tapestry

AUDIT COMMITTEE CHARTER

1. Purposes of the Audit Committee. The purposes of the Audit Committee are to assist or represent the Board of Directors of Tapestry, Inc. (the "Corporation") in its oversight of:

(a) the Corporation's system of disclosure controls and procedures and internal controls over financial reporting and compliance with ethical standards adopted by the Corporation;

(b) the preparation of the Corporation's accounting and financial reporting principles and policies and internal audit controls and procedures;

(c) the integrity and preparation of the Corporation's financial statements and the internal and independent audits thereof;

(d) the outside auditors' independence and qualifications;

(e) the performance of the outside auditors, including appointing qualified and independent outside auditors (whether or not subject to ratification by the stockholders), determining compensation paid, overseeing, retaining, evaluating and, where deemed appropriate, replacing the outside auditors;

(f) the performance of the internal auditor and the internal auditor function, including selecting the internal auditors, evaluating and, where deemed appropriate, replacing the internal auditors;

(g) the Corporation's compliance with legal and regulatory requirements; and

(h) such other matters as are set forth in Section 2 or as the Board of Directors may delegate to the Audit Committee from time to time.

The Audit Committee's function is one of oversight and does not relieve the management of the Corporation of its responsibilities. The management of the Corporation is responsible for the preparation, presentation and integrity of the Corporation's financial statements. Management and the person/firm performing the internal audit function are responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The outside auditors are responsible for planning and carrying out a proper audit and reviews, including reviews of the Corporation's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Audit Committee

are not full-time employees of the Corporation and are not, and do not represent themselves to be, accountants or auditors by profession or experts in the fields of accounting or auditing, except to the extent required by applicable law or the published requirements of the New York Stock Exchange (the "NYSE"). As such, it is not the duty or responsibility of the Audit Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures, and each member of the Audit Committee shall be entitled to rely, to the maximum extent permitted under applicable law, on (i) the integrity of those persons and organizations within and outside the Corporation from which it receives information and (ii) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board of Directors).

2. Duties and Powers of the Audit Committee. The Audit Committee shall have the following duties and powers:

Outside Auditors

(a) to select annually the independent public accountants (whether or not subject to ratification by the stockholders) as the outside auditors to audit the books, records and accounts of the Corporation and its subsidiaries with respect to each of their fiscal years (the "Annual Audit") and review the scope of the prospective Annual Audit (and to resolve any disagreements between management and the auditors regarding financial reporting);

(b) to instruct the outside auditors that the outside auditors are ultimately accountable to the Audit Committee, acting on behalf of the Board of Directors;

(c) to, at least annually, obtain and review a formal written statement from the outside auditors describing:

(i) the firm's internal quality-control procedures, including any evaluation of its system of quality control required by PCAOB standards;

(ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with such issues; and

(iii) (to assess the auditors' independence) all relationships between the outside auditors and the Corporation (a "Statement as to Independence"), addressing at least the matters set forth in PCAOB Rule 3526, as amended;

(d) to discuss with the outside auditors any relationships or services disclosed in the outside auditors' statement as to independence discussed in (c)(iii) above that may have an impact on the objectivity and independence of the Corporation's outside auditors and to take appropriate action in response to such statement to satisfy itself of the outside auditors' independence;

(e) to review and approve (which may be pursuant to preapproval policies and procedures) both audit and non-audit compensation and services to be provided by the outside auditors, and to review and approve such preapproval policies and procedures at least annually. The authority to grant preapprovals may be delegated to one or more designated members of the Audit Committee, whose decisions will be presented to the full Audit Committee at its next regularly scheduled meeting;

(f) to set clear hiring policies for employees or former employees of the Corporation's outside auditors;

(g) to consider any reports or communications (and the response thereto of management's and/or the person/firm responsible for the internal audit function) submitted to the Audit Committee by the outside auditors required by or referred to in the PCAOB's requirements, including discussions with the outside auditors regarding the following items included in such reports:

(i) critical accounting policies and practices, including any significant changes or major issues related thereto;

(ii) alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the outside auditors;

(iii) other material written communications between the outside auditors and management, including, but not limited to, the management representation letter and schedule of unadjusted differences; and

