



**CANADA GOOSE HOLDINGS INC.**

**CODE OF BUSINESS CONDUCT AND ETHICS**

**CP03-02-21**



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#### 1. PURPOSE

Canada Goose Holdings Inc. and its subsidiaries (collectively, “Canada Goose” or the “Company”) have adopted this Code of Business Conduct and Ethics (the “Code”) which embodies the Company’s commitment to conduct its business and affairs with honesty, integrity and in accordance with high ethical and legal standards. Designated to promote integrity, the Code provides a set of ethical standards to guide the Company’s directors, officers, employees, consultants and contractors (“Company Personnel”) in the conduct of their business and constitutes conditions of employment and continuing relationship with the Company. This Code provides an overview of the Company’s expectations for its Company Personnel and is supplemented by other existing policies adopted by the Company and those other policies that may be adopted by the Company in the future.

#### 2. APPLICATION OF THE CODE

This Code applies to all directors, officers and employees of the Company without exception. The guidelines set out in this Code are further supplemented by specific corporate policies.

All business partners, contractors, consultants, service providers and suppliers of the Company should be held to the standards of this Code and be expected to enforce policies and/or practices that are consistent with this Code. All third parties who have material business relationship with the Company will be required to confirm, in writing, through their contract with the Company or otherwise, that they agree to and will comply with the terms of this Code. Where such a third party refuse, the Company may evaluate the sufficiency of such third party’s equivalent of the Code and proceed if sufficiently aligned with the Code.

#### 3. OUR VALUES

Our business conduct is founded on our five values that are listed below:

- **ENTREPRENEURSHIP - Show initiative, take educated risks, make decisions.**



- Take calculated risks
  - Respectfully challenge and question the status quo
  - Treat the business as if it's your own
  - Take the lead—be a trend-setter
  - Learn from mistakes
- **RELENTLESSNESS - No excuses.**
    - Deliver on commitments, be accountable
    - Be unstoppable. Never sell out. Never sell short
    - Show courage and persistence
    - Drive to get the job done
- **PASSION - Love what you do. Passion is at the heart of CG.**
    - Be a brand ambassador
    - Never settle for good enough
    - Showcase a can-do attitude
- **INNOVATION - Be creative, bold and seek new frontiers.**
    - Be fearless in exploring new ways of doing things
    - Visibly support and reward new ideas
    - Share learnings and best practices
- **AUTHENTICITY - Protect the core of the brand at all costs.**
    - Allow your personal authenticity to rule —no agendas
    - Treat others generously, with respect – welcoming all forms and definitions of diversity to live a truly inclusive culture
    - Acknowledge contributions of others

#### 4. SCOPE OF THIS CODE

No code of business conduct and ethics can replace the thoughtful and ethical behaviour of Company Personnel. However, such a code can focus the board and management on areas of ethical risk, provide guidance to personnel to help them recognize and deal with ethical



issues, provide mechanisms to report unethical conduct, and help to foster a culture of honesty and accountability.

This Code provides guidelines to our Company Personnel in the following areas:

- **Conflicts of interest and corporate opportunities**
- **Protection and proper use of corporate assets**
- **Confidentiality and integrity of corporate information**
- **Fair dealing**
- **Compliance with laws, rules and regulations**
- **Commitment to traceability and transparency**
- **Reporting of any illegal or unethical behaviour**

## **5. CONFLICTS OF INTEREST AND CORPORATE OPPORTUNITIES**

Company Personnel are expected to use their judgment to act, at all times and in all ways, in the best interest of Canada Goose. A "conflict of interest" exists when the personal interest of a member of Company Personnel interferes, or appears to interfere, with the best interest of the Company. For example, a conflict of interest may occur when an employee or a family member receives a personal benefit as a result of the employee's position with the Company. A conflict of interest may also arise from an employee's business or personal relationship with a customer, supplier, competitor, business partner, or other employee, if that relationship impairs the employee's objective business judgment.

Company Personnel are prohibited from (a) benefitting personally from opportunities that are discovered through the use of Company property, information or position; (b) using Company property, information, or position for personal gain; and (c) competing with the Company.

The Company has adopted a Conflict of Interest Policy providing guidelines regarding the avoidance of conflicts of interest, and providing a means for Company Personnel to communicate potential conflicts to the Head of Human Resources or the General Counsel who will consider the facts and circumstances of the situation to decide whether corrective or mitigating action is appropriate.

## **6. PROTECTION AND PROPER USE OF CORPORATE ASSETS**

All Company Personnel should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. All Company assets



should be used for legitimate business purposes. The Company has adopted an Acceptable Technology Use Policy which should be referred to by all Company Personnel.

## **7. CONFIDENTIALITY AND INTEGRITY OF CORPORATE INFORMATION**

Company Personnel should maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. The Company has adopted a Disclosure Policy and a Social Media Policy that should be referred to by Company Personnel.

In addition, Canada Goose may collect, use and store personal information about its employees, contractors, customers, suppliers, associates and others in the course of its business activities. This collection, use and disclosure of personal information are subject to provincial, state, federal and international laws. Canada Goose respects the privacy rights of all individuals.

Canada Goose's books, records, accounts and financial statements must be maintained in appropriate detail, must properly reflect the Company's transactions and must conform both to applicable laws and to the Company's system of internal controls. Further, the Company's public financial reports must contain full, fair, accurate, timely and understandable disclosure as required by law. The Company's financial, accounting and legal groups are responsible for procedures designed to assure effectiveness of the Company's Disclosure Controls & Procedures and its Internal Control over Financial Reporting, and all Company Personnel should comply with these procedures.

