated proxy, or by voting in person at the 2018 Annual Meeting. The address of our principal executive offices is 650 Madison Avenue, New York, New York 10022.

This Proxy Statement, the Annual Report on Form 10-K for the fiscal year ended March 31, 2018 and the Notice of Annual Meeting will be made available to our stockholders on our website, http://investor.ralphlauren.com, on or about June 20, 2018.

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(PROPOSAL 1)

ELECTION OF DIRECTORS

Our Fourth Amended and Restated By-laws provide that our Board may fix the number of directors constituting the entire Board between six and 20 members. In early Fiscal 2019, the Board increased the number of directors constituting the entire Board to 12 from the 11 directors previously reported in the 2017 Proxy Statement. In connection with the 2018 Annual Meeting, the Board has further increased its size to 14 members and has nominated two additional nominees to stand for election at the 2018 Annual Meeting. Our Board is presently divided into two classes, with all directors being elected annually. Pursuant to our Amended and Restated Certificate of Incorporation, four Class A Directors will be elected by the holders of Class A Common Stock and 10 Class B Directors will be elected by the holders of Class B Common Stock, each to serve until the 2019 Annual Meeting of Stockholders and until his or her successor is elected and qualified.

With the Board seeking to expand its size and diversity of skills and experiences to benefit the Company, 14 directors have been nominated for election at the 2018 Annual Meeting. Frank A. Bennack, Jr., Joel L. Fleishman, Michael A. George, and Hubert Joly have been nominated for election as Class A Directors. Ralph Lauren, Patrice Louvet, David Lauren, John R. Alchin, Angela Ahrendts, Arnold H. Aronson, Dr. Joyce F. Brown, Linda Findley Kozlowski, Judith A. McHale and Robert C. Wright have been nominated for election as Class B Directors. We know of no reason why any nominee would be unable or unwilling to serve. If any nominee becomes unable or unwilling to serve for any reason, our Board, based on the recommendation of the Nominating & Governance Committee, may either reduce the number of directors or designate a substitute nominee. If a substitute nominee is designated, the persons named in the enclosed proxy will vote all proxies that would otherwise be voted for the named nominee or nominees for the election of such substitute nominee or nominees.

OUR BOARD RECOMMENDS A VOTE FOR EACH NOMINEE AS A DIRECTOR TO HOLD OFFICE UNTIL THE 2019 ANNUAL MEETING OF STOCKHOLDERS AND UNTIL HIS OR HER SUCCESSOR IS ELECTED AND QUALIFIED.

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CLASS A DIRECTOR NOMINEES FOR ELECTION

Frank A. Bennack, Jr.

Age 85

Mr. Bennack has been a director of the Company since January 1998 and also serves as Lead Independent Director of our Board since Fiscal 2017. He is Executive Vice Chairman of The Hearst Corporation (Hearst) and served as Hearst s Chief Executive Officer from 1979 to 2002 and then again from June 2008 to June 2013. Mr. Bennack has been the Chairman of the executive committee and Executive Vice Chairman of the board of directors of Hearst since 2002. He serves on the board of Lincoln Center for the Performing Arts, and is also Chairman of the New York-Presbyterian Hospital and The Paley Center for Media, and a Managing Director of the Metropolitan Opera. He has previously served on the boards of Hearst-Argyle Television, Inc., Wyeth Corporation and JPMorgan Chase & Co. The Board has determined that Mr. Bennack is an audit committee financial expert.

Experience, Qualifications, Attributes and Skills

Mr. Bennack brings to our Board a distinguished career and extensive business experience as Executive Vice Chairman of Hearst, one of the nation s largest private companies engaged in a broad range of publishing, broadcasting, cable networking and diversified communications activities. His current position as Hearst s Executive Vice Chairman and previous position as Chief Executive Officer gives him critical insights into the operational issues facing a large corporation and provides our Board with valuable experience in the areas of finance, financial reporting and strategic planning. As a result of his current and past service as a member of the boards of other various public companies and non-profit organizations, he provides our Board with perspective with respect to governance and other important matters that come before our Board. Mr. Bennack has been a member of our Board since 1998, and therefore, his extensive knowledge of our business is a valuable aspect of his service on our Board.

Joel L. Fleishman

Age 84

Mr. Fleishman, a director of the Company since January 1999, has been Professor of Law and Public Policy at the Sanford School of Public Policy at Duke University since 1971 and the Director of the Samuel and Ronnie Heyman Center for Ethics, Public Policy and the Professions at Duke University since 1991. He is also the Director of the Center for Strategic Philanthropy and Civil Society. He is a founding member of the board of trustees of the Partnership for Public Service, on which he continues to serve, and also serves on the board of The Hunt Institute. Mr. Fleishman also previously served on the boards of Boston Scientific Corporation and the Urban Institute, including serving as Chairman of the Urban Institute s board of trustees from 2004 to 2014. He continues to serve as a Life Trustee of the Urban Institute.

Experience, Qualifications, Attributes and Skills

Mr. Fleishman brings strong leadership and extensive public policy and legal experience to our Board. He also brings a unique perspective to the Board from his long tenure in the academic world. Mr. Fleishman s long-standing scholarly work and public service and extensive experience as a professor of law and public policy provides our Board with valuable insight into a variety of legal and ethical issues relevant to us. He also previously served as a board member of Boston Scientific Corporation and, as a result of this service, he has a broad understanding of the operational, financial and strategic issues facing a public company. He has been a member of our Board since 1999 and accordingly, his knowledge of our business is an important aspect of his service on our Board.

Michael A. George

Age 56

Mr. George joined our Board in May 2018. He has served as the President of QVC, Inc. (QVC) since November 2005 and as its Chief Executive Officer since April 2006. In 2018, he was named CEO of QVC s parent, Liberty Interactive, which was subsequently renamed the Qurate Retail, Inc. Mr. George previously held various positions with Dell, Inc. (Dell) from March 2001 to November 2005, most notably as the Chief Marketing Officer and Vice President and General Manager of Dell s U.S. consumer business. Prior to that, Mr. George was a senior partner at McKinsey & Company and led the firm s North American Retail Industry Group. Mr. George serves on the board of directors of Brinker International and Qurate Retail, Inc., and also serves on the board of directors of the National Retail Federation and several not-for-profit organizations.

Experience, Qualifications, Attributes and Skills

Mr. George brings to our Board his skills, knowledge and extensive business experience as Chief Marketing Officer of Dell, a large consumer products company, and Chief Executive of a large publicly-traded digital consumer products company, Qurate Retail, Inc. He provides our Board with extensive experience in brand strategy, digital marketing, and retail, with unique insights into brand engagement with consumers. His distinguished career provides him with critical perspective on operational and strategic issues facing the retail industry and particularly digital commerce. As a result of his service as a member of the boards of other public companies, industry groups and not-for-profit organizations, he also provides our Board with valuable insights regarding governance and other significant matters that come before our Board.

Hubert Joly

Age 58

Mr. Joly has been a director of the Company since June 2009. He has served as the President and Chief Executive Officer of Best Buy Co., Inc. (Best Buy) since September 2012. Mr. Joly also serves as a member of Best Buy s board of directors and has been its Chairman since June 2015. Previously, he served as President and Chief Executive Officer of Carlson from 2008 to 2012, after he joined Carlson in 2004 as President and Chief Executive Officer of Carlson Wagonlit Travel. He also previously served as Executive Vice President, American Assets at Vivendi Universal from 2002 to 2004 and in various other positions at Vivendi Universal since 1999. Mr. Joly is currently a member of the executive committee of the Minnesota Business Partnership and of the Retail Industry Leaders Association, and a member of the board of trustees of the Minneapolis Institute of Art and the Minnesota Orchestra. He previously served on the boards of Carlson, The Rezidor Hotel Group, Carlson Wagonlit Travel and the World Travel and Tourism Council.

Experience, Qualifications, Attributes and Skills

Mr. Joly brings to our Board extensive management and leadership experience obtained through his current roles as Chairman, President and Chief Executive Officer of Best Buy and formerly as President and Chief Executive Officer of Carlson. His current position as President and Chief Executive Officer, as well as Chairman of the board of directors, of Best Buy gives him critical insights into the operational issues facing a large international corporation, as well as unique perspective on issues and opportunities facing a large multi-channel retailer. In his current position at Best Buy and as a former executive at Carlson, Vivendi Universal and Electronic Data Systems, Mr. Joly possesses a deep understanding of international issues affecting us and he provides our Board with valuable insight in the areas of finance, financial reporting and strategic planning.

CLASS B DIRECTOR NOMINEES FOR ELECTION

Ralph Lauren

Age 78

Mr. R. Lauren founded our business in 1967 and, for five decades, has cultivated the iconography of America into a global lifestyle brand. He is currently our Executive Chairman and Chief Creative Officer and has been 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 since their organization.

Experience, Qualifications, Attributes and Skills

Mr. R. Lauren is an internationally recognized fashion designer. His unique role as our founder and Chief Creative Officer, as well as his experience as our previous Chief Executive Officer, provides our Board with valuable leadership, including in the areas of design, brand management and marketing. Mr. R. Lauren s contributions to us since the founding of our business have been instrumental in defining our image and direction. As one of the world s most innovative design leaders and a fashion icon, his career has spanned five decades that have resulted in numerous unique tributes for his role within the fashion industry. He is uniquely qualified to bring strategic insight, experience and in-depth knowledge of our business and the fashion industry to the Board.

Patrice Louvet

Age 53

Mr. Louvet has served as our President and Chief Executive Officer since July 2017. Prior to joining the Company, he served as the Group President, Global Beauty, of 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. He has served as a member of the board of directors of Bacardi Limited since July 2012.

Experience, Qualifications, Attributes and Skills

Mr. Louvet brings significant leadership and business experience to the Board. His more than 25 years building category-leading brands, with oversight of multiple major global business units, have provided him with a deep understanding of consumers and growing international businesses. Mr. Louvet s extensive background in managing internationally renowned brands, along with his substantial experience in driving business transformation and innovation, enable him to share with our Board critical strategic insights, opportunities and issues facing the Company.

David Lauren

Age 46

Mr. D. Lauren is our Chief Innovation Officer, Strategic Advisor to the CEO and Vice Chairman of the Board. From November 2010 to October 2016, he served as our Executive Vice President of Global Advertising, Marketing and Communications. Prior to that, he served in numerous leadership roles at the Company with responsibility for advertising, marketing and communications. 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. He serves on the board of trustees of the Ralph Lauren Center for Cancer Care and the board of directors of The National Museum of American History. Mr. D. Lauren is also the Head of 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.

Experience, Qualifications, Attributes and Skills

Mr. D. Lauren brings strong leadership and business experience to our Board. He has been instrumental in the development of the Company s digital commerce business and the use of innovative marketing to build the Company s global fashion image as it has expanded internationally. Mr. D. Lauren has been recognized as a leader on the use of new technologies in retail marketing and on using digital platforms to market luxury brands. His in-depth knowledge of these areas and his current position as our Chief Innovation Officer and Vice Chairman of the Board provides our Board with valuable insight and perspective into our global digital, digital commerce and technology initiatives.

Angela Ahrendts

Age 58

Ms. Ahrendts is being nominated for election as a new director at our 2018 Annual Meeting. Ms. Ahrendts has served as the Senior Vice President, Retail of Apple Inc. (Apple) since May 2014. Prior to Apple, Ms. Ahrendts joined Burberry Group plc in January 2006 where she served as a director and Chief Executive Officer beginning in July 2006. Ms. Ahrendts also previously served as Executive Vice President at Liz Claiborne, Inc., and as President of Donna Karan International, Inc. Ms. Ahrendts was also a member of the United Kingdom s Prime Minister s Business Advisory Council.

Experience, Qualifications, Attributes and Skills

Ms. Ahrendts brings to our Board substantial business and leadership experience. Her current position as Apple s Senior Vice President, Retail and Online Stores and her prior positions at multiple major fashion and apparel companies, such as Burberry, a luxury fashion company, Liz Claiborne and Donna Karan, give her extensive experience with strategy, real estate and development, operations of physical stores, online stores and contact centers, as well as profound insights into the challenges and opportunities facing our industry. Her extensive background in guiding the retail strategy of renowned international brands, as well as her proven track record in driving successful brand and business transformations, enable her to provide our Board with critical perspective and insight on business, operational and strategic issues facing the Company.

John R. Alchin

Age 70

Mr. Alchin has been a director of the Company since February 2007. He served as Executive Vice President and Co-Chief Financial Officer and Treasurer of Comcast Corporation, a broadband cable provider offering a variety of consumer entertainment and communication products and services, from November 2002 to December 2007. Prior to that, he served as Executive Vice President and Treasurer of Comcast Corporation from January 2000 to November 2002. Mr. Alchin joined Comcast Corporation in 1990 as Senior Vice President and Treasurer. He is currently a member of the board of trustees of BNY Mellon Funds Trust, the board of trustees of the Philadelphia Museum of Art (PMA), the board of directors of Xplornet Communications Inc. (Xplornet), and the advisory group of Catalyst Investors. Mr. Alchin also serves on the audit committee of BNY Mellon Funds Trust, as Chairman of the PMA finance committee and Chairman of the audit and finance committee of Xplornet. Prior to serving on the board of trustees of BNY Mellon Funds Trust, he served as a member of the board of directors and on the audit committee of BNY Hamilton Funds, Inc. The Board has determined that Mr. Alchin is an audit committee financial expert.

