

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

### **AUDIT COMMITTEE CHARTER**

This Audit Committee Charter was adopted by the Board of Directors (the "Board") of G-III Apparel Group, Ltd. (the "Company") on April 4, 2013.

#### **Purpose**

The Audit Committee (the "Committee") of the Board is established to oversee the accounting and financial reporting processes of the Company and the audits of its financial statements and to assist the Board in monitoring: (1) the integrity of the Company's financial statements, (2) the qualifications and independence of the Company's independent auditor, (3) the performance of the Company's internal audit function and independent auditor, and (4) the compliance by the Company with legal and regulatory requirements.

The Committee shall prepare the audit committee report required by the rules of the Securities and Exchange Commission (the "SEC") to be included in the Company's annual proxy statement.

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 have a minimum of three members who shall be appointed annually by the Board. The members of the Committee shall meet the independence requirements of The NASDAQ Stock Market LLC ("Nasdaq") and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). No member of the Committee may have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Each member of the Committee shall be able to read and understand fundamental financial statements, including a company's balance sheet, income statement, and cash flow statement, as required by Nasdaq. The Board shall review these requirements on an annual basis to ensure continued compliance by the members of the Committee. In addition, at least one member of the Committee shall meet the financial sophistication requirements of Nasdaq and shall be an "audit committee financial expert" as defined by the SEC. No member of the Committee may serve on the audit committee of more than two other public companies unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee, and such determination is disclosed in the Company's annual proxy statement. 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. 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 quarterly. The Committee shall meet periodically with management, the internal auditors and the independent auditor in separate

executive sessions. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

### **Committee Authority and Responsibilities**

The Committee shall have the sole authority to appoint, retain or replace the independent auditor (subject, if applicable, to stockholder ratification). The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditor shall report directly to the Committee. In addition, the Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and each such other registered public accounting firm shall report directly to the Committee.

The Committee shall pre-approve all audit services and permitted non-audit and tax services (including the fees and terms thereof) to be performed for the Company by its independent auditor or, if related to the audited financial statements, by other registered public accounting firms, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit, and shall establish policies and procedures for the Committee's pre-approval on an ongoing basis of permitted services by the Company's independent auditor or, if related to the audited financial statements, by other registered public accounting firms.

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this charter. The Committee shall set the compensation, and oversee the work, of any outside 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 outside legal counsel and any other advisors. The Company also shall provide appropriate funding as determined by the Committee, for payment of its ordinary administrative expenses that are necessary or appropriate for carrying out its duties.

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.

The Committee shall make regular reports to the Board. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

The Committee, to the extent it deems necessary or appropriate, shall:

#### Financial Statement and Disclosure Matters

1. Review and discuss with management and the independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Review and discuss with management and the independent auditor the Company's quarterly financial statements, including disclosures made in management's discussion and analysis, prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
3. Discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles.
4. Review and discuss quarterly reports from the independent auditor on:
  - (a) All critical accounting policies and practices to be used.
  - (b) All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
  - (c) Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
5. Discuss with management and the independent auditor the Company's earnings press releases, including the type of information to be included and its presentation, the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
6. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
7. Discuss with management and the independent auditor the Company's major financial risk exposures, and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
8. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114, *The Auditor's Communication With Those Charged With Governance*, relating to, among other things, the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
9. Review and discuss with management, the internal audit department and the Company's independent auditor the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any

significant control deficiencies, and any fraud, whether or not material, involving management or other employees with a significant role in such internal controls, review and discuss with management and the Company's independent auditor disclosure relating to the Company's internal controls, the independent auditor's report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's Annual report on Form 10-K or Quarterly Report on Form 10-Q, as applicable.