## **8. FAIR DEALING**

Company Personnel should endeavour to deal fairly with the Company's customers, suppliers, competitors and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Canada Goose fosters a work environment in which all individuals are treated with respect and dignity. The Company is an equal opportunity employer and does not discriminate against Company Personnel, on the basis of race, color, religion, sex, national origin, age, sexual orientation or disability. The Company is committed to actions and policies to assure fair employment, including equal treatment in hiring, promotion, training, compensation, termination and corrective action. The Company does not tolerate discrimination by any



member of its Company Personnel and does not tolerate harassment of its employees, customers and suppliers in any form.

## **9. COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

As a member of Company Personnel, you must follow applicable laws, rules and regulations at all times and if you have questions about the applicability or interpretation of any law, rule or regulation, you should contact the Legal Department.

### **A. Insider Trading**

Insider trading is both unethical and illegal, and shall be dealt with decisively. Federal and provincial/state laws prohibit trading in securities by persons who have material information that is not generally known or available to the public.

Company Personnel shall not trade in shares or other securities of Canada Goose while in possession of material non-public information; or, pass on material non-public information to others without express authorization by the Company or recommend to others that they trade in shares or other securities based on material non-public information.

The Company has adopted an Insider Trading Policy and all Company Personnel are expected to review and follow it at all times. Certain Company Personnel must also comply with trading windows and/or pre-clearance requirements when they trade Canada Goose securities.

Third party partners of the Company are subject to Canadian and United States securities laws which prohibit any person who has material non-public information about the Company from disclosing such information or from purchasing or selling securities of Canada Goose.

### **B. Improper Payments**

Company Personnel may not bribe anyone for any reason, whether in dealings with governments or the private sector. The Corruption of Foreign Public Officials Act in Canada, the U.S. Foreign Corrupt Practices Act, and similar laws in other countries, prohibit offering or giving anything of value, directly or indirectly, to government officials in order to obtain or retain business. Company Personnel may not make illegal payments to government officials themselves or through a third party. Company Personnel who are conducting business with the government officials of any country must contact the Legal Department for guidance on the law governing payments and gifts to government



officials. The Company has adopted an Improper Payment Policy and a Conflict of Interest Policy which should be referred to by Company Personnel.

### **C. Safe and Healthy Workplace**

Canada Goose provides a clean, safe and healthy work environment. Each member of Company Personnel has responsibility for maintaining a safe and healthy workplace by following health and safety rules and practices and reporting accidents, injuries and unsafe conditions, procedures, or behaviours. Violence and threatening behavior are not permitted. Company Personnel must report to work to perform their duties in a condition free from the influence of alcohol or illegal drugs.

### **D. Environmental Stewardship**

With the launch of the Sustainable Impact Strategy, the Company is committed to ensuring a sustainable future for generations to come. It is the focused intent of the Company to conduct itself as a responsible and caring business entity. The Company is committed to managing all phases of its business in a manner that minimizes any adverse effects of its operations on the environment.

## **10.COMMITMENT TO TRANSPARENCY**

We are a function-first company, and authenticity is everything to Canada Goose. Since 1957 we have focused on making best-in-class products by using the highest quality materials and craftsmanship to deliver a product that performs when and where it's needed most. In making those products, we are committed to being transparent about where and how we make our products, including the sustainable sourcing and responsible use of animal products.

We do not condone any willful mistreatment, neglect, or acts that maliciously cause animals undue suffering. Our standards for the sourcing and use of fur, down and wool reflect our commitment that materials are sourced from animals which are not subject to willful mistreatment or undue harm.

Company personnel are required to conduct themselves and the Company's affairs in a manner which upholds both the letter and spirit of the principles set out above and to maintain familiarity and comply with the Company's standards regarding the use of animal materials.



## **11.REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOUR**

The Company has adopted a Whistleblower Policy which makes it clear that Company Personnel and third parties can report wrong-doings or suspected wrong-doings confidentially and anonymously (if so desired) without fear of victimization, subsequent discrimination or disadvantage. The Whistleblower Policy is also intended as a clear statement that if any wrong-doing by the Company or Company Personnel is identified and reported to the Company, it will be dealt with expeditiously, investigated thoroughly and, if necessary, remediated in a timely manner. Examples of this include instances of misconduct including illegal or unethical behaviour, fraudulent activities, and violation of Company policies, particularly with respect to accounting, internal accounting controls or auditing matters. The Company will further examine and implement the means of ensuring that such wrong-doings can be prevented in future.

## **12.ADMINISTRATION OF THE CODE**

Management of Canada Goose has established a Disclosure and Policy Compliance Committee for overseeing the development, communication, and monitoring of the effectiveness of the Company's critical corporate policies including this Code.

This Code is owned and sponsored by the Head of Human Resources. All questions regarding this Code should be referred to the Head of Human Resources.

The Company expects its Company Personnel to exercise reasonable judgment when conducting the Company's business. The Company encourages Company Personnel to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company's business ethically and legally. In these situations, or if you have questions or concerns about this Code, the Company encourages Company Personnel to speak with their supervisor (if applicable) or with the representatives of the Company's Human Resources and Legal Departments.

Company Personnel have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that Company Personnel may have with the Company. Instead, the standards in this Code should be viewed as the minimum standards that the Corporation expects from Company Personnel in the conduct of the Company's business.





Waiver of all or part of this Code, such as for potential conflicts of interest, shall be granted only in exceptional circumstances and then only by the CEO, CFO, Chief of Staff or General Counsel and must be reported to Board of Directors (or a Committee of the Board). Waivers granted to directors or executive officers shall be publicly disclosed as required by law.

Compliance with this Code is a condition of your employment or service agreement with the Company and any violation of this Code may result in disciplinary action, up to and including termination of your employment or service agreement.