Risk Factors Comparison 2024-03-25 to 2023-03-27 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text Moved Text Section

Our business is subject to numerous risks. The following summary highlights some of the risks you should consider with respect to our business and prospects. This summary is not complete and the risks summarized below are not the only risks we face. You should review and consider carefully the risks and uncertainties described in more detail in the " Risk Factors " section contained in Item 1A of this Annual Report on Form 10- K which includes a more complete discussion of the risks summarized below as well as a discussion of other risks related to our business and an investment in our common stock. ● the failure to maintain our material license agreements could cause us to lose significant revenues and have a material adverse effect on our results of operations; ● unless we are able to increase the sales of our other products, acquire new businesses and / or enter into other license agreements covering different products, the ~~inability to renew~~ **limited extension period of** the **amended** Calvin Klein and Tommy Hilfiger license agreements ~~would~~ **could** cause a significant decrease in our net sales and have a material adverse effect on our results of operations; ● any adverse change in our relationship with PVH Corp. and its Calvin Klein or Tommy Hilfiger brands would have a material adverse effect on our results of operations; ● our dependence on the strategies and reputation of our licensors; ● risks relating to our wholesale operations including, among others, maintaining the image of our proprietary brands, business practices of our customers that could adversely affect us and retail customer concentration **; ● our significant customer concentration, and the risk that the loss of one of our largest customers could adversely affect our business** ; ● risks relating to our retail operations segment; ● our ability to achieve operating enhancements and cost reductions from our retail operations; ● dependence on existing management; ● our ability to make strategic acquisitions and possible disruptions from acquisitions, including our **ownership** ~~recent acquisition~~ of the **entire** ~~remaining interest in~~ Karl Lagerfeld **business** ; ● need for additional financing; ● seasonal nature of our business and effect of unseasonable or extreme weather on our business; ● possible adverse effects from disruptions to the worldwide supply chain; ● price, availability and quality of materials used in our products; ● the need to protect our trademarks and other intellectual property; ● risk that our licensees may not generate expected sales or maintain the value of our brands; ● the impact of the current economic and credit environment on us, our customers, suppliers and vendors, including without limitation, the effects of inflationary cost pressures and higher interest rates; ● effects of war, acts of terrorism, natural disasters or public health crises could adversely affect our business and results of operations, including the ~~war~~ **wars** in Ukraine ~~; ● the global health crisis caused by the COVID- 19 pandemic has had,~~ and the **Middle East** ~~current and uncertain future outlook of the outbreak will likely continue to have, adverse effects on our business, financial condition and results of operations~~ ; ● our dependence on foreign manufacturers; ● risks of expansion into foreign markets, conducting business internationally and exposures to foreign currencies; ● risks related to the ~~adoption~~ **implementation** of ~~a~~ **the** national security law in Hong Kong; ● the need to successfully upgrade, maintain and secure our information systems; ● increased exposure to consumer privacy, cybersecurity and fraud concerns, including as a result of ~~the~~ **a** remote working environment; ● possible adverse effects of data security or privacy breaches; ● the impact on our business of the imposition of tariffs by the United States government and the escalation of trade tensions between countries; ● changes in tax legislation or exposure to additional tax liabilities **that** could impact our business; ● the effect of regulations applicable to us as a U. S. public company; ● focus on corporate responsibility issues by stakeholders; ● potential effect on the price of our stock if actual results are worse than financial forecasts or if we are unable to provide financial forecasts; ● fluctuations in the price of our common stock; ● impairment of our ~~goodwill,~~ trademarks or other intangibles may require us to record charges against earnings; and ● risks related to our indebtedness. Any forward- looking statements are based largely on our expectations and judgments and are subject to a number of risks and uncertainties, many of which are unforeseeable and beyond our control. A detailed discussion of significant risk factors that have the potential to cause our actual results to differ materially from our expectations is described in Part I of this Form 10- K under the heading " Risk Factors. " We undertake no obligation to publicly update or revise any forward- looking statements, whether as a result of new information, future events or otherwise, except as required by law. WEBSITE ACCESS TO REPORTSOur website is www. g- iii. com. We make available, free of charge, on our website (under the heading " Investors ") our Annual Reports on Form 10- K, Quarterly Reports on Form 10- Q, Current Reports on Form 8- K and amendments to those reports as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. No information contained on our website is intended to be included as part of, or incorporated by reference into, this Annual Report on Form 10- K. Information relating to our corporate governance, including copies of our Code of Ethics and Conduct, Audit, Compensation and Nominating and Corporate Governance Committee Charters, and other policies and guidelines, are available at our website under " Investors. " Paper copies of these filings and corporate governance documents are available to stockholders free of charge by written request to Investor Relations, G- III Apparel Group, Ltd., 512 Seventh Avenue, New York, New York 10018. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The address of the SEC' s website is http: / / www. sec. gov. 2PART IITEM 1. BUSINESS. Unless the context otherwise requires, " G- III, " " us, " " we " and " our " refer to G- III Apparel Group, Ltd. and its subsidiaries. References to fiscal years refer to the year ended or ending on January 31 of that year. For example, our fiscal year ended January 31, ~~2023~~ **2024** is referred to as " fiscal ~~2023~~ **2024** . " G- III Apparel Group, Ltd. is a Delaware corporation that was formed in 1989. We and our predecessors have conducted our business since 1974. OverviewWe design, source and market an extensive range of apparel, including outerwear, dresses, sportswear, swimwear, women' s suits and women' s performance wear, as well as women' s handbags, footwear, small leather goods, cold weather accessories and luggage. G- III has a substantial portfolio of more than 30 licensed and proprietary brands, anchored by our **key** ~~global power~~ brands: DKNY, Donna Karan, Karl Lagerfeld, **Nautica and Halston, as well as other major brands that currently drive our business, including** Calvin Klein and Tommy Hilfiger. We ~~are brand owners and licensees, and we~~ distribute our products through multiple channels **and in markets located in a variety of geographies** . Our own proprietary brands include DKNY, Donna Karan, Karl Lagerfeld, **Karl Lagerfeld Paris,** Vilebrequin, G. H. Bass, Eliza J, Jessica Howard, Andrew Marc, Marc New York, Wilsons Leather and Sonia Rykiel. We **have** ~~sell products under~~ an extensive portfolio of well- known licensed brands, including Calvin Klein, Tommy Hilfiger, **Nautica, Halston,** Levi' s, Guess?, Kenneth Cole, Cole Haan, Vince Camuto ~~and~~ **,** Dockers ~~. Beginning in January 2024, we will also sell products under the Nautica brand~~ -- **and Champion** . Through our team sports business, we have licenses with the National Football League, National Basketball Association, Major League Baseball, National Hockey League and over 150 U. S. colleges and universities. We also source and sell products to major retailers ~~under~~ **for** their **own** private ~~retail labels~~ - **label programs** . Our products are sold through a cross section of leading retailers such as Macy' s, including its Bloomingdale' s division, Dillard' s, Hudson' s Bay Company, including its Saks Fifth Avenue division, Nordstrom, Kohl' s, TJX Companies, Ross Stores ~~and~~ **,** Burlington **and Costco** . We also sell our products using digital channels through retail partners such as macys. com, nordstrom. com and dillards. com, each of which **operates significant digital** ~~has a substantial online business~~ **businesses** . In addition, we sell to leading online retail partners such as Amazon, Fanatics, Zalando and Zappos ~~and have made minority investments in two e-commerce retailers~~ . We also distribute apparel and other products directly to consumers through our own DKNY, Karl Lagerfeld, Karl Lagerfeld Paris and Vilebrequin retail stores, as well as through our digital ~~channels~~ **sites** for ~~the~~ **our** DKNY, Donna Karan, Karl Lagerfeld, Karl Lagerfeld Paris, Vilebrequin, G. H. Bass, ~~Andrew Marc,~~ Wilsons Leather and Sonia Rykiel ~~businesses~~ **brands** . We operate in fashion markets that are intensely competitive. Our ability to continuously evaluate and respond to changing consumer demands and tastes, across multiple market segments, distribution channels and geographic areas is critical to our success. Although our portfolio of brands is aimed at diversifying our risks in this regard, misjudging shifts in consumer preferences could have a negative effect on our business. Our **continued** success ~~in the future will depend~~ **depends** on our ability to design products that are accepted in the marketplace, source the manufacture of our products on a competitive basis, and continue to diversify our product portfolio and the markets we serve **. We believe that consumers prefer to buy brands they know, and we have continually sought to increase the portfolio of name brands we can offer through different tiers of retail distribution and for a wide array of products at a variety of price points. We have increased the portfolio of brands we offer through licenses and acquisitions. It is our objective to continue to expand our product offerings and we are continually discussing new licensing opportunities with brand owners and seeking to acquire established brands** . SegmentsWe report based on two segments: wholesale operations and retail operations. ~~Our~~ **3Our** wholesale operations segment includes sales of products to retailers under owned, licensed and private label brands, as well as sales related to the ~~Vilebrequin and~~ Karl Lagerfeld **and Vilebrequin** businesses **, including from retail stores operated by Vilebrequin and Karl Lagerfeld** , other than sales of product under the Karl Lagerfeld Paris brand ~~from~~ **generated by** our retail stores and digital ~~outlets~~ **sites** . Wholesale revenues also include ~~royalty~~ revenues from license agreements related to our owned trademarks including DKNY, Donna Karan, Karl Lagerfeld, **G. H. Bass, Andrew Marc,** Vilebrequin ~~,~~ **and** Sonia Rykiel ~~, G~~ . ~~H. Bass and Andrew Marc. 3Our~~ - **Our** retail operations segment consists primarily of direct sales to consumers through our company- operated stores and **product sales** through **our** digital ~~channels~~ **sites for the DKNY, Donna Karan, Karl Lagerfeld Paris, G. H. Bass and Wilsons Leather brands** . Our company- operated ~~retail channels~~ **stores primarily** consist ~~primarily~~ of DKNY and Karl Lagerfeld Paris **retail** stores, ~~as well as the digital channels for DKNY, Donna Karan, Karl Lagerfeld Paris, G. H. Bass, Andrew Marc and Wilsons Leather. Substantially~~ **substantially** all **of which** ~~DKNY and Karl Lagerfeld Paris stores~~ are operated as outlet stores. Recent **DevelopmentsRepositioning** ~~DevelopmentsCalvin Klein~~ and ~~Tommy Hilfiger License ExtensionsIn November 2022~~ **Expansion of Donna KaranWe acquired the DKNY and Donna Karan brands** , **two of the most iconic American fashion brands, in December 2016. We initially repositioned and relaunched DKNY and** we ~~announced~~ **have successfully grown** the **brand. We are now focused on the repositioning and** ~~extension~~ **expansion** of the ~~licenses~~ **Donna Karan brand with first deliveries made** for **Spring 2024** ~~Calvin Klein and Tommy Hilfiger products~~ . The ~~amendments~~ **new Donna Karan is a modern system of dressing created** to ~~the license agreements for these~~ **appeal to a woman' s senses on every level, addressing her full lifestyle needs. Our Donna Karan** ~~products~~ - **product is currently being distributed in the United States** ~~provide for staggered extensions by category that expire beginning December 31, 2024 and continuing~~ through ~~December 31, 2027. See the table in " Wholesale Operations-Licensed Products " below for information with respect to the new extension term, any potential renewal term or~~ **our diversified distribution network** ~~the existing current term for the Calvin Klein and Tommy Hilfiger license agreements. PVH Corp.~~ , ~~the owner of these two brands, has indicated that it intends to produce these products itself once the license agreements expire. Unless we are able to increase the sales of our other products, acquire new businesses and / or enter into other license agreements covering different products, the inability to renew the Calvin Klein and Tommy Hilfiger license agreements would cause a significant decrease in our net sales and have a material adverse effect on our results of operations. We continue to strategize near- term growth initiatives across our current owned and licensed brands~~ including ~~category~~ **better department stores** , ~~geographical and~~ digital **channels and** ~~expansion. Additionally, we are directing resources toward new growth areas, including building~~ our own **Donna Karan website. Donna Karan is widely considered to be a** ~~brands, broadening our European business, developing new licensing opportunities and continuing to~~ **top** ~~seek to acquire new businesses. Karl Lagerfeld AcquisitionIn May 2022, we acquired from a group of investors the remaining 81 % in interests in the parent entity of the Karl Lagerfeld business that we did not already own, for an aggregate consideration of € 202. 0 million ($ 216. 8 million) in cash, after taking into account certain adjustments. We funded the purchase price from cash on hand. See Note 15 – Karl Lagerfeld Acquisition in the accompanying notes to consolidated financial statements for more information. The addition of the Karl Lagerfeld~~ fashion brand **and is recognized as** ~~to the G- III portfolio of owned brands advances several of our strategic~~

~~initiatives, including increasing the direct ownership of brands, capitalizing on~~ **one of** ~~their~~ -- **the most famous designer names in American fashion** ~~licensing opportunities and further diversifying our global presence. This acquisition represents a significant opportunity to expand our international growth by further developing our European- based brands, which also include Vilebrequin and Sonia Rykiel~~. We believe that ~~Karl Lagerfeld' s existing digital channel presence could enable us to enhance our omni- channel business and further accelerate our digital initiatives. The influential legacy of~~ the ~~Karl Lagerfeld~~ **strength of the Donna Karan** brand **, along** ~~embodies a creative expression that aligns~~ with our ~~goal to provide innovative~~ **success with the DKNY brand, demonstrates the potential for our new Donna Karan** products ~~for our customers~~. License Agreement ~~with~~ **for** ~~NauticaIn~~ -- **Nautica BrandIn** March 2023, we **entered into** ~~announced the signing of~~ a long- term license with Authentic Brands Group for **women' s apparel under** the Nautica brand in North America. **We plan to produce products under the** ~~Since being acquired in 2018 by Authentic Brands Group,~~ Nautica ~~' s relevance has expanded globally, and it has become one of their marquee brands~~ - **brand** ~~. Celebrating its 40- year anniversary, Nautica is available in approximately 1, 300 freestanding stores and shop- in- shops globally, along with a strong digital presence across more than 30 countries. We will produce~~ across a number of categories starting with a full women' s jeanswear collection and then expanding in a phased approach into additional categories including sportswear, suit separates and dresses. The new five- year license agreement, effective ~~beginning in~~ **as of** January 2024, includes three extensions, for five years each. First deliveries **began** ~~are expected to hit the floor~~ in January 2024. The product is expected to be distributed in **North America through our diversified distribution network, including** better department stores, digital channels and Nautica' s stores and website **, as well as** in ~~North America and~~ franchised stores globally. We believe that significant opportunity ~~4exists~~ - **exists** in the better women' s apparel space in categories where we have strong expertise. **License Agreement** ~~The Nautica brand joins our portfolio of some of the largest American brands in the world. Repositioning and Expansion of Donna KaranWe acquired the DKNY and Donna Karan brands, two of the most iconic American fashion brands, in December 2016. We initially repositioned and relaunched DKNY and have successfully grown the brand to approximately $ 600. 0 million in annual net sales. We are now focused on the repositioning and expansion of the Donna Karan brand~~ for ~~Spring~~ **Halston Brand In May** ~~2024~~ **2023 , we entered into** ~~. The new Donna Karan will be~~ a ~~modern system of dressing created~~ **global twenty- five year master license with Xcel Brands, Inc.** to ~~appeal to a woman~~ **design and produce all categories of men** ' s ~~senses on~~ **and women' s product for the Halston brand. The agreement provides for an initial term of five years, followed by a twenty- year period, with G- III having the right to terminate** every **five years. We also have** ~~level, addressing the full lifestyle needs of~~ a ~~new customer~~ **purchase option for the Halston brand at the end of the twenty- five year term. First deliveries of Halston product are expected to begin in July 2024** . Our **Halston** ~~Donna Karan~~ product is expected to be distributed ~~in~~ **globally through our diversified distribution network, including** better department stores ~~,~~ **and** digital channels ~~and our own Donna Karan website in North America and internationally. Donna Karan is widely considered a top fashion brand and is recognized as one of the most famous designer names in American fashion~~. We believe that **significant opportunity exists in the better women' s apparel space where G- III has significant expertise. License Agreement for Champion Brand In September 2023, we entered into a license with HanesBrands Inc. to design and produce men' s and women' s outerwear collections for** ~~the~~ **their Champion** ~~strength of the Donna Karan~~ brand **in North America. 4The agreement provides for an initial term of five years** , ~~along~~ **effective as of January 2024,** with **a five year renewal option based on achieving certain sales targets. First deliveries of Champion product are expected for the Fall 2024 season. Our Champion product is expected to be distributed in North America through** our ~~success~~ **diversified distribution network, including better department stores and digital channels. Our collections will feature quality heritage pieces that complement and enhance Champion' s principles. We believe this license aligns** with ~~the DKNY~~ **G- III' s core competencies in outerwear** ~~brand~~ -- **and will fit seamlessly into** ~~, demonstrates the potential for~~ our ~~new Donna Karan products~~ **well- developed outerwear business** . Strategic ~~Initiatives~~ **InitiativesWe** ~~We~~ are focused on the following strategic initiatives, which we believe are critical to our long- term success: ● ~~Owning~~ **Drive our brands across categories: We are a partner of choice to a diversified retail network, supplying a broad range of over 20 apparel, accessory and footwear categories across our owned and licensed brands. Our data- driven approach prioritizes the consumer in all aspects of our business and enables us to create category lines that offer a compelling mix of products. We believe the potential of our brands will assist us in gaining new customers and expanding our product offerings. We have increased our focus on segmenting our portfolio of brands to grow our market share across our distribution channels. Additionally, we have added Nautica and Halston to our portfolio of licensed brands. We believe we can unlock the potential of these brands and expand them into a broad range of additional categories as we diversify their product offerings. We are also launching outerwear for Champion, a well- recognized brand across a wide consumer base. ● Expanding our portfolio of owned** brands: We own a portfolio of ~~proprietary~~ **globally recognized** brands including DKNY, Donna Karan, Karl Lagerfeld, **Karl Lagerfeld Paris and** Vilebrequin, **among others** ~~Eliza J, Jessica Howard, G. H. Bass, Andrew Marc and Sonia Rykiel~~. Owning our own brands is advantageous to us for several reasons: **- We have full control of these brands and can distribute them globally across channels, including though our omni- channel retail and online retailers, through off- price channels and direct to the consumer through our stores and digital sites.** - We can realize significantly higher operating margins ~~because~~ **as** we ~~are~~ **do** not ~~required to~~ pay licensing fees on sales ~~by us~~ of our proprietary products and can also generate **additional** licensing revenues (which have no related cost of goods sold) for ~~classes~~ **categories** of products **we do** not ~~manufactured by us.- There are no channel restrictions, permitting us to market our products~~ **produce** ~~internationally, and to utilize a variety of different distribution channels, including online and off- price channels~~ .- We are able to license our proprietary brands in new categories and geographies to carefully selected licensees.- We are able to build equity in these brands to benefit the long- term interests of our stockholders **. We believe we can expand our owned brands and their international reach. Our first full year of ownership of Karl Lagerfeld accelerated this growth. We are investing to increase the lifestyle appeal of our owned brands as we grow them organically. We are also**