Experience, Qualifications, Attributes and Skills

Mr. Alchin brings to the Board substantial business and financial experience. His experience as a Co-Chief Financial Officer and Treasurer of Comcast Corporation, a major broadband cable operator and content and programming supplier, provides our Board with valuable insight in the areas of corporate finance and capital formation, financial reporting, investor relations and treasury functions. Mr. Alchin s financial expertise offers our Board a deep understanding of accounting and audit-related matters. In addition, his service as a member of the boards of various financial institutions provides our Board with perspective in the areas of corporate finance and governance matters.

Arnold H. Aronson

Age 83

Mr. Aronson has been a director of the Company since November 2001. Since November 2016, he has been a Principal Director of Retail Strategies of Kurt Salmon, a part of Accenture plc s retail industry consulting practice, specializing in providing consulting services to retail and consumer products companies. Prior to that, he had served as Managing Director, Retail Strategies at Kurt Salmon since 1997. In his career, Mr. Aronson served as Chairman and Chief Executive Officer of Saks Fifth Avenue, Inc., The Batus Retail Group (the then parent entity of, among others, Saks Fifth Avenue, Marshall Fields and Kohl s) and subsequently, Woodward & Lothrop/John Wanamaker. Mr. Aronson currently serves as a member of the board of trustees, and its executive committee, of The New School University and is a member of the board of governors and former Chairman of its Parsons School of Design.

Experience, Qualifications, Attributes and Skills

Mr. Aronson has substantial business and retail industry experience. His experiences as a consultant in a global management consulting firm specializing in retail and consumer products companies, and as a chief executive officer of major retail companies, provide our Board with valuable insight into operational and strategic issues related to the retail industry. As a former chief executive officer of several major retail entities, including Saks Fifth Avenue, Inc., Mr. Aronson has intimate knowledge in the areas of marketing, financial reporting and merchandising. In addition, his service on the boards of academic institutions provides our Board with valuable understanding of governance matters.

Dr. Joyce F. Brown

Age 71

Dr. Brown has been a director of the Company since May 2001. She has been the President of the Fashion Institute of Technology (FIT) and Chief Executive Officer of the FIT Foundation since 1998. From 1983 to 1992, Dr. Brown served as Vice Chancellor, as well as the University Dean of the City University of New York and Acting President of Baruch College. From 1993 to 1994, she served as the Deputy Mayor of Public and Community Affairs for the City of New York. From 1994 to 1998, she was a Professor of Clinical Psychology at the Graduate School and University Center of the City University of New York, where she is now Professor Emerita. Dr. Brown has previously served on the boards of USEC Inc., PAXAR Corporation and Linens n Things, Inc.

Experience, Qualifications, Attributes and Skills

Dr. Brown brings to our Board extensive leadership and insight into the fashion industry through her roles as President of FIT, a complex, multi-faceted college that focuses on educating and preparing the next generation of leaders in the fashion industry, and Chief Executive Officer of the FIT Foundation. Dr. Brown s professional training as a former psychologist enables her to examine complex interpersonal behaviors that impact the business environment. In addition, Dr. Brown s prior government service provides our Board with unique perspectives into regulatory issues and processes. She also possesses public company experience as demonstrated by her past service on the boards of USEC Inc., PAXAR Corporation and Linens n Things, Inc.

Linda Findley Kozlowski

Age 45

Ms. Kozlowski is being nominated for election as a new director at our 2018 Annual Meeting. Ms. Kozlowski has served as the Chief Operating Officer (COO) of Etsy since May 2016. Prior to joining Etsy, Ms. Kozlowski was COO of Evernote, where she oversaw worldwide operations, and led cross-functional teams in offices across 10 countries from May 2015 to December 2015. Prior to that, she served in various operations, marketing and market development positions at Evernote from October 2012 to May 2015. Before joining Evernote, Ms. Kozlowski was based out of Hong Kong and led global marketing, business development, and customer service for Alibaba.com in her role as the Director of Global Marketing and Customer Experience at Alibaba.com from June 2011 to October 2012, and the Director of International Corporate Affairs from July 2009 to June 2011. She has also held leadership positions in communications firms including Fleishman-Hillard, Text 100, and Schwartz Communications.

Experience, Qualifications, Attributes and Skills

Ms. Kozlowski brings to our Board strong business and management experience with her more than 25 years of experience in operations, international marketing, business development, public relations, and customer service. As COO of Evernote, she oversaw worldwide operations that drove revenue and global growth and led cross-functional teams in offices across 10 countries. With a strong emphasis on global growth, Linda s work at Etsy includes growth across North America, Asia, Europe, Africa, Latin America and Russia. Her background on driving user-growth and monetization strategies, as well as on scalable customer service experience management to maintain brand and positive user engagement, gives her critical insight into operational and strategic issues facing the Company.

Judith A. McHale

Age 71

Ms. McHale was appointed a director of the Company in November 2011 and also served as a director of the Company from 2001 to 2009. She has served as the President and Chief Executive Officer of Cane Investments, LLC since 2011. Ms. McHale previously served as the Under Secretary of State for Public Diplomacy and Public Affairs for the U.S. Department of State from 2009 to 2011. In 2006, Ms. McHale worked in partnership with the Global Environment Fund, a private equity firm, to launch the GEF/Africa Growth Fund, an investment vehicle intending to focus on supplying expansion capital to small and medium-sized enterprises that provide consumer goods and services in emerging African markets. From June 2004 to December 2006, Ms. McHale served as the President and Chief Executive Officer of Discovery Communications, Inc., the parent company of Discovery Channel, and served as its President and Chief Operating Officer from 1995 to 2004. She currently serves on the boards of Hilton Worldwide Holdings Inc. and Viacom Inc. She has previously served on the boards of directors of Host Hotel & Resorts, Inc., DigitalGlobe Inc., John Hancock Financial Services, Inc., Potomac Electric Power Company, Yellow Pages Group and SeaWorld Entertainment, Inc.

Experience, Qualifications, Attributes and Skills

Ms. McHale brings to the Board extensive business and management experience. Through her prior roles as President and Chief Executive Officer and as Chief Operating Officer of Discovery Communications, Inc., Ms. McHale had broad-based responsibilities with respect to financial reporting, marketing, sales and the creation of product development for a public company which provides the Board with valuable insight into operational and strategic issues facing us. She also possesses public company experience as demonstrated by her current experience on the boards of SeaWorld Entertainment, Inc., Hilton Worldwide Holdings Inc. and Viacom Inc. as well as her prior experience on the boards of Host Hotel & Resorts, Inc., DigitalGlobe Inc., John Hancock Financial Services, Inc., Potomac Electric Power Company and Yellow Pages Group. In addition, Ms. McHale s prior government service provides the Board with unique perspectives on governmental matters and regulatory issues and processes.

Robert C. Wright

Age 75

Mr. Wright has been a director of the Company since May 2007. He is a Co-Founder of Autism Speaks and has been a Senior Advisor at Lee Equity Partners, LLC, an investment firm, since May 2008 and Chief Executive Officer of the Palm Beach Civic Association since April 2010. He served as the Vice Chairman of the board of directors of General Electric Company (GE) and as an Executive Officer and a member of the Corporate Executive Office of GE from 2000 to May 2008. Mr. Wright joined NBC as President and Chief Executive Officer in 1986, and was made Chairman and Chief Executive Officer of the network in 2001. He then served as Chairman and Chief Executive Officer of NBC Universal from 2004 to 2007. Prior to his association with NBC and NBC Universal, Mr. Wright served as President of General Electric Financial Services and, before that, as President of Cox Cable Communications. Mr. Wright serves on the board of directors of AMC Networks Inc. and the board of trustees of the New York-Presbyterian Hospital. He has previously served on the board of directors of GE, NBC Universal and EMI Group Global Inc. and the board of trustees for RAND Corporation.

Experience, Qualifications, Attributes and Skills

Mr. Wright brings to the Board extensive business leadership and management experience. Mr. Wright s former roles as Vice Chairman of GE s board of directors and President and Chief Executive Officer of NBC Universal give him knowledge and insight into the complex issues facing us, in particular on the operational, financial, strategic planning and corporate governance fronts. These experiences provide him with a thorough understanding of, and appreciation for, the role of the Board. He also possesses public company experience as demonstrated by his experience on the board of AMC Networks Inc. In addition, Mr. Wright s service as a member of the boards of non-profit organizations provides our Board with an added perspective in the area of social and corporate responsibility.

CORPORATE GOVERNANCE

OVERVIEW OF CORPORATE GOVERNANCE

To further enhance Board oversight of the Company s strategic initiatives, our Board approved an increase in its size from 11 to 14 directors. For Fiscal 2019, we are pleased to nominate three outstanding new directors to our Board, each of whom brings extensive retail, and digital commerce expertise, and greatly complements the depth of knowledge and experience on our Board.

After the 2018 Annual Meeting, our Board of Directors will be comprised of the following members:

- **an Executive Chairman;**
- **a Vice Chairman;**
- **our President and Chief Executive Officer; and**
- **11 other directors, all of whom are independent.**

Mr. Ralph Lauren is the controlling stockholder of the Company with a majority ownership of the Company s Class B Common Stock. Mr. R. Lauren founded Ralph Lauren Corporation in 1967 and has led our vision, strategy and development over the years into the robust and growing company we are today at our 50th anniversary. The Board of Directors believes it is appropriate for Mr. R. Lauren to be Chairman of the Board, in an executive capacity, as he continues, with Mr. Louvet, to drive the strategic vision of our Company and to actively participate in setting our financial objectives and investment priorities. The Board also appointed Mr. R. Lauren s son, David Lauren, as Vice Chairman of the Board, to increase his involvement with our Company in a boardroom capacity. Mr. Louvet has been a member of our Board since 2017 when he joined the Company as President and Chief Executive Officer.

In Fiscal 2017, we also appointed a formal Lead Independent Director, who also serves as the Chair of our Audit Committee, to provide strong, independent leadership for the Board and serve as a liaison between our Board and management.

Our Board and management are committed to sound corporate governance. We have in place a comprehensive corporate governance framework which incorporates the corporate governance requirements of the Sarbanes-Oxley Act of 2002, the SEC and the NYSE. While we meet the eligibility requirements, we do not rely on the exceptions from certain of the NYSE s corporate governance listing requirements available to majority controlled companies. In keeping with good corporate governance practices, we maintain a majority of independent directors and our Board Committees are comprised solely of independent directors. In addition, pursuant to the Company s governing documents, each share of Class B Common Stock currently owned by Mr. R. Lauren will be automatically converted into one share of Class A Common Stock upon transfer to a person who is not Mr. R. Lauren or a member of his family, or an entity that is not owned by, or established for the benefit of, Mr. R. Lauren, or members of his family. Following such conversion of all Class B Common Stock, the rights of holders of all outstanding common stock will be identical. Once converted into Class A Common Stock, the Class B Common Stock will never be reissued.

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CORPORATE GOVERNANCE

RALPH LAUREN CORPORATION

Our corporate governance practices include:

Board Composition, Policies and Practices	Separate Chairman and Chief Executive Officer roles Appointed Lead Independent Director Over 75% of Board is independent
Board Policies and Practices	Regular executive sessions of non-management directors Annual Board and Committee self-evaluations Over 75% Board and Committee meeting attendance
Board Committees	Board Committees are entirely independent Majority of Audit Committee consists of financial experts
Stockholder Engagement	All directors are elected annually Stockholder advisory vote on executive compensation held annually Stockholder outreach is conducted on an annual basis

In addition, the key components of our corporate governance framework are set forth in the following documents:

- **our Amended and Restated Certificate of Incorporation;**
- **our Fourth Amended and Restated By-Laws;**
- **our Corporate Governance Policies;**
- **our Audit Committee Charter;**
- **our Nominating & Governance Committee Charter;**
- **our Compensation & Organizational Development Committee (the Compensation Committee) Charter;**
- **our Finance Committee Charter;**
- **our Code of Business Conduct and Ethics; and**
- **our Code of Ethics for Principal Executive Officers and Senior Financial Officers.**

Each of the above documents is available on our investor relations website at http://investor.ralphlauren.com by clicking on Corporate Governance. Copies of these documents are available to stockholders without charge upon written request to our Investor Relations Department, 625 Madison Avenue, New York, New York 10022. Only the Board or a committee of the Board with specific delegated authority, as appropriate, may grant a waiver under our codes of ethics to any director or executive officer, and any such waiver, or any amendments to our codes of ethics, will be promptly posted on our website.

