



**CANADA GOOSE HOLDINGS INC.**

**COMPENSATION COMMITTEE CHARTER**

**GP04-02-20**

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## COMPENSATION COMMITTEE CHARTER

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### 1. PURPOSE

The Compensation Committee (the “**Committee**”) shall 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 compensation policies, plans and programs, compensation of the Company’s Directors, Chief Executive Officer (“**CEO**”) and other executive officers and the Company’s equity-based and incentive compensation programs.

The term “compensation” shall include salary, long-term incentives, bonuses, perquisites, equity incentives, severance arrangements, retirement benefits and other related benefits and benefit plans.

### 2. COMPOSITION AND QUALIFICATIONS

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

The Chairman 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.

At any time that the Company is neither a foreign private issuer (as such term is defined by the rules of the United States Securities and Exchange Commission) nor a “controlled company” (as such term is defined in the New York Stock Exchange (“**NYSE**”) Listing rules), unless otherwise permitted by applicable phase-in rules and exemptions, each member of the Committee will qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an “**independent director**” as defined by the NYSE listing standards then in effect and the National Instrument 52-110 – *Audit Committees*.

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 consideration ordinarily available to Directors.

### **3. MEETINGS**

The Committee shall hold regularly scheduled meetings and such special meetings as circumstances dictate. The Committee shall report regularly regarding the Committee's activities and actions to the Board.

#### **A. Agenda and Notice**

The Chairman 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 Chairman 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 Chairman or a majority of the members 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 telephonically. 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 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. Overall Compensation Strategy**

The Committee shall evaluate and recommend to the Board for approval the compensation plans and programs advisable for the Company, as well as evaluating and recommending to the Board for approval the significant modification or termination of existing plans and programs.

### **B. Executive Compensation Philosophy**

The Committee shall review and approve the Company's goals and objectives relevant to overall executive compensation philosophy based on the principles that compensation should, to a significant extent, be reflective of the financial performance of the Company, and ensure that the administration of the Company's executive compensation plans, policies and practices conform to this philosophy.

### **C. Executive Officer Evaluation and Compensation**

The Committee shall review and approve corporate goals and objectives relevant to the compensation of the CEO and the CEO's direct reports, evaluate the performance of the CEO and the CEO's direct reports in light of those goals and objectives and with appropriate input from other independent Directors, determine and recommend to the Board for approval, the compensation levels for the CEO with the deliberations and voting on the CEO's compensation to be conducted without the CEO present. The Committee will review and approve the compensation for the CEO's direct reports based on this evaluation with the deliberations.

As part of the annual review of the performance of the CEO and other executive officers, the Committee shall satisfy itself as to the integrity of the executive officers and the contribution of the executive officers in creating a culture of integrity throughout the organization, and shall report those determinations to the Board.

### **D. Appointment or Removal of the CEO and other Executive Officers**

The Committee shall assist the Board with the selection and appointment of the CEO and approve the appointment and termination of other executive officers of the Company.

The Committee shall consider and make recommendations to the Board in respect of the terms of the service contracts of the CEO and any proposed changes to the contract. The

Committee shall also ensure that contractual terms on termination, and any payments made, are fair to the individual and the Company, that poor performance is not rewarded.

The hiring or termination of employment of any executive officer by any representative of the Company other than the Board may be subject to review and approval by the Committee.

#### **E. Director Compensation**

The Committee shall periodically evaluate and make recommendations to the Board with respect to appropriate forms and amounts of compensation for non-employee Directors of the Company to ensure that it properly aligns the interests of Directors with the long-term interests of the Company and shareholders and that it realistically reflects the responsibilities and risks involved in being an effective Director of the Company.

#### **F. Equity-Based and Incentive Compensation Plans**

The Committee shall administer the Company's equity-based plans and management incentive compensation plans and make recommendations to the Board about amendments to such plans and the adoption of any new employee incentive compensation plans.

#### **G. Position Description for the CEO**

Together with the CEO, the Committee shall develop a clear position description for the CEO, delineating roles and responsibilities between the Board and the executive officers.

#### **H. Succession Planning**

The Committee shall assist the Board in overseeing that succession planning programs are in place for the CEO and other executive officers.

#### **I. Disclosure**

The Committee shall review and discuss with management the Company's proposed Compensation Discussion and Analysis (the "CD&A") disclosures, and based on such review and discussion, make a recommendation to the Board as to such disclosures in annual reports, as applicable.

#### **J. Insurance Coverage**

The Committee shall review and establish appropriate insurance coverage for the Company's Directors and executive officers.

#### **K. 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 compensation 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 regarding Committee matters and/or the meetings of the Committee with such recommendations to the Board as the Committee deems appropriate.

### **D. Annual Meeting Planner**

Prior to the beginning of a fiscal year, the Committee shall submit an annual planner for the meetings to be held during the upcoming fiscal year, for review and approval by the Board to ensure compliance with the requirements of the Committee’s Charter.

### **E. Education and Orientation**

Members of the Committee shall be provided with appropriate and timely training to enhance their understanding of industry compensation practices, compensation disclosure requirements and the compensation strategy applicable to the Company.

New Committee members shall be provided with an orientation program to educate them on the Company's business, their responsibilities and the Company's compensation 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.