



CANADA GOOSE HOLDINGS INC.

WHISTLEBLOWER POLICY

CP08-02-18



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1. PURPOSE

This Whistleblower Policy (the “**Policy**”) sets out responsibilities, policies and procedures in conjunction with any reports that are made related to the Code of Business Conduct and Ethics (the “**Code**”) of Canada Goose Holdings Inc. (the “**Company**”) and other Company policies, as specified below. This policy will be provided and made generally available to directors, officers, employees, consultants and contractors of the Company and its subsidiaries (“**Company Personnel**”) and third parties. This Policy 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 Policy is also intended as a clear statement that if any alleged wrong-doing by the Company or any of its Personnel is identified and reported to the Company, it will be dealt with expeditiously, investigated thoroughly and, if necessary, remedied in a timely manner. The Company will further examine and implement the means of ensuring that such wrong-doings can be prevented in future.

2. OVERVIEW

The Company requires all Company Personnel to observe high standards of business and personal ethics as they carry out their duties and responsibilities. The Company expects all its representatives to adhere to the Code and to all Company’s statements and policies and to report any suspected violations.

The Company is committed to achieving compliance with all applicable laws and regulations, including accounting standards, accounting controls and audit practices. The Company’s internal controls and operating procedures are intended to detect and prevent or deter improper activities. However, even the best system of internal controls cannot provide absolute protection against irregularities. Intentional and unintentional violations of applicable laws, policies and procedures might occur. In those instances, the Company has a responsibility to investigate and report to appropriate parties any allegations of suspected improper activities and any actions taken to deal with these issues within the Company.

The Company’s Audit Committee, through the Company’s Disclosure and Policy Compliance Committee (“**DPCC**”), will establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous (if so desired) submission of such concerns by Company Personnel and third parties.



On behalf of the Audit Committee, the DPCC will ensure that appropriate procedures are established for the receipt and investigation of reports and complaints from Company Personnel or other third parties regarding accounting, internal accounting controls or auditing matters as well as other concerns and complaints regarding illegal or unethical behaviour, fraudulent activities, or other violations of Company policies. The DPCC will ensure that this Policy is properly maintained and communicated to Company Personnel.

The Audit Committee and the DPCC will investigate concerns referred to them in accordance with the Company's Investigation Practice, take the appropriate corrective and/or disciplinary actions, and report the results to the Board of Directors in their quarterly activity reports. Responsibilities of the Audit Committee with respect to these procedures may be delegated to the Chair of the Audit Committee.

3. REPORTABLE MATTERS

This Policy covers all 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. Reports of complaints or concerns ("**Reports**") may be made on the following matters ("**Reportable Matters**"):

- Questionable accounting, internal accounting controls and auditing matters, including the circumvention or attempted circumvention of internal accounting controls or with respect to matters that would otherwise constitute a violation of the Company's accounting policies, which include the following:
 - a) Tampering with, unduly altering or causing to be altered any accounting or audit-related records or documents of the Company, or destroying any such records or documents
 - b) Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company
 - c) Fraud or deliberate error in the recording and maintaining of financial records of the Company
 - d) Deficiencies in or non-compliance with the Company's internal accounting controls
 - e) Misrepresentation or a false statement or omission to or by an officer, accountant or other person regarding a matter contained in the financial records, financial reports or audit reports of the Company
 - f) Deviation from full and fair reporting of the Company's financial condition or results of operations



g) Any effort to mislead, deceive, manipulate, coerce or fraudulently influence any internal or external auditor of the Company about the preparation, examination, audit and review of any financial statements or other records of the Company

h) Concern about auditors' independence or professional compliance

- Potential or actual non-compliance with applicable legal and regulatory requirements
- Failure to comply with the Company's disclosure and confidentiality requirements as described in the Company's Disclosure Policy; insider trading rules as described in the Company's Insider Trading Policy; and, improper payment rules as described in the Company's Improper Payment Policy
- Fraudulent activities or theft
- Unprofessional conduct or conduct that is below recognized and established standards of practice; abuse of power or authority for any unauthorized or ulterior purpose
- Breaches of Occupational Health and Safety legislation
- A matter that involves a significant threat to the health and safety of employees or the public
- Unfair discrimination during employment or provision of services
- Harassment or other inappropriate work-related conduct
- Retaliation against Company Personnel who make a report on any Reportable Matter
- Failure to rectify or take reasonable steps to report a matter likely to give rise to a significant and avoidable cost or loss to the Company
- A matter likely to receive media or other public attention
- A matter that may be judged to be significant or sensitive for other reasons
- Any other violation of the Code and other Company policies

In addition to the above Reportable Matters, any Company Personnel who believes that he or she is being asked to commit a wrong-doing, may submit a good faith report at any time.



4. MAKING A REPORT

Company Personnel, acting in good faith and with reasonable grounds for believing an allegation relates to a Reportable Matter, may make a Report.