CORPORATE RESPONSIBILITY

We strive to conduct business according to high ethical, legal, social, and environmental standards. Our efforts in Corporate Responsibility are rooted in the heritage of our brand creating authentic and quality products that people need and desire, and that inspire a better way of life for themselves, their families, and their homes, all over the world.

In recent years, we developed and began implementing a new strategic framework for Corporate Responsibility at our Company. Within the three core pillars Our Planet, Our People, Our Communities we are aspiring to six key principles:

Our Planet

Create and Source Responsibly

Operate Efficiently

Our People

Engage and Inspire All Employees

Safeguard Dignity and Opportunity with Suppliers

Our Communities

Give Back

Build Strategic Relationships

Some highlights of our Fiscal 2018 work include joining the Better Cotton Initiative and sourcing cotton from more sustainable sources. We have enhanced our Diversity and Inclusion program, with a commitment to create a culture where all our employees have a sense of belonging and can thrive to be their best. This renewed program will focus on the pillars of talent, employee groups, education & communication, and celebration. Our Ralph Lauren Give Back Weeks continue to draw enthusiastic employee volunteers from corporate and retail locations around the globe, to help with everything from park cleanups to feeding the hungry.

Our most recently published Corporate Responsibility Report, covering Fiscal 2017 and significant events prior to publication in Fiscal 2018, may be found on our investor relations website at http://investor.ralphlauren.com.

COMPANY LEADERSHIP STRUCTURE

Separate Chairman and CEO Roles

The Board believes that the Company s current leadership structure, in which the roles of the Chairman and the CEO are separate, is appropriate for the Company at this time, taking into consideration the Company s evolving needs, corporate strategy and operating environment. The separation of the Chairman and CEO roles enables the CEO to focus on the business, operations and strategy of the Company, and allows the Company to leverage the Chairman s experience, perspective and vision to serve the best interests of our stockholders.

Lead Independent Director

At the end of Fiscal 2017, the Board appointed a Lead Independent Director to provide strong, independent leadership for the Board. Under our Corporate Governance Policies, key responsibilities of the Lead Independent Director include, among other duties:

presiding at all meetings of the Board at which the Chairman or the Vice Chairman is not present and, when appropriate, at executive sessions of the independent directors;

consulting the Chairman on establishing the agenda for Board meetings;

serving as liaison between the Chairman and the independent directors, as appropriate;

having the authority to call meetings of the independent directors, as appropriate;

if requested by key stockholders, serving as a point of contact for stockholders wishing to communicate with the Board, other than through the Chairman; and

leading executive sessions of the Board.

DIRECTOR INDEPENDENCE AND NON-MANAGEMENT DIRECTOR MEETINGS

Our Board believes that a majority of our directors should be independent, and has determined that the following non-management directors and director nominees are independent: Arnold Aronson, John R. Alchin, Frank A. Bennack, Jr., Dr. Joyce F. Brown, Joel L. Fleishman, Hubert Joly, Judith A. McHale, Robert C. Wright, Michael A. George, Angela Ahrendts, and Linda Findley Kozlowski. Each of the current members of our Audit Committee, Compensation Committee, Nominating & Governance Committee and Finance Committee detailed below are independent. Effective May 2018, the Board has deemed Mr. Aronson to be independent under our Corporate Governance Policies and the NYSE s corporate governance listing standards.

In considering the independence of our independent directors, we considered, among other factors, charitable contributions to entities affiliated with our independent directors, and commercial transactions conducted, from time to time, in the ordinary course of business between us and certain entities affiliated with these directors. In the case of each of our independent directors, any such transactions have substantially the same terms as are prevailing at the time for comparable businesses and the indirect interest of the independent director in the charitable contribution or transaction, if applicable, was found to be immaterial and in amounts

that do not impair the independence of the relevant director under our Corporate Governance Policies and the NYSE s corporate governance listing standards. Our guidelines for determining directors independence are set forth as Appendix A to this Proxy Statement.

At each of our regularly scheduled Board and committee meetings, the non-management directors participate in an executive session without any members of the Company s management present. As mentioned above, during Fiscal 2018, one of our non-management directors was not deemed to be independent. Accordingly, in Fiscal 2018, the Board conducted at least one executive session with only independent directors, and without any non-management directors who are not independent, present. In Fiscal 2018, our non-management directors met together as a Board, without any management representatives present, at least once per quarter. During these executive sessions of non-management directors, our Lead Independent Director or the Chairs of each of the Audit Committee, the Compensation Committee, the Nominating & Governance Committee, and the Finance Committee presided on a rotating basis based on the topics to be discussed. In addition, our non-management directors also met together in executive session without any management representatives present after regularly scheduled meetings of the Audit Committee, the Compensation Committee, the Nominating & Governance Committee and the Finance Committee.

MEETINGS AND DIRECTOR ATTENDANCE

Type of Meeting	**Number of Meetings and Director Attendance**
2017 Annual Meeting of Stockholders	Our directors are expected to attend each Annual Meeting of Stockholders. All of our then current directors attended the 2017 Annual Meeting of Stockholders.
Meetings of:	In Fiscal 2018:
the Board;	our Board met six times;
the Audit Committee;	our Audit Committee met eight times;
the Nominating & Governance Committee;	our Nominating & Governance Committee met five times;
the Compensation Committee; and	our Compensation Committee met 11 times; and
the newly formed Finance Committee.	our Finance Committee met four times.
	All of the incumbent members of our Board attended at least 75% of the required meetings held by the Board and the committees of the Board on which he or she served. The Board and its committees also act from time to time by unanimous written consent in lieu of meetings.

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INDEPENDENT COMMITTEES OF THE BOARD OF DIRECTORS

All four of our Board committees consist solely of independent directors the Audit Committee, the Compensation Committee, the Nominating & Governance Committee and the Finance Committee. The table below indicates the current membership of our committees.

Director	Audit Committee	Compensation Committee	Nominating & Governance Committee	Finance Committee
John R. Alchin				
Frank A. Bennack, Jr.				
Dr. Joyce F. Brown				
Joel L. Fleishman				
Hubert Joly				
Judith A. McHale				
Robert C. Wright				

Chair Member

Audit Committee

Role of the Audit Committee. The Audit Committee appoints our independent registered public accounting firm, and approves in advance all audit and permitted non-audit services performed by them and the scope and cost of their annual audits. The Audit Committee reviews, among other things: (i) the results of the independent registered public accounting firm s annual audits and quarterly reviews; (ii) management s compliance with our major accounting and financial reporting policies; (iii) the adequacy of our financial organization and management s procedures and policies relating to our internal control over financial reporting; and (iv) our compliance with applicable laws relating to accounting practice. The Audit Committee has adopted a formal policy for the approval of the performance of all audit and non-audit services of the independent registered public accounting firm. This policy is described under (PROPOSAL 2) RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

Audit Committee Financial Experts. The Board has determined that each member of the Audit Committee is financially literate and that two of the three members of the Audit Committee are audit committee financial experts, as defined by the SEC: Mr. Bennack, its Chair, and Mr. Alchin.

Compensation Committee

Role of the Compensation Committee. The Compensation Committee reviews and approves the compensation of executive officers and certain key members of our senior management, and compensation plans and arrangements with respect to such executive officers and members of senior management. The Compensation Committee also administers the plans in which certain employees may participate, including our Amended and Restated 2010 Long-Term Stock Incentive Plan (the 2010 Stock Incentive Plan), which replaced our 1997 Long-Term Stock Incentive Plan (the 1997 Stock Incentive Plan), our current Executive Officer Annual Incentive Plan (EOAIP) and our Executive Incentive Plan. In addition, the Compensation Committee maintains oversight in the development of succession plans for certain key executive positions within our senior management and may review and provide guidance on certain of our programs relating to our diversity, talent review and leadership development. The Compensation Committee may form and delegate its authority to subcommittees when appropriate.

Compensation Committee Interlocks and Insider Participation. The Compensation Committee is composed entirely of directors who are not our current or former employees, each of whom meets the applicable definition of independent under the listing standards of the NYSE and SEC rules and regulations. None of the members of the Compensation Committee during Fiscal 2018 (i) had any relationships requiring disclosure by us under the SEC s rules requiring disclosure of related party transactions or (ii) was an executive officer of a company of which any one of our executive officers is a director. None of our executive officers serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers who serve on our Board or Compensation Committee. There are no Compensation Committee interlocks.

Nominating & Governance Committee

Role of the Nominating & Governance Committee. The Nominating & Governance Committee identifies individuals qualified to become directors, recommends director nominees to the Board, develops and recommends corporate governance policies to the Board, recommends non-employee director compensation to the Board, reviews related party transactions, exercises oversight of the evaluation of the members of the Board and committees and recommends to the Board policies and principles for Chief Executive Officer succession, selection and performance reviews.

Finance Committee

Role of the Finance Committee. The Finance Committee was established by the Company in Fiscal 2018 to oversee the Company s financial condition, policies, practices and activities in support of the Company s long-range plan. The Finance Committee provides oversight to management regarding: (i) the establishment of strategic growth pillars for the Company; (ii) the alignment of the Company s financial resources with its strategic objectives; and (iii) the development and execution of the Company s growth strategy.

BOARD OF DIRECTORS OVERSIGHT OF RISK

Our management is responsible for understanding and managing the risks that we face in our business, and the Board is responsible for overseeing management s overall approach to risk management. The involvement of the full Board in reviewing our strategic objectives and business plans is a significant element of the Board s assessment of management s approach and tolerance for risk. In addition, the committees of the Board, primarily through the Audit Committee, the newly formed Finance Committee, and the Compensation Committee, report to the full Board at regularly scheduled Board meetings on any identified material risks within that committee s area of responsibilities. The Audit Committee has responsibility for oversight of the Company s financial statements and financial reporting related risks, including those related to our accounting, auditing and financial reporting practices, as well as cybersecurity risks. The Finance Committee has responsibility for oversight of the Company s financial condition and the assessment of financial strategic risks, including the adequacy of any policies, procedures and controls designed by management to assess and manage these risks. The Compensation Committee has responsibility for the oversight of our compensation policies and practices, including conducting annual risk assessments, and evaluating and approving our executive compensation and benefit plans and programs. The Board also receives regular reports from our CEO, CFO, General Counsel and other key members of senior management regarding areas of significant risk to us, including operational, strategic, legal and regulatory, cybersecurity and global information systems, internal audit, financial and reputational risks. Certain risks that are under the purview of a particular Committee are monitored by that Committee, which then reports to the full Board as appropriate.

ANALYSIS OF RISKS ARISING FROM COMPENSATION POLICIES AND PROGRAMS

The Compensation Committee has reviewed an assessment by management of our compensation programs and practices for our employees, including our executive and non-executive programs and practices. This assessment focused on program design features and controls to evaluate whether such programs encourage unnecessary or excessive risk taking, and how policies and programs are structured to mitigate any such risks.

Selected key elements of our compensation programs that were reviewed include the following:

Pay Mix and Structure. Our executive compensation programs appropriately balance both short-term and long-term performance through our annual cash incentive bonus program and long-term equity awards. Equity awards deliver value to employees through both stock price appreciation and company performance. A significant portion of variable pay is delivered through equity awards with vesting schedules and performance periods covering multiple years, thus emphasizing long-term company performance.

Incentive Caps. Our executive annual cash incentive bonus plan as well as our non-executive bonus plans do not allow for unlimited payouts. We believe that the range of payouts should be capped to avoid encouraging decisions that maximize short-term gain at the expense of long-term viability. In addition to caps on all cash incentive bonus awards, performance-based restricted stock units (PRSUs) cannot exceed target levels and performance share units (PSUs) cannot exceed a fixed percentage above target levels.

Performance. To strengthen the relationship between pay and performance, our executive annual cash incentive bonus plan, our non-executive commission and bonus plans and performance-based equity awards are subject to the achievement of pre-established performance targets, which are established independently of plan participants. We believe that for Fiscal 2018 our incentive plan metrics were appropriately balanced between short-term incentives such as net income before taxes (NIBT) for the executive annual cash incentive bonus plan and operating margin for PRSUs and long-term metrics such as cumulative operating margin for our PSUs.

Change in Control Policy. The change in control arrangements for our named executive officers (NEOs) provide for cash payments only upon actual termination of employment. All unvested equity awards are subject to double-trigger vesting so that acceleration of vesting does not occur unless the executive s employment is actually terminated under certain limited circumstances following a change in control. Our employment agreements do not provide for any excise tax gross-up provisions.

Ownership Guidelines. We have stock ownership guidelines for our directors, the NEOs and select other members of our senior management group that are intended to align the interests of these individuals with our stockholders. As a result, such individuals may be less likely to take short-term risk if a meaningful portion of their personal financial investment is linked to our long-term holdings.