#### Oversight of the Company's Relationship with the Independent Auditor

10. Review the experience and qualifications of the senior members of the independent auditor's audit team.
11. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board ("PCAOB") review or inspection of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years regarding one or more audits carried out by the firm, (c) any steps taken to deal with any such issues, and (d) all relationships between the independent auditor and the Company or any of its subsidiaries, and discuss such report with the independent auditor. With respect to clause (d), such report shall be a formal written statement delineating all relationships between the independent auditor and the Company, consistent with PCAOB Ethics and Independence Rule 3526, *Communication with Audit Committees Concerning Independence*, as required by Nasdaq.
12. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the firm's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the firm's independence, actively engaging in a dialogue with the independent auditor concerning any disclosed relationships between the independent auditor and the Company or services that may impact the objectivity and independence of the independent auditor, taking into account the opinions of management and internal auditors. The Committee shall present its conclusions with respect to the independent auditor to the Board, and may, if it so determines, recommend that the full Board take appropriate action to oversee the independence of the independent auditor.
13. Evaluate the lead audit partner of the independent auditor and ensure the regular rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law. Consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
14. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent auditor who participate in any capacity in the audit of the Company.
15. Discuss with the independent auditor any issues on which the national office of the independent auditor was consulted by the Company's audit team and matters of audit quality and consistency.

16. Review and discuss with the independent auditor such matters as are required to be discussed by the independent auditor and the Committee under PCAOB Auditing Standard No. 16, *Communications with Audit Committees*, prior to the independent auditor's issue of its audit report, including: (a) the independent auditor's responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the independent auditor's risk assessment procedures, (e) when completed, the results, including significant findings, of the annual audit, (f) the Company's critical accounting policies, practices and estimates; (g) significant unusual transactions not in the ordinary course of business or that otherwise appear to be unusual and the independent auditor's understanding of the business rationale for these transactions; (h) the independent auditor's evaluation of the quality of the Company's financial reporting; (i) the auditor's evaluation of the Company's ability to continue as a going concern, (j) any difficulties the independent auditor encountered during the audit, such as significant delays by management or reasonably brief time to complete the audit, (k) uncorrected and corrected misstatements, (l) other material written communications between the independent auditor and management, (m) any departure from the independent auditor's standard opinion or report and (n) disagreements with management.
17. Meet with the independent auditor and financial management prior to the audit to review planning and staffing, the scope of the proposed audit for the current year and the audit procedures to be utilized, and at the conclusion thereof, review such audit, including any comments or recommendations of the independent auditor.

#### Oversight of the Company's Internal Audit Function

18. Review and approve the functions of the Company's internal audit department, including its purpose, organization, responsibilities, budget and performance.
19. Review the appointment and replacement of the head of internal auditing.
20. Review the significant reports to management prepared by the internal auditing department and management's responses.
21. Discuss with the independent auditor and management, the internal audit department responsibilities, budget and staffing, the audit plan and any recommended changes in the planned scope of the internal audit.
22. Address such other internal audit matters as may be required by applicable law, SEC regulations or Nasdaq listing standards from time to time, which may include the review and discussion with management and the internal audit department of ongoing assessments of the Company's risk management processes and system of internal control provided by the Company's internal audit department.

#### Compliance Oversight Responsibilities

23. Obtain assurance from the independent auditor that Section 10A(b) of the Exchange Act has not been implicated.

24. Obtain reports from management, the Company's head of internal auditing and the independent auditor that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Ethics and Whistleblower Policy.
25. Review reports and disclosures of insider and affiliated party transactions. All related-party transactions must be approved by the Committee.
26. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Ethics and Whistleblower Policy.
27. Discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
28. Discuss with the Company's outside legal counsel legal or regulatory matters that may have a material impact on the financial statements or the Company's compliance policies.

#### Complaints

29. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the Company's accounting, internal accounting controls or auditing matters or matters of legal or regulatory concern.
30. Establish procedures for the confidential, anonymous submission to the Committee by employees of the Company of concerns regarding questionable accounting or audit matters or matters of legal or regulatory concern.
31. Review and discuss any reports concerning material violations submitted to the Committee by Company attorneys or outside counsel pursuant to the SEC attorney professional responsibility rules (17 C.F.R. Part 205) or otherwise. The Committee shall serve as the Qualified Legal Compliance Committee under such rules.

The foregoing shall be common recurring duties and responsibilities of the Committee. The Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by applicable law, SEC regulations or Nasdaq listing standards.

#### **Limitation of the Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Nor is it the duty of the Committee to conduct investigations, to resolve disagreements, if any, between management and the independent auditor or to assure compliance with laws, regulations and Company policy. These matters are the responsibilities of management or the independent auditor or both.