expanding into new lifestyle categories and working with new distribution partners to grow into new geographies. We have experienced positive results in the performance in each of our owned brand' s key licensed product categories. We believe we have significant opportunities to increase the overall profitability of our owned brands. We continue to explore strategic opportunities, including acquisitions and investments in brands and companies, as well as joint-ventures and licensing opportunities that we believe are additive to our overall business. We take a disciplined approach to any acquisitions, seeking brands with broad consumer recognition that we can grow profitably and expand by leveraging our infrastructure and core competencies . ● Continue to develop and expand our DKNY business and re-position and expand the Donna Karan business: We believe that ~~DKNY and~~ Donna Karan **and DKNY** are two of the most iconic and recognizable ~~power~~ brands and ~~that~~ we are well positioned to unlock their potential and expand the reach of these brands. We are leveraging our demonstrated ability to drive organic growth and develop talent within our Company to maximize the potential of the ~~DKNY and~~ Donna Karan **and DKNY** brands. ~~Our strategy is for DKNY and Donna Karan to be more accessible brands, both designed and priced to reach a wider range of customers.~~ We **began our relaunch** ~~are focused on the re-positioning and expansion~~ of ~~the~~ **our** Donna Karan brand ~~for Spring~~ **in January** 2024. The new Donna Karan **is** ~~will be~~ a modern system of dressing created to appeal to a woman' s senses on every level, addressing the ~~full~~ lifestyle needs of a new consumer. **Inspired by the Donna Karan archives, we have thoughtfully created a new 5product line that captures the brand' s ethos of timeless elegance, empowering women and accessible luxury, tailored to meet the lifestyle needs of today' s consumer. We supported this relaunch in several key ways:- We launched a highly visible marketing campaign to showcase timeless outfits that draw inspiration from popular past Donna Karan product lines.- We redesigned the Donna Karan website to engage consumers with the power of the brand.- With our fragrance partner, we launched our first- ever fragrance collection to compliment Donna Karan' s existing iconic fragrance offerings. Our initial product offering is resonating with consumers. The excitement and attention created by this launch has generated momentum and we believe we can expand the brand globally over time. DKNY merges modern tailoring with sophisticated ease, celebrating the aspirational and practical spirit of New York, with a highly differentiated perspective from Donna Karan. The brand has global distribution, including premier department stores and their digital sites, partner run stores and online retailers.** We believe **we have** ~~there~~ -- **the opportunity to increase** ~~is untapped global licensing and distribution potential for these~~ -- **the international presence of** ~~brands and aim to grow royalty streams in~~ the DKNY ~~and~~ **brand** ~~Donna Karan businesses~~ through ~~expansion of additional categories~~ **elevating its wholesale profile and developing a digital footprint** with **Zalando and other key online retailers** ~~existing licensees, as well as new categories with new licensees~~ . We are ~~committed to~~ **launching a** ~~making~~ **marketing initiative for** DKNY **to drive global** ~~and Donna Karan fashion and lifestyle brands~~ - **brand awareness with a** ~~of choice. ● Continued~~ focus on **the** ~~our global power brands~~ - **brand' s** ~~: While we sell products under~~ more **youthful appeal** ~~than 30 licensed and proprietary brands, our global power brands anchor our business: DKNY, Donna Karan, Calvin Klein, Tommy Hilfiger and Karl Lagerfeld. Each of these brands has substantial name recognition and is well- known in the marketplace. We believe each brand also provides us with significant growth opportunities. We have leveraged the strength of our power brands to become a supplier of choice in a diversified range of product categories~~ . ● Expanding our international business: We continue to expand our international business and enter into new markets worldwide. In fiscal 2023, we acquired the remaining interests in the Karl Lagerfeld fashion brand which grew our European business and added new international expertise. In fiscal 2022, we purchased European luxury ~~5fashion~~ - **fashion** brand Sonia Rykiel. We own Vilebrequin, a premier provider of status swimwear, resort wear and related accessories that was founded in Europe **. We have created innovative experiences that allow consumers to experience Karl Lagerfeld and Vilebrequin by expanding these brands into the leisure industry, strengthening their global lifestyle appeal and extending their reach** . We believe these brands can enable us to expand in the international space and that there is untapped potential for these brands. In addition, we believe that the international sales and profit opportunity is quite significant for our DKNY and Donna Karan businesses and, as a result, we are expanding our DKNY and Donna Karan businesses globally. Continued growth, brand development and marketing in overseas markets is critical to driving global brand recognition. ● Increasing digital channel business opportunities: We are continuing to make changes to our business to address the additional challenges and opportunities created by the evolving role of the digital marketplace in the retail sector and expect to increase ~~the sale~~ **sales** of our products in an omni-channel environment. We are investing in digital personnel, marketing, logistics, planning, distribution and other strategic opportunities to expand our digital footprint. Consumers are increasingly engaging with brands through digital channels, and we believe that this trend will continue to grow in the coming years. Our **key** ~~global power~~ brands serve as the anchor of our business and position us to be the direct beneficiaries of this trend **. By** ~~, whether by~~ continuing to leverage our partnerships with the digital ~~channel~~ **channels** ~~businesses~~ operated by ~~our licensors and~~ major retailers ~~to facilitate customer engagement~~ **, online distributors and** ~~or~~ **our** ~~by~~ **licensors, as well as** building out our own digital capabilities **, we intend to facilitate brand awareness, increase consumer engagement and, ultimately, drive sales** . Our Strengths Broad portfolio of globally recognized brands. In an environment of rapidly changing consumer fashion trends **and preferences** , we benefit from a balanced mix of more than 30 licensed and proprietary brands anchored by our **key** ~~global power~~ brands: DKNY, Donna Karan, Karl Lagerfeld, **Nautica and Halston, as well as other major brands that currently drive our business, including** Calvin Klein and Tommy Hilfiger, **all of** which have strong brand equity and long- standing consumer appeal. Our overall brand portfolio includes other complementary brands that are diversified across product categories, price points, demographics, occasions, fits and sizes, and styles and genres. Our proprietary brands include DKNY, Donna Karan, Karl Lagerfeld, **Karl Lagerfeld Paris,** Vilebrequin, ~~Sonia Rykiel,~~ G. H. Bass **& Co.** , Eliza J, Jessica Howard, Andrew Marc, Marc New York ~~and~~ **,** Wilsons Leather **and Sonia Rykiel** . We are a licensee of choice for well- known ~~brands, consisting of~~ fashion brands including Calvin Klein, Tommy Hilfiger, **Nautica, Halston,** Levi' s, ~~Guess?,~~ Kenneth Cole, Cole Haan, Vince Camuto, Dockers ~~. Beginning in January 2024, we will also sell products under the Nautica brand~~ -- **and Champion** . We also license team sports oriented brands, including the National Football League, National Basketball Association, Major League Baseball, National Hockey League **, Starter** and over 150 U. S. colleges and universities. We believe that our well- ~~diversified~~ **6diversified** brand portfolio ~~with power~~ **of key** brands and complementary brands is well positioned to satisfy ongoing consumer needs and preferences. Additionally, our experience in developing and acquiring licensed brands and proprietary labels, as well as our reputation for producing high quality, well- designed apparel, has led major customers to select us as a partner of choice for their own private label programs. ~~6We~~ - **We** currently market apparel and other products under, among others, the following licensed and proprietary brand names: Women' s Men' s Team SportsLicensed BrandsCalvin KleinCalvin KleinNational Football LeagueCalvin Klein JeansTommy HilfigerMajor League BaseballTommy **HilfigerKenneth** ~~HilfigerGuess? National~~ **ColeNational** Basketball **AssociationNauticaHalstonNational** ~~AssociationNautica * Kenneth ColeNational~~ Hockey **LeagueHalstonChampionIMG** ~~LeagueGuess? Cole HaanIMG~~ Collegiate Licensing ~~CompanyKenneth~~ **CompanyChampionCole HaanStarterKenneth** ColeLevi' ~~sStarterCole~~ **sCole** HaanDockersLevi' sMargaritavilleVince CamutoMargaritavilleProprietary ~~BrandsDKNYDKNYG~~ ---- **BrandsDKNYG** - III Sports by Carl **BanksDKNYKarl** ~~BanksDonna KaranKarl~~ LagerfeldG- III for ~~HerKarl LagerfeldKarl~~ **HerDonna KaranKarl** Lagerfeld ParisKarl **LagerfeldAndrew MarcKarl** Lagerfeld **ParisMarc** ~~ParisAndrew MarcAndrew MarcMarc~~ New ~~YorkMarc~~ **YorkAndrew MarcVilebrequinMarc** New ~~YorkVilebrequinVilebrequinG~~ **YorkG** . H. ~~BassSonia RykielWilsons LeatherG~~ **Bass & Co. VilebrequinWilsons LeatherSonia RykielG** . H. ~~BassEliza~~ **Bass & Co. Eliza** JJessica **HowardLong** ~~HowardWilsons Leather * We will market apparel for Nautica beginning in January 2024. Long~~ - standing relationships forged with retailers and license partners through emphasis on design, sourcing and quality control. We believe our core strengths provide a foundation that drives our partnerships with retailers and licensors. Our in- house design and merchandising teams design substantially all of our licensed, proprietary and private label products, and our designers work closely with our licensors and private label customers to create designs and styles that represent the look they seek to project. We believe that we have developed a significant customer following and positive reputation in the industry as a result of our design capabilities, sourcing expertise, on- time delivery and high standards of quality control. Our service, brand stewardship and industry expertise have allowed us to continue to deliver as a go- to preferred partner for many of our customers. Well- developed supply chain infrastructure is a key core competency that leverages strong vendor relationships developed over the past 40 years. We have long- standing, trust- based relationships with our vendors that form the foundation of our global supply chain that has been built upon over the last 40 years. We have a network of worldwide suppliers that allows us to access the highest quality products, negotiate competitive terms without relying on any single vendor, access new technology and design insights, and enhance our market intelligence. We support and cultivate these relationships by continuously investing management time while also maintaining a physical presence in key jurisdictions. We employ a quality control team and a sourcing group to ensure the quality of our products, as well as local teams that operate on the ground with a hands- on approach and a deep- rooted knowledge base with respect to our manufacturers. By working closely with our global partners on all aspects of the supply chain, we aim to safeguard against potential disruptions. We believe that we have a long- standing competitive advantage with our current supply chain partners and we continue to focus on broadening the breadth and depth of our inventory sourcing capabilities. We continue to focus on ~~methods~~ **7methods** aimed at bolstering production and devising and implementing strategies to further diversify our production base and expand sourcing capabilities across the globe while leveraging best practices and strong vendor relationships. ~~7Diversified~~ - **Diversified** business mix across customers, price points, products, and distribution channels. We market our products at multiple price points and across multiple channels of distribution, allowing us to provide products to a broad range of consumers. Our products are sold to approximately 1, 700 customers, including a cross section of retailers such as Macy' s, including its Bloomingdale' s division, Dillard' s, Hudson' s Bay Company, including its Saks Fifth Avenue division, Nordstrom, Kohl' s, TJX Companies, Ross Stores and Burlington ~~, as~~ **and Costco. We also** ~~well~~ **sell** ~~as membership clubs~~ **our products using digital channels through retail partners** such as **macys** ~~Costco and Sam' s Club~~ . ~~We also~~ **com, nordstrom. com and dillards. com, each of which has a substantial online business. In addition, we** sell to leading online retail partners such as Amazon, Fanatics, Zalando and Zappos and have made minority investments in two e- commerce retailers. Our strong relationships with retailers have been established through many years of personal customer service and our objective of meeting or exceeding retailer expectations. In addition, we continue to make changes to our business to address the additional challenges and opportunities created by the evolving role of the online marketplace in the retail sector and expect to expand the sale of our products in an omni- channel environment. As economic conditions waver and consumer trends change, we believe that our deep- rooted relationships across the retail landscape, diversified brands serving ~~all types~~ **a wide range** of consumers and our product portfolio mix that covers ~~all~~ **a broad mix of** price points allow us to operate on a flexible and advantageous basis. Experienced management team. Our executive management team has worked together for a significant period of time and has extensive experience in the apparel industry. Morris Goldfarb, our Chairman and Chief Executive Officer, has been with us for over 45 years. Sammy Aaron, our Vice Chairman and President, joined us in 2005 when we acquired Marvin Richards, Neal S. Nackman, our Chief Financial Officer, has been with us for ~~almost~~ **more than** 20 years and Jeffrey Goldfarb, our Executive Vice President, has been with us for over 20 years. **In addition, in January 2024, Dana Perlman joined us as our Chief Growth and Operations Officer. This newly created role is intended to leverage Ms. Perlman' s over 20- year career in apparel, strategy and finance to drive innovation, optimize operations and identify new opportunities.** Our leadership team has demonstrated experience in successfully acquiring, managing, integrating and positioning new businesses having completed **over** ten acquisitions and several joint ventures over the last 20 years, while also adding numerous new licenses and licensed products to our portfolio. Wholesale OperationsLicensed ProductsThe sale of licensed products is a key element of our strategy and we have continually expanded our offerings of licensed products for over 25 years. Sales of licensed products accounted for **53. 4 % of our net sales in fiscal 2024,** 58. 6 % of our net sales in fiscal 2023 ~~,~~ **and** 67. 2 % of our net sales in fiscal 2022 ~~and 68. 5 % of our net sales in fiscal 2021~~ . Net sales of products under the Calvin Klein and Tommy Hilfiger brands constituted approximately ~~48~~ **41** . 0 % of our net sales in fiscal ~~2023~~ **2024** and approximately ~~50~~ **48** . ~~7~~ **0** % of our net sales in fiscal ~~2022~~ **2023** . In November 2022, we announced the extension of licenses for Calvin Klein and Tommy Hilfiger products. The amendments to the license agreements for these products provide for staggered extensions by category that expire beginning December 31, 2024 and continuing through December 31, 2027. ~~The table below reflects these extensions and also provides similar information for other license agreements.~~ PVH Corp., the owner of Calvin Klein and Tommy Hilfiger, has indicated that it intends to produce these products itself once the license agreements expire. Unless we are able to increase the sales of our other products, acquire new businesses and / or enter into other license agreements covering different products, the inability to renew the Calvin Klein and Tommy Hilfiger license agreements would cause a significant decrease in our net sales and have a material adverse effect on our results of operations. 8In March 2023, we announced the signing of a long- term license with Authentic Brands Group for **women' s apparel under** the Nautica brand in North America. We will produce across a number of categories, starting with jeans then expanding in a phased approach into additional categories including sportswear, suit separates and dresses. The new five- year license agreement, effective ~~beginning in~~ **as of** January 2024, includes three extensions ~~,~~ for five years each. First deliveries **began in 2024. In May 2023, we announced the signing of a long- term master license with Xcel Brands, Inc. for the Halston brand for all categories of Halston men' s and women' s product. The agreement provides for an initial term of five years, followed by a twenty- year period, with G- III having the right to terminate every five years. We also have a purchase option for the Halston brand at the end of the twenty- five year term. First deliveries of Halston product** are expected to ~~hit~~ **begin in** the **July 2024. In September 2023, we announced the signing of a long- term license with HanesBrands Inc. to design and produce men' s and women' s outerwear collections** ~~floor~~ -- **for their Champion brand** in **North America. The agreement provides for an initial term of five years, effective as of** January 2024 **, with a five year renewal option based on achieving sales targets. First deliveries of Champion product are expected for the Fall 2024 season** . Date CurrentDate Potential RenewalLicense Term Ends Term EndsFashion LicensesCalvin Klein (Men' s outerwear) December 31, 2025NoneCalvin Klein (Women' s outerwear) December 31, 2025NoneCalvin Klein (Women' s dresses) December 31, 2026NoneCalvin Klein (Women' s suits) December 31, 2026December 31, 2029Calvin Klein (Women' s performance wear) December 31, 2025NoneCalvin Klein (Women' s better sportswear) December 31, 2024NoneCalvin Klein (Better luggage) December 31, 2027NoneCalvin Klein (Women' s handbags and small leather goods) December 31, 2026NoneCalvin Klein (Men' s and women' s swimwear) December 31, 2026NoneCalvin Klein Jeans (Women' s jeanswear) December 31, **2024NoneChampion** ~~2024NoneCole Haan~~ (~~Men~~ **men** ' s and women' s outerwear) December 31, ~~2023December~~ **2028December** 31, **2033Cole Haan (Men' s and women' s outerwear) December 31, 2028December 31,** ~~2025Dockers~~ **2030Dockers** (Men' s outerwear) November 30, **2024NoneHalston** ~~2024NoneGuess / Guess?~~ (~~Men~~ **men** ' s and women' s ~~outerwear~~ **apparel**) December 31, ~~2023NoneGuess / Guess? (Women' s dresses) December~~ **2028December** 31, ~~2023NoneKenneth~~ **2048Kenneth** Cole NY / Reaction Kenneth Cole (Men' s and women' s outerwear) December 31, ~~2024NoneLevi~~ **2027NoneLevi** ' s (Men' s and women' s outerwear) November 30, ~~2024NoneMargaritaville~~ **2027NoneMargaritaville** (Men' s and women' s apparel) December 31, 2025December 31, 2030Nautica (Women' s sportswear, jeanswear, tailored clothing and dresses) December 31, 2028December 31, 2043Tommy Hilfiger (Men' s and women' s outerwear) December 31, 2025NoneTommy Hilfiger (Luggage) December 31, 2027NoneTommy Hilfiger (Women' s sportswear) ~~*~~ December 31, 2025NoneTommy Hilfiger (Women' s dresses) ~~*~~ December 31, 2026NoneTommy Hilfiger (Women' s suits) ~~*~~ December 31, 2026December 31, 2029Tommy ~~Jeans * December 31, 2023NoneTommy~~ Hilfiger x LeaguesDecember 31, 2025NoneVince Camuto (Women' s dresses) December 31, 2025NoneTeam Sports LicensesCollegiate Licensing CompanyDecember 31, ~~2023NoneMajor~~ **2024NoneMajor** League BaseballDecember 31, ~~2023NoneNational~~ **2027NoneNational** Basketball AssociationSeptember 30, 2025NoneNational Football LeagueMarch 31, ~~2024NoneNational~~ **2028NoneNational** Hockey LeagueJune 30, 2025NoneStarterDecember 31, **2029December** ~~2024None * These categories are part of the Tommy Hilfiger license agreement that is referred to as " Women' s apparel " in our Annual Report on Form 10- K for the fiscal year ended January~~ 31, **2039We** ~~2022. We have separated these categories for presentation purposes in this chart as there are different term end dates for these categories in the amendment to the Women' s apparel license agreement. We~~ have continually sought to increase our portfolio of name brands, product offerings and tiers of distribution because we believe that consumers prefer to buy brands they know and brand owners prefer to engage licensees who have a successful track record of developing brands. ~~Under~~ **9Under** our license agreements, we are generally required to achieve minimum net sales of licensed products, pay guaranteed minimum royalties, make specified royalty and advertising payments (usually based on a percentage of net sales of licensed products), and receive prior approval of the licensor as to all design and other elements of a product prior to production. License agreements may also restrict our ability to enter into other license agreements for competing products or acquire businesses that produce competing products without the consent of the licensor. If we do not satisfy ~~9any~~ - **any** of these requirements or otherwise fail to meet our material obligations under a license agreement, a licensor usually will have the right to terminate our license. License agreements also typically restrict our ability to assign or transfer the agreement without the prior written consent of a licensor and generally provide that a change in control, including as a result of the acquisition of us by another company, is considered to be a transfer of the license agreement that would give a licensor the right to terminate the license unless it has approved the transaction. Our ability to renew a license agreement may be subject to the discretion of the licensor or to attaining minimum sales and / or royalty levels and to our compliance with the provisions of the agreement. Proprietary BrandsDating back to the beginning of our company, G- III has sold apparel under its own proprietary brands. Over the years, we developed or acquired brands such as G- III Sports by Carl Banks, Eliza J and Jessica Howard. We also acquired Andrew Marc, an aspirational luxury outerwear brand, G. H. Bass, a well- known heritage brand, and Vilebrequin, a premier swimwear and resort wear brand. In our most significant acquisition **to date** , we acquired Donna Karan International, which owns DKNY and Donna Karan, two of the world' s most iconic and recognizable ~~power~~ brands. In October 2021, we acquired European luxury fashion brand Sonia Rykiel and in May 2022, we acquired the remaining interests that we did not own in the iconic Karl Lagerfeld fashion brand. We currently design, manufacture, distribute and sell products under our own proprietary brands, as well as license our proprietary brands in a variety of categories **and across geographies** . We continue to seek new licensing opportunities to broaden the reach of these **brands and evaluate opportunities to acquire established** brands. DKNY and Donna KaranWe own two of the world' s most iconic fashion brands: DKNY and Donna Karan. First launched in 1984, DKNY and Donna Karan design, source, market, retail and distribute collections of women' s and men' s clothing, sportswear, handbags, accessories and shoes under the DKNY and Donna Karan brand names. Based on DKNY' s and Donna Karan' s significant brand equity, we believe there are opportunities to expand existing categories, launch new initiatives and develop an even stronger licensing and distribution base. We believe that both the DKNY and Donna Karan brands have the potential for significant growth. In addition, we expect increased revenues from licensing and from sales growth across many categories of the business ~~. After~~ **channels and geographiesAfter** acquiring the brands in December 2016, we initially focused on re- positioning and re- launching the DKNY brand. Our DKNY products are designed to **merge** ~~provide a total wardrobe for a woman' s active,~~ modern ~~lifestyle~~ **tailoring with sophisticated ease, celebrating the aspirational and practical spirit of New York, with a highly differentiated perspective from Donna Karan** . Products developed reflect the DNA of the DKNY brand and ~~emphasize a strong price- value relationship~~ **visual identity for the new evolution of DKNY** . We believe that DKNY is a premier fashion and lifestyle brand. DKNY products produced by us or by our various licensees are sold through department stores, specialty retailers and online retailers worldwide, as well as through company- operated retail stores, digital sites and international brand partners and distributors. We believe that the Donna Karan brand also offers significant growth potential. ~~Donna Karan has been a small business for us to date.~~ We are now focused on the re- positioning and expansion of the brand **with first deliveries made** for Spring 2024. The new Donna Karan **is** ~~will be~~ a modern system of dressing created to appeal to a woman' s senses on every level, addressing the full lifestyle needs of a new consumer. **Inspired by the Donna Karan archives, we have thoughtfully created a new product line that captures the brand' s ethos of timeless elegance, empowering women and accessible luxury, tailored to meet the lifestyle needs of today' s customer.