Clawback Policy. We have adopted a clawback policy applicable to our NEOs. Under our clawback policy, the Compensation Committee may, in its reasonable discretion, require a NEO to reimburse us for the amount of any payment previously received by such officer under our cash incentive bonus plan as well as our long-term equity plan if, as a result of such officer s intentional misconduct or gross negligence, we are required to restate our financial statements.

Anti-Hedging and Anti-Pledging Policies. Our NEOs as well as Board members are prohibited from pledging Company securities as collateral for a loan or from holding Company securities in a margin account. In addition, all employees and Board members are prohibited from hedging Company securities, including by way of forward contracts, equity swaps, collars, exchange funds or otherwise.

As a result of this review, the Compensation Committee determined that any risks that may result from our compensation policies and practices for our employees are not reasonably likely to have a material adverse effect on our Company.

DIVERSITY AND DIRECTOR NOMINATING PROCEDURES

Our Board is comprised of individuals with diverse business experiences, including financial expertise, active leadership and CEO experience in a variety of industries, international experience, product experience, and most recently strong retail, and digital commerce experience. Our Board members also have extensive experience on the boards of other companies and organizations, which provides an understanding of different business strategies and challenges. In seeking new Board members, we focus on adding new skills and experiences necessary to oversee the Company s business strategy and fulfill the Board s risk oversight obligations. For Fiscal 2019, we are pleased to nominate three new outstanding individuals to our Board, Angela Ahrendts, Michael A. George, and Linda Findley Kozlowski, each of whom brings extensive experience in retail and the digital space. These nominations are aligned with the strategic initiatives of our Chairman and our CEO and will be complementary to the depth of knowledge and experience currently on our Board.

The Nominating & Governance Committee identifies and evaluates candidates for nomination as directors and submits its recommendations to the full Board for its consideration. The Nominating & Governance Committee, guided by the membership criteria established by the Board in our Corporate Governance Policies, seeks highly qualified candidates who combine a broad spectrum of experience and expertise with a reputation for integrity. We maintain a majority of independent directors and the Board considers a number of factors in selecting director candidates.

Although we do not have a formal policy concerning diversity considerations, the Nominating & Governance Committee does seek nominees with a broad range of experience from a variety of industries and professional disciplines, such as finance, professional services, retail, digital commerce and technology, along with a diversity of gender, ethnicity, age and geographic location in determining the appropriate composition of the Board and identifying director nominees. When the Nominating Committee identifies an area in which the Board may benefit from greater representation, it may focus its candidate search on particular experience, background or diversity characteristics, including gender, ethnic and geographical attributes.

In addition, the Board considers the contributions the individual can make to the Board and management as we strive for a body of directors reflecting different genders, ethnic backgrounds and professional experiences and expertise necessary for the Board to fulfill its responsibilities and leading to a more effective oversight and decision-making process. In the Board s annual self-evaluation, one of the factors that the Board expressly considers is whether the membership of the Board provides an adequate mix of characteristics, experience and skills to serve the Company and its stockholders effectively.

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Board Diversity

Independent Board Assessment

In Fiscal 2018, the Nominating & Governance Committee engaged an independent third-party consultant to conduct individual interviews with each director, including management members of the Board, and to perform an objective analysis of the Board s governance structure, evaluation process and overall effectiveness.

The Committee anticipates utilizing this approach periodically to obtain independent assessments of its performance. When the Nominating & Governance Committee engages a third party to assist it, the Nominating & Governance Committee approves the fees that we pay for these services.

Role of Nominating and Governance Committee in Director Nomination

The Nominating & Governance Committee solicits and receives suggestions for, as well as comments upon, director candidates from other directors, including the Executive Chairman of the Board and the Lead Independent Director, and usually engages third parties either to assist in the search for director candidates or to assist in gathering information regarding director candidates background, experience and skills.

The Nominating & Governance Committee will consider candidates recommended by our directors, members of management and stockholders, and will evaluate candidates properly recommended by stockholders on the same basis as other candidates. Candidates should have experience in positions with a high degree of responsibility and be leaders in the companies or institutions with which they are affiliated. Upon receiving a stockholder recommendation, the Nominating & Governance Committee will initially determine the need for additional or replacement members of the Board and then evaluate the candidate based on the information it receives with the stockholder recommendation or that it may otherwise acquire, and may, in its discretion, consult with the Executive Chairman, the Lead Independent Director and other members of our Board. If the Nominating & Governance Committee determines that a more comprehensive evaluation is warranted, it may obtain additional information about the director candidate s background and experience, including by means of interviews with the candidate.

Our stockholders may recommend candidates at any time, but the Nominating & Governance Committee requires recommendations for election at an annual meeting of stockholders to be submitted to the Nominating & Governance Committee no later than 120 days before the first anniversary of the date of the proxy statement sent to stockholders in connection with the previous year s Annual Meeting of Stockholders in order to be considered for nomination by the Nominating & Governance Committee. The Nominating & Governance Committee believes this deadline is appropriate and in our best interests and those of our stockholders

because it ensures that it has sufficient time to evaluate properly all proposed candidates. Therefore, to submit a candidate for consideration for nomination at the 2019 Annual Meeting of Stockholders, a stockholder must submit the recommendation, in writing, by February 20, 2019. The written notice must include:

all information relating to each potential candidate whom the stockholder is recommending that would be required to be disclosed in a solicitation of proxies for the election of such person as a director pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (Exchange Act), including such person s written consent to being named in the proxy statement as a nominee and to serve as a director if elected;

- the name and address of the stockholder giving the notice, as they appear on the Company s books, and of the beneficial owner of those shares; and

- the class and number of shares which are owned beneficially or of record by the stockholder and the beneficial owner.

Recommendations must be sent to the Nominating & Governance Committee, Office of the Secretary/Legal Department, Ralph Lauren Corporation, 625 Madison Avenue, New York, New York 10022.

Our stockholders may directly nominate an individual for election as a director at an annual meeting of stockholders by complying with the nominating procedures set forth in our Fourth Amended and Restated By-laws, which are described below under the caption Additional Matters Stockholder Proposals for the 2019 Annual Meeting of Stockholders.

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DIRECTOR COMMUNICATIONS

Stockholders and interested parties may contact any of our directors, including the Executive Chairman of the Board, the Lead Independent Director, the Chairs of the Board s independent committees, any committee of the Board, the Board s non-management directors as a group or the entire Board, by writing to them as follows: [Name(s)/Title(s)], c/o Legal Department and Office of the Corporate Secretary, Ralph Lauren Corporation, 625 Madison Avenue, New York, New York 10022. Communications received in this manner will be handled in accordance with the procedures approved by our non-management directors, who have also requested that certain items that are unrelated to the duties and responsibilities of the Board should be excluded, such as spam, junk mail and mass mailings, product complaints, product inquiries, new product suggestions, resumés and other forms of job inquiries, surveys and business solicitations or advertisements. In addition, material that is threatening, illegal or similarly unsuitable will be excluded, with the provision that any communication that is filtered out will be available to any non-management director upon request.

AUDIT COMMITTEE COMMUNICATIONS

Complaints and concerns relating to accounting, internal control over financial reporting or auditing matters may be communicated to the Audit Committee, which consists solely of independent non-employee directors, through the Office of the Secretary/Legal Department as described above under Director Communications. Any such communication may be anonymous.

All complaints and concerns will be reviewed by the Audit Committee or a designated member of the Audit Committee. If the Audit Committee or its member designee determines that a reasonable basis exists for conducting a formal investigation, the Audit Committee will direct and supervise the investigation, and may retain independent legal counsel, accountants and other advisors as it deems necessary. Confidentiality will be maintained to the fullest extent consistent with the need to conduct an adequate review. Prompt and appropriate corrective action will be taken when and as warranted in the judgment of the Audit Committee.

We will not discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate against any employee in the terms and conditions of his or her employment or otherwise to the extent prohibited by law based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding accounting, internal controls or auditing matters.

AUDIT COMMITTEE REPORT

The Audit Committee assists the Board in fulfilling its oversight responsibilities with respect to the Company s consolidated financial statements, the Company s compliance with legal and regulatory requirements, the Company s system of internal control over financial reporting and the qualifications, independence and performance of the Company s internal and independent registered public accounting firm. The Audit Committee has the sole authority and responsibility to select, evaluate and, when appropriate, replace the Company s independent registered public accounting firm. The Audit Committee currently is composed of three independent directors and operates under a written charter adopted by the Audit Committee and ratified by the Board.

Management is responsible for the Company s financial reporting process, including the Company s internal control over financial reporting, and for the preparation of the Company s consolidated financial statements in accordance with generally accepted accounting principles. Ernst & Young, as the Company s independent registered public accounting firm for Fiscal 2018, was responsible for auditing those financial statements and expressing its opinion as to the fairness of the financial statement presentation in accordance with generally accepted accounting principles, and the effectiveness of the Company s internal control over financial reporting. The Audit Committee s responsibility is to oversee and review these processes. The Audit Committee is not, however, professionally engaged in the practice of accounting or auditing and does not provide any expert or other special assurance as to such financial statements concerning compliance with laws, regulations or generally accepted accounting principles or as to auditor independence. The Audit Committee relies, without independent verification, on the information provided to us and on the representations made by management and the independent registered public accounting firm.

In this context, the Audit Committee has met and held discussions with management and Ernst & Young, the Company s independent registered public accounting firm for Fiscal 2018. Management represented to the Audit Committee that the Company s consolidated

financial statements were prepared in accordance with generally accepted accounting principles, and the Audit Committee has reviewed and discussed with management, the Company s internal auditors and Ernst & Young, the Company s consolidated financial statements for Fiscal 2018 and the Company s internal control over financial reporting. The Audit Committee also discussed with Ernst & Young the matters required to be discussed by Auditing Standard No. 1301 (formerly known as Statement on Auditing Standards No. 61), as amended (Communications with Audit Committees). Ernst & Young provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young s communication with the Audit Committee concerning independence, and the Audit Committee discussed their independence with them. In determining Ernst & Young s independence, the Audit Committee considered whether their provision of non-audit services to the Company was compatible with maintaining independence. The Audit Committee received regular updates on Ernst & Young s fees and the scope of audit and non-audit services it provided. All such services were provided consistent with applicable rules and the Company s pre-approval policies and procedures.

Based on our discussions with management, the Company s internal auditors and Ernst & Young and our review of the audited financial statements, including the representations of management and Ernst & Young with respect thereto, and subject in all cases to the limitations on our role and responsibilities referred to above and set forth in the Audit Committee Charter, the Audit Committee recommended to the Board that the Company s audited consolidated financial statements for Fiscal 2018 be included in the Company s Annual Report on Form 10-K.

The Audit Committee also approved, subject to stockholder ratification, the selection of Ernst & Young as the Company s independent registered public accounting firm for Fiscal 2019.

Members of the Audit Committee

Frank A. Bennack, Jr. *(Committee Chair and Lead Independent Director of the Board)*

John R. Alchin

Dr. Joyce F. Brown

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our Common Stock as of the Record Date by: (i) each of our NEOs, (ii) each director and director nominee, (iii) each stockholder who is known by us to beneficially own in excess of five percent of any class of our voting securities and (iv) all directors and executive officers as a group. Except as otherwise indicated, each stockholder listed below has sole voting and investment power with respect to the shares beneficially owned by such person. The rules of the SEC consider a person to be the beneficial owner of any securities over which the person has or shares voting power or investment power. In addition, a person is deemed to be the beneficial owner of securities if that person has the right to acquire beneficial ownership of such securities within 60 days, including through conversion or exercise of an option or other right. Unless otherwise indicated below, the address of each stockholder is 650 Madison Avenue, New York, New York 10022. As of the Record Date, there were 696 holders of record of our Class A Common Stock.

	Class A Common Stock		Class B Common Stock [1]		Voting Power of Total Common Stock %
	Number	%	Number	%	
Ralph Lauren	455,173 [2]	*	25,881,276 [3]	100%	82.32%
Patrice Louvet	8,784 [4]	*			*
Jane Nielsen	10,196 [5]	*			*
Valérie Hermann	29,117 [6]	*			*
David Lauren	29,084 [7]	*	[8]		*
Stefan Larsson	13,062 [9]	*			*

Angela Ahrendts	0 [10]	*			*
John R. Alchin	20,042 [11]	*			*
Arnold H. Aronson	12,474 [12]	*			*
Frank A. Bennack, Jr.	23,801 [13]	*			*
Dr. Joyce F. Brown	10,117 [14]	*			*
Joel L. Fleishman	14,689 [15]	*			*
Michael A. George	0 [16]	*			*
Hubert Joly	13,812 [17]	*			*
Linda Findley Kozlowski	0 [18]	*			*
Judith A. McHale	7,271 [19]	*			*
Robert C. Wright	24,345 [20]	*			*
The Vanguard Group	7,126,896 [21]	12.77%			2.27%
The Bank of New York Mellon	5,897,667 [22]	10.57%			1.87%
BlackRock, Inc.	5,221,307 [23]	9.36%			1.66%
Ameriprise Financial	3,011,667 [24]	5.40%			*
All directors and executive officers as a group (14 persons)	658,905 [25]	1.17%	25,881,276 [3]	100%	82.37%

* Less than 1.0%

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SECURITY OWNERSHIP

RALPH LAUREN CORPORATION

1. Each share of Class B Common Stock is convertible at the option of the holder into one share of Class A Common Stock. Each share of Class B Common Stock will be automatically converted into one share of Class A Common Stock upon transfer to a person who is not Mr. R. Lauren or a member of his family, or an entity that is not owned by, or established for the benefit of, Mr. R. Lauren, or members of his family.
2. For Mr. R. Lauren, includes 337,552 options vested as of the Record Date or within 60 days thereafter representing the right to purchase shares of Class A Common Stock and 35,854 shares of Class A Common Stock held by a revocable trust of which Mr. R. Lauren is the sole trustee and sole beneficiary.

