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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

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**Capri Holdings Limited**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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The following communication was sent to employees of Capri Holdings Limited on October 19, 2023:

# tapestry | CAPRI

Dear Capri Team,

Welcome to our second *Integration Information* update. It's been a busy month for those involved in integration planning, and we are excited by our progress. As we look ahead, our integration principles guide us: Do no harm to our brands or business, take the best ideas and focus on collaboration for Day 1.

## ***Looking to the Future as Tapestry***

This October marks Tapestry's sixth anniversary! When the deal closes (expected sometime in calendar 2024), we'll become one company operating under the Tapestry name and stock symbol, TPR. This means the Capri brand identity will retire, while Versace, Jimmy Choo and Michael Kors will continue to operate in their own distinct way though part of the bigger Tapestry organization.

One of the most important principles in our integration planning is to protect the distinct and special nature of all brands.

## ***Twelve Workstreams, One Common Thread***

Last month we met our **Integration Management Office (IMO)** leaders. But did you know that there are twelve workstreams from all areas of the business working to plan for our integration?

Commercial, Strategy & Consumer Insights	Culture, Change Management & Communications	Digital, Omni & Customer Experience	Finance & Accounting	HR	IT
Legal & Risk Assurance	Organization & Talent	Real Estate, Global Environments & Facilities	Supply Chain	Tax & Legal Entity	Treasury & Insurance

These 12 workstreams, made up of Tapestry and Capri leaders, are working together to prepare for our first day operating as one company. Each workstream is tasked with understanding where we are similar, where we operate differently and how we bridge the gap to bring us together. In each area, workstream leaders have mapped out the priorities we need to address – including employee distribution lists, corporate websites, talent management and recruitment, employee benefits and more – to be ready on Day 1 to effectively manage the changes we will all experience together. On Day

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1 there will be some changes in process, primarily focused on legal and financial compliance. While some reporting lines will need to change, as we all will ultimately report to Joanne Crevoiserat, we do not expect large organizational changes at this time. As we know more, we will continue to share updates.

## ***Getting Crisp on Our Plans – Welcome to Walk the Walls!***



In addition to individual workstream progress, it's vital we work in a coordinated way so that cross-functional changes and timelines are checked (and double checked), and we are thinking big picture. Last week, the IMO hosted a "Walk the Walls" session. During this session our integration planning workstream leads from Tapestry and Capri walked through details of each workstream's project plan to be sure we captured critical deadlines and interdependencies, so we don't miss important details.



Scott Roe, Tapestry's CFO and COO, kicked off the day along with IMO leads, Tom Edwards and Debbie Meyer, setting an important tone. "Our integration efforts are focused on collaboration and learning about each other. We all have a shared responsibility to drive healthy top and bottom-line growth, and to over time deliver the synergies unlocked by combining these two great organizations. While we are not proposing wide-ranging changes on Day 1, post Day 1, our teams will identify and prioritize the most impactful areas of focus that will enable brand growth and profit. Throughout the process, our primary goal is to ensure that the consumer experience is improved by any integration actions we jointly agree to take."

Integration is a long-term project focused on sequencing and prioritizing opportunities to drive value without disrupting our business. We must keep our business running smoothly and delighting our customers.

## ***Introducing the Change Council***

A foundational part of our integration is navigating the changes required to operate as one company. We have kicked off a cross-functional, cross-company change management team – consisting of members from the integration planning team – to coordinate and be thoughtful about how changes roll out.

