

## **G-III APPAREL GROUP, LTD.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

This Nominating and Corporate Governance Committee Charter was adopted by the Board of Directors (the “Board”) of G-III Apparel Group, Ltd. (the “Company”) on March 19, 2025.

#### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board is established for the purposes of (a) assisting the Board in its selection of individuals (i) as nominees for election to the Board at the next annual meeting of the stockholders of the Company or (ii) to fill any vacancies or newly created directorships on the Board, (b) developing and maintaining the Company’s corporate governance policies, and any related matters required by the federal securities laws and (c) overseeing such other matters as are assigned to the Committee by the Board pursuant to this Charter or as mandated under applicable laws, rules and regulations (including the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules promulgated thereunder, as well as the listing standards of the Nasdaq Stock Market (“Nasdaq”).

The Committee should exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this Charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this Charter.

#### **Committee Membership**

The Committee shall consist of no fewer than two (2) members. Each member of the Committee shall meet the independence requirements of Nasdaq. The members of the Committee shall be appointed by the Board and shall serve such term or terms as the Board may determine or until earlier resignation or death. The Committee’s chairperson shall be designated by the Board. Committee members serve at the pleasure of, and may be replaced at any time by, the Board. All vacancies will be filled by the Board.

#### **Meetings**

The Committee shall meet as often as it determines, but not less frequently than twice per year. The Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Meetings may be called by the chairperson of the Committee or, if there is no chairperson, by a majority of the members of the Committee. Meetings may be held telephonically or by other electronic means to the extent permitted by the Company’s organizational documents and applicable law. Committee actions may be taken by unanimous written consent. Written minutes of Committee meetings shall be maintained.

## **Committee Authority and Responsibilities**

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of any search firm for the purpose of assisting the Committee in identifying candidates for Board membership. The Committee shall set the compensation, and oversee the work, of the search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search firms, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its search firm, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties and responsibilities under this Charter.

In retaining or seeking advice from search firms, outside counsel and other advisors (other than the Company's in-house counsel, if any), the Committee must take into consideration any factors (if any), including as to independence, specified in Nasdaq's listing standards. The Committee may retain, or receive advice from, any search firm or other advisor it prefers, including consultants or advisors that are not independent, if permitted under Nasdaq's listing standards and otherwise deemed appropriate by the Committee after considering any factors specified in Nasdaq's listing standards.

So long as in compliance with applicable law and Nasdaq rules, the Committee may form and delegate authority to any subcommittee comprised solely of Committee members who are independent directors.

The Committee shall have such other authority as shall be necessary or appropriate to effectuate its purposes as set forth in this Charter.

Specific duties and responsibilities of the Committee include, but are not limited to, the following:

1. To develop and revise as appropriate, for approval by the Board, selection criteria and qualification standards for Board nominees which reflect the Company's commitment to at all times maintain a Board comprised of directors who have personal and professional integrity, demonstrated exceptional ability and judgment, and who shall be effective, in conjunction with other nominees and directors, in collectively serving the long-term interests of the Company and its stockholders. The Company believes that having directors with relevant experience in business and industry and other areas is beneficial to the Board as a whole. Directors with such backgrounds can provide useful perspectives on significant risks and competitive advantages and understanding the challenges the Company faces.

2. To identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board and applicable laws and regulations, and to recommend to the Board, the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In recommending candidates, the Committee shall take into consideration the selection criteria and qualification standards approved by the Board and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. In making such recommendations, the Committee should assure that the Board contains a majority of independent directors (as such term is defined by the Nasdaq listing standards).

3. To develop and revise as appropriate, for approval by the Board, selection criteria and qualification standards for the Board's lead independent director ("Lead Director"), and to recommend candidates for the position of Lead Director to the Board from time to time upon the existence of a vacancy in the position of Lead Director or at such other times as requested by the Board or as the Committee deems appropriate. In recommending candidates, the Committee shall take into consideration the selection criteria and qualification standards approved by the Board and such other factors as it deems appropriate.

4. The Committee shall consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's annual proxy statement or otherwise validly nominated by stockholders in accordance with applicable laws, rules and regulations and the provisions of the Company's certificate of incorporation and bylaws. The Committee may consider candidates proposed by management, but is not required to do so.

5. To develop lists of desirable director nominees and share information concerning the potential nominees and the process with the Board, soliciting input from other Board members.

6. To identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and to recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board and the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

7. To evaluate the qualifications of nominees submitted by the Company's stockholders using the same selection criteria and qualification standards the Committee uses to evaluate other potential nominees.

8. To annually review the performance and contributions made by each director to the overall goals and objectives of the Company prior to the time such directors normally would be nominated for reelection. Members of the Committee, however, will not participate in deliberations about their own performance.

9. To extend to each prospective director nominee approved by the Board the invitation to stand for election to the Board. The Committee's Chairperson normally will extend this invitation.

10. To review and make recommendations to the Board with respect to the size, composition and organization of the Board and its committees.

11. To review and discuss with management the disclosure in the Company's proxy statement for its annual meeting of stockholders (the "Proxy Statement") regarding director independence, governance, director nomination matters and operations of the Committee, and determine whether to recommend that this disclosure be included in the Proxy Statement (or in the Company's annual report on Form 10-K).

12. To oversee the Company's corporate governance practices, including (a) reviewing and recommending to the Board for approval any changes to guidelines, policies and other documents in the Company's corporate governance framework, including its certificate of incorporation, bylaws, Insider Trading, Hedging and Pledging Policy, Stock Ownership Guidelines, Lead Independent Director "Job Description" and, in collaboration with the Audit Committee, its Code of Ethics and whistleblower policy and (b) reviewing, considering and making recommendations to the Board regarding adoption of additional corporate governance guidelines, policies, process and documents (including calendar, agenda and information requirements for meetings of the Board and its committees and executive sessions).

13. To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair his or her independence as provided under the requirements of the Company's corporate governance framework, Nasdaq or any other applicable regulatory requirements.

14. To report at least annually to the Board.

15. Annually, to review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its consideration as and while appropriate.

16. Annually, to review and evaluate the Committee's own performance.

17. To perform such other duties consistent with this Charter, as the Committee or the Board may from time to time direct or as may be required by applicable laws, rules and regulations.

### **Amendment**

This Charter may be amended from time to time by the Board and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.