   Does not include (i) unvested performance-based stock awards with respect to 283,751 shares of our Class A Common Stock, which are subject to upward or downward adjustment, and (ii) 451,430 vested time-based restricted share units (RSUs) (the underlying shares of our Class A Common Stock for these RSUs will not be delivered until Mr. R. Lauren s separation of service from the Company or, if earlier, upon a change in control (as defined in Mr. R. Lauren s employment agreement)).
3. Includes (i) 10,749,906 shares of Class B Common Stock held by a revocable trust of which Mr. R. Lauren is the sole trustee and sole beneficiary, (ii) 1,629,044 shares of Class B Common Stock held by a revocable trust of which Mr. R. Lauren s spouse, Mrs. Ricky Lauren, is the sole trustee and sole beneficiary, (iii) an aggregate of 4,289,028 shares of Class B Common Stock held by trusts established for the benefit of Mr. R. Lauren s descendants and of which Mrs. R. Lauren is a trustee and of which Mr. R. Lauren has the power to remove and replace the trustees, provided that Mr. R. Lauren may not serve as the replacement trustee and the replacement trustee is not related or subordinate to Mr. R. Lauren, (iv) 2,370,956 shares of Class B Common Stock held by a trust established for the benefit of Mrs. R. Lauren s descendants and of which Mr. R. Lauren has the power to remove and replace the trustees, provided that Mr. R. Lauren and Mrs. R. Lauren may not serve as the replacement trustees, and (v) 6,842,342 shares of Class B Common Stock held by the Lauren Family, L.L.C., a limited liability company of which Mr. R. Lauren has the power to remove and replace the managers, provided that any such replacement manager is not related to or subordinate to Mr. R. Lauren and Mr. R. Lauren may not serve as manager. The current managers of the Lauren Family, L.L.C. are Andrew Lauren, Mr. D. Lauren and Dylan Lauren, all children of Mr. R. Lauren and Mrs. R. Lauren. Actions by the Lauren Family, L.L.C. require the consent of a majority of the managers.
4. For Mr. Louvet, does not include (i) unvested performance-based stock awards with respect to 174,177 shares of Class A Common Stock, a portion of which are subject to upward or downward adjustment, and (ii) 34,913 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on July 3, 2022).
5. For Ms. Nielsen, does not include (i) unvested performance-based stock awards with respect to 43,690 shares of Class A Common Stock, which are subject to upward or downward adjustment, and (ii) 15,065 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered in two equal annual installments beginning on September 25, 2018).
6.

For Ms. Hermann, includes options vested as of the Record Date or within 60 days thereafter representing the right to purchase 9,129 shares of Class A Common Stock. Does not include (i) unvested performance-based stock awards with respect to 59,982 shares of Class A Common Stock, a portion of which are subject to upward or downward adjustment, and (ii) 12,617 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on May 8, 2019).

7. For Mr. D. Lauren, includes options vested as of the Record Date or within 60 days thereafter representing the right to purchase 14,775 shares of Class A Common Stock. Does not include unvested performance-based stock awards with respect to 10,422 shares of Class A Common Stock, a portion of which are subject to upward or downward adjustment.
8. An aggregate amount of 6,842,342 shares of Class B Common Stock are held by the Lauren Family, L.L.C., a limited liability company of which Mr. D. Lauren is one of the three current managers. The other two current managers of the Lauren Family, L.L.C. are Mr. R. Lauren s other children, Andrew Lauren and Dylan Lauren. Actions by the Lauren Family, L.L.C. require the consent of a majority of the managers. Mr. R. Lauren has the power to remove and replace the managers, provided that any such replacement manager is not related to or subordinate to Mr. R. Lauren and Mr. R. Lauren may not serve as manager.
9. For Mr. Larsson, does not include unvested performance-based stock awards with respect to 76,216 shares of Class A Common Stock, a portion of which are subject to upward or downward adjustment.
10. As previously announced, Ms. Ahrendts will join the Board subject to her election at the 2018 Annual Meeting.
11. For Mr. Alchin, includes 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 2,358 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
12. For Mr. Aronson, includes 2,650 shares owned by Mr. Aronson s spouse, 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 2,358 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
13. For Mr. Bennack, includes 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 2,358 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
14. For Dr. Brown, includes 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 2,358 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
15. For Mr. Fleishman, includes 5,589 shares held indirectly in a retirement account, 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 2,358 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
16. As previously announced, Mr. George joined the Board in May 2018.
17. For Mr. Joly, includes 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 2,358 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
18. As previously announced, Ms. Kozlowski will join the Board subject to her election at the 2018 Annual Meeting.
19. For Ms. McHale, includes 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 1,635 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
20. For Mr. Wright, includes 1,278 restricted shares of Class A Common Stock and vested options representing the right to purchase 2,358 shares of Class A Common Stock. Does not include 418 unvested RSUs (the underlying shares of our Class A Common Stock for these RSUs will be delivered on April 1, 2019).
21. According to a Schedule 13G/A filed on February 12, 2018, The Vanguard Group (Vanguard), may be deemed the beneficial owner of 7,126,896 shares of Class A Common Stock with the sole power to vote or direct the vote over 78,008 shares of Class A Common Stock and shared power to vote or direct the vote over 9,795 shares of Class A Common Stock, sole dispositive power over 7,040,808 shares of Class A Common Stock and shared dispositive power over 86,088 shares of Class A Common Stock. Vanguard Fiduciary Trust Company, a wholly-owned

subsidiary of The Vanguard Group, Inc., is the beneficial owner of 60,665 shares of Class A Common Stock as a result of its serving as investment manager of collective trust accounts. Vanguard Investments Australia, Ltd., a wholly-owned subsidiary of The Vanguard Group, Inc., is the beneficial owner of 42,248 shares of Class A Common Stock as a result of its serving as investment manager of Australian investment offerings. The address for Vanguard is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.

22. According to a Schedule 13G/A filed on February 7, 2018, The Bank of New York Mellon Corporation (BNY) may be deemed the beneficial owner of 5,897,667 shares of Class A Common Stock beneficially owned by its subsidiaries, BNY Mellon IHC, LLC, MBC Investments Corporation, BNY Mellon Investment Management (Jersey) Limited, BNY Mellon Investment Management (Europe) Limited, BNY Mellon Investment Management Europe Holdings Limited, BNY Mellon International Asset Management Group Limited, Newton Management Limited and Newton Investment Management Limited, with the sole power to vote or direct the vote over 5,147,263 shares of Class A Common Stock, sole dispositive power over 5,734,316 shares of Class A Common Stock and shared dispositive power over 163,329 shares of Class A Common Stock. BNY s address is c/o The Bank of New York Mellon Corporation, 225 Liberty Street, New York, New York 10286.
23. According to a Schedule 13G/A filed on January 29, 2018, BlackRock, Inc. (BlackRock) may be deemed the beneficial owner of 5,221,307 shares of Class A Common Stock beneficially owned by its subsidiaries, BlackRock (Luxembourg) S.A., BlackRock (Netherlands) B.V., BlackRock (Singapore) Limited, BlackRock Advisors (UK) Limited, BlackRock Advisors, LLC, BlackRock Asset Management Canada Limited, BlackRock Asset Management Ireland Limited, Blackrock Asset Management North Asia Limited, BlackRock Asset Management Schweiz AG, BlackRock Capital Management, Inc., BlackRock Financial Management, Inc., BlackRock Fund Advisors, BlackRock Fund Managers Ltd., BlackRock Institutional Trust Company, N. A., BlackRock International Limited, BlackRock Investment Management (Australia) Limited, BlackRock Investment Management (UK) Ltd., BlackRock Investment Management, LLC, BlackRock Japan Co., Ltd., and BlackRock Life Limited, with the sole power to vote or direct the vote over 4,295,587 shares of Class A Common Stock and sole dispositive power over 5,221,307 shares of Class A Common Stock. BlackRock s address is 55 East 52nd Street, New York, New York 10055.
24. According to a Schedule 13G filed on February 14, 2018, Ameriprise Financial, Inc. (Ameriprise) may be deemed the beneficial owner of 3,011,667 shares of Class A Common Stock, including shares beneficially owned by its subsidiary, Columbia Management Investment Advisers, LLC, with shared power to vote or direct the vote of 2,074,458 shares of Class A Common Stock and shared dispositive power over 3,011,667 shares of Class A Common Stock. Ameriprise s address is 145 Ameriprise Financial Center, Minneapolis, MN 55474.
25. Includes (i) options vested, as of the Record Date or within 60 days thereafter, granted under our 2010 Stock Incentive Plan, representing the right to purchase 379,597 shares of Class A Common Stock and (ii) 10,224 unvested restricted shares of Class A Common Stock granted under our 2010 Stock Incentive Plan. Does not include (i) 572,022 unvested performance-based stock awards, a portion of which are subject to upward or downward adjustment, (ii) 65,939 unvested RSUs, and (iii) 451,430 vested RSUs (the underlying shares of our Class A Common Stock for these RSUs will not be delivered to Mr. R. Lauren until his separation of service from the Company or if earlier, upon a change in control), granted under the 1997 Stock Incentive Plan.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers to file initial reports of ownership and reports of changes in ownership of our Class A Common Stock with the SEC and to provide copies of these reports to us. These filing requirements also apply to certain beneficial owners of more than 10 percent of our Class A Common Stock. To our knowledge, based solely on our review of the copies of Section 16(a) reports furnished to us during and with respect to Fiscal 2018 and on written representations from certain reporting persons, all reportable transactions during Fiscal 2018 were reported on a timely basis, with the exception of 13 shares acquired by one of our directors pursuant to a dividend reinvestment arrangement in Fiscal 2015 which was reported in Fiscal 2019, at the time we became aware of the acquisition.

DIRECTOR COMPENSATION

For Fiscal 2018, the compensation for non-employee directors was as follows:

Type of Compensation	Compensation Amount
Annual retainer for each non-employee director	$70,000
Additional annual retainer for Lead Independent Director	$30,000
Additional annual retainer for the Chair of each Board Committee[1]	Chair of the Audit Committee: $20,000 Chair of the Compensation Committee: $20,000 Chair of the Nominating & Governance Committee: $15,000 Chair of the Finance Committee: $20,000
Annual equity award[2]	Target equity value of $110,000, which is delivered in the form of restricted shares of Class A Common Stock. These restricted shares vest over three years in

	equal annual installments.
Attendance fee for each Board committee meeting attended[1]	$2,000

1. The annual retainers and attendance fees are paid to the non-employee directors in quarterly installments in arrears. The Board created the Finance Committee in the third quarter of Fiscal 2018, and the Chair received a pro-rated retainer for the third quarter and fourth quarter of Fiscal 2018 of $10,000.
2. The annual equity award to non-employee directors is awarded on April 1 of each year to those non-employee directors who have served as directors for at least half of the preceding fiscal year.

STOCK OWNERSHIP GUIDELINES

Our Board and Compensation Committee believe it is important for our NEOs, key members of our senior management team and our non-employee directors to build and maintain a long-term ownership position in the Company, to further align their financial interests with those of our stockholders and to encourage the creation of long-term value. The Compensation Committee has established stock ownership guidelines for our non-employee directors, our NEOs and select other members of our senior management group. Further details on the guidelines for NEOs and certain members of our senior management group are provided in Compensation Discussion and Analysis Executive Stock Ownership Guidelines.

The current stock ownership guidelines for the non-employee directors are as follows:

Ownership requirement is defined as a multiple of annual cash retainer. The target for directors is set at five times the annual cash retainer.
There is a hold-and-retain requirement of 50% of net equity proceeds acquired through the vesting of restricted shares and the exercise of stock options until the stock ownership target is attained.

In addition to counting shares owned outright by the director or his or her family members, unvested restricted shares count toward the achievement of ownership targets.

As of the Record Date, all non-employee directors who served during Fiscal 2018 exceeded their Fiscal 2018 stock ownership target.

We reimburse our non-employee directors for reasonable travel and other related expenses to attend Board and committee meetings and for director education courses. Non-employee directors are also provided with a merchandise discount on most of our products.

