

# ARITZIA

## ENVIRONMENTAL AND SOCIAL COMMITTEE CHARTER

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Environmental and Social Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Aritzia Inc. (the “**Company**”).

### 1. **Statement of Purpose**

The purpose of the Committee is to assist the Board in fulfilling its corporate sustainability oversight responsibilities with respect to:

#### *Environmental*

- reviewing and providing guidance to management regarding the environmental impacts of the Company’s operations and supply chain, including climate, water and biodiversity,
- reviewing and making recommendations to management on policy development, programs and initiatives, board education, supply chain sustainability, environment related risk management, and
- reporting to stakeholders regarding environmental matters,

#### *Social*

- reviewing and providing guidance to management on social and labour impacts of the Company’s operations and supply chain, including human rights, wellbeing, and diversity, equity and inclusion,
- reviewing and making recommendations to management on policy development, programs and initiatives, board education, supply chain sustainability, social and labour related risk management, and
- reporting to stakeholders regarding social and labour related matters.

### 2. **Committee Membership**

The Committee shall consist of as many directors of the Board as the Board may determine (the “**Members**”), but in any event, not less than 3 (three) Members, a majority of whom shall meet the criteria for independence established by applicable laws and the rules of any stock exchanges upon which the Company’s securities are listed, including National Instrument 58-101 - Disclosure of Corporate Governance Practices.

Members shall be appointed by the Board, taking into account any recommendation that may be

made by the Compensation and Nominating Committee (the “**C&N Committee**”). Any Member may be removed and replaced at any time by the Board, and will automatically cease to be a Member if he or she ceases to meet the qualifications required of Members. The Board will fill vacancies on the Committee by appointment from among qualified Directors, taking into account any recommendation that may be made by the Committee. If a vacancy exists on the Committee, the remaining Members may exercise all of its powers so long as there is a quorum.

#### *Chair*

The Board will designate one of the Members to be the chair of the Committee (the “**Chair**”), taking into account any recommendation that may be made by the Committee.

#### *Qualifications*

A majority of the Members shall be independent as described above. Members must have suitable experience and must be familiar with environmental and/or social matters.

#### *Attendance of Ex Officio Members, Management and other Persons*

The Committee may invite, at its discretion, senior executives of the Company or such persons as it sees fit to attend meetings of the Committee and to take part in the discussion and consideration of the affairs of the Committee. The Committee may also require senior executives or other employees of the Company to produce such information and reports as the Committee may deem appropriate in the proper exercise of its duties. Senior executives and other employees of the Company shall attend a Committee meeting if invited by the Committee. The Committee will meet without senior executives in attendance for a portion of any meeting of the Committee.

#### *Delegation*

Subject to applicable law, the Committee may delegate any or all of its functions to any of its Members or any sub-set thereof, or other persons, from time to time as it sees fit.

### **3. Committee Operations**

#### *Meetings*

The Chair, in consultation with the other Members, shall determine the schedule and frequency of meetings of the Committee. Meetings of the Committee shall be held at such times and places (whether in person, telephonically and/or other communications medium) as the Chair may determine. To the extent possible, advance notice of each meeting will be given to each Member unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Where a meeting is held in person, Members shall be provided options to participate telephonically and/or through other communications medium. Powers of the Committee may also be exercised by written resolutions signed (physically or electronically) by all Members.

### *Agenda and Reporting*

To the extent possible, in advance of every regular meeting of the Committee, the Chair shall prepare and distribute, or cause to be prepared and distributed, to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require senior executives and other employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

The Chair shall report to the Board on the Committee's activities since the last Board meeting. However, the Chair may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board. Minutes of each meeting of the Committee shall be circulated to the Directors upon request following approval of the minutes by the Members. The Committee shall oversee the preparation of, review and approve the environmental and social disclosure to be included in the management proxy circular and other applicable public disclosure of the Company.

### *Secretary and Minutes*

The secretary of the Company may act as secretary of the Committee unless an alternative secretary is appointed by the Committee. The secretary of the Committee shall keep regular minutes of Committee proceedings and shall circulate such minutes to all Members (and to any other Director that requests that they be sent to him or her, after such minutes are approved by the Committee) on a timely basis.