(iv) the critical audit matters expected to be communicated in the outside auditors' report on the Corporation's annual financial statements, prior to the filing of the Corporation's Annual Report on Form 10-K;

(h) to obtain assurance from the outside auditors that the audit was conducted in a manner consistent with the procedures set forth in Section 10A of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(i) to review with the outside auditor any audit problems or difficulties and management's response;

(j) to confirm the rotation of the lead audit partner, the concurring audit partner and other audit partners in accordance with Section 10A of the Exchange Act and Regulation S-X, and to be involved in the selection of each new lead audit partner;

Internal Audit

(k) to appoint, evaluate and, where deemed appropriate, replace the person/firm who has direct responsibility for the internal audit function of the Corporation (the "internal auditor");

(l) to instruct the internal auditor that the internal auditor is ultimately accountable to the Board of Directors and the Audit Committee;

(m) to review and approve audit plans, responsibilities and activities of the internal auditor and the coordination of their audit efforts;

(n) to review and approve the internal audit charter and any amendments thereto;

(o) to review and approve the budget, staffing and resources of the internal audit function, and to review the organizational structure of the internal audit function;

(p) to advise the internal auditor that they are expected to provide to the Audit Committee summaries of and, as appropriate, the significant reports to management prepared by the internal auditor and management's responses thereto;

(q) to review with the internal auditor (or other appropriate employee) (i) the results of audits performed by the internal auditor during the immediately preceding fiscal year, (ii) the independence from management of the Corporation of the internal audit function to

determine audit scopes and (iii) the overall performance of the internal auditor;

(r) to confirm that the internal audit function maintains a quality assurance and improvement program, including periodic external assessments, and to review the results of the program annually;

Financial Reporting and Disclosure

(s) to review with a representative of management and the outside auditors the Corporation's quarterly and year-end earnings announcements prior to their release, paying particular attention to any pro forma or adjusted non-GAAP information, as well as review any financial information and earnings guidance provided to analysts and rating agencies. Such discussions may be in general terms (i.e., discussion of the types of information to be disclosed and the type of presentations to be made);

(t) to review major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles;

(u) to review with a representative of management and the outside auditors, the annual audited financial statements and quarterly financial statements (including the Corporation's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations") to be included in the Corporation's Annual Report on Form 10-K and Quarterly Report on Form 10-Q, respectively, prior to filing, and to review with the Corporation's Chief Executive Officer and Chief Financial Officer the matters required to be personally certified by such officers in the annual and quarterly management certifications required by the Sarbanes-Oxley Act of 2002 and the procedures followed to prepare such certifications;

(v) following the completion of the reviews described in (u) above, to meet separately with the internal auditors, outside auditors and the management of the Corporation for the purpose of discussing and clarifying issues and questions raised by the internal auditor or outside auditors with respect to the Annual Audit, and to report the Audit Committee's findings with respect thereto to the Board of Directors at the next regularly scheduled meeting of the Board of Directors;

(w) to review analyses prepared by management and the outside auditors of the effect of regulatory and accounting initiatives, as well as off-balance-sheet structures, on the financial statements of the Corporation;

(x) to review analyses prepared by management (and the outside auditors) setting forth the significant reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;

(y) to prepare any report, including any recommendation of the Audit Committee, required by the rules of the SEC (including, but not limited to, the requirements of Item 407(d)(3)(i) of Regulation S-K) to be prepared by the Audit Committee and included in the Corporation's annual proxy statement;

(z) to review compliance by management of the Corporation with the existing major accounting and financial policies of the Corporation;

(aa) to review, at least annually, the reserves established for contingent liabilities of the Corporation and its subsidiaries;

(bb) upon any required accounting restatement, to notify the Human Resources Committee of the Board of Directors (or other committee responsible for executive compensation) to facilitate the recovery analysis under the Corporation's compensation recovery (clawback) policy adopted pursuant to Exchange Act Rule 10D-1 and Section 303A.14 of the NYSE Listed Company Manual;