** Donna Karan product is ~~expected to be~~ distributed in better department stores, digital channels and our own Donna Karan website in North America ~~and internationally~~ . Donna Karan is widely considered a top fashion brand and is recognized as one of the most famous designer names in American fashion. ~~We~~ **Our initial product offerings are resonating with consumers. The excitement and global attention created by this launch has generated momentum and we** believe **we can expand** ~~this indicates that consumer demand exists for~~ the brand **globally over 10time** . We believe that the strength of the Donna Karan brand, along with our success with the DKNY brand, demonstrates the potential for our new Donna Karan products. We believe there are significant opportunities to enhance the digital business of DKNY and Donna Karan, prudently manage the retail store base for DKNY over the long term and capitalize on our industry relationships in seeking premium placement for DKNY and Donna Karan product categories in department and other retail stores globally. ~~10Karl~~ -- **Karl** LagerfeldIn May 2022, we acquired the remaining interests in the Karl Lagerfeld fashion brand that we did not own. The addition of the Karl Lagerfeld fashion brand to the G- III portfolio of owned brands advances several of our strategic initiatives, including increasing the direct ownership of brands, capitalizing on their licensing opportunities and further diversifying our global presence. This acquisition represents a significant opportunity to expand our international ~~growth~~ **presence** by further developing our European- based brands which also include Vilebrequin and Sonia Rykiel. We believe that Karl Lagerfeld' s existing digital channel presence could enable us to enhance our omni- channel business and further accelerate our digital initiatives. The influential legacy of the Karl Lagerfeld brand embodies a creative expression that aligns with our goal to provide innovative products for our customers. The iconic Karl Lagerfeld brand is known for its signature aesthetic combining Parisian classics with a rock- chic attitude and tailored silhouettes. Its portfolio of accessible, aspirational collections includes ready- to- wear apparel for women, men and children, as well as handbags and small leather goods. Licensed collections include watches, eyewear, footwear, perfumes, candles and fashion jewelry. As of January 31, ~~2023~~ **2024** , Karl Lagerfeld products are distributed through more than 200 stores worldwide, including ~~62~~ **70** company- operated stores, located primarily internationally and through digital channels. In addition, Karl Lagerfeld is distributed through a premium wholesale distribution network in Europe, the Middle East and Asia. ~~VilebrequinVilebrequin~~ **Vilebrequin Vilebrequin** is a premier provider of status swimwear, resort wear and related accessories. Vilebrequin products are sold in over 100 countries around the world. We believe that Vilebrequin has the potential to significantly develop its distribution network worldwide and expand its product offerings. A majority of Vilebrequin' s current revenues are derived from sales in Europe and the United States. As of January 31, ~~2023~~ **2024** , Vilebrequin products were distributed through select wholesale distribution, ~~97~~ **104** company- operated stores and ~~87~~ **95** licensed stores **across over 100 countries** ~~, located internationally and in the United States~~ , as well as digitally on ~~our websites~~ **www. vilebrequin. com** . Vilebrequin' s iconic designs and reputation are linked to its French Riviera heritage arising from its founding in St. Tropez over forty years ago. Vilebrequin' s men' s swimwear, which accounts for the majority of its sales, is known for its exclusive prints, wide range of colors, attention to detail, fabric quality and well- designed cuts. In addition to men' s swimwear, Vilebrequin sells a collection of women' s swimwear, children' s swimwear, men' s resort wear, women' s resort wear, children' s resort wear and related accessories including hats, beach bags, beach towels, shoes, sunglasses, watches and pool floats. We believe that Vilebrequin is a powerful brand. We plan to continue adding more company operated and franchised retail locations and increase our wholesale distribution of Vilebrequin products throughout the world. In ~~September~~ **April** ~~2022~~ **2023** , Vilebrequin ~~acquired a beach concession in Cannes, and plans to open~~ **opened** the first Vilebrequin Beach club ~~at this location~~ in **Cannes** ~~the spring of 2023. Ideally located on the French Riviera~~ , **France** ~~this first Vilebrequin Beach club is expected to further expand our brand awareness~~ . Vilebrequin also opened a branded beach cabana club at the Boca Raton Hotel **in Florida. In the fall of 2023, Vilebrequin entered into a multi- year licensing agreement with a developer of a luxury lifestyle hotel in Miami Beach, Florida to design a rooftop pool deck, restaurant and retail store that is expected to open in late 2024. These hospitality offerings are expected to expand Vilebrequin' s brand awareness** . We expect to continue to expand with store openings in global key markets and reinforce the luxury status of Vilebrequin ~~with~~ **through** immersive brand experiences. Sonia RykielIn October 2021, we purchased European luxury fashion brand Sonia Rykiel. Sonia Rykiel, who created this well-known brand, was one of the leading figures of Parisian fashion. We relaunched the brand in the fall of 2022 with **collections that 11celebrate** the ~~opening of retail stores in Paris, New York and~~ **brand** ~~Monaco,~~ **' s legacy** and **archives. We are seeking to reinforce Sonia Rykiel' s position in relevant markets and we** plan to **further** expand ~~further into Europe and other~~ -- **the** ~~regions~~ **brand' s global footprint** in **fiscal** ~~2023~~ **2025** . We **are committed** ~~believe this purchase will enable us~~ to **preserving Sonia Rykiel' s distinct identity while embracing fresh perspectives** ~~expand into the luxury space and increase our international presence. We also believe that there is untapped potential for this brand~~ -- **and creative collaborations** . Licensing of Proprietary BrandsAs our portfolio of propriety brands has grown, we have licensed these brands in new categories. We began licensing Andrew Marc, Vilebrequin, Sonia Rykiel and G. H. Bass in selected categories after acquiring these brands. Our licensing ~~11program~~ -- **program** has significantly increased as a result of owning the DKNY, Donna Karan and Karl Lagerfeld **and Karl Lagerfeld Paris** brands. We currently license our proprietary brands in a variety of categories and continue to seek new licensing opportunities to broaden the reach of these brands. We have strong relationships with category leading license partners, including, but not limited to, ~~Fossil,~~ Marchon, Komar and Inter Parfums. The DKNY and Donna Karan brands have worldwide license agreements for a broad array of products including fragrance, intimates, eyewear, bedding and bath products and women' s sleepwear and loungewear. Additionally, we license the DKNY brand in the United States and internationally for children' s clothing, children' s footwear, men' s and women' s watches, jewelry, men' s tailored clothing, men' s sportswear, men' s dress shirts, men' s underwear, men' s loungewear, men' s swimwear, men' s and women' s golfwear, men' s and women' s socks, ~~and~~ furniture ~~. In September 2021~~ , ~~we entered into~~ **tech accessories and rugs. We have** a long- term global licensing agreement with Inter Parfums, Inc. for the creation, development and distribution of fragrances and fragrance- related products under the DKNY and Donna Karan brands. **The** ~~Inter Parfums, Inc. became the exclusive licensee for these products effective July 1, 2022 with the~~ initial term of the license ~~extending~~ **extends** through December 31, 2032 **and includes a 5 year option to renew given the achievement of certain sales targets** . We believe the fragrance category enables our brands to connect more broadly with global consumers **. We have also recently entered into license agreements for the creation, development and distribution of men' s underwear under the DKNY and DKNY Sport brands in the United States and Canada, tech accessories under the DKNY brand throughout the world and rugs under the DKNY brand in North America** . We intend to continue to focus on expanding licensing opportunities for the DKNY and Donna Karan brands. We believe that we can capitalize on significant, untapped global licensing potential for these brands in a number of categories and we intend to grow royalty streams by expanding existing licenses, as well as through new categories with new licensees. We license the Karl Lagerfeld brand for a wide range of product categories including, but not limited to, footwear, men' s apparel, ~~ready to wear fashions,~~ fragrances, children' s clothing, ~~and~~ eyewear **and tech accessories. Additionally, we license the Karl Lagerfeld Paris brand for bedding and bath products** . We license the G. H. Bass brand in the United States and internationally for men' s, women' s and children' s footwear, children' s clothing, men' s **and** ~~denim, men~~ **women** ' s **sportswear apparel** ~~underwear and loungewear,~~ and bedding and bath products ~~and~~ **. We license** the Andrew Marc brand in North America for men' s and boy' s tailored clothing and men' s and women' s ~~denimRetail~~ **denim. We license the Vilebrequin brand internationally for fragrance and soap related products, watches, denim and paddleboards. We license the Sonia Rykiel brand internationally for children' s apparel, women' s footwear and women' s fashion jewelry. Retail** Operations As of January 31, ~~2023~~ **2024** , our retail operations segment consisted of ~~59~~ **53** stores operated under our ~~DKNY and~~ Karl Lagerfeld Paris **and DKNY** brands, as well as digital channels for the DKNY, Donna Karan, Karl Lagerfeld Paris, G. H. Bass, Andrew Marc and Wilsons Leather businesses. ~~Our~~ **12Our** ~~DKNY stores offer a large range of products including sportswear, dresses, outerwear, handbags, footwear and athleisure apparel. Our~~ Karl Lagerfeld Paris stores offer a range of products including sportswear, dresses, outerwear, handbags and footwear. ~~As digital sales~~ **Our DKNY stores offer a large range** of **products including sportswear, dresses, outerwear, handbags, footwear and athleisure** apparel **. We** ~~continue to increase, we~~ are developing additional digital marketing initiatives on our websites and through social media. We are investing in digital personnel, marketing, logistics, planning, distribution and other strategic opportunities to expand our digital footprint. Our digital business for our retail operations segment consists of our own web platforms at www. dkny. com, www. donnakaran. com, www. karllagerfeldparis. com, www. ghbass. com ~~, www. andrewmarc. com~~ and www. wilsonsleather. com. Our digital business also includes our own web platforms at www. vilebrequin. com, www. soniarykiel. com and www. karl. com which are part of our wholesale operations segment. We sell our products over the web through retail partners such as macys. com, nordstrom. com and dillards. com, each of which has a substantial online business. In addition, we sell to leading ~~pure~~ online retail partners such as Amazon, Fanatics, Zalando and Zappos ~~and have made minority investments in two e- commerce retailers~~ . Products — Development and DesignG- III designs, sources and markets women' s and men' s apparel at a wide range of retail price points. Our product offerings primarily include outerwear, dresses, sportswear, swimwear, women' s suits and women' s performance wear. We also market footwear and accessories including women' s handbags, small leather goods, cold weather accessories, and luggage. ~~12G~~ **G** - III' s licensed apparel consists of both women' s and men' s products in a broad range of categories. See " Wholesale Operations — Licensed Products " above. We seek licenses that will enable us to offer a range of products targeting different price points and different distribution channels. We also offer a wide range of products under our own proprietary brands. We work with a diversified group of retailers, such as Macy' s, Harley-Davidson, Costco, Kohl' s and Ross Stores in developing product lines that are sold under their private label programs. Our design teams collaborate with our customers to produce custom- made products for their stores. Store buyers may provide samples to us or may select styles already available in our showrooms. We believe we have established a reputation among these buyers for our ability to produce high quality product on a reliable, expeditious and cost- effective basis. Our in- house designers are responsible for the design and look of our licensed, proprietary and private label products. We work closely with our licensors to create designs and styles for each of our licensed brands. Licensors generally must approve products to be sold under their brand names prior to production. We maintain a global pulse on styles, using trend services and color services to enable us to quickly respond to style changes in the apparel industry. Our experienced design personnel and our focused use of outside services enable us to incorporate current trends and consumer preferences in designing new products and styles. Our design personnel meet regularly with our sales and merchandising departments, as well as with the design and merchandising staffs of our licensors, to review market trends, sales results and the popularity of our latest products. Our designers present their evaluation of the styles expected to be in demand in the United States. We also seek input from selected customers with respect to product design. We believe that our sensitivity to the needs of retailers, coupled with the flexibility of our production capabilities and our continual monitoring of the retail market, enables us to modify designs and order specifications in a timely fashion. Manufacturing and SourcingG- III' s wholesale operations and retail operations segments arrange for the production of products from **a global network of** independent **, third- party** manufacturers **, primarily** located ~~primarily~~ in **Asia. During fiscal 2024, approximately 77 % of our product was sourced from** Vietnam, China ~~,~~ **and** Indonesia ~~and, to a lesser extent, Bangladesh, Cambodia, Jordan, Egypt and India~~ . ~~Vilebrequin' s products~~ **We do not own any manufacturing facilities. Our sourcing operations** are **based** ~~manufactured primarily~~ in ~~Bulgaria, Morocco, Tunisia, Turkey, Italy and~~ China ~~. Karl Lagerfeld' s products are manufactured primarily in China, Portugal, Turkey~~ and ~~India. A small portion of our garments are manufactured in the United States. We currently have representative offices in Hangzhou, Nanjing and Dongguan, China, as well as in~~ Hong Kong **in order to facilitate better service** ~~, Vietnam, Indonesia, Bangladesh,~~ and ~~Jordan~~ **manage the volume of manufacturing in Asia** . These offices act ~~as our liaison with manufacturers in the Far East. G- III' s headquarters provides these liaison offices with production orders stating the quantity, quality, delivery time and types of garments to be produced. The personnel in our liaison offices assist in the negotiation and placement of orders with manufacturers. In allocating production among independent suppliers, we consider a number of criteria, including, but not limited to, compliance, quality, availability of production capacity, pricing and ability to meet changing production requirements. To facilitate better service for our customers and accommodate the volume of manufacturing in the Far East, we also have a subsidiary in Hong Kong. Our Hong Kong subsidiary supports third party production of products on an agency fee basis and acts~~ as an agent for substantially all of our **sourcing in Asia** ~~production. Our China~~ and ~~Hong Kong offices monitor~~ **monitors** production at manufacturers' facilities to ensure quality control, compliance with our **manufacturing** specifications and **social 13responsibility standards, as well as** timely delivery of finished garments to our distribution facilities ~~and,~~ **. We also have sourcing offices** in **Vietnam** ~~some cases~~ , ~~direct~~ **Indonesia, Jordan and Bangladesh** to **help support these efforts. Prior to placing production, and on a recurring basis, we conduct assessments of political, social, economic, environmental, trade, labor and intellectual property protection conditions in the countries in which we source** our ~~customers~~ **products, and we conduct assessments of our manufacturers and supply chain, as discussed under " Vendor Code of Conduct " below** . In connection with the ~~foreign~~ manufacture of our products, manufacturers purchase raw materials including fabric ~~, wool, leather~~ and other ~~submaterials~~ --- **materials** (such as linings, zippers, buttons **,** and trim) at our direction ~~. Prior to commencing the manufacture of products, samples of raw materials or submaterials are sent to us for approval~~ . We regularly inspect and supervise the manufacture of our products in order to ensure timely delivery, maintain quality control and monitor compliance with our manufacturing specifications. We also inspect finished products at the factory site. ~~13We~~ **We** generally arrange for the production of products on a purchase order basis with completed products manufactured to our design specifications. We assume the risk of loss predominantly on a Freight- On- Board (F. O. B.) basis when goods are delivered to a shipper and are insured against ~~casualty~~ losses arising during shipping. **We** ~~As is customary, we~~ have not entered into any long- term contractual arrangements with any contractor or manufacturer. We believe that the production capacity of **each** foreign ~~manufacturers~~ **manufacturer** with which we have developed, or are developing, a relationship is adequate to meet our production requirements for the foreseeable future. We believe that alternative foreign manufacturers are readily available. A majority of all finished goods manufactured for us is shipped to our distribution facilities or to designated third party facilities for final inspection, allocation, and reshipment to customers. The goods are delivered to our customers and us by independent shippers. We choose the form of shipment (principally ship, truck or air) based upon a customer' s needs, cost and timing considerations **. We expect all of our suppliers shipping to the United States to adhere to the requirements of the U. S. Customs and Border Protection' s Customs- Trade Partnership Against Terrorism (" C- TPAT ") program, including standards relating to facility security, procedural security, personnel security, cargo security, and the overall protection of the supply chain. In the event a supplier does not comply with our C- TPAT requirements, or if we have determined that the supplier will be unable to correct a deficiency, we may move that supplier' s product through alternative supply chain channels or we may terminate our business relationship with the supplier** . Vendor Code of ConductWe are committed to ethical and responsible conduct in all of our operations and respect for the rights of all individuals. We strive to ensure that human rights are upheld for all workers involved in our supply chain, and that individuals experience safe, fair and non- discriminatory working conditions. In addition, we are committed to compliance with applicable environmental requirements and are committed to seeing that all of our products are manufactured and distributed in compliance with applicable environmental laws and regulations. We expect that our business partners will share these commitments, which we enforce through our Vendor Code of Conduct. Our Vendor Code of Conduct specifically requires our manufacturers to not use child, forced or involuntary labor and to comply with applicable environmental laws and regulations. We provide training and guidance to the factories our contractors use related to our Vendor Code of Conduct and the applicable laws in the country in which the factory is located. The training provides the factories with a more in- depth explanation of our Vendor Code of Conduct. In addition to their contractual obligations, we evaluate our suppliers' compliance with our Vendor Code of Conduct through audits conducted both by our employees and third- party compliance auditing firms **on an annual basis** . Human CapitalOur PeopleAs of January 31, ~~2023~~ **2024** , we employed approximately 3, ~~600~~ **500** persons on a full- time basis and approximately 1, 100 on a part- time basis. We employ both union and non- union personnel and believe that our relations with our employees are good. We have not experienced any interruption of our operations due to a labor disagreement with our employees. ~~We~~ **14We** are an Equal Opportunity Employer with policies, procedures and practices that recognize the value and worth of each individual, covering matters such as safety, training, advancement, discrimination, harassment and retaliation. We provide training on important issues to our personnel. G- III ensures compliance with labor and employment law issues through a variety of processes and procedures, using both internal and external expertise and resources. We continue to work towards achieving a stronger, more engaging workplace coupled with a foundation for enhancing the employee experience by continuing to promote our passion for our product, pride in our partnerships, our accountability and our entrepreneurial spirit. We are committed to ~~the~~ **providing a** ~~health~~ **healthy** ~~and safety of our~~ **work environment that allows** employees **to feel highly valued, productive and effective within their jobs by maintaining** ~~and~~ - **an** ~~customers and have taken extra~~ **inclusive environment which we believe positively impacts employee engagement. Our employees** ~~care~~ - **are** ~~to protect them~~ - **the heart** ~~throughout the fluid nature~~ of **our organization** ~~the pandemic with responsive workplace policies~~ and ~~procedures~~ **our ongoing emphasis to recruit and retain the best talent in our industry continues as a top priority. We are constantly striving to build upon and improve our talent acquisition and selection processes, onboarding experience and training initiatives** . Diversity, Equity and InclusionWe are a diverse workplace and know that, to succeed, we must become an even more diverse, equitable and inclusive organization. Currently, ~~over 40~~ **approximately 60** % of our leadership team and ~~71~~ **72** % of our overall workforce self- identify as women, and 48 % of our overall workforce identify as Black, Indigenous and People of Color (" BIPOC "). Of our ~~twelve~~ **fourteen** Board members, there are four women and four people of diverse backgrounds, exceeding NASDAQ requirements for board ~~14diversity~~ -- **diversity** . We recognize that insights and ideas from a diverse range of backgrounds will better position us for the future and continue to work towards increasing Board diversity. Our commitment to Diversity, Equity and Inclusion also extends outside of our business. We are a founding member of the groundbreaking Social Justice Center at the Fashion Institute of Technology (" FIT "), a premier fashion university, whose purpose is to help establish a program that is intended to increase opportunities and accelerate social equity for BIPOC persons entering our industry for years to come. Additionally, we continued our partnership with UNCF (" United Negro College Fund ") by sponsoring ~~four~~ **two** enriching and rewarding student internships. These interns were provided room and board at FIT. They participated in a program that consisted of educational master class sessions and experienced New York theatre and other local programs. In **addition, we funded two scholarships through UNCF. In** fiscal ~~2023~~ **2025** , we will continue to support ~~UNCF~~ **our diversity efforts by working directly with Historically Black Colleges and Universities** by providing **two** students the opportunity to gain firsthand experience working at G- III. Diversity, Equity and Inclusion are at the heart of G- III' s values. We strive to create a workplace with opportunities for all. We have made progress and intend to continue to do so in the coming years. Talent Acquisition, Development and RetentionHaving the right talent in the organization is one of the most critical aspects of our business. This year ~~we grew~~ our HR team ~~to enhance opportunities~~ focused on hiring, developing and retaining talent. **After** ~~We invested in new HR systems that will enhance the recruitment process and facilitate compliance with the continuously changing landscape of employment law. We also introduced~~ a **successful launch of our** Lunch and Learn program facilitated by our leadership team ~~for employees~~ **, we have continued the program by offering a second semester of courses** that ~~has~~ **will** provided an opportunity for continuous learning about our business. We ~~are planning to introduce~~ **have procured a training solution program that will incorporate** a G- III Master Class training library ~~in fiscal 2024~~ that will make these sessions and other educational tools accessible to our employees. Through our aggressive recruiting, we have been able to bring in best- in- class talent. We had several key hires at the Company, including ~~a new head of digital~~ **our Chief Growth and Operations Officer, Dana Perlman** , who ~~is building a new team~~ **has significant industry experience through her over 20- year career in apparel, strategy and finance. Compensation, Benefits, Safety and WellnessWe firmly believe our comprehensive benefit programs are an integral part of our talent acquisition, retention and overall employee experience. We continually evaluate and benchmark our programs** to ~~accelerate~~ **ensure** ~~the~~ **they** ~~development of our digital business~~ **remain competitive, on- trend and meet compliance** . ~~Additionally~~ **Our fiscal 2025 goals include enhancing our employee education on the value of our benefit programs. We successfully re- introduced our onsite Benefits and Health Fair for corporate employees for the first time 15since the pandemic. In addition to our benefit programs** , we ~~welcomed a new President~~ **annually recognize the tenure** of ~~Donna Karan / DKNY Europe situated in~~ our ~~Milan office who will continue to develop our expanding reach in Europe. Compensation, Benefits, Safety and WellnessWe expanded our comprehensive health and retirement benefits to eligible~~ employees **with service awards and celebrated 98 employees with service of 10, 20, 25, 30, and 35 years. We look forward to continuing** this **longstanding G- III tradition** ~~year, most notably, with the introduction of Aetna Inc. for our health plans and Fidelity Investments for our 401 (k) plan. We also introduced and sponsored paid subscriptions to Headspace and Noom, smartphone applications that offer dedicated tools to support employee wellness~~ . Corporate Social ResponsibilityWe ~~spend~~ **invested** significant time ~~implementing~~ **and resources furthering** our key initiatives, developing programs and ~~furthering~~ **expanding** our Corporate Social Responsibility (" CSR ") agenda. **We have made important progress to reinforce our social and environmental standards as we continue to refine our oversight of our supply chain.** ● Engage Our People – ~~Embodying~~ **In line with** our **entrepreneurial** spirit ~~of agility and entrepreneurism~~ , ~~in~~ **we have worked hard to advance our strategic priorities and build upon the success of** fiscal 2023 **, skillfully navigating through another tough environment. We remain focused on fostering a stronger, more engaging workplace for** our **employees. We have invested in new HR systems to enhance our recruitment process and talent retention to ensure we bring in and keep best- in- class talent, and we have expanded our Lunch and Learn programs, led by our leadership** ~~teams~~ - **team, to facilitate opportunities for continuous learning and development for our team. We recognize the importance of ensuring the workers in our supply chain are treated fairly and our vendors are abiding by our Vendor Code of Conduct. Thus, we work closely with suppliers to develop and implement strategies that align with our social and environmental standards. We have also**

