



CANADA GOOSE HOLDINGS INC.

**NOMINATING AND GOVERNANCE COMMITTEE
CHARTER**

GP03-02-17



CANADA GOOSE HOLDINGS INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

GP03-02-17

1. PURPOSE

The Nominating and Governance 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 the director nomination process and the development and implementation of sound corporate governance practices.

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 “**independent director**” as defined by the NYSE listing standards then in effect and the National Instrument 52-110 – Audit Committees.

No independent 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.

No director who serves as board member of any other company shall be eligible to serve as a member of the Committee unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee.



Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be made by the Committee.

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 Chief Executive Officer ("**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

Subject to the terms of any agreement between shareholders of the Company and the Company, the Committee has direct responsibility and power to perform the following duties:

A. Director Nomination and Board Succession Planning

The Committee shall develop and recommend to the Board appropriate qualifications and criteria for the selection of Board and Committee members. When requested by the Board, the Committee shall consider and recommend for approval by the Board candidates qualified to be nominated for election as Directors and to each of the Committees of the Board. For such purpose, the Committee shall develop a succession plan for the Board, including maintaining a list of qualified candidates.

In making its recommendations, the Committee should consider:

- a) The competencies and skills that the Committee considers to be necessary for the Board to possess
- b) The competencies and skills that the Committee considers each existing Director possesses
- c) The competencies and skills each new nominee will bring to the boardroom.
- d) The diversity of candidates (abilities, experience, perspective, education, gender, background, race and national origin) particularly with respect to the representation of women on the Board of Directors
- e) Whether each new nominee can devote sufficient time and resources to his or her duties as a Board member.

The Committee shall be responsible for assessing the independence of Directors within the meaning of securities laws and stock exchange rules applicable to the Company and addressing any potential conflict of interest situations.

The Committee shall assist the Board with the review of the size and composition of the Board and its Committees, with a view to facilitating effective decision-making.

B. Board Orientation and Education

The Committee shall assist in the orientation of newly elected or appointed directors, including in becoming acquainted with the nature and operation of the Company's business and its governance practices including an understanding of the role of the Board and its Committees, as well as the contribution individual Directors are expected to make (particularly with respect to the commitment of time and resources that the Company expects from its Directors).

The Committee shall also ensure that the Company provides continuing education opportunities for all members of the Board, so that Directors maintain or enhance their skills and abilities as Directors and that their knowledge and understanding of the Company's business remains current.



C. Board and Committee Evaluation

The Committee will develop appropriate qualifications and criteria for the Board as a whole and for individual directors.

The Committee shall ensure that the Board, its Committees and each individual director are assessed on an annual basis regarding their effectiveness and contribution. An assessment will consider, in the case of the Board or a Board Committee, the Board Governance Practices and Mandate/Charters, respectively, and in the case of an individual director, any applicable position description, as well as the competencies and skills each individual director is expected to bring to the Board.

D. Corporate Governance

The Committee shall periodically review and make recommendations in respect of the Company's corporate governance principles and practices, associated disclosure and the Company's Code of Business Conduct and Ethics and other related corporate policies as recommended by the CEO and accepted by the Committee. The Committee shall for such purpose periodically review proposed, new or amended regulatory requirements or stock exchange rules relating to corporate governance as advised by the Head of the Legal Department.

The Committee shall assist the Board and the standing Committees of the Board in reviewing the Mandate of the Board, the Charters of the standing Committees and the position descriptions for the Chair of the Board and the Chair of each Board Committee.

E. Majority Voting Policy

The Committee shall consider resignations by Directors submitted pursuant to the Company's Majority Voting Policy, and make recommendations to the Board as to whether or not to accept such resignations or to delay the acceptance of such resignations.

F. Other Responsibilities

The Committee shall perform such other duties with respect to Board nominations, corporate governance and related matters as may be delegated from time to time by the Board or may be required by law 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 Advisers

The Committee shall have authority to engage, provide appropriate funding for and cause the Company to pay the compensation to obtain advice and assistance from outside legal and executive search firms or accounting and other advisors to carry out its responsibilities.



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 governance practices, disclosure requirements and the governance practices 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 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.