



CANADA GOOSE HOLDINGS INC.

ENVIRONMENTAL & SOCIAL COMMITTEE CHARTER

GP25-02-25



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1. PURPOSE

The Environmental & Social Committee (the “**Committee**”) will assist the Board of Directors (the “**Board**”) of Canada Goose Holdings Inc., a corporation existing under the laws of British Columbia (the “**Company**”), in fulfilling its responsibilities relating to oversight of the Company’s ongoing commitment to environmental and social policies, plans and programs, including climate-related risks and opportunities and their potential impacts on the Company’s strategy, operations and long-term performance, and will work closely with the Nominating & Governance Committee to ensure a robust and comprehensive E&S program.

2. COMPOSITION AND QUALIFICATIONS

The Committee shall be appointed by the Board and shall be comprised of at least three Directors (as determined from time to time by the Board), one of whom shall be appointed by the Board as Chair of the Committee. If a Chair is not so appointed, the members of the Committee may elect a Chair by majority vote. Committee members may be removed by the Board in its discretion.

The Chair and each member of the Committee shall serve until his or her successor is duly appointed, or until his or her earlier death, resignation or removal by the Board.

No member of the Committee shall receive from the Company or any of its affiliates any compensation other than the fees to which he or she is entitled as a Director of the Company or a member of a committee of the Board. Such fees may be paid in cash and/or shares, options or other in-kind considerations ordinarily available to Directors.

3. MEETINGS

A. Agenda and Notice

The Chair of the Committee shall establish the meeting dates and the meeting agenda. In setting the agenda for a meeting, the Chair of the Committee shall encourage the Committee members, the CEO and other Executive Officers, and other members of the Board to provide input in order to address emerging issues.



The Chair of the Committee or the Company Secretary shall send proper notice of each Committee meeting and information concerning the business to be conducted at the meeting, to the extent practical, to each member prior to each meeting. The Chair or a majority of the Committee may call a special meeting of the Committee at any time.

Any written material provided to the Committee shall be appropriately balanced (i.e. relevant and concise) and shall be distributed in advance of the respective meeting with sufficient time to allow Committee members to review and understand the information.

B. Holding and Recording Meetings

Committee meetings may be held in person or virtually. Action may be taken by the Committee upon the affirmative vote of a majority of the members. The Committee shall keep written minutes of its meetings which shall be formally approved by the Committee and submit such minutes to the Board.

C. Action without Meeting

Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing.

D. Quorum

A majority of the members of the Committee shall constitute a quorum.

E. Sub-Committees

The Committee shall have the authority to delegate to sub-committees of the Committee, any of the responsibilities of the full Committee.

4. COMPENSATION

The compensation of Committee members shall be determined by the Board.

5. RESPONSIBILITIES AND POWERS OF THE COMMITTEE

The Committee has direct responsibility and power to perform the following duties:

- A.** Review and approve E&S priorities, objectives and strategy presented by management with the goal of further integrating sustainability and social issues into the Company's strategy and operations;
- B.** Partner with the Nominating & Governance Committee of the Board of Directors in fulfilling oversight responsibilities with respect to the Company's ESG efforts;



- C. Consider the current and emerging E&S matters that may affect the business, operations, performance or public image of the Company;
- D. Formally review and approve E&S-related policies and documents, including but not limited to the E&S Committee Charter, Global Environmental Policy, and Inclusion & Belonging Policy, and the Annual ESG Report; and
- E. To oversee management's maintenance of metrics, systems, and procedures, as deemed necessary and appropriate, to monitor and track E&S matters;
- F. In performing its duties, the Committee shall consider evolving environmental and social regulations, standards and stakeholder expectations relevant to the Company's operations and disclosures.

G. Other Responsibilities

The Committee shall perform such other duties as may be required by law or requested by the Board or deemed appropriate by the Committee. The Committee shall discharge its responsibilities, and shall assess the information provided to the Committee, in accordance with its business judgment. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate.

6. COMMITTEE ADMINISTRATIVE MATTERS

A. Independent Advisors

The Committee shall in its sole discretion, appoint, retain or obtain the advice of external consultants, legal counsel or other advisors ("**advisors**"). The Committee shall have the sole authority and direct responsibility to approve such advisors' fees and other retention terms, to oversee the work of and to terminate the services of such advisors, and the authority and responsibility to pay from Company funds reasonable compensation to such advisors, as determined by the Committee.

Before selecting or obtaining the advice of such firm or expert (other than in-house legal counsel), the Committee shall consider all factors relevant to the independence of such consultant, legal counsel or advisor from management, including the factors set forth in the NYSE listing standards then in effect and any other applicable laws, rules or regulations.

B. Access to Records and Personnel

The Committee shall have full access to any relevant records of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or any advisor to the Company meet with members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.



C. Reports to Board of Directors

The Committee shall report periodically to the Board on environmental and social matters, regarding Committee matters and/or the meetings of the Committee with such recommendations requiring Board consideration or approval.

D. Management Engagement

The Committee shall meet at least quarterly with members of management, including the Senior Vice President of Corporate Affairs, who oversees the Sustainability Department, the Chief Human Resources Officer and the General Counsel, to review and discuss the goals, progress and strategies of the Sustainability Department and the Human Resources function, as well as other relevant environmental and social matters.

E. Education and Orientation

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of industry E&S practices, disclosure requirements and the E&S strategy applicable to the Company. Committee members shall also complete an annual self-assessment of E&S competencies and participate in ongoing environmental and social education sessions, at least annually, to remain informed of emerging standards and best practices.

New Committee members shall be provided with an orientation program to educate them on the Company's business, their responsibilities and the Company's E&S and other governance practices.

F. Review of This Charter

The Committee shall review and assess annually the adequacy of this Committee Charter and recommend any proposed changes to the Board for approval.

The procedures outlined in this Charter are meant to serve as guidelines, and the Committee may adopt such different or additional procedures as it deems necessary from time to time.

G. Evaluation of Committee

The Committee is responsible for developing and conducting an annual self-assessment of its performance. The Committee shall report to the full Board on the results of its assessment each year and shall make any appropriate recommendations to further enhance the Committee's performance.