enhanced the effectiveness of our supplier audits through our continued **participation in the Social & Labor Convergence Program, allowing us** to ~~build~~ **reduce the number of audits for suppliers, lessening redundancies in shared audits and better assist factories to focus** on **addressing** ~~the~~ **their** ~~success~~ **most pressing issues. Forced labor continues to be a point of focus across our industry, and** we **work closely** ~~achieved in fiscal 2022 as we ensured that business was conducted despite the impact of the COVID- 19 pandemic. With~~ **with** ~~teams back in the office fulltime, we began developing and executing several team building activities to bring people together such as our Lunch and Learn program. We also further engaged~~ our supply chain partners to ~~improve~~ **mitigate the risk of forced labor being used to make our products or raw materials utilized in our products. We have advanced our internal cotton traceability program through the implementation of annual Cotton Compliance Monitoring training sessions to educate our staff and factories about our requirements and procedures for ensuring the ethical sourcing of cotton. We are enhancing our program by working on ways to couple these traceability lessons with other materials in our products. We continue to explore ways other SaaS technologies might mitigate risks. We also continue to leverage the testing capabilities of ORITAINTM to trace materials back to** their **fiber origins to mitigate** ~~employment practices and positively impact~~ the ~~workforce within~~ **risk that forced labor is used in** our supply chain. We ~~understand that~~ **routinely engage with counsel and industry organizations with respect to regulatory developments to ensure our practices and procedures are aligning with** the ~~success of~~ **continually developing regulatory landscape, and we remain committed to ensuring proper treatment for everyone who works in** our supply chain ~~is critical to our future and we have taken important steps to improve it~~ . **● Protect Our Environment –** We ~~joined~~ **continue to work towards reducing the environmental impact of our own operations and that of our entire supply chain by enacting sustainable fashion practices and working closely with our supply chain partners. This year also marked our second year as a part of** the Sustainable Apparel Coalition (“ SAC ”) ~~which works~~ **as we continue** to ~~reduce~~ **collaborate with others in** the **industry to strengthen our** social and **environmental programs and improve vendor performance. We are implementing the SAC’ s Higg Facility Environmental Module across our Tier 1 and 2 supplier factories, providing us with greater insight into their** environmental impact ~~of apparel, footwear and textile production around the world by employing the Higg Factory Evaluation Module (“ FEM ”) which is an~~ **and allowing us to identify opportunities** ~~environmental assessment of supply chain factories shared among brands and industries. SAC has annual requirements and goals~~ for ~~its members to meet to keep the industry moving towards greater sustainability. Engaging our supply chain partners to participate in SAC is intended to 15result in more factories completing environmental and social assessments that are shared across the industry. This promotes standardized measurement for products and the supply chain and reduces redundancies among brands and factories performing audits of their sustainability practices. We have continued to focus on the forced labor issues facing our industry and have reviewed our relationships in an attempt to protect against the use of forced labor in our supply chain. We formalized an internal cotton traceability program to~~ further **improvement** ~~mitigate the risk of forced labor being used to produce product for us. This program includes enhancements to management systems, training, and tracking tools across our supply chain. To further bolster our programs against this risk, we engaged ORITAINTM, a third- party that uses forensic technology to trace materials back to their fiber origins. This traceability is essential to mitigating the risk that forced labor is used throughout the supply chain. We routinely engage with counsel and industry organizations with respect to regulatory developments to ensure our practices and procedures are aligning with the continually developing regulatory landscape. Combined with ORITAINTM’ s technology and our internal management systems, we are working to mitigate these global supply chain risks. Additionally, with ORITAINTM’ s help, we have begun exploring technology partners that can support us with tracing and tracking our total material usage. Taken together, we believe we have developed a strong approach and intend to continue to refine our oversight of our supply chain. ● Protect Our Environment – We continue to work towards reducing our environmental impact by enacting sustainable fashion practices. We are working on determining our Scope 1 and Scope 2 baseline greenhouse gas (“ GHG ”) emissions for 2022 reporting based on the proposed rules set forth by the Securities and Exchange Commission in March 2022. Using this baseline, we intend to set strategic goals for reducing our GHG emissions from both a short- term and long- term perspective. We have engaged an industry- leading environmental consultancy to support our understanding our of GHG emissions and assist us in developing best practices to support our goal of reducing our environmental impact. Our focus includes (i) understanding the environmental impact made by our choices and how we can reduce those impacts in thoughtful and strategic ways without disrupting our business and (ii) fostering a culture of environmental understanding and accountability in all that we do~~ . We are making progress on our goal to ~~use~~ **transition our synthetic materials to** 100 % recycled ~~materials for all~~ **sources by 2030. We are also working to increase the use of recycled, organic, and natural fibers, and we are introducing recycled** synthetic fibers **certified** by **the Global Recycled Standard** ~~2030 by working to set goals for~~ - **or** ~~adoption~~ **the Recycled Claim Standard into a growing number** of ~~more sustainable~~ **our products. Notably, in 2023, Vilebrequin, our premier European swimwear brand, manufactured over 80 % of its products from preferred** materials **which consistently deliver reduced impacts and increased environmental benefits. 16Over the past year we have furthered our work with our sustainability consultants and are collecting Scope 1 and Scope 2 emissions data from across our Company to better understand our GHG emissions. Once we have established our baseline, we will work to implement best practices to reduce our environmental impact** . We are **also focused on collecting** ~~exploring potential technology solutions to help us reach~~ our ~~goals~~ **Scope 3 data and are developing our long- term sustainability strategy** . **●** Invest in Our Communities – **Consistent with our** ~~G- III has a~~ longstanding commitment to philanthropy **,** ~~and supporting communities in which~~ we **have** ~~live and serve. We continue~~ **continued** to maximize opportunities ~~to give to and engage~~ with our charitable partners **,** ~~. We are involved with various charitable organizations~~ including Ronald McDonald House, Women ~~In~~ **in** Need (“ WIN ”), ~~UNCF,~~ Delivering Good, Hetrick Martin Institute and City Harvest ~~, in addition to supporting the new Social Justice Center at the Fashion Institute of Technology~~ . We have **developed** ~~also partnered with new programs to provide aid to people impacted by current events. This year, we supported the Ukrainian humanitarian crisis financially and~~ - **an** ~~through in- kind donations of our products. We also~~

~~established a new~~ internal **associate** committee **so** ~~, comprised of~~ our employees **can** ~~, who are~~ actively ~~involved~~ **engage** in developing and executing charitable initiatives across ~~the~~ **our** organization. **We have a solid foundation** ~~This committee has already strengthened our involvement with our charitable partners~~ in **place, which we** ~~new ways. G- III is committed to continuing~~ **continue** ~~its mission~~ to **build upon** ~~help others in the community through corporate and employee donations and volunteerism. Our work with our new consultants is expected to bring about greater change in this coming year~~ as we ~~continue to make progress on~~ **build our new Corporate Sustainability Strategy centered around** our core CSR principles: Engage Our People, Protect Our Environment and Invest in Our Community. ~~They represent a commitment to the greater good and our role in the global community.~~ Customs and Trade IssuesOur arrangements with textile manufacturers and suppliers are subject to requisite customs clearances for products and the imposition of export duties. Customs duties on our products presently range from duty free to 37. 5 %, depending upon the ~~16product~~ -- **product** , composition, construction, country of origin and country of import. A substantial majority of our product is imported into the United States and, to a lesser extent, into Canada and Europe. Countries in which our products are sold may, from time to time, impose new duties, tariffs, surcharges or other import controls or restrictions or adjust prevailing duty or tariff levels. Any action by the executive branch of the United States government to increase tariffs on imported goods, such as the imposition of tariffs on goods manufactured in China, could adversely affect our business. Under the provisions of the World Trade Organization (“ WTO ”) agreement governing international trade in textiles, known as the “ WTO Agreement on Textiles and Clothing, ” the United States and other WTO member countries have eliminated quotas on textiles and apparel- related products from WTO member countries. As a result, quota restrictions generally do not affect our business in most countries. Apparel and other products sold by us are also subject to regulations that relate to product labeling, content and safety requirements, licensing requirements and flammability testing. We believe that we are in compliance with those regulations, as well as applicable federal, state, local, and foreign regulations relating to the discharge of materials hazardous to the environment. **Section 301 TariffsSection 301 tariffs on certain goods from China went into effect in 2018. The United States Trade Representative (“ USTR ”) is required to conduct a review of the effectiveness and economic impact of a Section 301 action every four years or else the tariffs would expire. In May 2022, USTR announced that it was commencing a four- year review and between November 2022 and January 2023, USTR accepted comments from the public as to whether the Section 301 tariffs should be continued, terminated, or modified. Section 301 tariffs were set to expire in September 30, 2023. In December 2023, the USTR announced the extension through May 2024 of certain Section 301 exclusions. It is difficult to accurately estimate the impact on our business from these tariff actions or similar actions or when any additional tariffs may become effective. China Most Favored Nation StatusFollowing accusations against China that it employed forced labor in manufacturing processes within the country, a bill was introduced in January 2023 to strip China of its permanent Most Favored Nation status, effectively requiring China to re- secure its position by annually applying for presidential approval as a member country. Two pieces of legislation intended to revoke China’ s Permanent Most Favored Nation status are pending in Congress. Because Most Favored Nation status grants special treatment among member counties with respect to tariffs, if this bill were to pass it would substantially increase tariffs between the United States and China. 17GSP UpdateThe Generalized System of Preferences (“ GSP ”) program, which extends preferential tariff treatment to certain products from beneficiary developing countries, expired on December 31, 2020. Re- authorization of GSP requires an act of Congress. GSP has been allowed to expire several times since it was enacted in 1974. Each time that GSP has been renewed following a lapse, the renewal has been retroactive, allowing for duties paid on GSP- eligible goods to be refunded following the re- authorization. The Chairman of the House Ways and Means Trade Subcommittee has indicated that he plans to introduce a bill that would reauthorize GSP. It has not been determined whether the potential future re- authorization of the GSP program will be fully retroactive and what will be the duration such re- authorization.** Marketing and DistributionG- III’ s products are sold primarily to department, specialty and mass merchant retail stores in the United States. We sell to approximately 1, 700 customers, ranging from national and regional chains to small specialty stores. We also distribute our products through our retail stores and through digital channels for the DKNY, Donna Karan, ~~G. H. Bass,~~ Vilebrequin, ~~Andrew Marc~~ **Karl Lagerfeld** , Karl Lagerfeld Paris **, G. H. Bass** , Wilsons Leather and Sonia Rykiel businesses, as well as the digital channels of our retail partners such as Macy’ s, Nordstrom, Amazon, Fanatics, Zalando and Zappos. Sales to our ten largest customers accounted for **70. 1 % of our net sales in fiscal 2024,** 74. 2 % of our net sales in fiscal 2023 ~~,~~ **and** 78. 0 % of our net sales in fiscal 2022 ~~and 73. 3 % of our net sales in fiscal 2021~~ . Sales to Macy’ s, which includes sales to its Macy’ s and Bloomingdale’ s store chains, as well as through macys. com, accounted for an aggregate of **19. 2 % of our net sales in fiscal 2024,** 21. 6 % of our net sales in fiscal 2023 ~~,~~ **and** 23. 9 % of our net sales in fiscal 2022 ~~and 20. 9 % of our net sales~~ **Sales** ~~in fiscal 2021. In addition, sales~~ to TJX Companies accounted for an aggregate of **13. 6 % of our net sales in fiscal 2024,** 15. 4 % of our net sales in fiscal 2023 ~~,~~ **and** 14. 8 % of our net sales in fiscal 2022 **. In addition, sales to Ross Stores accounted for** ~~and~~ - **an** ~~12~~ **aggregate of 10** . ~~9~~ **1** % of our net sales in fiscal ~~2021~~ **2024 , 9. 2 % of our net sales in fiscal 2023 and 12. 7 % of our net sales in fiscal 2022** . The loss of any of these customers or a significant reduction in purchases by our largest customers could have a material adverse effect on our results of operations. A substantial majority of our sales are made in the United States. We also sell our products to customers in Europe, Canada, the Far East, the Middle East, Central America, South America and Australia, which, on a combined basis, accounted for approximately **22. 5 % of our net sales in fiscal 2024,** 19. 1 % of our net sales in fiscal 2023 ~~,~~ **and** 14. 5 % of our net sales in fiscal 2022 ~~and 14. 6 % of our net sales in fiscal 2021~~ . Our products are sold primarily through our direct sales force along with our principal executives who are also actively involved in the sale of our products. Some of our products are also sold by independent sales representatives located throughout the United States. The Canadian market is serviced by a sales and customer service team based both in the United States and in Canada. Sales outside of the United States and Canada may be managed by our salespeople located in our sales offices in Europe or Asia depending on the customer. Vilebrequin products are sold through a direct sales force primarily located across Europe. Brand name products sold by us pursuant to a license agreement are promoted by institutional and product advertisements placed by the licensor. Our license agreements generally require us to pay the licensor a fee, based on a percentage of net sales of licensed product, to pay for a portion of these advertising costs. We may also be required to spend a specified percentage of net sales of a licensed product on advertising placed by us. Our marketing ~~and press~~ efforts **for** ~~on behalf of~~ the ~~DKNY~~ **repositioned** and **expanded** Donna Karan ~~brands~~ - **brand** are **focused on** ~~highly~~ -- **high impact brand campaigns with globally recognizable talent. We are building brand awareness through messaging that communicates the brand' s historical origins and relevance to today' s consumer. We have also launched noteworthy media and marketing initiatives to support our wholesale and retail channels. We will continue to invest in paid strategies that place the brand in outdoor, print and digital media. DKNY' s marketing efforts are** focused around communicating brand DNA and visual identity for the new evolution of ~~DKNY~~ **the** ~~and~~ **brand** ~~Donna Karan~~ . We are ~~re-~~ building **global awareness** ~~the brand image~~ through high impact ad campaigns that feature ~~socially~~ relevant **and noteworthy** talent. **18We strive** ~~We are striving~~ to create ~~noteworthy~~ marketing initiatives, collaborations and image programs to ~~build brand awareness and~~ bring in a new **,** young customer. **We** ~~Donna Karan and DKNY~~ will ~~continue to~~ support global licensees with ~~brand~~ campaigns and product images **through our** ~~to tell the 17brand~~ -- **brand** story. We continue to invest in digital media and storytelling for brand amplification and to establish comprehensive commercial marketing tools that will support our global wholesale and retail channels. Karl Lagerfeld' s marketing efforts are inspired by Karl Lagerfeld' s own mantra: " embrace the present and invent the future. " We continuously seek to share relevant and engaging content, with a focus on **high impact campaigns and** digital content. Inspired by Karl Lagerfeld' s own passion for collaboration, we regularly foster partnerships with top tier **artists,** tastemakers and icons. Our campaigns for the Karl Lagerfeld brand are intended to grow awareness across our retail, digital, wholesale and franchise channels. In North America, the Karl Lagerfeld Paris brand further amplifies this vision through locally- relevant brand engagement. ~~We are planning a large- scale marketing campaign including the launch of special products, collaboration with celebrities and the creation of content for our website and social media channels. Our retail partners around the world are hosting events, pop- up shops and dedicating store windows to Karl Lagerfeld.~~ In Spring 2023, Vogue' s Met Gala, along with the museum' s summer exhibition, **paid** ~~will pay~~ tribute to the life and work of Karl Lagerfeld. This event ~~is expected to create~~ **created** ~~extensive global news and social media coverage and significantly~~ -- **significant momentum for the** ~~benefit Karl Lagerfeld' s global~~ brand ~~recognition. We believe these efforts will be the most significant moment for the brand~~ -- **and resulted in increased** ~~to date and we expect them to drive~~ awareness, interest and ~~sales~~ **growth** in the Karl Lagerfeld and Karl Lagerfeld Paris brands **. In fiscal 2025, we expect to launch a project with a developer who will construct and sell 51 luxury villas under the Karl Lagerfeld brand in Dubai. We expect that a new Karl Lagerfeld fragrance will be introduced to the market in summer 2024. In September 2024, we expect to reopen our London Regent Street flagship store with our latest, elevated store concept and launch our Karl Studio collection of iconic pieces supported by a comprehensive marketing and communications campaign. Our retail partners around the world are hosting events, pop- up shops and dedicating store windows to Karl Lagerfeld** . Vilebrequin' s marketing efforts have been based on continually offering new swimwear prints and expanding the range of its products to new categories such as women' s swimwear, ready- to- wear and accessories. Besides its traditional advertising networks (print and outdoor advertising), Vilebrequin is seeking to develop new marketing channels through the use of digital media, product placement, impactful collaborations and public relations. Through the growth of its network of stores, distributors and franchisees, Vilebrequin is seeking to reinforce its position in its traditional markets, such as the United States, Europe and the Middle East, and to develop new markets in Asia. We believe we have developed awareness of our other owned labels primarily through our reputation, consumer acceptance and the fashion press. We primarily rely on our reputation and relationships to generate business in the private label portion of our wholesale operations segment. We believe we have developed a significant customer following and positive reputation in the industry as a result of, among other things, our standards of quality control, on- time delivery, competitive pricing and willingness and ability to assist customers in their merchandising of our products. As digital sales of apparel continue to ~~increase~~ **be an important part of our business** , we are developing initiatives to increase our digital presence through our own websites and through the websites of our retail partners. We are working closely with our retail partners to provide consumers with a high quality viewing experience for our products. We are also working to increase our digital sales through marketing, social influencers and other online drivers of sales. SeasonalityRetail sales of apparel have traditionally been seasonal in nature. Historically, our wholesale business has been dependent on our sales during our third and fourth fiscal quarters. Net sales during the third and fourth quarters accounted for approximately **59 % of our net sales in fiscal 2024,** 60 % of our net sales in fiscal 2023 ~~,~~ **and** 64 % of our net sales in fiscal 2022 ~~and 66 % of our net sales in fiscal 2021~~ . We are highly dependent on our results of operations during the second half of our fiscal year. The second half of ~~the~~ **our fiscal** year is expected to continue to provide a larger amount of our net sales and a substantial majority of our net income for the foreseeable future. TrademarksWe own some of the trademarks used by us in connection with our wholesale operations segment, as well as almost all of the trademarks used in our retail operations segment. We act as licensee of certain trademarks owned by third parties that ~~are~~ **19are** used in connection with our business. The principal brands that we license are summarized under the heading " Wholesale Operations – Licensed Products " above. We own a number of proprietary brands that we use in connection with our business and products including, among others, DKNY, Donna Karan, Karl Lagerfeld, **Karl Lagerfeld Paris,** Vilebrequin, G. H. Bass, Andrew Marc, Marc New York, Eliza J, Jessica Howard, Wilsons Leather, Sonia Rykiel and G-III Sports by Carl Banks. ~~18We~~ **We** have registered, or applied for registration of, many of our trademarks in multiple jurisdictions for use on a variety of apparel and related other products. In markets outside of the United States, our rights to some of our trademarks may not be clearly established. **Our** ~~In the course of our~~ attempt to expand into foreign markets, we may experience conflicts with various third parties who have acquired ownership rights in certain trademarks that would impede our use and registration of some of our trademarks. Such conflicts may arise from time to time as we pursue international expansion.

