



HUMAN RESOURCES COMMITTEE CHARTER

1. **Composition of the Committee.** The Human Resources Committee (the “Committee”) of the Board of Directors (the “Board”) of Tapestry, Inc. (the “Company”) shall consist of at least three non-employee directors appointed annually by the Board who have been affirmatively determined by the Board to be “independent” as defined by the published rules of the New York Stock Exchange (“NYSE”) and the Company’s Corporate Governance Principles, as such requirements are interpreted by the Board of Directors in its business judgment, and to meet all other eligibility requirements of applicable law.

2. **Purpose of the Committee.** The purpose of the Committee is to perform, or assist the Board in performing, the duties of the Board relating to:

(a) compensation of the Company’s outside directors, executive officers and other key executives; and

(b) talent development, performance management, development planning and succession planning for the Company’s Executive Committee and its direct reports; and

(c) annual performance evaluations of the Committee itself.

For this purpose, compensation shall include annual base salary; annual incentives; stock option or other equity participation plans; long-term incentives; the terms of employment agreements (if any), severance arrangements, and change in control agreements; any special or supplemental benefits; and any other payments that are deemed compensation under applicable Securities and Exchange Commission (the “SEC”) rules.

3. **Duties and Powers of the Committee.** The Committee shall have the following duties and powers:

(a) Review and recommend to the independent members of the Board on an annual basis corporate goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives and set the CEO’s compensation level based on this evaluation; in determining the long-term incentive component of CEO compensation, the Committee will also consider, among such other factors as it may deem relevant, the Company’s performance, stockholder returns, the value of similar incentive awards to chief executive officers at comparable companies and the awards given to the CEO in past years; *provided, however,* that nothing in this provision should be construed to prohibit discussion of

CEO compensation with the Board generally or with the other independent directors of the Board;

(b) On at least an annual basis, review and evaluate the performance, and make recommendations to the Board concerning the compensation, of all non-CEO executive officers and other key executives in consultation with the CEO;

(c) Review and make recommendations to the Board, or approve, any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment or retention contracts, and severance or termination arrangements;

(d) Regularly review the Company's overall leadership talent development, including at least an annual report on performance, development and succession plans for Executive Committee members, along with talent development plans for successors to Executive Committee positions;

(e) Make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans;

(f) Approve awards under the Company's incentive compensation plans and equity-based plans and, except as otherwise delegated by the Board or the Committee, act as the administrator, or appoint and supervise an administrator, for all incentive compensation and equity-based plans of the Company;

(g) Perform any administrative responsibilities with respect to the Company's qualified or non-qualified retirement plans that may be in effect from time to time, except as otherwise delegated by the Board or the Committee or to the extent responsibilities and authority are assigned to another person or Committee (other than the Board itself) by the plan document, with the Committee's authority in all events to include the authority to establish, amend and terminate any such plans;

(h) Oversee the Company's policies on structuring compensation programs to preserve tax deductibility where appropriate. To the extent the Company provides for performance-based compensation subject to the requirements of Section 162(m) of the Internal Revenue Code, the Committee shall, as appropriate, establish and certify the attainment of performance goals, as required by Section 162(m);

(i) Review and approve the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees;

(j) On an annual basis, review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and whether such policies and practices are reasonably likely to incentivize unnecessary or excessive risk taking. As appropriate, drive action to mitigate risks to acceptable levels;

(k) Review and discuss the Compensation Discussion and Analysis (the "CD&A") with management, and, if appropriate, recommend to the Board that the CD&A be included in the Company's annual proxy statement. The Committee shall also prepare the report of the Committee required by the SEC to be included in the Company's annual proxy statement or annual report on Form 10-K (including, but not limited to, satisfying the disclosure requirements of Item 407(e)(5) of Regulation S-K) and review all other disclosure with respect to the Committee and its activities contained in the Company's filings with the SEC as the Committee deems appropriate;

(l) Oversee the Company's compliance with SEC rules and regulations regarding stockholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, incentive and other executive compensation plans, and amendments to such plans (to the extent required under NYSE listing standards) and engagement with proxy advisory firms and other stockholder groups on executive compensation matters. The Committee shall also review the results of such advisory votes and consider any implications;

(m) Review on a periodic basis director compensation and benefits and recommend changes to the Board as necessary;

(n) Request comments from all directors as to the Committee's performance and report annually to the Board with an assessment of the Committee's performance;

(o) Determine and oversee the share ownership guidelines applicable to officers.

(p) Review and reassess the adequacy of this Charter periodically and recommend to the Board any changes deemed appropriate by the Committee;

(q) Report regularly to the Board; and

(r) Perform any other activities consistent with this Charter, the Company's charter and Bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

4. **Meetings of the Committee.** The Committee shall meet as often as is necessary to carry out the duties and powers referred to herein, but no less than two times per year. Meetings of the Committee shall be held in accordance with the Bylaws of the Corporation and the procedures established pursuant to Section 5 below. All independent directors of the Board who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may invite to its meetings any director, member of management or such other person as it determines appropriate and may exclude from its meetings any person it deems appropriate in order to perform its duties.

5. Authority of the Committee.

(a) **Subcommittees.** The Committee shall have the power to create subcommittees, consisting solely of independent directors, and delegate to any such subcommittee or the chair of the Committee any of the duties of the Committee when it deems appropriate and in the best interest of the Company.

(b) **Rules of Procedure.** The Committee is authorized to adopt its own rules of procedure not inconsistent with this Charter, the Bylaws of the Company, the published rules of the NYSE and governing law.

(c) **Funding and Retaining Outside Assistance.** The Committee shall have the authority, in the Committee's sole discretion to retain or obtain the advice of compensation consultants, independent legal counsel or other advisers and the Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such advisers retained by the Committee.

Prior to the retention of a compensation consultant or any other external advisor, and from time to time as the Committee deems appropriate, the Committee shall assess the independence of such advisor from management, taking into consideration all factors relevant to such advisor's independence, including factors specified in Section 303A.05(c) of the NYSE Listed Company Manual.

The Company will provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to advisers retained by the Committee.

Adopted: November 7, 2018