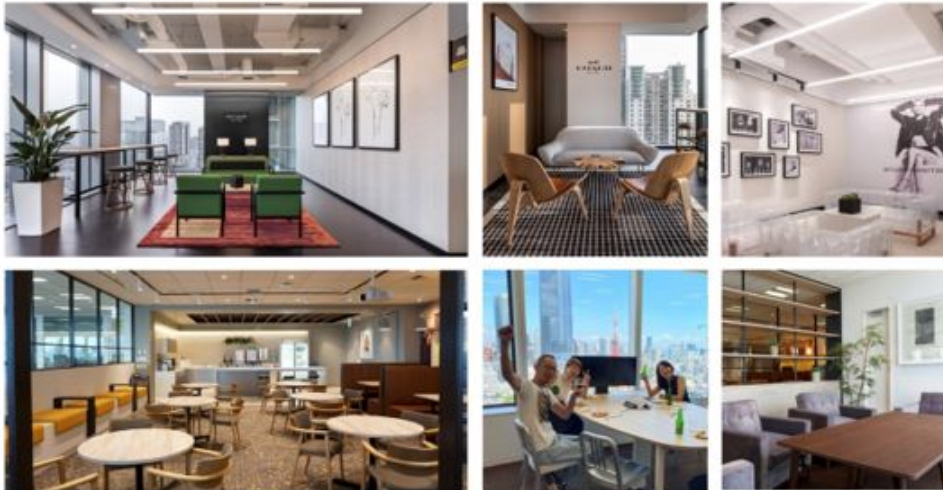
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## 40 Offices Globally

Did you know that together we have approximately 40 offices around the world with locations from Seoul, Shanghai and Sydney to New York, Madrid and Milan? Explore a few of our offices below.



Tapestry's Offices (Top row): New York – featuring an event space, coffee bars and conference rooms; Milan – Stuart Weitzman's showroom. (Bottom row): New York – outdoor balcony; London – external facade and event space.

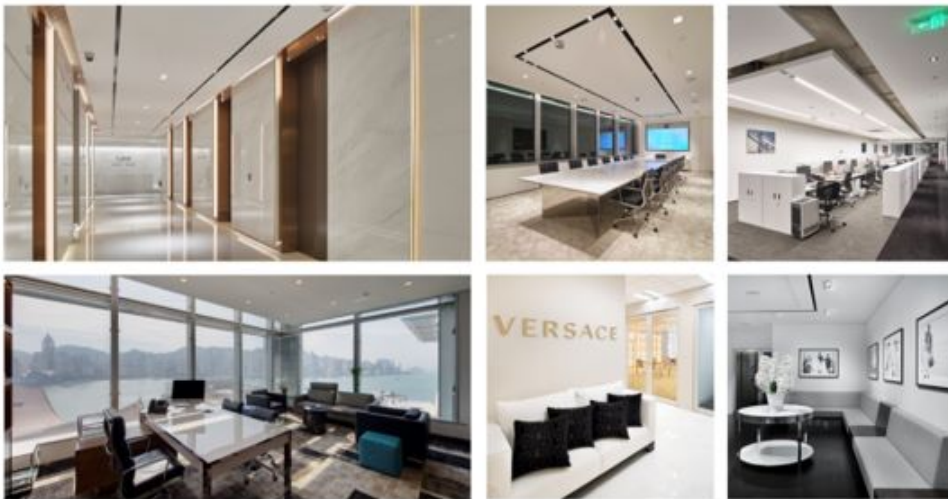


Tapestry's Offices (Top row): Shanghai – featuring Kate Spade, Coach and Stuart Weitzman lounges. (Bottom row): Roppongi – several common spaces throughout the office.





Capri's Offices (Top row): New York – featuring a sitting area, workspaces and lounge.  
 (Bottom row): London – Michael Kors reception, lounge and Jimmy Choo conference room.



Capri's Offices (Top row): China – featuring the entrance, conference room and workspaces.  
 (Bottom row): Hong Kong – Office views; Japan – Versace lounge and Michael Kors reception.

## ***What Do You Want to Know About Tapestry?***

Curious about Tapestry? Let us know what you would like to learn more about in next month's integration update or what questions you have about Day 1 by sending an email to [capriinternalcommunications@capriholdings.com](mailto:capriinternalcommunications@capriholdings.com).

Until next time!