Although we have not in the past suffered any material restraints or restrictions on doing business in desirable markets or in new product categories, we cannot be sure that significant impediments will not arise in the future as we expand product offerings and introduce additional brands to new markets. We regard our trademarks and other proprietary rights as valuable assets and believe that they have value in the marketing of our products. We vigorously protect our trademarks and other intellectual property rights against infringement. INFORMATION ABOUT OUR EXECUTIVE OFFICERSThe following table sets forth certain information with respect to our executive officers. Name AgePositionMorris ~~Goldfarb72Chairman~~ **Goldfarb73Chairman** of the Board, Chief Executive Officer and DirectorSammy ~~Aaron63Vice~~ **Aaron64Vice** Chairman, President and DirectorNeal S. ~~Nackman63Chief~~ **Nackman64Chief** Financial Officer and TreasurerJeffrey ~~Goldfarb46Executive~~ **Goldfarb47Executive** Vice President and ~~DirectorMorris~~ **DirectorDana Perlman43Executive Vice President and Chief Growth and Operations OfficerMorris** Goldfarb is our Chairman of the Board and Chief Executive Officer, as well as one of our directors. Mr. Goldfarb has served as an executive officer of G- III and our predecessors since our formation in 1974. Sammy Aaron is our Vice Chairman and President, as well as one of our directors. He has served as an executive officer since we acquired the Marvin Richards business in July 2005. Mr. Aaron is also the Chief Executive Officer of our Calvin Klein divisions. Neal S. Nackman has been our Chief Financial Officer since September 2005 and was elected Treasurer in April 2006. Mr. Nackman served as Vice President — Finance from December 2003 until April 2006. Jeffrey Goldfarb has been our Executive Vice President and Director of Strategic Planning since June 2016, and serves as one of our directors. He has been employed by G- III in a number of other capacities since 2002. Prior to becoming Executive Vice President, he served as our Director of Business Development for more than five years. Jeffrey Goldfarb is the son of Morris Goldfarb. **Dana Perlman has joined us as our Executive Vice President and Chief Growth and Operations Officer in January 2024. Prior to joining us, Ms. Perlman was an executive at PVH Corp. from 2012 to 2022, most recently serving as PVH' s Chief Strategy Officer and Treasurer from May 2021 to July 2022. In that position, she led global business strategy and development along with Treasury and Investor Relations. Prior to joining PVH, Ms. Perlman held several roles in investment banking retail groups at Barclays Capital, Lehman Brothers, and Credit Suisse First Boston.** ~~ITEM~~ **20ITEM** 1A. RISK FACTORS. The following risk factors should be read carefully in connection with evaluating our business and the forward- looking statements contained in this Annual Report on Form 10- K. Any of the following risks could materially adversely affect our business, our prospects, our operating results, our financial condition, the trading prices of our securities and the actual outcome of matters as to which forward- looking statements are made in this report. Additional risks that we do not yet know of or that we currently think are immaterial may also affect our business operations. The risks discussed below also include forward- looking statements, and our actual results may differ substantially from those discussed in these forward- looking statements. ~~Furthermore, the COVID- 19 pandemic (including federal, state and local governmental responses, broad economic impacts and market disruptions) has heightened risks discussed in the risk factors described in this Annual Report on Form 10- K. 19Risk~~ -- **Risk** Factors Relating to Our Wholesale OperationsThe failure to maintain our material license agreements could cause us to lose significant revenues and have a material adverse effect on our results of operations. We are dependent on sales of licensed products for a substantial portion of our revenues. In fiscal ~~2023~~ **2024** , net sales of licensed product accounted for ~~58~~ **53** . ~~6~~ **4** % of our net sales compared to **58. 6 % of our net sales in fiscal 2023 and** 67. 2 % of our net sales in fiscal 2022 ~~and 68. 5 % of our net sales in fiscal 2021~~ . We are generally required to achieve specified minimum net sales, make specified royalty and advertising payments and receive prior approval from the licensor as to all design and other elements of each product prior to production. License agreements also may restrict our ability to enter into other license agreements for competing products or acquire businesses that produce competing products without the consent of the licensor. If we do not satisfy any of the material requirements of a license agreement or receive approval with respect to a restricted transaction, a licensor **may** ~~will usually~~ have the right to terminate our license. Even if a licensor does not terminate our license, the failure to achieve net sales sufficient to cover our required minimum royalty payments could have a material adverse effect on our results of operations. If a license contains a renewal option, there are usually minimum net sales and other conditions that must be met in order to be able to renew. If a license does not contain a renewal option, and we desire to renew the license, we must negotiate renewal terms with the licensor. However, even if we comply with all of the terms of a license agreement, we cannot guarantee that we will be able to renew an agreement when it expires even if we desire to do so as a licensor may decide to manufacture the licensed products itself or engage a new licensee for the products. The failure to maintain or renew our material license agreements could cause us to lose significant revenue and have a material adverse effect on our results of operations. Any adverse change in our relationship with PVH Corp. and its Calvin Klein or Tommy Hilfiger brands, **including as a result of the limited extension period of** ~~or~~ **our** ~~inability to renew the~~ license agreements for these brands, ~~would~~ **could** have a material adverse effect on our results of operations. As of January 31, ~~2023~~ **2024** , we have license agreements relating to a variety of products sold under the Calvin Klein and Tommy Hilfiger brands, both of which are owned by PVH. Net sales of products under the Calvin Klein and Tommy Hilfiger brands constituted approximately ~~48~~ **41** . 0 % of our net sales in fiscal ~~2023~~ **2024** and approximately ~~50~~ **48** . ~~7~~ **0** % of our net sales in fiscal ~~2022~~ **2023** . ~~On~~ **In** November ~~30,~~ 2022, we announced the extension of licenses for Calvin Klein and Tommy Hilfiger products. The amendments to the license agreements for Calvin Klein and Tommy Hilfiger products provide for staggered extensions by category that expire beginning December 31, 2024 and continuing through December 31, 2027. **In addition, the license for Tommy Jeans expired on January 31, 2023.** See the table in " Wholesale Operations- Licensed Products " above for information with respect to the ~~new extension term, any potential renewal term or the existing~~ current ~~term~~ **terms** ~~for~~ **of** ~~the~~ **these** ~~Calvin Klein and Tommy Hilfiger license~~ agreements. PVH, the owner of these two brands, has indicated that it intends to produce these Calvin Klein and Tommy Hilfiger products itself once these license agreements expire. Unless we are able to increase the sales of our other products, acquire new businesses and / or enter into other license agreements covering different products, the ~~inability to renew~~ **limited extension period of** the **amended** Calvin Klein and Tommy Hilfiger license agreements ~~would~~ **could** cause a significant decrease in our net sales and have a material adverse effect on our results of operations. ~~Our~~ **21Our** success is dependent on the strategies and reputation of our licensors. We strive to offer our products on a multiple brand, multiple channel and multiple price point basis. As a part of this strategy, we license the names and brands of numerous recognized companies and designers. In entering into these license agreements, we plan our products to be targeted towards different market segments based on consumer demographics, design, suggested pricing and channel of distribution. In addition to granting us a license to produce and sell products, our licensors typically produce and sell their own products and may also grant licenses to third parties to produce and sell products. If any of our licensors decides to " reposition " its products under the brands we license from them, introduce similar products under similar brand names or otherwise change the parameters of design, pricing, distribution, target market or competitive set, we could experience a significant downturn in that brand' s business, adversely affecting our ~~20sales~~ -- **sales** and profitability. Further, we are unable to control the quality of the products produced by our licensors and their other licensees. If they do not maintain the quality of their goods, the brand image may be adversely affected, which could also affect our sales and profitability. In addition, as licensed products may be personally associated with designers, our sales of those products could be materially and adversely affected if any of those individuals' images, reputations or popularity were to be negatively impacted. Our business and the success of our products could be harmed if we are unable to maintain or enhance the images of our proprietary brands. The growth of our proprietary brands, their favorable images and our customers' connection to our brands has contributed to our success. Our proprietary brands include DKNY, Donna Karan, Karl Lagerfeld, **Karl Lagerfeld Paris,** G. H. Bass, Vilebrequin, Sonia Rykiel, Andrew Marc and Wilsons Leather ~~, among others~~ . In addition, brand value is based in part on consumer perceptions of a variety of qualities, including merchandise quality and corporate integrity. Negative claims or publicity regarding G- III, our brands, our products or the failure, on the part of G- III or our employees, to maintain the safety, integrity and ethics standards that we set for our operations, as well as those expected of members of our industry **,** could adversely affect our reputation and sales regardless of whether such claims are accurate. Social media, which accelerates the dissemination of information, can increase the challenges of responding to negative claims. Social media influencers or other endorsers of our products could engage in behavior that reflects poorly on our brands and may be attributed to us or otherwise adversely affect us. Any harm to our brands or reputation could adversely affect our business, results of operations or financial condition. If our customers change their buying patterns, request additional allowances, develop their own private label brands or enter into agreements with national brand manufacturers to sell their products on an exclusive basis, our sales to these customers could be materially adversely affected. Our customers' buying patterns, as well as the need to provide additional allowances to customers, could have a material adverse effect on our business, results of operations and financial condition. Strategic initiatives undertaken by our customers, including developing their own private label brands, selling national brands on an exclusive basis or reducing the number of vendors they purchase from, could also impact our sales to these customers. There is a trend among major retailers to concentrate purchasing among a narrowing group of vendors. To the extent that any of our key customers reduces the number of its vendors and, as a result, reduces or eliminates purchases from us, there could be a material adverse effect on us. We have significant customer concentration, and the loss of one of our large customers could adversely affect our business. Our ten largest customers, all of which are department or discount store groups, accounted for approximately **70. 1 % of our net sales in fiscal 2024,** 74. 2 % of our net sales in fiscal 2023 ~~,~~ **and** 78. 0 % of our net sales in fiscal 2022 ~~and 73. 3 % of our net sales in fiscal 2021~~ , with the Macy' s Inc. group accounting for approximately **19. 2 % of our net sales in fiscal 2024,** 21. 6 % of our net sales in fiscal 2023 ~~,~~ **and** 23. 9 % of our net sales in fiscal 2022 ~~and 20~~ . ~~9 % of our net sales in fiscal 2021. In addition,~~ TJX Companies accounted for approximately **13. 6 % of our net sales in fiscal 2024,** 15. 4 % of our net sales in fiscal 2023 ~~,~~ **and** 14. 8 % of our net sales in fiscal 2022 **. In addition, sales to Ross Stores accounted for** ~~and~~ **an** ~~12~~ **aggregate of 10** . ~~9~~ **1** % of our net sales in fiscal ~~2021~~ **2024 , 9. 2 % of our net sales in fiscal 2023 and 12. 7 % of our net sales in fiscal 2022** . We expect that these customers will continue to provide a significant percentage of our sales. Reductions in purchases by these customers or other large retailers could adversely affect our sales. ~~Sales~~ **22Sales** to customers generally occur on an order- by- order basis that may be subject to cancellation or rescheduling by the customer. A decision by our major customers to decrease the amount of merchandise purchased from us, increase the use of their own private label brands, sell a national brand on an exclusive basis or change the manner of doing business with us could reduce our revenues and materially adversely affect our results of operations. The loss of any of our large customers, the reduction in stores operated by a large customer or the bankruptcy or serious financial difficulty of any of our large customers, could have a material adverse effect on us. ~~21Risks~~ -- **Risks** Relating to Our Retail Operations Our retail operations may continue to incur losses if the revisions to our retail operations do not significantly improve the results of operations of our retail business. Our retail operations segment reported an operating loss of $ **30. 5 million in fiscal 2024, $** 33. 6 million in fiscal 2023 ~~,~~ **and** $ 24. 8 million in fiscal 2022 ~~and $ 126. 8 million in fiscal 2021~~ . Our ongoing plan for our retail operations focuses on the operations ~~and growth~~ of our ~~DKNY and~~ Karl Lagerfeld Paris **and DKNY** stores, as well as operating our digital business. If we are not successful in implementing and managing our plans with respect to operating our retail business, we may not be able to achieve operating enhancements, sales growth and / or cost reductions or may continue to report operating losses in our retail operations segment, which could adversely impact our business, results of operations and financial condition. Leasing of significant amounts of real estate exposes us to possible liabilities and losses. All of the stores operated by us are leased. Accordingly, we are subject to all of the risks associated with leasing real estate. Store leases generally require us to pay a fixed minimum rent and a variable amount based on a percentage of annual sales at that location. We generally cannot cancel our leases. If an existing or future store is not profitable, and we decide to close it, we may be committed to perform certain obligations under the applicable lease including, among other things, paying rent for the balance of the applicable lease term. As each of our leases expires, if we do not have a renewal option, we may be unable to negotiate a renewal on commercially acceptable terms, or at all, which could cause us to close stores in desirable locations. In addition, we may not be able to close an unprofitable store due to an existing operating covenant, which may cause us to operate the location at a loss and prevent us from finding a more desirable location. Our retail stores are heavily dependent on the ability and desire of consumers to travel and shop. A reduction in the volume of outlet mall traffic could adversely affect our retail sales. Substantially all of the stores in our retail operations segment are operated as outlet stores and located in larger **premium** outlet centers, many of which are located in, or near, vacation destinations or away from large population centers where department stores and other traditional retailers are concentrated. Economic uncertainty, increased fuel prices, travel concerns and other circumstances, which would lead to decreased travel, could have a material adverse effect on sales at our outlet stores. Other factors that could affect the success of our outlet stores include: ● the location of the outlet mall or the location of a particular store within the mall; ● the other tenants occupying space at the outlet mall; ● increased competition in areas where the outlet malls are located; ● a downturn in the economy generally or in a particular area where an outlet mall is located; ● the shift to online shopping; ● a downturn in foreign shoppers in the United States; and ● the amount of advertising and promotional dollars spent on attracting consumers to outlet ~~malls~~ **centers** . Sales at our outlet stores are derived, in part, from the volume of traffic at the malls where our stores are located. Our outlet stores benefit from the ability of a mall' s other tenants and other area attractions to generate consumer traffic in the vicinity of our stores and the continuing popularity of outlet malls as shopping destinations. Changes in areas around our existing retail locations, including the type and nature of the other retailers located near our stores, that result in reductions in customer foot traffic or otherwise render the locations unsuitable could cause our sales to be less than expected. A reduction in outlet mall traffic as a result of these or other factors could materially adversely affect our business. ~~Our~~ **23Our** digital business faces distinct risks, and our failure to successfully manage this business could have a negative impact on our profitability. We are investing in our digital business and seeking to increase the amount of business derived from our digital operations. The successful operation and expansion of our digital business, as well as our ability to provide a positive shopping experience that will generate orders and drive subsequent visits, depends on operating an appealing digital ~~platform~~ **experience** and ~~22providing~~ -- **providing** an efficient and uninterrupted operation of our order- taking and fulfillment operations. Risks associated with our digital business include: ● the security or failure of the computer systems, including those of third- party vendors, that operate our digital sites including, among others, inadequate system capacity, computer viruses, human error, changes in programming, security breaches or other cybersecurity concerns, system upgrades or migration of these services to new systems; ● disruptions in the Internet or telecom service or power outages; ● reliance on third parties for computer hardware and software and merchandise deliveries; ● rapid technology changes; ● the failure to deliver products to customers on- time, as ordered and without damage or to satisfy customer expectations; ● credit or debit card fraud and other payment processing issues; ● liability for online content; and ● consumer privacy concerns and regulations. Problems in any of these areas could result in a reduction in sales, increased costs and damage to our reputation and brands, which could adversely affect our business and results of operations. Risk Factors Relating to the Operation of Our BusinessIf we lose the services of our key personnel, or are unable to attract key personnel, our business will be harmed. Our future success depends on Morris Goldfarb, our Chairman and Chief Executive Officer, and other key personnel. The loss of the services of Mr. Goldfarb and any negative market or industry perception arising from the loss of his services could have a material adverse effect on us and the market price of our common stock. Our other executive officers have substantial experience and expertise in our business and have made significant contributions to our success. The unexpected loss of services of one or more of these individuals or the inability to attract key personnel could also adversely affect us. We have expanded our business through acquisitions that could result in diversion of resources, an inability to integrate acquired operations and extra expenses. This could disrupt our business and adversely affect our financial condition. Part of our growth strategy is to pursue acquisitions. Our most recent acquisition resulted in our owning all of the interests in the parent company of Karl Lagerfeld. The negotiation of potential acquisitions, as well as the integration of acquired businesses, could divert our management' s time and resources. Acquired businesses may not be successfully integrated with our operations. We may not realize the intended benefits of an acquisition or an acquisition may fail to generate expected financial results. We also might not be successful in identifying or negotiating suitable acquisitions, which could negatively impact our growth strategy. If acquisitions disrupt our operations, our business may suffer. We may need additional financing to continue to grow. The continued growth of our business, including as a result of acquisitions, depends on our access to sufficient funds to support our growth. Our primary source of working capital to support the growth of our operations is our ABL Credit Agreement which ~~extends to~~ **matures in** August 2025. Our growth is dependent on our ability to continue to be able to extend and, if necessary, increase this credit facility. We ~~also~~ issued Senior Secured Notes in fiscal 2021 **that are also due in August 2025** . ~~While~~ **During the next year** we ~~were able~~ **will need** to **replace,** refinance ~~our~~ - **or** ~~debt in fiscal 2021, we~~ **extend the ABL Credit Agreement and the Senior Secured Notes and** cannot be sure we will be able to ~~continue to~~ secure alternative financing on satisfactory terms or at all. The loss of the use of our ~~credit~~ **24credit** facility or the inability to replace this facility or the Senior Secured Notes when each expires or matures would materially impair our ability to operate our business. Our business is highly seasonal. Retail sales of apparel have traditionally been seasonal in nature. Historically, our wholesale business has been dependent on our sales during the third and fourth quarters. Net sales during the third and fourth quarters accounted for approximately ~~2360~~ **59** % of our net sales in fiscal **2024, 60 % of our net sales in fiscal** 2023 ~~,~~ **and** 64 % of our net sales in fiscal 2022 ~~and 66 % of our net sales in fiscal 2021~~ . We are highly dependent on our results of operations during the second half of our fiscal year. Any difficulties we may encounter during this period as a result of weather or disruption of manufacturing or transportation of our products will have a magnified effect on our results of operations for the year. In addition, because of the large amount of outerwear we sell at both wholesale and retail, unusually warm weather conditions during the peak fall and winter outerwear selling season, including as a result of any change in historical climate patterns, could have a material adverse effect on our results of operations. Our quarterly results of operations for our retail business also may fluctuate based upon such factors as the timing of certain holiday seasons, the number and timing of new store openings, the acceptability of seasonal merchandise offerings, the timing and level of markdowns, store closings and remodels, competitive factors, weather and general economic conditions. The second half of ~~the~~ **our fiscal** year is expected to continue to have a disproportionate effect on our annual results of operations for the foreseeable future. Extreme or unseasonable weather conditions could adversely affect our business. Extreme weather events and changes in weather patterns can influence customer trends and shopping habits. Extended periods of unseasonably warm temperatures during the fall and winter seasons, or cool weather during the summer season, may diminish demand for our seasonal merchandise. Heavy snowfall, hurricanes or other severe weather events in the areas in which our retail stores and the retail stores of our wholesale customers are located may decrease customer traffic in those stores and reduce our sales and profitability. If severe weather events were to force closure of or disrupt operations at the distribution centers we use for our merchandise, we could incur higher costs and experience longer lead times to distribute our products to our retail stores, wholesale customers or digital channel customers. If prolonged, such extreme or unseasonable weather conditions could adversely affect our business, financial condition and results of operations. Our ability to deliver our products to the market could be disrupted if we encounter problems affecting our logistics and distribution systems. We rely on distribution facilities operated by us or by third parties to transport, warehouse and ship products to our customers. Our logistic and distribution systems include computer- controlled and automated equipment, which may be subject to a number of risks related to security or computer viruses, the proper operation of software and hardware, power interruptions or other system failures. Substantially all of our products are distributed from a few key locations. Therefore, our operations could be interrupted by travel restrictions, earthquakes, floods, fires or other natural disasters near our distribution centers. Our business interruption insurance may not adequately protect us from the adverse effects that could be caused by significant disruptions affecting our distribution facilities. In addition, our distribution capacity is dependent on the timely performance of services by third parties, including the transportation of products to and from our distribution facilities. If we encounter problems affecting our distribution system, our ability to meet customer expectations, manage inventory, complete sales and achieve operating efficiencies could be materially adversely affected. Supply chain disruptions have adversely affected, and could continue to adversely affect, our ability to import our products in a timely manner and our freight costs. There were numerous factors disrupting the shipping industry during fiscal **2022 and** 2023 that negatively affected transit times from our overseas suppliers. These disruptions also affected our ability to import our product in a manner that allowed for timely delivery to our customers. **Because** ~~As a result~~ of supply chain disruptions **in fiscal 2023** , we accelerated production schedules to allow for more lead time and to accommodate the anticipated extended transit times from our overseas suppliers in an effort to import our product in a manner that allowed for timely delivery to our customers. As a result, our inventory levels ~~are~~ **were** higher than **usual** in ~~prior years~~ **fiscal 2023** . ~~Elevated~~ **25Elevated** inventory levels and ~~lack of additional space in our distribution~~ --- **disruptions** ~~centers~~ **in the shipping industry** contributed to us incurring significant demurrage charges in ~~our third~~ fiscal ~~quarter~~ **2023** . ~~Demurrage~~ **We implemented measures to reduce