Company Personnel should express any questions, concerns, suggestions or complaints they have with someone who can address them properly. Often, an individual's manager is in the best position to address a concern. Where it is not possible for Company Personnel to address a concern with their manager, a Report may be submitted directly to the Chair of the Audit Committee if the concern relates to accounting, internal accounting controls or auditing matters, or to any of the Head of Human Resources, the Head of the Legal Department, Chief Financial Officer, or the Chair of the Audit Committee ("**Confidential Designees**") for other concerns. As discussed below, the Reports may also be submitted through a third-party service provider. Company Personnel in a supervisory or management position should ensure that personnel under their supervision are aware of this Policy and are familiar with the methods available to report a suspected improper activity.

If an individual's manager or a Confidential Designee receives a complaint related to any accounting, internal accounting controls or auditing matters (including questionable accounting or auditing matters), the concern should be immediately referred to the Chair of the Audit Committee. .

If an individual's manager receives a complaint, the concern should be immediately referred to a Confidential Designee if the concern relates to:

- A potential criminal offence or violation of a statute, regulation, rule or policy that could result in substantial penalties or sanctions against the Company
- Any concern which would require a significant commitment of resources for investigation purposes

In all other circumstances, the individual's manager will address and resolve the concern, but keep a Confidential Designee informed of the complaint and the progress being made in the resolution of the concern. If considered appropriate, the Confidential Designee may advise the manager to escalate the matter to one of the Confidential Designees for investigation purposes.

A. Reporting of Accounting, Internal Accounting Controls, or Auditing Concerns

All instances of misconduct which relate to accounting, internal accounting controls, or auditing matters must be reported to the Chair of the Audit Committee by Company Personnel or third parties. In the event the Report relates to the Chair of the Audit Committee; such Reports should be addressed to another member of the Audit Committee or the Chair of the Board of Directors.



When the Audit Committee receives complaints, which relate to accounting and auditing matters, it may conduct the investigation itself or if considered appropriate, it may refer the investigation to a qualified Investigator or the DPCC for resolution and reporting back to the Audit Committee. In all circumstances, when the concern relates to auditing and accounting issues, the Audit Committee has the ultimate responsibility for the investigation and resolution of the concern.

B. All Other Concerns

All instances of misconduct which relate to matters other than accounting and auditing concerns may be reported by Company Personnel or third parties to any of Confidential Designees. The Confidential Designees may conduct the investigation and report the results to the DPCC or may refer the complaint to the DPCC for investigation. Generally, a Confidential Designee will be designated to sponsor and monitor an investigation and provide regular updates to the Audit Committee or the DPCC, as applicable.

C. Third Party Service Provider

Company Personnel and third parties may also report their concerns through the Conduct & Ethics Hotline, a third-party service provider, engaged to receive Reports from Company Personnel and third parties.

D. Anonymity and Confidentiality

Company Personnel or third parties wishing to submit a Report about a Reportable Matter may do so on an anonymous basis. All Reports will be treated as confidential, whether received anonymously or otherwise. However, it must be understood that without full information regarding the source or nature of the Report, it may be difficult or even impossible to fully investigate the Report. Depending on the nature of the Report, it may also be difficult or impossible to maintain the confidentiality of the identity of the reporting person.

E. Address for Reports

Reports should explain in as much detail as possible the alleged Reportable Matter and the reasons for belief that such Reportable Matter is occurring or has occurred. Reports addressed to the Chair of the Audit Committee should be sent at c/o the Chair of the Audit Committee, 250 Bowie Ave, York Ontario, M6E 4Y2 and marked **"PRIVATE AND STRICTLY CONFIDENTIAL – TO BE OPENED ONLY BY ADDRESSEE"**. As described herein, the Reports may also be addressed to the Head of Human Resources, the Head of the Legal Department, or the Chief Financial Officer at the address above or submitted to Conduct & Ethics Hotline (Toll Free Number: 1-866-214-2744, Website: <http://www.clearviewconnects.com/>).



5. RECEIPT OF REPORTS

Any manager or Confidential Designee who receives a Report that has been made related to this Policy in any written form (including by e-mail) must promptly address the Report in accordance with the Company's Investigation Practice. For Reports submitted by voicemail, the manager or the Confidential Designee should promptly prepare a transcript of the voicemail message and address the Report in accordance with the Company's Investigation Practice. In the case of oral Reports, the manager or the Confidential Designee must prepare a reasonable summary of the Report and address the Report in accordance with the Company's Investigation Practice. If the Report has been made on an anonymous basis, the written or transcribed Report or the summary of the oral Report should state that fact.

Anonymous reports should be factual, instead of speculative, and should contain as much specific information as possible to allow the individuals investigating the Report to adequately assess the nature, extent and urgency of the investigation.

Managers and Confidential Designees must review all Reports promptly and, depending on the nature of the Report, must take immediate and necessary action in accordance with the Company's Investigation Practice.

6. RESPONSE TO REPORTS

The DPCC will properly and promptly document and investigate all reported concerns in strict confidence to the extent possible, take the appropriate corrective and/or disciplinary action and report the results to the Audit Committee and/or the Board of Directors in its quarterly activity report. Matters relating to accounting, internal accounting controls, or auditing concerns will be reported to the Audit Committee on a quarterly basis.