Internal Control

(cc) to review, at least annually, management's procedures and policies to implement and maintain adequate and effective internal accounting controls in the Corporation and review management's programs to assure compliance with the accounting and financial recordkeeping provisions under the Exchange Act and other federal and state laws, including receiving and reviewing any disclosure from the Corporation's CEO or CFO made in connection with the certification of the Corporation's quarterly and annual reports filed with the SEC of: (1) significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Corporation's ability to record, process, summarize, and report financial data, and (2) any fraud, whether or not material, that involves

management or other employees who have a significant role in the Corporation's internal controls;

(dd) to review major issues as to the adequacy of the Corporation's internal controls and any special audit steps adopted in light of material control deficiencies;

Compliance / Risk Management

(ee) to establish procedures for (A) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and (B) the confidential, anonymous submission to the Audit Committee by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

(ff) to consult with management regarding the promotion of ethical business behavior and the legal and regulatory compliance of the Corporation;

((gg) to discuss with management the Corporation's policies with respect to risk assessment and risk management, and to receive reports on the Corporation's enterprise risk management program at least quarterly;

(hh) to oversee the Corporation's assessment and management of risks and exposures related to cybersecurity, information security, data privacy, information system architecture and information technology, as well as the steps management has taken to monitor, mitigate and respond to such exposures, including (i) receiving reports, at least quarterly, from the Chief Information and Digital Officer and the Chief Information Security Officer (or other appropriate officers) on information security, privacy risk and compliance, and (ii) receiving timely reports from management regarding significant cybersecurity incidents, together with management's assessment of materiality and response;

Other Responsibilities

(ii) to report its activities to the Board of Directors on a regular basis and to make such recommendations with respect to the above and other matters as the Audit Committee may deem necessary or appropriate;

(jj) to meet separately, periodically, with management, with the internal auditor and with the outside auditor;

(kk) to be available from time to time to receive, or at the discretion of the Chair of the Audit Committee to meet with respect to, reports,

suggestions, questions or recommendations from the outside auditors, the Chief Executive Officer, the Chief Financial Officer, the Chief Accounting Officer, the person/firm responsible for the internal audit function or the Chief Legal Officer of the Corporation (or other appropriate officers or employees), respectively, relating to the responsibilities and functions of the Audit Committee;

(ll) to undertake such other responsibilities or tasks as the Board of Directors may delegate or assign to the Audit Committee from time to time;

(mm) to perform a self-evaluation of the Audit Committee's performance at least annually and report the findings of such evaluation to the Board of Directors; and

(nn) to review this Charter at least annually and recommend any changes to the Board of Directors.

The Audit Committee may form, and delegate these duties and powers to, subcommittees of one or more members where appropriate, provided that the decisions of any such subcommittee or delegate shall be presented to the full Audit Committee at its next scheduled meeting.

3. Composition of the Audit Committee. The Board of Directors shall elect the Chair and other members of the Committee on an annual basis. The Audit Committee shall consist of at least three Directors who (a) are neither officers nor employees of the Corporation or any subsidiary thereof; (b) have no relationship to the Corporation that may interfere with the exercise of their independence from management or the Corporation; (c) shall not accept, directly or indirectly, any consulting, advisory or other compensatory fees (other than fees for serving as a director or committee member/chairperson) from the Corporation; and (d) otherwise satisfy the applicable requirements under the published rules of the NYSE and the Exchange Act, as such requirements are interpreted by the Board of Directors in its business judgment. At least one member of the Audit Committee shall be an "audit committee financial expert" as defined by the regulations of the Securities and Exchange Commission (the "SEC") and each member of the Audit Committee shall be financially literate, as determined by the Board of Directors.

4. Meetings of the Audit Committee. The Audit Committee shall meet as often as is necessary to carry out the duties and powers referred to herein, and shall hold executive sessions at each regularly scheduled meeting as appropriate. Meetings of the Audit Committee shall be held in accordance with the Bylaws of the Corporation.

5. Authority of Audit Committee. The Audit Committee shall have the authority, and access to the necessary funding and other resources, appropriate to discharge its responsibilities, including, without limitation, the authority to engage outside auditors for special audits, reviews and other procedures and to retain independent counsel and other experts, consultants or advisors as it determines necessary to carry out its duties. The Audit Committee shall have the authority to determine fees and the other terms of engagement and the extent of funding necessary for payment of compensation to any advisors retained and the payment of its administrative expenses that are necessary or appropriate in carrying out its duties.

Adopted: September 12, 2000
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