the risk of incurring these** charges ~~are charges paid~~ **in fiscal 2024, including reducing product buys** to **account** ~~steamship carriers~~ for **current** ~~freight remaining in the terminal for longer periods than initially agreed upon. These charges had a significant impact on our results of operations in our third fiscal quarter, and to a lesser extent, in our fourth fiscal quarter. We expect that our~~ inventory levels ~~will be~~ **and adjusting our production schedules to receive inventory closer to the need for delivery. We experienced inventory levels that were** higher than normal through ~~at least~~ the first half of fiscal 2024. As a result, ~~we expect~~ our warehouse operations **were** ~~may be~~ less efficient ~~,~~ and we ~~expect~~ **continued** to incur additional labor and storage costs related to our inventory ~~levels~~ in the first half of fiscal 2024. ~~24If~~ **Our inventory levels returned to a more normalized level in the third and fourth quarters of fiscal 2024. In fiscal 2024, the Panama Canal experienced severe drought conditions which forced the canal to reduce the number of vessels transiting through it on a daily basis by approximately one- third. In addition, conflicts in the Middle East have caused major disruptions to global supply chains by impacting critical shipping routes through the Suez Canal and Red Sea for cargo, adding time and cost to shipments. Transit times have increased to destinations on the east coast of the United States and Europe, which may result in result in increased transportation costs. If** we are unable to mitigate these **challenges as well as potential future** supply chain disruptions, our ability to meet customer expectations, manage inventory and complete sales could be materially adversely affected. In addition, if we are unable to offset higher warehousing costs through product price increases or other measures, our results of operations may be adversely affected ~~. The need of retailers to rationalize excess inventory could lead to discounts or excess promotional activities, which could adversely affect our results of operations. In certain circumstances, such as in response to supply chain disruptions, companies in the apparel and retail industries that rely on the importation of merchandise may choose to accelerate their production schedule in order to meet expected customer demand, which can lead to higher inventory levels. Higher marketplace inventories and a rapidly changing economic environment have caused retailers to rationalize their inventory levels. As a result, retailers have increased promotional activity to reduce their inventory. While we have planned for a certain amount of promotional activity, additional promotional activity in excess of what we have planned for could have an adverse effect on our results of operations~~ . Fluctuations in the price, availability and quality of materials used in our products could have a material adverse effect on our cost of goods sold and our ability to meet our customers' demands. Fluctuations in the price, availability and quality of raw materials used in our products could have a material adverse effect on our cost of sales or our ability to meet the demands of our customers. We compete with numerous entities for supplies of materials and manufacturing capacity. Raw materials are vulnerable to adverse climate conditions, animal diseases and natural disasters that can affect the supply and price of raw materials. We may not be able to pass on all or any portion of higher raw material prices to our customers. Future increases in raw material prices could have an adverse effect on our results of operations. Any raw material price increase or increase in costs related to the transport of our products could increase our cost of sales and potentially decrease our profitability unless we are able to pass higher prices on to our customers. In addition, if one or more of our competitors is able to reduce its production costs by taking greater advantage of any reductions in raw material prices, favorable sourcing agreements or new manufacturing technologies (which enable manufacturers to produce goods on a more cost- effective basis) we may face pricing pressures from those competitors and may be forced to reduce our prices or face a decline in net sales, either of which could have an adverse effect on our business, results of operations or financial condition. If we inadequately protect, maintain and enforce our trademark and other intellectual property rights, or infringe the intellectual property rights of third parties, our business could be harmed. We believe that our trademarks and other proprietary rights are important to our success and our competitive position. We may, however, experience conflict with various third parties who acquire or claim ownership rights in certain trademarks. We cannot be sure that the actions we have taken to establish and protect our trademarks and other proprietary rights will be adequate to protect our rights, or that any of our intellectual property will not be challenged or held invalid or unenforceable, and we may not be able to prevent imitation of our products by others or to prevent others from seeking to block sales of our products as a violation of the trademarks and proprietary rights of others. Our failure to protect our trademarks could diminish the value of our brands, and could cause customer or consumer confusion, which could, in turn, adversely affect the validity of our trademarks and our business, results of operations and financial condition. In the course of our attempts to expand into foreign markets, we may experience conflicts with various third parties who have acquired ownership rights in certain trademarks, which would impede our use and registration of some of our trademarks. Such conflicts are common and may arise from time to time as we pursue international expansion, such as with the international expansion of our DKNY, Donna Karan, Karl Lagerfeld, Vilebrequin, G. H. Bass, Andrew Marc, Wilsons Leather and Sonia Rykiel businesses. In addition, the laws of certain foreign countries may not protect proprietary ~~rights~~ **26rights** to the same extent as the laws of the United States. Enforcing rights to our intellectual property may be difficult and expensive, and we may not be successful in combating counterfeit products and stopping infringement of our intellectual property rights, which could make it easier for competitors to capture market share. Counterfeit products may reduce our net sales and may also damage our brands due to their lower quality. If we are unable to protect, maintain or enforce our ~~25intellectual~~ -- **intellectual** property rights against third parties, our business, financial condition and results of operations may be materially adversely affected. Furthermore, we cannot be certain that the conduct of our business does not and will not infringe, misappropriate or otherwise conflict with the intellectual property rights of others, and our efforts to enforce our trademark and other intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our trademark and other intellectual property rights. Any action to prosecute, enforce or defend any intellectual property claim, regardless of merit or resolution, could be costly and may divert the efforts and attention of our management and technical personnel. We may not prevail in such proceedings given the complex technical issues and inherent uncertainties in intellectual property litigation. If we are found to have infringed, misappropriated or otherwise violated rights of third parties, we could be required to pay substantial damages, obtain licenses, cease the manufacture, use or sale of certain intellectual property, or cease making or selling certain products. There can be no assurance that licenses will be available on commercially reasonable terms, if at all. If we are unsuccessful in protecting and enforcing our intellectual property rights, our brands, business, financial condition and results of operations may be materially adversely affected. We are subject to the risk that our licensees may not generate expected sales or maintain the value of our brands. We currently license, and expect to continue licensing, certain of our proprietary rights, such as trademarks, to third parties. If our licensees fail to successfully market and sell licensed products, or fail to obtain sufficient capital or effectively manage their business operations, customer relationships, labor relationships, supplier relationships or credit risks, this could adversely affect our revenues, both directly from reduced royalties received and indirectly from reduced sales of our other products. We also rely on our licensees to help preserve the value of our brand. Although we attempt to protect our brand through approval rights over the design, production processes, quality, packaging, merchandising, distribution, advertising and promotion of our licensed products, we cannot completely control the use of our licensed brand by our licensees. Although we make efforts to police the use of our trademarks by our licensees, we cannot be certain that these efforts will be sufficient to ensure that our licensees abide by the terms of their licenses. In the event that our licensees fail to do so, our trademark rights could be harmed. Moreover, the misuse of our brand by, or negative publicity involving, a licensee, could have a material adverse effect on our brand and on us. Risk Factors Relating to the Economy and the Apparel IndustryRecent and future economic conditions, including volatility in the financial and credit markets, inflation and increases in interest rates, may adversely affect our business. Economic conditions have affected, and in the future may adversely affect, the apparel industry and our major customers. Economic conditions have, at times, led to a reduction in overall consumer spending, which could have an adverse impact on sales of our products. A disruption in the ability of our significant customers to access liquidity could cause serious disruptions or an overall deterioration of their businesses which could lead to a significant reduction in their orders of our products and the inability or failure on their part to meet their payment obligations to us, any of which could have a material adverse effect on our results of operations and liquidity. A significant adverse change in a customer' s financial and / or credit position could also require us to sell fewer products to that customer, assume greater credit risk relating to that customer' s receivables or could limit our ability to collect receivables related to previous purchases by that customer. As a result, our reserves for doubtful accounts and write- offs of accounts receivable may increase. Inflationary pressures have impacted the entire economy, including our industry. We have experienced increased costs in many aspects of our business, including our product costs and freight. During fiscal 2023, we ~~have~~ implemented price increases on many of our products **in** ~~. Our price increases were~~ an effort to mitigate the effect of higher costs ~~, although, the impact of price increases on consumer demand and on our business and results of operations is uncertain~~ . **In** ~~We expect inflationary pressures to continue to impact our business throughout~~ fiscal ~~2024~~ **2023** ~~. Recent~~ **, the** historic high rates of inflation, ~~including~~ **27including** increased fuel and food prices, ~~have~~ led to a softening of consumer demand and increased promotional activity ~~26in~~ **in** our categories **, which continued into fiscal 2024** ~~and may lead to further challenges to grow our sales~~ . ~~Ongoing~~ **Continued high rates of** inflation ~~may also negatively impact our cost structure~~ **in the future could result in a reduction of consumer demand** and ~~labor~~ **increased promotional activity, as well as increases in our operating** costs ~~in the future~~ . The Federal Reserve raised interest rates ~~multiple~~ **several** times in fiscal ~~2023~~ **2024** in response to concerns about inflation ~~and it~~ **. It** is ~~expected to continue to raise~~ **unclear whether the Federal Reserve will reduce** interest rates **or maintain the current high rates** in fiscal ~~2024~~ **2025** .

Higher interest rates may increase the costs of our borrowing under our revolving credit facility, may increase economic uncertainty and may negatively affect consumer spending. Volatility in interest rates may adversely affect our business and our customers. If the equity and credit markets deteriorate, it may make any necessary debt or equity financing more difficult to obtain in a timely manner or on favorable terms. The cyclical nature of the apparel industry and uncertainty over future economic prospects and consumer spending could have a material adverse effect on our results of operations. The apparel industry is cyclical. Purchases of outerwear, sportswear, swimwear, footwear and other apparel and accessories tend to decline during recessionary periods and may decline for a variety of other reasons, including changes in fashion trends and the introduction of new products or pricing changes by our competitors. Retailers have also responded to the shift in the types of apparel purchased by consumers based on their adjusted lifestyle needs resulting from changes to the work environment and leisure activities caused by ~~the~~ COVID- 19 ~~pandemic~~. Uncertainties regarding future economic prospects, including as a result of concerns with respect to the possibility of a recession, the increase in interest rates or **inflation** ~~the COVID- 19 pandemic~~, may affect consumer- spending habits and could have an adverse effect on our results of operations. Weak economic conditions have had a material adverse effect on our results of operations at times in the past and could have a material adverse effect on our results of operations in the future as well. The competitive nature of our industry may result in lower prices for our products and decreased gross profit margins. The apparel business is highly competitive. We have numerous competitors with respect to the sale of apparel, footwear and accessories, including digital websites, distributors that import products from abroad and domestic retailers with established foreign manufacturing capabilities. Many of our competitors have greater financial and marketing resources and greater manufacturing capacity than we do. The general availability of contract manufacturing capacity also allows ease of access by new market entrants. The competitive nature of the apparel industry may result in lower prices for our products and decreased gross profit margins, either of which may materially adversely affect our sales and profitability. Sales of our products are affected by a number of competitive factors including style, price, quality, brand recognition and reputation, product appeal and general fashion trends. If major department, mass merchant and specialty store chains consolidate, continue to close stores or cease to do business, our business could be negatively affected. We sell our products to major department, mass merchant and specialty store chains. Continued consolidation in the retail industry, as well as store closing or retailers ceasing to do business, could negatively impact our business. Various customers of ours, including Macy' s and Kohl' s, have reduced their store ~~count~~ **footprint** and others have filed for bankruptcy **. Macy' s also recently announced that it planned to close an additional 150 stores over the next three years** . Store closings could adversely affect our business and results of operations. Consolidation could reduce the number of our customers and potential customers. With increased consolidation in the retail industry, we are increasingly dependent on retailers whose bargaining strength may increase and whose share of our business may grow. As a result, we may face greater pressure from these customers to provide more favorable terms, including increased support of their retail margins. As purchasing decisions become more centralized, the risks from consolidation increase. A store group could decide to close stores, decrease the amount of product purchased from us, modify the amount of floor space allocated to apparel in general or to our products specifically or focus on promoting private label products or national brand products for which it has exclusive rights rather than promoting our products. Customers are also concentrating purchases among a narrowing group of vendors. These types of decisions by our key customers could adversely affect our business. ~~The~~ **28The** effects of war, including ~~the war~~ **wars** in Ukraine **and the Middle East** , acts of terrorism, natural disasters or public health crises could adversely affect our business and results of operations. The current ~~war~~ **wars** in Ukraine **and the Middle East** and the continued threat of terrorism, heightened security measures and military action in response to acts of terrorism or civil unrest has, at times, disrupted commerce and intensified concerns regarding the United ~~27States~~ -- **States** and world economies. The imposition of additional sanctions by the United States and / or foreign governments, as well as the sanctions already in place, could lead to restrictions related to sales and our supply chain for which the financial impact is uncertain. In addition, the **continuation or escalation of these** ~~war~~ **wars** ~~has also led to~~ , ~~and~~ **including the potential for additional countries to declare ware against each other,** may lead to further, broader unfavorable macroeconomic implications, including unfavorable foreign exchange rates, increases in fuel prices, food shortages, a weakening of the ~~European~~ **worldwide** economy, lower consumer demand and volatility in financial markets. These implications of the ~~war~~ **wars** in Ukraine **and the Middle East** could have a material adverse effect on our business and our results of operations. Any other acts of terrorism or new or extended hostilities may disrupt commerce and undermine consumer confidence, which could negatively impact our sales and results of operations. Similarly, the occurrence of one or more natural disasters, such as hurricanes, fires, floods or earthquakes, or public health crises, such as ~~the~~ COVID- 19 ~~pandemic~~, could result in the closure of one or more of our distribution centers, our corporate headquarters or a significant number of stores or impact one or more of our key suppliers. These types of events could result in additional increases in energy prices or shortages, the temporary or long-term disruption in the supply of product, disruption in the transport of product from overseas, delay in the delivery of product to our factories, our customers or our stores and disruption in our information and communication systems. Accordingly, these types of events could have a material adverse effect on our business and our results of operations ~~. Risks Related to the COVID-19 Pandemic The global health crisis caused by the COVID- 19 pandemic has had, and the current and uncertain future outlook of the outbreak may continue to have, a significant adverse effect on our business, financial condition and results of operations. The COVID- 19 pandemic has affected businesses around the world since our first quarter of fiscal 2021. Federal, state and local governments in the United States and around the world, as well as private entities, mandated various restrictions, including closing of retail stores and restaurants, travel restrictions, restrictions on public gatherings, stay at home orders and advisories, and quarantining of people who may have been exposed to the virus. The response to the COVID- 19 pandemic negatively affected the global economy, disrupted global supply chains and created significant disruption of the financial and retail markets, including a disruption in consumer demand for apparel and accessories. The continued impact of the COVID- 19 pandemic on our business operations remains uncertain and cannot be predicted. During fiscal 2022 and 2023, there were~~

~~periodic incidents of a resurgence in the number of cases of COVID- 19 and its variants in the U. S. and certain other parts of the world, which caused business disruptions for us and / or our wholesale customers, suppliers and vendors. Even as government restrictions and company initiatives have been lifted or significantly reduced, consumer behavior, spending levels and / or shopping preferences, such as willingness to congregate in shopping centers or other populated locations, could be adversely affected. The extent to which COVID- 19 impacts our results in fiscal 2024 will depend on continued developments in the United States and around the world in the public and private responses to the pandemic. New information may emerge concerning the severity of the outbreak and the spread of variants of the COVID- 19 virus in locations that are important to our business. Actions taken to contain COVID- 19 or treat its impact may change or become more restrictive if additional waves of infections occur. The impact of COVID- 19 on our business and operating results could differ materially from our assumptions based on a number of factors largely outside of our control~~ . Risks Related to Our International OperationsWe are dependent upon foreign manufacturers. We do not own or operate any manufacturing facilities. We also do not have long- term written agreements with any of our manufacturers. As a result, any of these manufacturers may unilaterally terminate its relationship with us at any time. Almost all of our products are imported from independent foreign manufacturers. The failure of these manufacturers to meet required quality standards could damage our relationships with our customers. In addition, the failure by these manufacturers to ship products to us in a timely manner could cause us to miss the delivery date requirements of our ~~28customers~~ -- **customers** . The failure to make timely deliveries could cause customers to cancel orders, refuse to accept delivery of products or demand reduced prices. Additionally, our arrangements with foreign manufacturers subject us to risks of engaging in business abroad, including currency fluctuations, political or labor instability and potential import restrictions, duties and tariffs. We do not maintain insurance for the potential lost profits due to disruptions of our overseas manufacturers. Because our products are produced abroad, most significantly in China and Vietnam, political or economic instability in China, Vietnam or elsewhere could cause substantial disruption in the business of our foreign manufacturers. Products sourced from China represented approximately **34. 2 % of our inventory purchased in fiscal 2024,** 37. 6 % of our inventory purchased in fiscal 2023 ~~,~~ **and** 34. 2 % of our inventory purchased in fiscal 2022 ~~and 32. 8 % of our inventory purchased in fiscal 2021~~ . Products sourced from Vietnam represented approximately **35. 7 % of our inventory purchased in fiscal 2024,** 31. 4 % of our inventory purchased in fiscal 2023 ~~,~~ **and** 32. 2 % of our inventory purchased in fiscal 2022 ~~and 36. 2 % of our inventory purchased in fiscal 2021~~ . While we source our products from many different manufacturers, we rely on a few manufacturers for a significant amount of our products. In fiscal ~~2023~~ **2024** , we sourced ~~25~~ **28** . ~~7~~ **3** % and ~~15~~ **22** . ~~2~~ **8** % of our purchases from two different vendors in Vietnam and in fiscal ~~2022~~ **2023** , we sourced ~~35~~ **25** . ~~5~~ **7** % and ~~17~~ **15** . ~~1~~ **2** % of our purchases from two different vendors in Vietnam. In fiscal ~~2023~~ **2024** , we sourced ~~18~~ **13** . ~~8~~ **6** % of our purchases from one vendor in China and in fiscal ~~2022~~ **2023** , we sourced ~~19~~ **18** . ~~4~~ **8** % of our purchases from one vendor in China. The loss of key vendors or a disruption in receipt of products from key vendors could adversely affect our ability to deliver goods to our customers on time and in the requested quantities. We are also dependent on these manufacturers for compliance with our policies and the policies of our licensors and customers regarding labor practices employed by factories that manufacture product for us. Any failure by these ~~manufacturers~~ **29manufacturers** to comply with required labor standards or any other divergence in their labor or other practices from those generally considered ethical in the United States and the potential negative publicity relating to any of these events, could result in a violation by us of our license agreements, and harm us and our reputation. In addition, a manufacturer' s failure to comply with safety or content regulations and standards could result in substantial liability and harm to our reputation. China' s Xinjiang Uyghur Autonomous Region (the " XUAR ") is a significant source of cotton and textiles for the global apparel supply chain. The United States' Uyghur Forced Labor Prevention Act (" UFLPA ") empowers the United States Customs and Border Protection Agency (the " US CBP ") to withhold release of items produced in whole or in part in the XUAR or produced by companies included on a government- created UFLPA entity list, creating a presumption that such goods were produced using forced labor. We have established controls designed to preclude sourcing any products or materials from the XUAR (either directly or indirectly through our suppliers), and we prohibit our vendors from doing business with facilities in the XUAR **.