**COACH** | kate spade | **STUART WEITZMAN** | **VERSACE** | **JIMMY CHOO** | **MICHAEL KORS**

### **Forward-Looking Statements**

This communication contains statements which are, or may be deemed to be, "forward-looking statements." Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Capri Holdings Limited ("Capri") about future events and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. All statements other than statements of historical facts included herein, may be forward-looking statements. Without limitation, any statements preceded or followed by or that include the words "plans", "believes", "expects", "intends", "will", "should", "could", "would", "may", "anticipates", "might" or similar words or phrases, are forward-looking statements. Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions, which could cause actual results to differ materially from those projected or implied in any forward-looking statements, including regarding the proposed transaction. These risks, uncertainties and other factors include the impact of the COVID-19 pandemic; changes in consumer traffic and retail trends; the timing, receipt and terms and conditions of any required governmental and regulatory approvals for the proposed transaction that could delay or result in the termination of the proposed transaction, the occurrence of any other event, change or other circumstances that could give rise to the termination of the merger agreement entered into in connection with the proposed transaction, the possibility that Capri's shareholders may not approve the proposed transaction, the risk that the parties to the merger agreement may not be able to satisfy the conditions to the proposed transaction in a timely manner or at all, risks related to disruption of management time from ongoing business operations due to the proposed transaction, the risk that any announcements relating to the proposed transaction could have adverse effects on the market price of Capri's ordinary shares, the risk of any unexpected costs or expenses resulting from the proposed transaction, the risk of any litigation relating to the proposed transaction, the risk that the proposed transaction and its announcement could have an adverse effect on the ability of Capri to retain customers and retain and hire key personnel and maintain relationships with customers, suppliers, employees, shareholders and other business relationships and on its operating results and business generally, and the risk the pending proposed transaction could divert the attention of Capri's management; as well as those risks that are outlined in Capri's disclosure filings and materials, which you can find on <http://www.capriholdings.com>, such as its Form 10-K, Form 10-Q and Form 8-K reports that have been filed with the U.S. Securities and Exchange Commission (the "SEC"). Please consult these documents for a more complete understanding of these risks and uncertainties. Any forward-looking statement in this press release speaks only as of the date made and Capri disclaims any obligation to update or revise any forward-looking or other statements contained herein other than in accordance with legal and regulatory obligations.

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#### **Additional Information and Where to Find It**

This communication relates to the proposed transaction involving Capri. In connection with the proposed transaction, Capri has filed relevant materials with the SEC, including Capri's proxy statement on Schedule 14A (the "Definitive Proxy Statement"). This communication is not a substitute for the Definitive Proxy Statement or for any other document that Capri may file with the SEC and send to its shareholders in connection with the proposed transaction. The proposed transaction will be submitted to Capri's shareholders for their consideration. Before making any voting decision, Capri's shareholders are urged to read all relevant documents filed or to be filed with the SEC, including the Definitive Proxy Statement, as well as any amendments or supplements to those documents, when they become available because they will contain important information about the proposed transaction.

Capri's shareholders will be able to obtain a free copy of the Definitive Proxy Statement, as well as other filings containing information about Capri, without charge, at the SEC's website ([www.sec.gov](http://www.sec.gov)). Copies of the Definitive Proxy Statement and the filings with the SEC incorporated by reference therein can also be obtained, without charge, by directing a request to Capri Holdings Limited, 90 Whitfield Street, 2nd Floor, London, United Kingdom W1T 4EZ, Attention: Investor Relations; telephone +1 (201) 514-8234, or from Capri's website [www.capriholdings.com](http://www.capriholdings.com).

#### **Participants in the Solicitation**

Capri and certain of its directors, executive officers and employees may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding Capri's directors and executive officers is available in Capri's proxy statement for its 2023 annual meeting of shareholders, which was filed with the SEC on June 15, 2023. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the Definitive Proxy Statement and other relevant materials to be filed with the SEC in connection with the proposed transaction when they become available. Free copies of the Definitive Proxy Statement and such other materials may be obtained as described in the preceding paragraph.

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