



CANADA GOOSE HOLDINGS INC.

**CODE OF ETHICS FOR THE CEO AND THE SENIOR
FINANCIAL OFFICERS**

CP04-02-18



CANADA GOOSE HOLDINGS INC.

CODE OF ETHICS

FOR THE CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

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1. PURPOSE

The purpose of this Code of Ethics (the “Code”) for the Chief Executive Officer (“CEO”) and senior financial officers including the Company’s principal financial officer and principal accounting officer or controller, or persons performing similar functions, is to promote:

- A. **Honest and ethical conduct of our CEO and senior financial officers (as defined above), including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships**
- B. **Full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by Canada Goose Holdings Inc. (the “Company”) and in other public communications made by the Company**
- C. **Compliance with all applicable rules and regulations that apply to the Company and its CEO and senior financial officers**
- D. **Prompt internal reporting to an appropriate person or persons identified in the Code of violations of the Code**
- E. **Accountability for adherence to the Code**

References in this Code to the Company means the Company or any of its subsidiaries. The text of the Code may also be found at www.canadagoose.com.

2. INTRODUCTION

The Company has also adopted a Code of Business Conduct and Ethics that is applicable to all directors, officers, employees and contractors of the Company (“Company Personnel”). The Company’s CEO and senior financial officers are bound by the provisions set forth in this Code, as well as the provisions outlined in the Code of Business Conduct and Ethics.

While we expect honest and ethical conduct in all aspects of our business from all Company Personnel, we expect the highest possible honest and ethical conduct from our CEO and senior financial officers. The CEO and senior financial officers, are expected to lead by example and foster a culture of transparency, integrity and honesty across the organization.



3. ETHICAL CONDUCT AND CONFLICTS OF INTEREST

The CEO and senior financial officers shall, always, conduct themselves in an honest and ethical manner and shall avoid actual or apparent conflicts of interest between personal and business relationships, such as holding any significant equity, debt, or other financial interest in any competitor, supplier or customer of the Company, or having a personal financial interest in any transaction involving the purchase or sale by the Company of any products, materials, equipment, services or property, other than through Company-sponsored programs. Any such actual or apparent conflicts of interest shall be brought to the attention of the Head of the Legal Department.

4. PERIODIC REPORTS AND OTHER PUBLIC COMMUNICATIONS

A. Integrity of Company Records and Reporting

Full, fair, accurate, timely and understandable disclosures in our periodic reports and in our other public communications is required and is essential to our continued success. The highest standards of care must be exercised in preparing such material. We have established the following guidelines to ensure the quality of our periodic reports:

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any false or intentionally misleading entries.
- No transaction may be intentionally misclassified as to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period.
- No information may be concealed from the internal auditors or the independent auditors.
- Compliance with International Financial Reporting Standards and the Company's system of internal accounting controls is required at all times.



Furthermore, it shall be the responsibility of the CEO and each senior financial officer to promptly bring to the attention of the Company's Disclosure and Policy Compliance Committee ("DPCC") any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings, or otherwise assist the DPCC in fulfilling its responsibilities as specified in the Committee's mandate and in the Company's Disclosure Policy.

B. Disclosure Controls & Procedures and Internal Control over Financial Reporting

The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of disclosure controls & procedures and of internal control over financial reporting which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not it is material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

C. Confidential Information

The CEO and each senior financial officer shall safeguard the Company's undisclosed material information to ensure that it is only disclosed in the necessary course of business, in compliance with applicable securities laws and to those persons who have a need to know the material information prior to its public disclosure.

Failure to observe this duty of confidentiality may compromise our competitive advantage over competitors and may additionally result in violation of securities, antitrust, privacy or employment laws. It may also violate agreements providing for the protection of such confidential information. Reference should be made to the Company's Disclosure Policy for additional details and responsibilities.

5. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

The CEO and each senior financial officer shall comply with laws, rules and regulations of federal, provincial/state and local governments and other private and public regulatory agencies that affect the conduct of the Company's business and the Company's financial reporting.

6. CORPORATE POLICY VIOLATIONS

The CEO and each senior financial officer shall promptly bring to the attention of the Head of the Legal Department or the Audit Committee, any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof. Any significant violation of the Company's Code of Business Conduct and



Ethics or its other critical Corporate Policies, and particularly any violation involving any management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls, should also be reported in compliance with the Company's Whistleblower Policy.

7. ACCOUNTABILITY FOR ADHERENCE TO THE CODE

The Board of Directors or its Audit Committee shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of this Code by the CEO or a senior financial officer of the Company. Such actions shall be reasonably designed to deter wrong-doing and to promote accountability for adherence to this Code.

There shall be no substantive amendment or waiver of any part of this Code, unless approved by the Board, which will ascertain whether an amendment or waiver is appropriate and ensure that any amendment or waiver is accompanied by appropriate controls designed to protect the Company. A waiver of corporate ethics and conduct rules will give rise to the filing of public reports under the Canadian and United States securities laws. Notably, if any substantive amendment is made or any waiver is granted, the waiver shall be posted on the Company's website or otherwise disclosed promptly as required by applicable laws or regulations.

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's CEO and senior financial officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.

8. ADMINISTRATION OF THE CODE

Management of Canada Goose has established the DPCC 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 the Legal Department. All questions regarding this Policy should be referred to the Head of the Legal Department.

Compliance with this Code is considered as a condition of employment and any violation of this Code may result in disciplinary action, up to and including termination of employment.