** If any of the vendors from which we purchase goods is found to have dealings, directly or indirectly, with entities operating in the XUAR, our products or materials (including potentially non- cotton materials) could be held or delayed by the US CBP, which could cause delays, impact our inventory levels and adversely affect our ability to timely deliver our products to our customers. Our expansion into the European market exposes us to uncertain economic conditions in the Euro zone. Demand for our products depends in part on the general economic conditions affecting the countries in which we do business. We are attempting to expand our presence in the European markets, including for our DKNY, Donna Karan, Karl Lagerfeld, Vilebrequin and Sonia Rykiel businesses. The economy in Europe is uncertain and potentially adversely affected by the ~~impacts of the war~~ **wars** in Ukraine and the **Middle East** ~~COVID- 19 pandemic~~ . Financial instability in Europe could adversely affect our European operations and, in turn, could have a material adverse effect on us. We have foreign currency exposures relating to buying and selling in currencies other than the U. S. dollar, our functional currency. We have foreign currency exposure related to foreign denominated revenues and costs, which must be translated into U. S. dollars. Fluctuations in foreign currency exchange rates may adversely affect our reported earnings and the comparability of period- to- period results of operations. In addition, while certain currencies (notably the Hong Kong dollar and Chinese Renminbi) are currently managed in value in relation to the U. S. dollar by foreign central banks or governmental entities, such conditions may change, thereby exposing us to various risks as a result. ~~29Certain~~ -- **Certain** of our foreign operations purchase products from suppliers denominated in U. S. dollars and Euros, which may expose such operations to increases in cost of goods sold (thereby lowering profit margins) as a result of foreign currency fluctuations. Our exposures are primarily concentrated in the Euro. Changes in currency exchange rates may also affect the relative prices at which we and our foreign competitors purchase and sell products in the same market and the cost of certain items required in our operations. In addition, certain of our foreign operations have receivables or payables denominated in currencies other than their functional currencies, which exposes such operations to foreign exchange losses as a result of foreign currency fluctuations. Such fluctuations in foreign currency exchange rates could have an adverse effect on our business, results of operations and financial condition. We are not currently engaged in any hedging activities to protect against currency risks. If there is downward pressure on the value of the dollar, our purchase prices for our products could increase. We may not be able to offset an increase in product costs with a price increase to our customers. We are subject to numerous risks associated with international operations. Our ability to capitalize on the potential of our international operations, including to realize the benefits of our DKNY, Donna Karan, **Karl Lagerfeld,** Vilebrequin and Sonia Rykiel businesses ~~, as well as of the recently acquired Karl Lagerfeld brand,~~ and successfully expand into international markets, is subject to risks associated with international operations. These include: ● the burdens of complying with a variety of foreign laws and regulations, including trade and labor restrictions; ● local product preferences and product requirements; ● more stringent regulation relating to privacy and data protection, including with respect to the collection, use and processing of personal information, particularly in Europe; **30** ● more stringent regulation relating to privacy and data access to, or use of, commercial or personal information, particularly in Europe; ● less rigorous protection of intellectual property; ● compliance with United States and other country laws relating to foreign operations, including the Foreign Corrupt Practices Act, which prohibits U. S. companies from making improper payments to foreign officials for the purpose of obtaining or retaining business; ● unexpected changes in regulatory requirements; and ● new tariffs or other barriers in international markets. We are also subject to general political and economic risks in connection with our international operations, including: ● political instability and terrorist attacks; ● changes in diplomatic and trade relationships; and ● general and economic fluctuations in specific countries or markets. Changes in regulatory, geopolitical, social or economic policies and other factors may have a material adverse effect on our international business in the future or may require us to exit a particular market or significantly modify our current business practices. The national security law ~~adopted~~ **implemented** in Hong Kong may result in disruptions to our business operations in Hong Kong and additional tariffs and trade restrictions. In June 2020, a new security law was put into effect that changes the way Hong Kong has been governed since the territory was handed over by England to China in 1997. This law increases the power of the central government in Beijing over Hong Kong, limits the civil liberties of residents of Hong Kong and could restrict their ability to conduct business in the same way as in the past on a go forward basis. The U. S. State Department has announced the U. S. would no longer consider Hong Kong to have significant autonomy from China which could end some or all of the U. S. government' s special trade and economic relations with Hong Kong. This may result in disruption to our offices and employees located in Hong Kong, as well as the shipment of our products from Hong Kong. The potential disruption to our business operations in Hong Kong and additional tariffs and trade restrictions **resulting from this security law, as well as any future additional security laws,** could have an adverse impact on our results of operations. To date, no such disruptions have occurred. **In March 2024, a new security law was adopted by Hong Kong. In March 2024, a new, more restrictive security law was adopted by Hong Kong. The Company is not yet able to determine the effect, if any, this new security law may have on its business or results of operations.** ~~30Risks~~ -- **Risks** Related to Cybersecurity, Data Privacy and Information TechnologyLaws on privacy continue to evolve, and place further limits on how we collect or use customer information could adversely affect our business. We collect, store and process customer information primarily for marketing purposes and to improve the services we provide. There are numerous laws and regulations regarding privacy and the storage, sharing, use, processing, transfer, disclosure and protection of personal data, the scope of which is changing, subject to differing interpretations, and may be inconsistent between states within a country or between countries. For example, the European Union General Data Protection Regulation (" GDPR ") has caused significantly greater compliance burdens and costs for companies with users and operations in the European Union (" EU ") and European Economic Area (" EEA "). Under GDPR, fines of up to 20 million Euros or 4 % of a company' s annual global revenues, whichever is greater, can be imposed for violations. The California Privacy Rights Act (" CPRA ") and the California Consumer Privacy Act (" CCPA ") regulate how we may collect, use, and process personal data of California residents, and provide California residents with certain rights regarding their personal data. To comply with the CPRA and CCPA, we updated our data processing practices and policies. However, these laws may require that we further modify our data processing practices and policies and incur substantial compliance- related costs and expenses. Other states have enacted similar data privacy laws and additional states may do so in the future as the U. S. state privacy landscape continues to evolve. Non- compliance with these laws could result in penalties or ~~significant~~ **31significant** legal liability. Although we make reasonable efforts to comply with all applicable laws and regulations, there can be no assurance that we will not be subject to regulatory action, including fines, in the event of non- compliance. If we fail to comply with applicable laws and regulations, we may be subject to legal exposure, as well as financial and reputational damage, which could impact our business, financial condition and results of operations. Any additional limitations imposed on the use of consumer information by federal, state, local or foreign governments, could have an adverse effect on our future marketing activities. Governmental focus on data security and / or privacy may lead to additional legislation or regulations. As a result, we may have to modify our business to further improve data security and privacy compliance, which would result in increased expenses and operating complexity, or in ways that negatively affect our or our third- party service providers' business, results of operations or financial condition. To the extent our, or our business partners', security procedures and protection of consumer information prove to be insufficient or inadequate, we may become subject to litigation or other claims, fines, penalties or other obligations, which could expose us to liability and cause damage to our reputation, brand and results of operations. We are subject to rules relating to the processing of credit card payments. Failure to comply with these rules could result in an ability to process payments which would adversely affect our retail business. Because we process and transmit payment card information, we are subject to the Payment Card Industry (" PCI ") Data Security Standard (the " Standard "), and card brand operating rules (" Card Rules "). The Standard is a comprehensive set of requirements for enhancing payment account data security that was developed by the PCI Security Standards Council to help facilitate the broad adoption of consistent data security measures. We are required by Card Rules to comply with the Standard, and our failure to do so may result in fines or restrictions on our ability to accept payment cards. Under certain circumstances specified in the Card Rules, we may be required to submit to periodic audits, self- assessments or other assessments of our compliance with the Standard. Such activities may reveal that we have failed to comply with the Standard. If an audit, self- assessment or other test determines that we need to take steps to remediate any deficiencies, such remediation efforts may distract the management team of our retail business and require it to undertake disruptive, costly and time- consuming remediation efforts. In addition, even if we comply with the Standard, there is no assurance that we will be protected from a security breach, which may materially affect our reputation and our ability to conduct our business. Further, changes in technology and processing procedures may result in changes to the Card Rules. Such changes may require us to make significant investments in operating systems and technology that may impact our business. Failure to keep up with changes in technology could result in the loss of business. Failure to comply with the Standard or Card Rules could result in losing certification under the PCI standards and an inability to process payments. **Our systems** ~~31If we do not successfully upgrade~~ , ~~maintain~~ and ~~secure~~ **those of** our **third- party vendors, containing personal** information ~~systems to support~~ **and payment data of our customers, employees, and** ~~the~~ **other third parties** ~~needs of our organization, this~~ could ~~have an~~ **be breached, which could subject us to** adverse ~~impact on the operation of~~ **publicity, costly government enforcement actions** ~~our~~ - **or** ~~business~~ **private litigation, and expenses** . We rely heavily on information systems to manage operations, including a full range of financial, sourcing, retail and merchandising systems, and regularly make investments to upgrade, enhance or replace these systems. The reliability and capacity of our information systems is critical. The failure of our information technology systems to perform as we anticipate could disrupt our business and could result in transaction errors, processing inefficiencies and the loss of sales and customers, which may have a material adverse effect on our business, financial condition and results of operations to suffer. Despite our preventative efforts, our systems are vulnerable from time to time to damage or interruption from, among other things, security breaches, cyber- attacks, computer viruses, ransomware, power outages, fire, natural disasters, systems failures and other technical malfunctions. Increased cyber- security threats pose a potential risk to the security and viability of our information technology systems, as well as the confidentiality, integrity and availability of the data stored on those systems **. We have outsourced elements of our IT systems, including to cloud- based solution vendors, and use third- party vendors in other aspects of our operations and, as a result, a number of third- party vendors may or could have access to confidential information. Our third- party vendors have experienced service interruptions and cyber- attacks in the past, and we expect they will continue** . If our information technology systems suffer severe damage, disruption or shutdown, by unintentional or malicious actions of employees and contractors or by cyber- attacks, and our business continuity plans do not effectively resolve the issues in a timely manner, we could experience business disruptions, reputational damage, transaction errors, processing inefficiencies, increased overhead costs, excess inventory, product shortages and a loss of important information, causing our business, financial condition and results of operations to be ~~adversely~~ **32adversely** affected. Any disruptions affecting our information systems ~~, or any delays or difficulties in transitioning to new systems or in integrating them with current systems,~~ could have a material adverse impact on the operation of our business. We could also be required to spend significant financial and other resources to remedy the damage caused by a security breach or to repair or replace networks and information systems. In addition, our ability to continue to operate our business without significant interruption in the event of a disaster or other disruption depends in part on the ability of our information systems to operate in accordance with our disaster recovery and business continuity plans **. Cyber criminals are constantly devising schemes to circumvent information technology security safeguards and other retailers have suffered serious data security breaches. The risk of a security breach or disruption, particularly through cyber- attacks or cyber intrusion, including by computer hackers, foreign governments, and cyber terrorists, has generally increased as the number, intensity, and sophistication of attempted attacks and intrusions from around the world have increased. We may not be able to anticipate all types of security threats, and we may not be able to implement preventive measures effective against all such security threats. The techniques used by cyber criminals change frequently, may not be recognized until launched, and can originate from a wide variety of sources, including outside groups such as external service providers, organized crime affiliates, terrorist organizations, or hostile foreign governments or agencies. It is possible that we or our third- party vendors may experience cybersecurity and other breach incidents that remain undetected for an extended period. Even when a security breach is detected, the full extent of the breach may not be determined immediately. The costs to us to mitigate network security issues, bugs, viruses, worms, malicious software programs and security vulnerabilities could be significant. We regularly implement business process improvement and information technology initiatives intended to optimize our operational and financial performance. Transitioning to these new or upgraded processes and systems requires significant capital investments and personnel resources. We may also experience difficulties in implementing or operating our new or upgraded business processes or information technology systems, including, but not limited to, ineffective or inefficient operations, significant system failures, system outages, delayed implementation and loss of system availability, which could lead to increased implementation and / or operational costs, loss or corruption of data, delayed shipments, excess inventory and interruptions of operations resulting in lost sales and / or profits** . While we devote significant resources to network security, backup and disaster recovery, enhanced training and other security measures to protect our systems and data, security measures cannot provide absolute security or guarantee that we will be successful in preventing or responding to every breach or disruption on a timely basis. In addition, due to the constantly evolving nature of security threats, we cannot predict the form and impact of any future incident, and the cost and operational expense of implementing, maintaining and enhancing protective measures to guard against increasingly complex and sophisticated cyber threats could increase significantly. If any of these risks materialize, our reputation and our ability to conduct our business may be materially adversely affected. A data security or privacy breach could adversely affect our business. We collect, process, transmit and store personal, sensitive and confidential information, including our proprietary business information and that of consumers (including users of our websites) and our wholesale partners, distributors, employees, suppliers and business partners. The protection of customer, employee and company data is critical to us. Customers have a high expectation that we will adequately protect their personal information from cyberattack or other security breaches. A significant breach of customer, employee, or company data could damage our reputation and result in lost sales, fines, or lawsuits. The secure processing, maintenance and transmission of this information is critical to our operations and business strategy. Despite our security measures, our information technology and infrastructure may be vulnerable to attacks by hackers or breaches due to employee error, malfeasance or other disruptions. Any such breach or attack could compromise our networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Because the methods used to obtain unauthorized access change frequently and may not be immediately detected, we may be unable to anticipate these methods or promptly implement preventative measures. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, disrupt our operations and the services we provide to customers and damage our reputation, which could adversely affect our business, revenues and competitive position. ~~In addition to taking~~ **33We are also reliant on** the ~~necessary precautions ourselves, we~~ **security practices of our third- party service providers. We** require that third- party service providers implement reasonable security measures to protect our customers' identity and privacy. We do not, however, control these third- party service providers and cannot guarantee that no electronic or physical computer break- ins and security breaches will occur in the future. ~~32Legal and Regulatory RisksTariffs that~~ **The services provided by these third parties** have been, and ~~might~~ **will likely continue to** be, **subject to the same risk of outages, other failures and security breaches that we are subject to. If these third parties fail to adhere to adequate security practices, or experience a breach of their systems, the data of our employees and customers may be improperly accessed, used or disclosed. Any loss or interruption to our systems or the services provided by third parties, and the other risks from cybersecurity threats, could adversely affect our business, financial condition, or results of operations. Although the aggregate impact of cybersecurity breaches has not been material to date, we have been subject to cybersecurity incidents in the past, including within the last three years, and expect them to continue as cybersecurity threats evolve in sophistication. We cannot provide any assurances that such events will not occur and impacts therefrom will not be material in the future. Artificial intelligence presents risks and challenges that can impact our business including by posing security risks to our confidential information, proprietary information, and personal data. Issues in the development and use of artificial intelligence, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business operations. As with many technological innovations, artificial intelligence presents risks and challenges that could impact our business. We may adopt and integrate generative artificial intelligence tools into our systems for specific use cases reviewed by legal and information security. Our vendors may incorporate generative artificial intelligence tools into their offerings without disclosing this use to us, and the providers of these generative artificial intelligence tools may not meet existing or rapidly evolving regulatory or industry standards with respect to privacy and data protection and may inhibit our or our vendors' ability to maintain an adequate level of service and experience. If we, our vendors, or our third- party partners experience an actual or perceived breach of privacy or security incident because of the use of generative artificial intelligence, we may lose valuable intellectual property and confidential information and our reputation and the public perception of the effectiveness of our security measures could be harmed. Further, bad actors around the world use increasingly sophisticated methods, including the use of artificial intelligence, to engage in illegal activities involving the theft and misuse of personal information, confidential information, and intellectual property. Any of these outcomes could damage our reputation, result in the loss of valuable property and information, and adversely impact our business. Legal and Regulatory RisksChanges in trade policies and tariffs** imposed by the United States government ~~or a resulting trade war~~ **and the governments of other nations** could have a material adverse effect on our **business and** results of operations. **Changes** ~~Legislation that would restrict the importation or increase the cost of textiles and apparel produced abroad has been periodically introduced~~ in **laws and policies governing foreign** ~~Congress. The enactment of new legislation or international~~ trade ~~regulation~~ , **manufacturing, development and investment in the territories or countries where we currently sell** ~~or~~ **our products or conduct** ~~executive action affecting international textile or~~ **our business** ~~trade agreements,~~ could adversely affect our business. **U. S. presidential administrations have instituted or proposed changes in trade policies that include the negotiation or** ~~International~~ ---- **termination of** trade agreements ~~that can provide for~~ **, the imposition of higher** tariffs **on** ~~and / or quotas can increase the cost and limit the amount of product that can be imported~~ **imports into the U** . **S.** ~~We cannot predict whether quotas~~ , ~~duties~~ **economic sanctions on individuals** , **corporations** ~~taxes,~~ or **countries, and** other **government regulations affecting trade between** ~~similar restrictions will be imposed in~~ the U. S. **and** ~~,~~ ~~the European Union, Asia, or~~ other countries ~~upon the import~~ **where we conduct** ~~or~~ **our** ~~export~~ **business. It may be time-consuming and expensive for us to alter our business operations in order to adapt to or comply with any such changes. In addition, changes or proposed changes in the trade policies** of **the U. S. or other countries may result in restrictions and economic disincentives to international trade. Tariffs and other changes in U. S. trade policy have in the past and could in the future trigger retaliatory actions by affected countries. Certain foreign governments have instituted or are considering imposing retaliatory measures on certain U. S. goods. Further, any emerging protectionist or nationalist trends either in the U. S. or in other countries could affect the trade environment. The Company, similar to other companies that conduct their business internationally, does a significant amount of business that would be impacted by changes to the trade policies of the U. S. and foreign countries (including governmental action related to tariffs, international trade agreements, or economic sanctions). Such changes have the potential to adversely impact the U. S. economy or certain sectors thereof or the economy of another country in which we conduct operations. They could also adversely affect our industry and the 34global demand for** our products ~~in the future~~ , **and as a result** ~~or what effect any of these actions would have~~ , ~~if any, on~~ our business, ~~results of operations, and~~ financial condition **and results of operations could**