DIRECTOR COMPENSATION TABLE

The following table provides information concerning the compensation of those individuals who served as our non-employee directors during Fiscal 2018. Directors who are our employees receive no compensation for their services as directors and do not serve on any committees of the Board.

Name	Fees Earned or Paid in Cash[1] ($)	Stock Awards[2] ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation[3] ($)	Total ($)
John R. Alchin	94,000					2,673.55	96,673.55
Arnold H. Aronson	70,000					2,673.55	72,673.55
Frank A. Bennack, Jr.	156,000					2,673.55	158,673.55
Dr. Joyce F. Brown	111,000					2,673.55	113,673.55
	120,000					2,673.55	122,673.55

Joel L. Fleishman				
Hubert Joly	120,000		2,673.55	122,673.55
Judith A. McHale	88,000		2,673.55	90,673.55
Robert C. Wright	78,000		2,673.55	80,673.55

1. Reflects the amount of fees paid in arrears for Fiscal 2018. The annual retainer for each non-employee director is $70,000. The annual retainer for the Lead Independent Director is $30,000. The annual retainer for the Chair of each of the Audit Committee and the Compensation Committee is $20,000 and the annual retainer for the Chair of the Nominating & Governance Committee is $15,000. The annual retainer for the Chair of the Finance Committee is $20,000; however, the Finance Committee was established in the third quarter of Fiscal 2018 and the Chair received payments for the third quarter and fourth quarter of Fiscal 2018 only, totaling $10,000. The fee paid to non-employee directors for each meeting of a committee of the Board that such non-employee director attends is $2,000 per committee meeting. In Fiscal 2018, the Audit Committee met eight times, the Compensation Committee met 11 times, the Nominating & Governance Committee met five times and the Finance Committee met four times.
2. The non-employee directors did not receive any stock-based awards during Fiscal 2018. We grant annual stock-based awards to non-employee directors on April 1 of each year. Since our fiscal year ends on the Saturday closest to March 31st, in certain years there may be no grants made during our fiscal year (as in Fiscal 2018 which began on April 2, 2017 and ended on March 31, 2018), and in certain years, there may be two years worth of grants made during a fiscal year (as in Fiscal 2016, which began on March 29, 2015 and ended on April 2, 2016). The grants made to our non-employee directors on April 1, 2018 were made during our Fiscal 2019 and will be disclosed in next year s Proxy Statement.
3. This amount represents deferred cash dividends paid during Fiscal 2018 in connection with the vesting of restricted shares of our Class A Common Stock.

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DIRECTOR EQUITY TABLE

At the end of Fiscal 2018, each individual who served as a non-employee director during Fiscal 2018 held options to purchase shares of our Class A Common Stock and restricted shares of our Class A Common Stock as follows:

	Options	Restricted Stock
John R. Alchin	3,303	2,387
Arnold H. Aronson	3,303	2,387
Frank A. Bennack, Jr.	3,303	2,387
Dr. Joyce F. Brown	3,303	2,387
Joel L. Fleishman	3,303	2,387
Hubert Joly	3,303	2,387

Judith A. McHale	1,165	2,387
Robert C. Wright	3,303	2,387

COMPENSATION DISCUSSION & ANALYSIS

NAMED EXECUTIVE OFFICERS

This Compensation Discussion and Analysis (CD&A) explains our executive compensation programs as they pertain to the following individuals, all of whom were deemed to be NEOs during Fiscal 2018.

Name	Title
Ralph Lauren	Executive Chairman and Chief Creative Officer
Patrice Louvet[1]	President and Chief Executive Officer (CEO)
Jane Nielsen	Chief Financial Officer (CFO)
Valérie Hermann	President, Global Brands
David Lauren[2]	Chief Innovation Officer, Vice Chairman of the Board, Strategic Advisor to the CEO and Head of the Polo Ralph Lauren Foundation

Stefan Larsson[3]	Former President and Chief Executive Officer (Former CEO)

1. Mr. Louvet joined the Company effective as of July 3, 2017.
2. Mr. D. Lauren s role expanded to include Strategic Advisor to the CEO and Head of the Polo Ralph Lauren Foundation effective as of January 17, 2018.
3. Mr. Larsson separated from the Company and resigned as an officer and a member of our Board effective as of May 1, 2017.

EXECUTIVE SUMMARY

Compensation Program Philosophy & Objectives

We maintain executive compensation programs designed to reward sustained business growth and results. These programs are intended to drive stockholder value through the following principles:

Attract, motivate and retain highly qualified employees.

Establish challenging goals balanced between short-term and long-term objectives.

Award a meaningful portion of compensation in variable (as opposed to fixed) pay, with a significant portion of variable compensation in the form of long-term equity awards.
Promote collaborative leadership behavior designed to support the achievement of goals in a complex global organization.

Avoid unnecessary or excessive risk-taking that could reward employees at the expense of stockholders.

Establish short-term and long-term compensation programs that align our executives with internal metrics and stockholders interests.

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Summary of Executive Compensation Governance Practices

We seek to maintain high standards with respect to the governance of our executive compensation. Key features of our compensation policies and practices that aim to drive performance and align with stockholder interests are highlighted below:

Our Compensation Practices (What we do)

At-Risk Compensation: Our incentive-based compensation represents a significant portion of our executives compensation (90% or more for both our Executive Chairman and Chief Creative Officer and our President and CEO).

Annual Review: We conduct an annual review of our executive compensation program to ensure it rewards executives for performance against clear metrics that align with stockholder interests, retains top talent, supports diversity and inclusion, and discourages unnecessary risk taking by our executives.

Stock Ownership Guidelines: We require our NEOs and other select members of our senior management to hold a certain amount of our Common Stock.

Regular Review of Share Utilization: We regularly evaluate share utilization levels and review the dilutive impact of stock compensation.

Double Trigger Vesting: We provide for double-trigger vesting following a change-of-control for equity awards for all equity participants.

Independent Consultant: We work with an independent compensation consultant retained by the Compensation Committee, in its sole discretion, who performs no consulting or other services for the Company s management.

Clawback Policy: Our NEOs are subject to a robust recoupment policy in the event the Company is required to restate its financial statements.

Independent Compensation Committee: Our Compensation Committee is composed solely of independent directors.

Our Prohibited Compensation Practices (What we don t do)

No Guaranteed Increases: We do not guarantee salary increases or annual incentives for our NEOs.

No Repricing Without Stockholder Approval: We do not reprice underwater stock options without stockholder approval.

No Hedging: We prohibit the hedging of the Company s stock by directors, officers, or employees of the Company.

No Discount Grants: We do not provide for grants of equity below fair market value.

No Pledging: We prohibit the pledging of the Company s stock by directors and officers of the Company.

Delivered On Our Strategic Plan in Fiscal 2018

Under the leadership of our new President and CEO, Patrice Louvet, we continued to execute on our multi-year plan intended to build a foundation to strengthen and elevate our brand, positioning the Company for long-term sustainable growth (the Strategic Plan). As a result, our financial results for Fiscal 2018 were better than the commitments we made and communicated at the beginning of the fiscal year.

We successfully delivered on several key objectives, including:

Elevating our Brand Through Improved Quality of Sales, Distribution and Product.

Average unit retail across our direct-to-consumer network was up 4% to last year and discount rates were down across all regions.

Adjusted gross margin was up 290 basis points compared to Fiscal 2017.

Continued to close unproductive distribution in retail and wholesale, significantly reduced off-price shipments and began to upgrade our store environments.

Evolving our Product Marketing, and Shopping Experience to Increase Reach and Appeal with New Customers.

Evolved our product assortment by renewing our core styles and focusing on our icons, which drove improvements in seasonal product sell-out trend.

Increased marketing effectiveness by adopting a more consumer-centric approach with significant growth in digital and social media reach with the Create-Your-Own Customization launch and new campaigns.

Increased investment in marketing by 10% compared to prior year with significant growth in digital and social media, the channels that matter most to our consumers today.

Strengthened our design and merchandising teams with new talent and enhanced our capabilities and shopping experience.

Expanding Our Digital and International Presence.

Expanded our store network in Asia, delivering 3% constant currency same-store sales growth.

Continued to drive growth in our wholesale digital business globally and grew market share in our key categories.

Successfully transitioned our directly operated U.S. digital commerce site to a new technology platform to improve functionality and consumer experience.

Strengthened our digital team through appointments of a Chief Digital Officer and a new Chief Information Officer.

Working in New Ways to Drive Productivity and Agility.

Reduced total adjusted operating expenses despite a 10% increase in marketing investment year-over-year, as we increased efficiencies.

Lowered inventory levels by 4% from last year and improved inventory turns.

Achieved our goal of having 90% of our business on 9-month lead times, enabling us to make product decisions closer to consumer demand.

Increased SKU productivity with revenue per SKU up 16% and gross profit per SKU up 22%.

Delivered Strong TSR in Fiscal 2018

Despite a CEO transition mid-year, the Company delivered better than expected financial results as we furthered our work to strike the right balance between driving productivity and growth.

Our total shareholder return (TSR) for recent periods, relative to our compensation comparator group, as detailed on page 45 of the CD&A, and the S&P 500, is set forth below. For Fiscal 2018, we generated a TSR of 40.0% compared to the 26.0% and 12.0% gains for our compensation comparator group and the S&P 500, respectively.

	1-Year TSR (%) Fiscal 2018	3-Year TSR (%) Fiscal 2016 2018	5-year TSR (%) Fiscal 2014 2018
Ralph Lauren Corporation	40.0%	-9.4%	-28.2%
Compensation Comparator Group	26.0%	-13.0%	19.9%
S&P 500 Index	12.0%	26.6%	69.1%

Stockholder Feedback and Compensation Committee Response

The Compensation Committee considered the results of the non-binding, advisory proposal on our executive compensation philosophy, policies and practices (Say-on-Pay) as set forth in our 2017 Proxy Statement, in making executive compensation decisions during Fiscal 2018. At our 2017 Annual Meeting of Stockholders, we received 88% stockholder support for our executive compensation program. During Fiscal 2018, we have continued to strengthen the alignment of compensation with our strategic priorities and stockholder interests and are committed to adhering to our pay-for-performance philosophy. As a part of this process, we conducted a comprehensive stockholder outreach with 90% of our top 10 institutional stockholders prior to the annual stockholder meeting and again prior to the end of our fiscal year. The focus of the outreach was to review compensation programs, discuss our Say-On-Pay vote, and solicit and consider feedback on a variety of corporate governance topics, including executive compensation practices. Through this outreach, we have received, and continue to periodically consider, helpful feedback regarding a variety of stockholder related matters and have adopted a number of significant changes to our compensation program and corporate governance practices.

After considering our Say-on-Pay voting results, investor feedback, alignment of our compensation programs with the long-term interests of our stockholders, and advice from its Compensation Consultant, the Compensation Committee made changes to the short- and long-term executive compensation programs effective Fiscal 2019 as described below. In considering the performance measures, we focused on connecting our compensation metrics to our current business strategy and ensuring our executives are focusing on results that support this strategy. For our long-term awards, we plan on striking a healthy balance between rewarding our executives for the return provided to the Company while also ensuring a critical link to shareholder returns.

Changes in Short-term Incentive Plan Design for Fiscal 2019

To align to our strategy to return to sustained revenue and earnings growth, our Fiscal 2019 financial metrics will include NIBT, corporate revenue, and Selling, General and Administrative (SG&A) expenses.

Corporate revenue will be added as a performance measure to further align the compensation of our NEOs with the strategy to elevate and grow the brand through evolving our product and marketing and expanding our international and digital presence.

SG&A will be added as a performance measure to re-emphasize the importance of expense management as we strive to work in new ways to drive productivity and agility.

Global Digital Commerce Revenue will also be added as our new strategic goal as we continue to drive sales growth and market share in our digital business. Expanding our digital presence globally is one of our key initiatives. As in the past, the strategic goal will be applicable to all NEOs excluding Mr. R. Lauren and may adjust bonuses upwards or downwards by 10%.

Changes in Long-Term Incentive Plan Design for Fiscal 2019

Performance Share Units (PSUs) are a key component of our long-term equity plan design linking pay with performance and aligning management s interests with stockholders.

In order to further align with our long-term business strategy, the performance measures in the Fiscal 2019 Fiscal 2021 Performance Share Units (PSU) will change to three-year cumulative Return on Invested Capital (ROIC) and three year Relative Total Shareholder Return (TSR). These metrics do not overlap with those in our Short Term Incentive Plan and support alignment with the long-term interests of our stockholders.

The comparator group which will be used for Relative TSR is shown below. The companies in the comparator group include retail peers, certain department stores, and other well branded companies.

Dillard s, Inc.	Michael Kors Holdings Limited	RH (Restoration Hardware, Inc.)	Under Armour, Inc.
The Gap, Inc.	Nike, Inc.	Tapestry, Inc. (Coach/Kate Spade)	Urban Outfitters, Inc.
L Brands, Inc.	Nordstrom, Inc.	The TJX Companies, Inc.	V.F. Corporation
Macy s, Inc.	PVH Corp.	Tiffany & Co.	Williams-Sonoma, Inc.