### *Quorum and Procedure*

A quorum for any meeting of the Committee will be a simple majority. The procedure at meetings will be determined by the Committee. The powers of the Committee may be exercised at a meeting where a quorum is present or by resolution in writing signed by all Members. In the absence of the Chair, the Committee may appoint one of its other Members to act as Chair of any meeting.

Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes.

### *Exercise of Power between Meetings*

Between meetings, the Chair, or any Member designated for such purpose by the Committee, may, if required in the circumstance, exercise any power delegated by the Committee on an interim basis. The Chair or other designated Member will promptly report to the other Members in any case in which this interim power is exercised.

## **4. Duties and Responsibilities**

The Committee is responsible for performing the duties set out below and any other duties that may be assigned to it by the Board as well as any other functions that may be necessary or appropriate for the performance of its duties.

### Overseeing Environmental and Social Practices

Review and provide leadership with respect to the Company's programs, policies and practices relating to sustainability, environmental and social responsibility matters (including environmental performance of the Company's own operations and supply chain, human rights and supply chain labour practices, and diversity, equity and inclusion).

Review and approve the Company's ESG Report and any other material environmental and social-related disclosure.

Review and approve any material climate change commitment and oversee the implementation of any material climate change commitment.

Help oversee the identification, management and mitigation, where appropriate, of the environmental and social-related risks and opportunities facing the Company.

### *Other Duties*

Direct and supervise the investigation into any matter brought to its attention within the scope of the Committee's duties. Perform such other duties as may be assigned to it by the Board from time to time or as may be required by applicable law.

## **5. The Committee Chair**

In addition to the responsibilities of the Chair described above, the Chair has the primary responsibility for overseeing and reporting on the evaluations to be conducted by the Committee, as well as monitoring developments with respect to environmental and social practices in general and reporting to the Committee on any related significant developments.

## **6. Committee Evaluation**

The performance of the Committee shall be evaluated by the Board as part of its regular evaluation of the Board committees.

## **7. Access to Information and Authority to Retain Independent Advisors**

The Committee shall be granted unrestricted access to all information regarding the Company that is necessary or desirable to fulfill its duties and all Directors, officers and employees of the Company will be directed to cooperate as requested by Members.

The Committee has the authority to retain, at the Company's expense, independent legal, financial, compensation consulting and other advisors, consultants and experts to assist the Committee in fulfilling its duties and responsibilities, including sole authority to retain and to approve their fees. The Committee shall select such advisors, consultants and experts after taking into consideration factors relevant to their independence from management and other relevant considerations.

The Committee shall discharge its responsibilities, and shall assess the information provided by the Company's management and the external advisers, in accordance with its business judgment. Members are entitled to rely, in good faith, on: financial statements of the Company represented to the director by an officer of the Company or in a written report of the auditor of the Company to fairly reflect the financial position of the Company; a written report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person; a statement of fact represented to the director by an officer of the company to be correct; or, any record, information or representation that the court considers provides reasonable grounds for the actions of the director, whether or not the record was forged, fraudulently made or inaccurate, or the information or representation was fraudulently made or inaccurate. Nothing in this Charter is intended or may be construed as imposing on any member of the Committee or the Board a standard of care or diligence that is in any way more onerous or extensive than the standard to which the directors are subject under applicable law. This Charter is not intended to change or interpret the constating documents of the Company or applicable law or stock exchange rule to which the Company is subject, and this Charter should be interpreted in a manner consistent with all such applicable laws and rules. Certain of the provisions of this Charter may be modified or superseded by the provisions of the Investor Rights Agreement. In the event of a conflict between this charter and the Investor Rights Agreement, the Investor Rights Agreement shall prevail.

This Charter is intended as a component of a flexible governance framework to assist the Board in carrying out its duties to the Company in accordance with applicable law. It does not establish any legally binding obligations beyond those imposed by applicable law and is not intended to give rise to any liability on the part of the Company or its Directors or officers to any other persons.

## **8. Review of Charter**

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

Dated: January 27, 2026  
Approved by: Compensation and Nominating Committee  
Board of Directors of the Company