



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 22, 2022, PVH Corp. (the “Company”) Board of Directors (the “Board”) appointed Michael M. Calbert to the Board, effective May 2, 2022, the date of the Board's next scheduled meeting. Mr. Calbert is Chairman of the Board of Dollar General Corporation (“Dollar General”) and formerly was a member of the private equity firm KKR & Co. L.P. (“KKR”).

The Company also announced that Henry Nasella, its Chair, will not stand for re-election at its June 16, 2022 annual meeting of stockholders. Mr. Nasella has served on the Board for 19 years, including as presiding director since 2007 and Chair since 2021 when it first became an independent, non-executive role. Mr. Nasella had been nominated to serve for his last three terms by virtue of a waiver of the Board's mandatory retirement age, as permitted under its Corporate Governance Guidelines. Mr. Calbert is expected to succeed Mr. Nasella as Chair if Mr. Calbert is re-elected at the annual meeting.

The Board determined that Mr. Calbert qualifies as independent under the New York Stock Exchange listing standards and the applicable requirements of the Securities and Exchange Commission and has appointed him to the Board's Compensation Committee and Nominating, Governance & Management Development Committee, effective May 2, 2022.

The appointment of Mr. Calbert is in connection with the Board's previously disclosed refreshment process, as supported by the Nominating, Governance & Management Development Committee. Mr. Nasella had been nominated to serve for his prior three terms by virtue of a waiver of the Board's mandatory retirement age, as permitted under its Corporate Governance Guidelines.

Mr. Calbert, age 59, is experienced with corporate finance and strategic business planning activities. As the former head of KKR's global retail industry team, Mr. Calbert has a strong background and extensive experience in advising and managing companies in the retail industry, including evaluating business strategies and operations, financial plans and structures, risk, and management teams. His former service on various private and public company boards in the retail industry, as well as his current service on the board of another public retail company, further strengthens his knowledge and experience. Mr. Calbert also has a significant financial and accounting background.

Mr. Calbert has served as Dollar General's Chairman of the Board since January 2016. He joined KKR in January 2000 and was directly involved with several KKR portfolio companies until his retirement in January 2014, after which he served as a consultant to KKR until June 2015. Mr. Calbert led KKR's Retail industry team prior to his retirement. He also served as the Chief Financial Officer of Randall's Food Markets from 1997 until it was sold in September 1999 and worked as a certified public accountant and consultant with Arthur Andersen Worldwide from 1985 to 1994, where his primary focus was the retail and consumer industry.

Mr. Calbert has served as a director of Executive Network Partnering Corporation since September 2020 and was a director of AutoZone, Inc. from May 2019 until December 2021.

The number of directors constituting the full Board was increased to 12 in connection with this appointment.

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There is no arrangement or understanding between Mr. Calbert and any other person pursuant to which he was selected as a director, nor are there any transactions between the Company and Mr. Calbert or any of his immediate family members that require disclosure pursuant to Item 404(a) of Regulation S-K.

The Company issued a press release on March 23, 2022 announcing Mr. Calbert's Board appointment. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements And Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	<a href="#">Press Release dated March 23, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PVH CORP.

By: /s/ Mark D. Fischer

Mark D. Fischer  
Executive Vice President, General Counsel and  
Secretary

Date: March 22, 2022

**Michael Calbert Joins PVH Corp. Board of Directors;  
Henry Nasella Not to Stand for Re-election**

Mr. Calbert expected to succeed Mr. Nasella as non-executive Chair

NEW YORK--(BUSINESS WIRE)—March 23, 2022 -- PVH Corp. [NYSE: PVH] announced today that Michael Calbert, Chairman of the Board of Dollar General Corporation, will join its Board of Directors, effective May 2, 2022. The Company also announced that Henry Nasella, its non-executive Chair, will not stand for re-election at its June 16, 2022 annual meeting of stockholders. Both changes are part of the Board's previously disclosed refreshment process.

Mr. Nasella has served on the Board for 19 years, including as presiding director since 2007 and Chair since 2021 when it first became an independent, non-executive role. Mr. Nasella had been nominated to serve for his last three terms by virtue of a waiver of the Board's mandatory retirement age, as permitted under its Corporate Governance Guidelines. Mr. Calbert is expected to succeed Mr. Nasella as Chair if Mr. Calbert is re-elected at the annual meeting.

Mr. Calbert has served as Chairman of Dollar General since 2016 and formerly was a member of the private equity firm KKR & Co. L.P., where he led the Retail industry team from January 2000 until his retirement in 2014. He was previously Chief Financial Officer of Randall's Food Markets, and started his career as a certified public accountant with Arthur Anderson Worldwide. He has extensive experience in corporate finance, strategic business planning and accounting, particularly in the retail industry, as well as a director of publicly traded retail companies.

Stefan Larsson, Chief Executive Office of PVH, said: "We are excited to welcome Michael to the Board of PVH. He is a highly experienced public company director with extensive Chair experience, and he brings deep expertise in the retail and consumer sectors. His contributions will be invaluable as we, under the Board's guidance, build the next growth chapter for PVH. We remain focused on positioning PVH to win in the 'new normal' powered by our two iconic global brands, *Calvin Klein* and *TOMMY HILFIGER*."

Mr. Calbert commented: "I'm honored to be joining the Board of PVH at this exciting time for the company and the industry. I look forward to working with my fellow Board members in supporting Stefan and the management team to realize the company's long-term growth opportunities, deliver strong stockholder returns, and do it in a way that stays true to PVH's purpose to drive fashion forward for good."

Mr. Larsson continued: "On behalf of the Board of Directors and the whole management team, I want to thank Henry for his unique contributions and many years of wise counsel, as well as his incredible leadership of the Board. It is fair to say that many of our successes as a company could not have been achieved without him. We wish him all the best for the future."

Mr. Nasella said: "It has been an honor to be part of PVH's long, successful history as a leader in the fashion industry. I am certain PVH will continue to excel under the leadership of Stefan and PVH's outstanding management team, supported always by the drive and passion of PVH associates around the world."

## About PVH Corp.

PVH is one of the world's largest and most admired fashion companies, connecting with consumers in over 40 countries. Our global iconic brands include *Calvin Klein* and *TOMMY HILFGER*. Our 140-year history is built on the strength of our brands, our team and our commitment to drive fashion forward for good. That's the Power of Us. That's the Power of PVH.

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SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995: Forward-looking statements in this press release, including, without limitation, statements relating to the Company's future plans, strategies, objectives, expectations and intentions are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that such forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy, and some of which might not be anticipated, including, without limitation, (i) the Company's plans, strategies, objectives, expectations and intentions are subject to change at any time at the discretion of the Company; and (ii) the other risks and uncertainties indicated from time to time in the Company's filings with the Securities and Exchange Commission.

The Company does not undertake any obligation to update publicly any forward-looking statement, whether as a result of the receipt of new information, future events or otherwise.

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