In addition to the shareholder outreach, we continued our stockholder engagement by hosting an Investor Day on June 7, 2018 in New York City to share our long-term growth and value creation strategy and financial outlook. Afterwards, we continued to engage with stockholders in additional one-on-one and group meetings to provide a forum for them to share their feedback. This is part of our ongoing activity to connect with our stockholders and be responsive to their perspectives.

Fiscal 2018 Compensation and Pay-for-Performance: Key Company Takeaways

As noted above, Fiscal 2018 was an important year for the Company as we continued to execute on our Strategic Plan for the future.

During Fiscal 2018:

We entered into an employment agreement with Patrice Louvet, our new President and CEO, who joined the Company effective as of July 3, 2017. Mr. Louvet, as President and CEO, drives the Company s strategy, execution and business results.

We delivered better than expected financial results, resulting in above-target bonus payouts. The Fiscal 2018 financial targets were set with the understanding that as part of our Strategic Plan, certain actions would negatively impact our financial performance in the short-term in order to strengthen our brand and create value for stockholders in the long-term. As such, Fiscal 2018 targets were set at a level that would require a sufficiently challenging level of performance in order to achieve target bonus payouts.

We delivered on our Strategic Plan by executing on strategic initiatives to continue to strengthen and elevate our brand, positioning the Company for long-term sustainable growth.

We successfully delivered on several key objectives during Fiscal 2018, including elevating our brand by increasing our AUR across our direct-to-consumer network and increasing our adjusted gross margin by 290 basis points compared to Fiscal 2017, and expanding our digital and international presence with increased marketing growth in digital and social media.

We delivered a strong return to stockholders as demonstrated by our Total Shareholder Return (TSR) of 40.0% in Fiscal 2018. We continued to return capital to stockholders by declaring a dividend each quarter of $.50 per share, maintaining an annual rate of $2.00 per share.

We paid out our Performance Share Units (PSUs) below target level at 83% because the Company s performance results over the three-year period, Fiscal 2016 Fiscal 2018, were below the performance goals for these awards. However, we paid out at target level our Performance-based Restricted Stock Units (PRSUs) and Adjusted Performance-based Restricted Stock Units (APRSUs) based on the Company s strong performance results during Fiscal 2018.

We continued to engage with our stockholders and elicit their feedback by conducting a comprehensive stockholder outreach with 90% of our top 10 institutional stockholders prior to the 2018 Annual Meeting and again prior to the end of Fiscal Year 2018.	**In response to stockholder feedback, we have continued to strengthen the alignment of compensation with our strategic priorities and stockholder interests and are committed to adhering to our pay-for-performance philosophy. As a part of this process, and as a result of ongoing outreach with our investors during Fiscal 2018, we have made a number of amendments to our short-term and long-term executive incentive program.**
We added a corporate revenue component to both our bonus and equity programs to emphasize the importance of bringing the Company back to growth.	**Ms. Nielsen and Ms. Hermann received base salary increases to compensate each of them for increased responsibilities. Ms. Nielsen s enhanced responsibilities now include strategy and real estate oversight and Ms. Hermann s enhanced role now includes direct responsibility over the licensing of our products.**

EXECUTIVE COMPENSATION GOVERNANCE

Determination of Compensation for Executives

Market Data. We organize our business into the following three reportable segments: North America, Europe and Asia. Our primary products include apparel for men, women and children, accessories, home furnishings and fragrance. As a result, we believe our product breadth, multichannel distribution and global reach are unique among luxury and apparel companies.

Accordingly, while the Compensation Committee considers, among other things, competitive market compensation paid by other companies in our industry in establishing compensation programs, the Compensation Committee does not set executive compensation at, or near, any particular target percentile within a peer group. Instead, the Committee uses compensation market data across multiple comparator groups as a consideration in setting our executive compensation levels.

Other Considerations. In addition to market data, the Compensation Committee considers several other factors in determining executive compensation levels, including internal pay equity, nature and scope of responsibility, an employee s current performance and expected future contributions, succession planning considerations relative to development and retention, and our performance, financial plans and budget. If we are to succeed in the execution of our Strategic Plan, we will require the ability to attract and retain high level executive talent.

Determining Compensation for Mr. R. Lauren

Executive Chairman and Chief Creative Officer:

The Compensation Committee, in consultation with its independent compensation consultant and independent outside counsel, determined the compensation structure under Mr. R. Lauren s employment agreement, effective as of the beginning of Fiscal 2018. Mr. R. Lauren plays the role of both Chief Creative Officer and Executive Chairman. This role is unique and Mr. R. Lauren s compensation package is based on several factors including:

Celebrated Achievements	Strategic Vision	Chief Designer	Executive Chairman
His critical and iconic role as Chief Creative Officer which brings to us his extraordinary and rare talent that is unrivaled by others in our industry. His career has resulted in numerous tributes for his contributions to the fashion industry, including the Council of Fashion Designers of America s four highest honors: The Lifetime Achievement Award, the Womenswear Designer of the Year Award, the Menswear Designer of the Year Award and the Retailer of the Year Award.	Mr. R. Lauren not only drives the vision and strategy of a unique, complex, global organization with distribution channels in multiple product categories and countries, but he is also the founder, creator and name behind our brands for over 50 years and the value of the impact of his leadership to the creative talent of the organization is very significant.	As Chief Designer, Mr. R. Lauren s compensation package is also based on the Company s review of the compensation of other Chief Creative Officers. The Compensation Committee believes that Mr. R. Lauren s leadership, aesthetic vision, direction and the public s association of his name and likeness with our branded products are unparalleled, unique and integral components of our success, and that his contributions to our longstanding, consistent achievement over five decades have been, and continue to be, instrumental in creating long-term stockholder value.	In addition to his responsibilities as Chairman of the Board, Mr. R. Lauren, as Executive Chairman, works with the President and Chief Executive Officer to set overall vision, strategy, financial objectives, and investment priorities for the business. Mr. R. Lauren also continues to provide guidance in areas that are important to the Company, including creative talent, advertising and marketing.

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These factors were taken into account with respect to setting Mr. R. Lauren s compensation opportunity during Fiscal 2018 and the terms set forth in his new employment agreement. Over the last few years, as Mr. R. Lauren s role evolved from CEO, his target compensation decreased by 24%. The Compensation Committee and Mr. R. Lauren also mutually agreed that Mr. R. Lauren would forgo his $7.6 million bonus for Fiscal 2017. In addition, over 90% of Mr. R. Lauren s compensation is at-risk reflecting a strong alignment between pay and performance.

Determining Compensation for Mr. Louvet Chief Executive Officer:

In Fiscal 2018, the Company entered into an employment agreement with Mr. Louvet, who joined the Company as President and CEO in July 2017. In determining the compensation for Mr. Louvet, the Compensation Committee, in consultation with its independent compensation consultant and independent outside counsel, also considered, among other things, Mr. Louvet s strong global brand leadership experience, prior compensation, achievements at his former employer, the Company s internal pay equity and his expected future contributions in his role with us.

Determining Compensation for Other NEOs:

In determining the compensation of our other NEOs, the Compensation Committee considered the impact, scope of responsibility and leadership structure required to support the ongoing global transformation and long-term growth of our business in an increasingly complex global environment.

The compensation for our former CEO, Mr. Larsson, remained in force until his separation from the Company on May 1, 2017.

See the Executive Employment Agreements and Compensatory Arrangements section for a summary of the terms of our NEOs employment agreements and other compensatory arrangements, and separation agreements and releases, as applicable.

Role of the Compensation Committee

In addition to its responsibilities to, among other things, review and administer our compensation plans and to maintain oversight over the development of succession plans for certain key executive positions within our senior management, the Compensation Committee is responsible for reviewing and approving the employment agreements, as applicable, for each of our NEOs, which include their salary, bonus and certain other compensation components. In determining the long-term incentive component of the compensation for each of our NEOs pursuant to each of their employment agreements, as applicable, the Compensation Committee considered, among such other factors as it deemed relevant, our performance, long-term stockholder returns, the value of similar incentive awards to executive officers at comparable companies and the awards given to each of our NEOs in past years. As noted above under Executive Compensation Governance Determination of Compensation for Executives and Non-Employee Directors

Market Data, while the Compensation Committee considers market information, the Compensation Committee believes that considerations unique to our Company have a greater impact in setting executive compensation. On an annual basis, the Compensation Committee also reviews and approves the corporate performance goals and objectives relevant to the compensation payable to our NEOs.

Subject to previously approved applicable obligations in an employment agreement, the Compensation Committee also reviews and approves, on an annual basis, the compensation of key members of our senior management, and reviews and approves the corporate performance goals and objectives relevant to the compensation payable to each of them. In addition, the Compensation Committee regularly reviews the design and structure of our executive compensation programs to ensure that management s interests are closely aligned with stockholders interests and that the compensation programs are designed to further our strategic priorities, including pay equality and non-discrimination by gender or against protected groups.

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The Compensation Committee is also responsible for gathering and reviewing data, and making recommendations to the Nominating & Governance Committee, regarding the appropriate level of non-employee director compensation. The Nominating & Governance Committee then recommends non-employee director compensation to the Board.

Role of the Compensation Consultants

We engage our compensation consultants to assist in reviewing our overall compensation strategy and total compensation package and to provide input on the competitive market for executive talent, evolving executive and director compensation market practices, program design and regulatory compliance. The Compensation Committee retains an independent compensation consulting firm, Steven Hall & Partners (SHP), to provide guidance in connection with the development and evaluation of compensation philosophy, policies and practices and significant executive compensation decisions. The Compensation Committee has the sole authority to retain and terminate the independent compensation consulting firm and approve the firm s fees and other retention terms. SHP does not provide other services to the Company or the Company s management. In Fiscal 2018, the Compensation Committee engaged SHP to provide such independent advisory services, which is discussed in the Executive Employment Agreements and Compensatory Arrangements section. The Compensation Committee meets with its consultant regularly and as needed, in the Compensation Committee s sole discretion. The consultant assists the Committee by:

- attending Committee meetings;
- meeting with the Committee without management present;
- providing third-party data, advice and expertise on proposed executive compensation awards and plan designs;
- reviewing briefing materials prepared by management and outside advisers and advising the Committee on the matters included in these materials, including the consistency of proposals with the Committee s compensation philosophy and comparisons to programs at other companies; and
- preparing its own analysis of compensation matters, including positioning of programs in the competitive market and the design of plans consistent with the Committee s compensation philosophy.

Separate from the Compensation Committee s consultant, during Fiscal 2018, our Company s management continued to retain the services of Compensation Advisory Partners, LLC (CAP), as its compensation consultant. CAP s role is to assist management in the development and analysis of executive compensation matters.

Employment Agreements

In general, we have a longstanding practice of entering into employment agreements with our executive officers and select members of senior management. We believe that employment agreements provide greater assurance of continuity and retention of critical creative and operating talent in a highly competitive industry. All of our NEOs have employment agreements other than Mr. D. Lauren. Employment agreements for our NEOs were reviewed and approved by the Compensation Committee, and in consultation with its independent compensation consultant and the Committee s independently retained legal advisors whenever requested, and reviewed and approved with Mr. R. Lauren and Mr. Louvet or his predecessor with respect to our other NEOs. The terms of Mr. D. Lauren s compensation arrangement were determined based on his role in the organization and were also reviewed and approved by the Compensation Committee.

The guidelines for salary, bonus and certain other compensation components for each NEO with an employment agreement are set forth in his or her respective employment agreement. The agreements also provide for certain benefits, including those in the event of various termination or change in control situations. We believe that providing for certain benefits in change in control situations enhances the value of the business by preserving the continuity of management during these potential situations and by focusing our senior executives on our long-term priorities. Effective on the first day of Fiscal 2018, we entered into a new employment agreement with Mr. R. Lauren. Mr. R. Lauren s target compensation under the new agreement did not change.

In Fiscal 2018, we entered into an employment agreement with Patrice Louvet, our President and CEO, effective July 3, 2017 (the Louvet Employment Agreement). The Louvet Employment Agreement provided that Mr. Louvet shall be entitled to an annual equity award and bonus that will be 100% based on Company s performance, and a sign-on equity award, over two-thirds of which will vest based on the Company s performance. The remaining portion of Mr. Louvet sign-on equity award is time-based, which, along with the sign-on cash award, was intended to

compensate Mr. Louvet for bonus and equity he forfeited when he left his former employer. Mr. Louvet s time-based equity award will vest in its entirety on July 3, 2022.

See Executive Employment Agreements and Compensatory Arrangements, Summary Compensation Table and Potential Payments Upon Termination or Change in Control below for a more detailed description of the payments and benefits provided under each NEO s employment agreement and other compensatory arrangements.

KEY COMPONENTS OF EXECUTIVE COMPENSATION

The principal elements of our senior executive compensation programs are summarized in the following table and described in more detail below.