A. Communication

Unless the Report has been made on an anonymous basis, the person who made the Report will be advised that the Report has been received and the Confidential Designee will report when the investigation has been completed (subject to approvals discussed below). The amount of contact between the Confidential Designee considering the issues and the person who made the Report will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Confidential Designee will seek further information from the complainant. The Company will take steps to minimize any difficulties which the complainant may experience because of raising a concern. For instance, if the complainant is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the complainant to receive advice about the procedure.



Absent approval by the Chair of the Audit Committee, or the Chair of the DPCC (depending on the nature of complaint), the Confidential Designee will not advise the person who made the Report of the results of the investigation.

B. Investigation of a Report

The Confidential Designee is responsible for assessing and evaluating Reports and for conducting investigations in accordance with the Company's Investigation Practice. Under the supervision of a Confidential Designee, a Lead Investigator may be assigned to the investigation.

All Company Personnel have an obligation to cooperate and comply with any review or investigation initiated by the Confidential Designee related to this Policy.

During the investigation of a Report, any Company Personnel who is the subject of an investigation may be placed on a paid leave of absence when it is determined by the Confidential Designee, in consultation with the Audit Committee and the DPCC that such a leave would serve the interests of the individual, the Company, or both. Such a leave is not to be interpreted as an accusation or a conclusion of guilt or innocence of any individual, including the person on leave.

C. Investigation Time Frame

Reports will be investigated as quickly as possible. It may be necessary to refer a matter to an external agency and this may result in an extension of the investigative process. The seriousness and complexity of any complaint may have an impact on the time taken to investigate a matter.

D. Remedial Action

The DPCC has developed and maintains a systematic approach to dealing with policy violations in accordance with the Company's Investigation Practice. The approach includes design and establishment of various forms of disciplinary actions, roles and responsibilities, authority levels and employee communications. The disciplinary actions may include termination of employment or termination of relationship with third parties. If the reported misconduct also violates the law, that person may also be subject to prosecution.

Upon the resolution of each complaint, the DPCC will investigate, document, and determine whether any internal control deficiencies resulted in, promoted, or made possible the occurrence of such violation and will document and implement the appropriate remedial actions to correct the internal control deficiency both in terms of its design and its operating effectiveness.

Individuals who are informed that they are the subject of an investigation relating to a Report will be informed of the completion and the results of the investigation. Individuals who are



investigated will be given an opportunity to be heard prior to the taking of any disciplinary action against the individual.

Note that this Policy is not intended to supersede the Company's internal complaint procedures, unless the Confidential Designee has reason to believe that the behaviour being complained of, and the related existing complaint procedure, is inadequate in the circumstances. For clarity, this Policy should not serve as an appeal mechanism for employees dissatisfied with the outcome of a properly investigated internal complaint.

7. PROTECTION OF WHISTLEBLOWERS

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate or retaliate, and will not tolerate any retaliation by any person or group, directly or indirectly, against any Company Personnel or third party who, in good faith:

- Reported a Reportable Matter and believes it to be substantially true
- Does not maliciously or make knowingly false allegations and does not seek any personal or financial gain
- Lawfully provided information or assistance in an investigation regarding any conduct that the member of Company Personnel reasonably believes constitutes a violation of applicable securities laws, laws relating to fraud against security holders or other similar statutes or regulations
- Filed, caused to be filed, testified, participated in or otherwise assisted in a proceeding related to a violation of applicable securities laws, laws relating to fraud or other similar statutes or regulations
- Provided a law enforcement officer with information believed to be substantially true regarding the commission or possible commission of a criminal offence or other breach of law, unless the individual reporting is one of the violators
- Aided the Confidential Designee, the DPCC, the Audit Committee, management or any other person or group in the investigation of a Report.

The Confidential Designees, the DPCC, the Audit Committee and any person involved in or retained to assist in an investigation of a Report must take all reasonable steps not to reveal the identity of any person who reports a Reportable Matter anonymously, unless required to do so by law.

Any Confidential Designee who fails to take all reasonable steps to maintain the complainant's anonymity, if requested (unless otherwise required by law); or, any Company Personnel who retaliates against a person who has made a good faith Report about a Reportable Matter, is subject to discipline up to and including dismissal.



Any Company Personnel who feels that he or she has been subjected to any behaviour that violates this Policy should immediately report such behaviour to his or her supervisor, or a Confidential Designee.

8. FALSE AND MALICIOUS ALLEGATIONS

The Company is proud of its reputation with the highest standards of authenticity and honesty. It will therefore ensure that substantial and adequate resources are put into investigating any complaint which it receives. However, the Company will regard the making of any deliberately false or malicious allegations by any Company Personnel as a serious disciplinary offence which may result in disciplinary action, up to and including dismissal.

9. ADMINISTRATION OF THIS POLICY

The DPCC oversees the development, communication, and monitoring of the effectiveness of the Company's critical corporate policies including this Policy.

The Audit Committee through the DPCC will review this Policy on a periodic basis to determine whether the procedures established under this Policy operate effectively in respect of the receipt, retention and treatment of the Reports and in providing a confidential and anonymous procedure to report Reportable Matters.

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

This Policy 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.