be adversely affected . Changes ~~in regulatory, geopolitical, social, economic, or monetary policies and other factors may have a material adverse effect on our business in the future, or may require us to exit a particular market or significantly modify our current business practices. The apparel and accessories industry has been impacted by Section 301 tariffs imposed by the United States government on goods imported from China. Tariffs on handbags and leather outerwear imported from China were effective beginning in September 2018. These tariffs initially increased existing duties by 10 % of the merchandise cost to us. The level of tariffs on these product categories was later increased to 25 % beginning May 10, 2019. Section 301 tariffs were set to expire in July and August of 2022, but were extended through September 30, 2023. In May 2022, the Special Trade Representative invited public comments as to the effects of the tariffs and exclusions on different industries. The government closed its most recent round of comments in January 2023 and is evaluating whether additional comments are necessary. While the government considers these comments, it is not known which duties will or will not be continued, whether new products will be added to the scope of the tariffs, or whether duties will fluctuate in amount. On August 1, 2019, the United States government announced new 10 % tariffs that cover the remaining estimated $ 300 billion of inbound trade from China, including most of our apparel products. On August 23, 2019, the United States government announced that the new tariffs would increase from 10 % to 15 %. A portion of the new 15 % tariffs went into effect on September 1, 2019. Some of the additional tariffs on certain categories of products were delayed until December 15, 2019, but have not yet gone into effect as the United States and China entered into a " phase one " trade agreement in January 2020. It is difficult to accurately estimate the impact on our business from these tariff actions or similar actions or when any additional tariffs may become effective. For fiscal 2023, approximately 37. 6 % of the products that we sold were manufactured in China. For fiscal 2022, approximately 34. 2 % of the products that we sold were manufactured in China. Following accusations against China that it employed forced labor in manufacturing processes within the country, a bill was introduced in January 2023 to strip China of its permanent Most Favored Nation status, effectively requiring China to re- secure its position by annually applying for presidential approval as a member country. Because Most Favored Nation status grants special treatment among member counties with respect to tariffs, if this bill were to pass it would substantially increase tariffs between the United States and China. If the U. S. and China are not able to resolve their differences, additional tariffs or quotas may be put in place and additional products may become subject to tariffs. Tariffs or quotas on additional products imported by us from China would increase our costs, could require us to increase prices to our customers and would cause us to seek price concessions from our vendors. If we are unable to increase prices to offset an increase in tariffs, this would result in our realizing lower gross margins on the products sold by us and will negatively impact our operating results. We have reduced our reliance on China by moving production to other countries, including Vietnam and Indonesia. We will continue to explore alternative production partners to further diversify our sourcing network and to reduce our reliance on any one particular country. These efforts may not enable us to offset the adverse effects of any increases in tariffs. 33Changes~~ in tax legislation or exposure to additional tax liabilities could impact our business. ~~The change~~ **Changes to** ~~in the~~ U. S. ~~presidency~~ and **international** ~~control of Congress last year could result in changes to U. S.~~ tax laws ~~that would~~ **could** have a negative impact on our results of operations. Although we believe our income tax estimates are reasonable, the ultimate outcomes may have a negative impact on our results of operations. Our domestic and international tax liabilities are dependent on the allocation of revenue and expenses in various jurisdictions. Significant judgment is required in determining our global provision for income taxes. Changes in the U. S. federal, state, and international tax legislations can have an adverse impact on our income tax liabilities and effective tax rate. Our future effective tax rate could be adversely affected by a variety of factors, including changes in our business operations, changes in tax laws or rulings, or developments in government tax examinations. A number of countries are actively pursuing fundamental changes to the tax laws applicable to multinational companies. Furthermore, tax authorities may choose to examine or investigate our tax reporting or tax liability, including an examination of our existing transfer pricing policies. Adverse outcomes from examinations may lead to adjustments to our income tax liabilities or provisions for uncertain tax ~~position~~ **positions** ~~reserves~~ **. In December 2022, the Council of the European Union (" EU ") announced that EU member states reached an agreement to implement the minimum tax component of the Organization for Economic Co- operation and Development' s international tax reform initiative, known as Pillar Two. The Pillar Two Model Rules provide for a global minimum tax of 15 % for multinational enterprise groups, and is expected to be effective for our fiscal year ending January 31, 2025. While the Company does not expect these rules to have a material impact on its effective tax rate or financial results, the Company continues to monitor evolving tax legislation in the jurisdictions in which it operates. A material change in tax laws or policies, or their interpretation, related to the Pillar Two Model Rules could result in a higher effective tax rate and have an adverse effect on our financial condition, results of operations, and cash flows** . We are required to pay taxes other than income taxes, such as payroll, sales, use, value- added, net worth, property, and goods and services taxes, in both the United States and various other jurisdictions. Tax authorities regularly examine these non- income taxes. The outcomes from these examinations, changes in the business, changes in applicable tax rules or other tax matters may have an adverse impact on our results of operations. We are subject to significant corporate regulation as a public company and failure to comply with applicable regulations could subject us to liability or negatively affect the market price of our securities. As a publicly traded company, we are subject to a significant body of regulation, including the reporting requirements of the Exchange Act, the listing requirements of the Nasdaq Global Select Market, the Sarbanes- Oxley Act of 2002 and the Dodd- Frank Wall Street Reform and Consumer Protection Act of 2010. The Securities and Exchange Commission and Nasdaq regularly propose and adopt new regulatory requirements. The internal control over financial reporting required by Section 404 of the Sarbanes- Oxley Act may not prevent or detect misstatements because of certain of its limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. As a result, even effective internal controls may not provide reasonable assurances with respect to the preparation and presentation of financial statements. We cannot provide assurance that, in the future, our management will not find a material weakness in connection with its annual review of our internal control over financial reporting pursuant to Section 404 of the Sarbanes- Oxley Act. We also cannot provide assurance that we could correct any such weakness to allow our management to assess the effectiveness of our internal control over financial reporting as of the end of our fiscal year in time to enable our independent registered public accounting firm to state that such assessment will have been fairly stated in our Annual Report on Form 10- K or state that we have maintained effective internal control over financial reporting as of the end of our fiscal year. Discovery and disclosure of a material weakness in our internal control over financial reporting could have a material impact on our financial statements and could cause the market price of our securities to decline. ~~While~~ **35While** we have developed and instituted corporate compliance programs and continue to update our programs in response to newly implemented or changing regulatory requirements, we cannot provide assurance that we are or will be in compliance with all potentially applicable corporate regulations. If we fail to comply with any of these regulations, we could be subject to a range of regulatory actions, fines or other sanctions or litigation. Other Risks Relating to Ownership of Our Common StockThe increased focus by stakeholders on corporate responsibility issues, including those associated with environmental, social and governance issues, as well as matters of significance related to sustainability, could result in additional costs or risks and adversely impact our reputation. ~~34There~~ -- **There** is an increased focus from our stakeholders, including consumers, employees and institutional investors, on corporate social responsibility matters, which we refer to as CSR, associated with environmental, social and governance issues and sustainability practices. Although we have disclosed our corporate social responsibility strategy and increased focus on these issues, there can be no assurance that our stakeholders will agree with our strategy or that we will be successful in achieving our goals. If our CSR practices do not meet investor or other industry stakeholder expectations and standards, which continue to evolve, our brands, reputation and customer and employee retention may be negatively impacted. It is possible that stakeholders may not be satisfied with our CSR practices or the speed of adoption. We could also incur additional costs and require additional resources to monitor, report and comply with our CSR practices. In addition, our failure, or perceived failure, to meet the standards included in any sustainability disclosure could negatively impact our reputation, employee retention and the willingness of our customers and suppliers to do business with us. Our processes and controls for reporting CSR and sustainability matters across our operations and supply chain are evolving along with multiple disparate standards for identifying, measuring, and reporting related metrics, including related disclosures that may be required by the SEC, European and other regulators., Such standards may change over time, which could result in significant revisions to our current goals, reported progress in achieving such goals, or ability to achieve such goals in the future. New government regulations could also result in new or more stringent forms of oversight and expanded mandatory and voluntary reporting, diligence, and disclosure. Failure to comply with governmental regulations, implement our strategy or achieve our goals could damage our reputation, causing our investors or consumers to lose confidence in us and our brands, and negatively impact our operations. The price of our common stock has fluctuated significantly and could continue to fluctuate significantly. Between February 1, ~~2020~~ **2021** and March ~~23~~ **21** , ~~2023~~ **2024** , the market price of our common stock has ranged from a low of $ ~~2~~ **11** . ~~96~~ **60** to a high of $ 35. 80 per share. The market price of our common stock may change significantly in response to various factors and events beyond our control, including: ● fluctuations in our quarterly revenues or those of our competitors as a result of seasonality or other factors; ● a shortfall in revenues or net income from that expected by securities analysts and investors; ● changes in securities analysts' estimates of our financial performance or the financial performance of our competitors or companies in our industry generally; ● announcements concerning our competitors; ● changes in product pricing policies by our competitors or our customers; ● changes in tariff and trade policies ~~; ● actual or perceived adverse effects from the COVID- 19 pandemic~~ ; ● general conditions in our industry; and ● general conditions in the securities markets. Our actual financial results might vary from our publicly disclosed financial forecasts. From time to time, we have publicly disclosed financial forecasts. Our forecasts reflect numerous assumptions concerning our expected performance, as well as other factors that are beyond our control and that might not turn out to be correct. As a result, variations from our forecasts could be material. Our financial results are subject to numerous risks and uncertainties, including those identified throughout this " Risk Factors " section and elsewhere in this Annual Report on Form 10- K and in the documents incorporated by reference in this Annual Report. If our actual financial results are worse than our financial forecasts or forecasts provided by outside investment analysts, or others, the price of our common stock ~~may~~ **36may** decline. Investors who rely on these predictions when making investment decisions with respect to our securities do so at their own risk. We take no responsibility for any losses suffered as a result of such changes in our stock price. We do ~~35not~~ -- **not** have any responsibility to provide financial forecasts going forward or to update any of our forward- looking statements at such times or otherwise. We recorded significant charges for the impairment of goodwill during the fourth quarter of fiscal 2023 which caused us to report a net loss for fiscal 2023 **and we recorded charges for the impairment of trademarks during the fourth quarter of fiscal 2024** . If our trademarks and other intangibles become impaired, we may be required to record additional charges to earnings. As of January 31, ~~2023~~ **2024** , we had trademarks and other intangibles in an aggregate amount of $ ~~663~~ **662** . 0 million, or approximately ~~24~~ **25** % of our total assets and approximately ~~48~~ **43** % of our stockholders' equity. Approximately $ ~~395~~ **393** . ~~5~~ **2** million of our trademarks and other intangibles was recorded in connection with our acquisition of DKNY and Donna Karan and approximately $ ~~182~~ **188** . ~~6~~ **2** million of our trademarks and other intangibles was recorded in connection with our ~~recent~~ acquisition of Karl Lagerfeld. Under accounting principles generally accepted in the United States (" GAAP "), we review our goodwill and other indefinite life intangibles for impairment annually as of January 31 of each fiscal year and when events or changes in circumstances warrant. A significant decline in our stock price and market capitalization or deterioration in our projected results could result in an impairment of our trademarks and / or other intangibles, or any future goodwill. Other events or changes may indicate the carrying value may not be recoverable due to factors such as reduced estimates of future cash flows and profitability, increased cost of debt or slower growth rates in our industry. Estimates of future cash flows and profitability are based on an updated long- term financial outlook of our operations. However, actual performance in the near- term or long- term could be materially different from these forecasts, which could impact future estimates. As of January 31, 2023, we were required to record a $ 347.

2 million charge to earnings in our financial statements as our goodwill was determined to be fully impaired as a result of our decline in market capitalization. **As of January 31, 2024, we were required to record a $ 5. 9 million charge to earnings in our financial statements as our Sonia Rykiel trademark was determined to be partially impaired as a result of the performance of the brand.** We may be required to record additional significant charges to earnings in our financial statements during a period in which an impairment of our trademarks and other intangible assets is determined to exist which could negatively affect **our results of operations and** the market price of our securities. Risks Related to Our Indebtedness We have a substantial amount of indebtedness, which could have a material adverse effect on our financial condition and our ability to obtain financing in the future and to react to changes in our business. We have issued $ 400 million of Senior Secured Notes and are party to the ABL Credit Agreement that provides for borrowings of up to $ 650 million, subject to borrowing base availability. In ~~addition~~ **fiscal 2024**, we **repaid** ~~also incurred~~ $ 125. 0 million of debt pursuant to the **note issued to LVMH Moet Hennessy Louis Vuitton Inc. (the "** LVMH Note **")** that constituted a portion of the purchase price for the acquisition of DKNY and Donna Karan. Our significant amount of debt and our debt service obligations could limit our ability to satisfy our obligations, limit our ability to operate our business and impair our competitive position. For example, it could: ● make it more difficult for us to satisfy our obligations under the Senior Secured Notes and the ABL Credit Agreement; ● increase our vulnerability to adverse economic and general industry conditions, including interest rate fluctuations, because a portion of our borrowings are and will continue to be at variable rates of interest; **37** ● require us to dedicate a substantial portion of our cash flow from operations to payments on our debt, which would reduce the availability of our cash flow from operations to fund working capital, capital expenditures or other general corporate purposes; ● limit our flexibility in planning for, or reacting to, changes in our business and industry; ● place us at a disadvantage compared to competitors that may have proportionately less debt; ● limit our ability to obtain additional debt or equity financing due to applicable financial and restrictive covenants in our debt agreements; and ● increase our cost of borrowing. ~~36Despite~~ -- **Despite** our substantial indebtedness, we may still be able to incur significantly more debt. This could intensify the risks described above. We and our subsidiaries may be able to incur substantial indebtedness in the future. Although the ABL Credit Agreement and the indenture that governs the Senior Secured Notes contain restrictions on our and our subsidiaries' ability to incur additional indebtedness, these restrictions are subject to a number of important qualifications and exceptions, and the indebtedness incurred in compliance with these restrictions could be substantial. The covenants under any future debt instruments could also allow us to incur a significant amount of additional indebtedness. In addition to any amounts that might be available to us for borrowing under the ABL Credit Agreement, subject to certain conditions, we will have the right to request an increase of aggregate commitments under the ABL Credit Agreement by an aggregate amount of up to $ 100. 0 million by obtaining additional commitments either from one or more of the lenders under the ABL Credit Agreement or other lending institutions. The more leveraged we become, the more we will be exposed to certain risks described above under " — We have a substantial amount of indebtedness, which could have a material adverse effect on our financial condition and our ability to obtain financing in the future and to react to changes in our business. " The ABL Credit Agreement and the indenture that governs the Senior Secured Notes impose significant operating and financial restrictions that may limit our current and future operating flexibility, particularly our ability to respond to changes in the economy or our industry or to take certain actions, which could harm our long term interests and may limit our ability to make payments under the Notes or the ABL Credit Agreement or satisfy our other obligations. The ABL Credit Agreement and the indenture that governs the Senior Secured Notes impose significant operating and financial restrictions on us. These restrictions limit our ability, among other things, to: ● incur, assume or permit to exist additional indebtedness (including guarantees thereof); ● pay dividends or certain other distributions on our capital stock or repurchase our capital stock or prepay subordinated indebtedness; ● prepay, redeem or repurchase certain debt; ● issue certain preferred stock or similar equity securities; ● incur liens on assets; ● make certain loans, investments or other restricted payments; ● allow to exist certain restrictions on the ability of our restricted subsidiaries to pay dividends or make other payments to us; ● engage in transactions with affiliates; ● alter the business that we conduct; and ● sell certain assets or merge or consolidate with or into other companies. As a result of these restrictions, we may be: ● limited in how we conduct our business; ● unable to raise additional debt or equity financing to operate during general economic or business downturns; or ● unable to compete effectively or to take advantage of new business opportunities. ~~A~~ **38A** breach of the covenants under the indenture or the ABL Credit Agreement could result in an event of default under the applicable indebtedness. Such a default, if not cured or waived, may allow creditors to accelerate the related debt and may result in the acceleration of any other debt that is subject to an applicable cross-acceleration or cross- default provision. In addition, an event of default under the ABL Credit Agreement would permit the lenders thereunder to terminate all commitments to extend further credit under that Agreement. Furthermore, if we were unable to repay the amounts due and payable under the ABL Credit Agreement, those lenders could proceed against the collateral securing such indebtedness. In the event our lenders or holders of the Senior Secured Notes accelerate the repayment of our borrowings, we and our subsidiaries may not have sufficient assets to repay that indebtedness. ~~37Our~~ -- **Our** ability to continue to have the necessary liquidity to operate our business may be adversely impacted by a number of factors, including uncertain conditions in the credit and financial markets, which could limit the availability and increase the cost of financing. A deterioration of our results of operations and cash flow resulting from decreases in consumer spending, could, among other things, impact our ability to comply with financial covenants in the ABL Credit Agreement. Our historical sources of liquidity to fund ongoing cash requirements include cash flows from operations, cash and cash equivalents, borrowings through our credit facility and equity offerings. The sufficiency and availability of credit may be adversely affected by a variety of factors, including, without limitation, the tightening of the credit markets, including lending by financial institutions who are sources of credit for our borrowing and liquidity; an increase in the cost of capital; the reduced availability of credit; our ability to execute our strategy; the level of our cash flows, which will be impacted by retailer and consumer acceptance of our products and the level of consumer discretionary spending; maintenance of financial covenants included in our ABL Credit Agreement ~~,~~ **and**

interest rate fluctuations ~~and the adverse impact of the COVID- 19 pandemic on the U. S. and world- wide economies and on our business~~ . Interest rates increased in fiscal ~~2023~~ **2024** and ~~are expected to~~ **while interest rates many not** increase **further** in fiscal ~~2024~~ **2025 , it is unclear whether the Federal Reserve will reduce interest rates or maintain the current high rates in fiscal 2025** . We cannot predict the future level of interest rates or the effect of ~~any increase in~~ interest rates on the availability or aggregate cost of our borrowings. Higher interest rates increase the cost of our borrowings under our revolving credit facility, may increase economic uncertainty and may negatively affect consumer spending. Volatility in interest rates may adversely affect our business or our customers. If interest rates continue to increase **or are maintained at their current high level** , our capacity to obtain necessary liquidity may be negatively impacted. We cannot be certain that any additional required financing, whether debt or equity, will be available in amounts needed or on terms acceptable to us, if at all. As of January 31, ~~2023~~ **2024** , we were in compliance with the financial covenants in our credit facility. Compliance with these financial covenants is dependent on the results of our operations, which are subject to a number of factors including current economic conditions. The economic environment has at times resulted in lower consumer confidence and lower retail sales. Adverse developments in the economy ~~, including as a result of the COVID- 19 outbreak,~~ could lead to reduced consumer spending which could adversely impact our net sales and cash flow, which could affect our compliance with our financial covenants. A violation of our covenants could limit access to our credit facilities. Should such restrictions on our credit facilities and these factors occur, they could have a material adverse effect on our business and results of operations. We may not be able to generate sufficient cash to service all of our indebtedness, including under the Senior Secured Notes or the ABL Credit Agreement, and may be forced to take other actions to satisfy our obligations under our indebtedness, which may not be successful. Our ability to make scheduled payments on or to refinance our debt obligations depends on our financial condition and operating performance, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond our control. We cannot assure you that we will maintain a level of cash flows from operating activities sufficient to permit us to pay the principal, premium, if any, and interest on our indebtedness, including under the Senior Secured Notes or the ABL Credit Agreement. If our cash flows and capital resources are insufficient to fund our debt service obligations, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. If our operating results and available cash are insufficient to meet our debt service obligations, we could face ~~substantial~~ **39substantial** liquidity problems and might be required to dispose of material assets or operations to meet our debt service and other obligations. We may not be able to consummate those dispositions or to obtain the proceeds that we could realize from them, and these proceeds may not be adequate to meet any debt service obligations then due. Any future refinancing of our indebtedness could be at higher interest rates and may require us to comply with more onerous covenants which could further restrict our business operations. Additionally, the ABL Credit Agreement and the indenture that will govern the Senior Secured Notes will limit the use of the proceeds from any disposition of our assets. As a result, the ABL Credit Agreement and the indenture may prevent us from using the proceeds from such dispositions to satisfy our debt service obligations. ~~38Our~~ -- **Our** variable rate indebtedness subjects us to interest rate risk, which could cause our indebtedness service obligations to increase significantly. The borrowings under the ABL Credit Agreement will be at variable rates of interest and expose us to interest rate risk. Interest rates increased in fiscal ~~2023~~ **2024** and ~~are expected to continue to~~ **while interest rates may not** increase **further** in fiscal ~~2024~~ **2025 , it is unclear whether the Federal Reserve will reduce interest rates or maintain the current high rates in fiscal 2025** . As a result, our debt service obligations on our variable rate indebtedness increased. Our net income and cash flows, including cash available for servicing our indebtedness decreased due to the increase in our debt service obligations. Assuming all revolving loans were fully drawn under the ABL Credit Agreement, each one percentage point change in interest rates would result in a $ 6. 5 million change in annual cash interest expense under the ABL Credit Agreement. Financing extended to us under the ABL Credit Agreement ~~is~~ **was** made at variable rates that use LIBOR or an alternate base rate (as determined by that Agreement) as a benchmark for establishing the interest rate. **In April** ~~LIBOR quotations will cease as of June 30,~~ 2023 **,** ~~. We are in~~ the **Company amended** ~~process of transitioning~~ the ~~reference rate used in our~~ ABL Credit Agreement ~~from~~ **to replace** LIBOR ~~to~~ **with** the **Adjusted Term** Secured Overnight Financing Rate **(" SOFR ") as a successor** ~~. We expect this transition to be completed prior to the date LIBOR quotations cease. The consequences of the change in the reference~~ rate ~~cannot be entirely predicted and could have an adverse impact on the market value for or value of LIBOR- linked securities, loans, and other financial obligations or extensions of credit to us~~ . Changes in market interest rates may influence our financing costs and could reduce our earnings and cash flows. We may not be able to repurchase the Senior Secured Notes upon a change of control or pursuant to an asset sale offer. Upon the occurrence of a change of control, as defined in the indenture that governs the Senior Secured Notes, the holders of the Notes will have the right to require us to offer to purchase all of the Notes then outstanding at a price equal to 101 % of their principal amount plus accrued and unpaid interest. In addition, our future indebtedness may require that such indebtedness be similarly repurchased upon a change of control. In order to obtain sufficient funds to pay the purchase price of the outstanding Notes, we expect that we would have to refinance the Notes. We may not be able to refinance the Notes on reasonable terms, if at all. Our failure to offer to purchase all outstanding Notes or to purchase all validly tendered Notes would be an event of default under the indenture. Such an event of default may cause the acceleration of our other debt. Our other debt also may contain restrictions on repayment requirements with respect to specified events or transactions that constitute a change of control under the indenture. In addition, in certain circumstances specified in the indenture, we will be required to commence an asset sale offer, as defined in the indenture, pursuant to which we will be obligated to purchase certain Notes at a price equal to 100 % of their principal amount plus accrued and unpaid interest with the proceeds we receive from certain asset sales. Our other debt may contain restrictions that would limit or prohibit us from completing any such asset sale offer. In particular, the ABL Credit Agreement contains provisions that require us, upon the sale of certain assets, to apply all of the proceeds from such asset sale to the prepayment of amounts due under that Agreement. The mandatory prepayment obligations under the ABL Credit Agreement will be effectively senior to our obligations to make an asset sale offer with respect to the Notes under the terms of the indenture. ~~39~~ **40**