Compensation Element	Performance-Based	Objective
Base Salary		Provide a competitive, fixed level of cash compensation to attract and retain talented and skilled employees.
Annual Cash Incentive Awards	R	Motivate and reward employees to achieve or exceed our current-year financial goals with variable cash compensation earned based on achieving pre-established annual goals.

Long-Term Equity-Based Incentive Awards	R	Align an employee s interest with that of our stockholders and encourage executive decision-making that maximizes value creation over the long-term with variable equity compensation earned based on achieving pre-established long-term goals.

Fiscal 2018 was the second year of our multi-year Strategic Plan to transform our business as we focused on pursuing our key initiatives to strengthen our brand, deliver sustainable, profitable sales growth, and drive long-term stockholder value. Despite a CEO transition mid-year, our financial results for Fiscal 2018 were better than the commitments we established and communicated at the beginning of the fiscal year.

Payouts Based on Fiscal 2018 Performance. In Fiscal 2018, we continued to drive out unproductive business and increase our profit margins. Performance targets for Fiscal 2018 were set lower than the previous year s performance results to take into account actions intended to improve our quality of sales and reduce promotional activity, elevate our distribution, optimize productivity, and improve organizational effectiveness. The Fiscal 2018 metric chosen for our Executive Officer Annual Incentive Plan (EOAIP) was Net Income Before Taxes (NIBT) with a target goal of $604.7 million. Our results were 9% above our goal, which we believe contributed to our improved total shareholder return (TSR) for the fiscal year. As previously referenced, we also made progress on our key objectives to:

- improve our quality of sales, distribution and product,
- evolve our product and marketing to increase reach and appeal to new customers,
- expand our digital and international presence, and
- work in new ways to drive productivity and agility.

Our results for the year exceeded the expectations that we set at the beginning of the fiscal year and we returned to a positive TSR of 40% for the fiscal year. As in prior years, our Fiscal 2018 goals served as the basis for our target setting under our incentive compensation plans, and we continue to closely align our executives compensation with financial performance.

The Fiscal 2018 operating margin results exceeded the performance threshold set for the Fiscal 2018 Performance-based Restricted Stock Units (PRSUs). PRSUs will vest on a pro-rata basis at target levels over a three-year period, contingent on continuous service. Mr. Louvet received Fiscal 2018 Adjusted Performance-based Restricted Stock Units (APRSUs) in connection with his appointment. The Fiscal 2018 operating margin results exceeded the performance threshold set for the Fiscal 2018 APRSUs. APRSUs will vest on a pro-rata basis at target levels over a three-year period per the terms of Mr. Louvet s employment agreement.

The Fiscal 2017-2020 performance targets for the Performance Shares granted to Mr. Larsson in connection with his appointment were set in accordance with the terms of his employment agreement. The Fiscal 2018 performance target for these Performance Shares was not met and the second portion of the Performance Shares did not vest.

Payouts Based on Fiscal 2016-2018 Performance. The performance targets set for the Fiscal 2016 three-year long-term equity-based incentives were set prior to Fiscal 2016, based on continuous earnings target improvement over the three-year performance period. The results fell short of the goal and payout was below target level.

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Fiscal 2018 Earned Awards

Annual Cash Incentive Bonus:

	Performance Measure	Performance Period	Performance Result[1] as a % of Target	Amount Paid as a % of Target
Executive Officer Annual Incentive Plan (EOAIP)	Net Income Before Taxes (NIBT)	Fiscal 2018	109%	159% for Mr. R. Lauren 142% for Mr. Louvet[2] 142% for Mr. Larsson[2] 175% for other NEOs[2]

1. Excludes impact of adjustments, in accordance with adjustment language approved by the Compensation Committee, including restructuring and other charges pursuant to the Strategic Plan.
2. Includes impact, if any, of the strategic objective, which can adjust bonus payment by -10% to +10%. For Fiscal 2018, there was a plus 10% adjustment for the strategic goal of corporate revenue as the performance expectation exceeded target level. Any adjustment in annual bonus attributable to the strategic goal is not applicable to Mr. R. Lauren. With the exception of Mr. Louvet and Mr. Larsson, maximum payout for all NEOs is 200% of target. For Mr. Louvet and Mr. Larsson, respectively, maximum payout is 150% of target.

Long-term Equity-Based Incentives:

	Performance Measure	Performance Period	Performance Result as a % of Target	Amount Paid as a % of Target
Performance Share Units (PSUs) *(applicable to Mr. R. Lauren, Ms. Hermann, Mr. D. Lauren, and Mr. Larsson)*	Cumulative EPS	Fiscal 2016 Fiscal 2018	80%	83%[1]
Performance-based Restricted Stock Units (PRSUs) *(applicable to Ms. Nielsen, Ms. Hermann, and Mr. D. Lauren)*	Operating Margin	Fiscal 2018	Exceeded threshold level	100%[2]
Adjusted Performance-based Restricted Stock Units (APRSUs) *(applicable to Mr. Louvet only)*	Operating Margin	Fiscal 2018	Exceeded threshold level	100%[3]
Performance Shares *(applicable to Mr. Larsson only)*	Net Income Before Taxes (NIBT)	Fiscal 2018	Performance level not met	0%[4]

1. Award based on achievement of cumulative three-year EPS goal set at the beginning of the performance period. Target shares were granted in the first year of the three-year performance period.
2. Award was payable upon achievement of Fiscal 2018 threshold operating margin results. Actual achievement for this goal was 10.7%, which was above the threshold level. Shares vest on a pro-rata basis over a three-year period, beginning in Fiscal 2019, contingent on continuous service.
3. Part of Mr. Louvet sign-on equity award to make up for equity that he forfeited in his previous company. Award

was payable upon achievement of Fiscal 2018 threshold operating margin results. Actual achievement for this goal was 10.7%, which was above the threshold level. Shares vest on a pro-rata basis over a three-year period, beginning in Fiscal 2019, per the terms of Mr. Louvet s employment agreement.

4. Mr. Larsson received Performance Shares which were granted in connection with his appointment and remain eligible to vest based on achievement of applicable performance goals through Fiscal 2020 per the terms of Mr. Larsson s separation agreement and release. No Performance shares vested in Fiscal 2018 based on our adjusted Fiscal 2018 NIBT results.

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COMPENSATION DISCUSSION AND ANALYSIS

RALPH LAUREN CORPORATION

Compensation Element: Base Salary

We pay base salaries to attract and retain talented executives and to provide a fixed base of cash compensation. Base salaries for each of our NEOs are determined and approved by the Compensation Committee. In general, base salaries may be reviewed periodically by the Compensation Committee and are provided in each NEO s employment agreement, other than for Mr. D. Lauren, who does not have an employment agreement.

Fiscal 2018: Base Salary

As of the end of Fiscal 2018, the annual base salaries for our NEOs were as follows:

Name / Title	Fiscal 2017 Base Salary ($)	Fiscal 2018 Base Salary ($)	% Increase
Ralph Lauren *Executive Chairman and Chief Creative Officer*	1,750,000	1,750,000	0%
Patrice Louvet *President and CEO*	N/A	1,250,000	N/A
Jane Nielsen *CFO*	900,000	990,000	10.0%[1]
Valérie Hermann *President, Global Brands*	950,000	1,050,000	10.5%[1]

David Lauren *Chief Innovation Officer, Vice Chairman of the Board, Strategic* *Advisor to the CEO and Head of the Polo Ralph Lauren Foundation*	850,000	850,000	0%
Stefan Larsson *Former CEO*	1,250,000	N/A	N/A

1. In Fiscal 2018, Ms. Nielsen and Ms. Hermann received base salary increases to compensate each of them for increased responsibilities as previously disclosed in Fiscal 2018 Compensation and Pay-For-Performance: Key Company Takeaways on page 45.

Overview of Performance-based Compensation Programs

The Compensation Committee strongly believes that our compensation practices accomplish the goal of pay-for-performance by rewarding our executives for the achievement of both short-term and long-term financial and strategic performance. To align our executives compensation with stockholders interests, the Compensation Committee has concluded that a majority of our executives compensation should be at-risk in the form of annual cash incentive and long-term equity-based awards.

The charts below show the balance of the at-risk elements that comprised the target total direct compensation for our NEOs.

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Compensation Element: Annual Cash Incentive Awards

In Fiscal 2018, all of our NEOs participated in the EOAIP, a stockholder-approved, short-term cash incentive bonus plan, in which the Compensation Committee determines the eligible EOAIP participants from among our executive officers. The EOAIP is designed to promote executive decision-making and achievement that supports the realization of key overall Company financial goals. Key features of the EOAIP are as follows:

Payouts Payouts are based on different levels of achievement, which include threshold, target and maximum levels, established by the Compensation Committee each year.

In Fiscal 2018, the Compensation Committee determined that the following performance levels were applicable to EOAIP participants:

Threshold	The minimum level of performance required before which a bonus is paid was 90% of the target level. No bonuses will be earned if the threshold level of performance is not achieved.
Target	100% achievement of financial goals.
Maximum	Achievement at a superior level of performance was raised from 110% to 115% of the target level to set a more rigorous maximum level.

Participants are eligible for bonus opportunities based 100% on our overall financial performance, without consideration of performance of specific divisions or any discretionary performance factors.

All bonuses under the EOAIP are capped, in accordance with the respective employment agreements of each participant, as applicable, and may be subject to adjustments as described below.

Compensation Committee Process and Authority

Process: Each year, we engage in an extensive and deliberate process to establish our financial budget, performance measures and performance targets which are subject to Compensation Committee approval. At the end of the fiscal year, the following approval process takes place:

After our independent auditors issue their audit opinion for the completed fiscal year, the Compensation Committee determines the extent to which, if at all, financial performance has been achieved against pre-established targets.

Based upon the degree of achievement, the Compensation Committee approves the annual cash incentive bonuses payable to each NEO under the EOAIP, as applicable.

The Compensation Committee believes that the performance of each of our NEOs is represented by the Company s financial results and thus, discretionary individual performance is not considered in determining their bonuses.

Authority: The Compensation Committee has the authority to:

Determine the eligible EOAIP participants from among our executive officers;

Establish the financial performance goals (from the list of performance measures previously approved by stockholders) and payout schedules, including any adjustments;

To the extent permitted under Section 162(m) of the Internal Revenue Code, as amended (the Code), omit, among other things, the effect of unbudgeted items that are unusual in nature or infrequently occurring, any gain or loss on the disposal of a business segment, other unusual items or infrequently occurring events and transactions and cumulative effects of changes in accounting principles;

Establish the required achievement levels against pre-determined performance goals under the EOAIP; and

Exercise discretion to reduce or eliminate, but not increase, the bonus amounts payable under the EOAIP.

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COMPENSATION DISCUSSION AND ANALYSIS

RALPH LAUREN CORPORATION

Annual Cash Incentive Awards Fiscal 2018

NIBT as Fiscal 2018 Corporate Performance Measure. For Fiscal 2018, under the EOAIP, the corporate performance measure selected was NIBT. The Compensation Committee believes that NIBT is aligned with stockholders interests and is a comprehensive indicator of our annual performance. As previously noted, the Fiscal 2018 financial targets were set with the understanding that, as part of our Strategic Plan, certain actions would negatively impact our financial performance in the short-term in order to strengthen our brand and create value for stockholders in the long-term. As a result, Fiscal 2018 targets were set at a level that would require a sufficiently challenging level of performance in order to achieve target bonus payouts.

Revenue as Additional Strategic Financial Goal with Potential 10% Adjustment upwards or downwards to Bonus. Each of the NEOs, with the exception of Mr. R. Lauren, may have their respective bonuses adjusted (upwards or downwards by 10%) based upon the degree of achievement of a previously established additional strategic financial goal. For Fiscal 2018, corporate revenue was selected by the Compensation Committee as the strategic financial goal to emphasize the importance of this metric in bringing the Company back

to earnings growth. The Fiscal 2018 target for corporate revenue was $6,105.8 million. Our results were above our target and also above a pre-established threshold which resulted in a plus 10% adjustment for the strategic goal. The bonus payment for Mr. R. Lauren is based solely on actual financial performance against the Company s overall performance measures, as selected by the Compensation Committee for the applicable fiscal year, and is not adjusted based on performance against any additional strategic financial goal.

Bonus Payouts for Fiscal 2018. Each of our NEOs was eligible for a bonus in Fiscal 2018 when we reached 90% of the full year NIBT target. The Company progressed well against its Strategic Plan initiatives and goals and our Fiscal 2018 financial results were above the pre-established target. In Fiscal 2018, we achieved 109% of the NIBT target, which resulted in payment of bonuses greater than target to our NEOs.

The following table outlines our Fiscal 2018 EOAIP target NIBT goals compared to Fiscal 2017, and actual performance as measured against those goals.

Performance Period	Target Goal (millions)	Actual Performance[1] (millions)	Adjustment for Strategic Financial Goal [2]