



CANADA GOOSE HOLDINGS INC.

MAJORITY VOTING POLICY

GP21-02-18



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The Board of Directors (the "**Board**") of Canada Goose Holdings Inc., a corporation existing under the laws of British Columbia (the "**Company**") believes that each of its members should have the confidence and support of the Corporation's shareholders. To this end, the Board has adopted this Majority Voting Policy (the "**Policy**"). All nominees for election to the Board shall be required to confirm that they will abide by this Policy before their names are put forward for election.

This Policy should be interpreted in a manner consistent with the articles of the Company, and any federal, provincial or state law, regulation or rule and any stock exchange rule to which the Company is subject.

1. Forms of proxy for the election of Directors at meetings of the Company shareholders permit a shareholder to vote in favour of, or to withhold from voting with respect to, each individual Director nominee separately.
2. The Chair of the Board will ensure that the number of shares voted in favour or withheld from voting for each Director nominee is recorded and promptly made public after the meeting. If the vote was by a show of hands, the Company will disclose the number of shares voted by proxy in favour of, or withheld from voting with respect to, each Director nominee.
3. If a Director nominee receives, in an uncontested election, a greater number of votes withheld than votes in favour, such nominee will be considered by the Board not to have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee will be expected to forthwith submit his or her resignation to the Chair of the Board, such resignation to be effective on acceptance by the Board. The Chair of the Board will refer the resignation to the Nominating and Governance Committee (the "**Committee**") for consideration. The Committee will make a recommendation to the Board as to whether or not to accept the resignation.
4. The Board will promptly accept the resignation unless the Board determines, in consultation with the Committee, that there are exceptional circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejecting it. In any event, it is expected that the resignation will be accepted (or rejected) within 90 days of the meeting. A Director who tenders a resignation pursuant to this Policy shall not participate in any meeting of the Board or the Committee at which the resignation is considered.



5. Following the Board's decision, the Company shall promptly issue a press release announcing its decision and provide a copy of such press release to the TSX. In the event that the Board determines not to accept the resignation, the press release shall fully state the reasons for such decision.
6. Subject to the articles and by-laws of the Company and any corporate law restrictions, the Board may:
 - (a) leave a vacancy in the Board unfilled until the next annual general meeting;
 - (b) fill the vacancy by appointing a new Director whom the Board considers to merit the confidence of the shareholders; or
 - (c) call a meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).
7. This Policy will apply for uncontested Director elections being elections where (a) the number of nominees for election as Director is the same as the number of Directors to be elected, as determined by the Board, and (b) no proxy materials are circulated in support of one or more nominees who are not part of the Director nominees supported by the Board.

The Board may amend this Policy from time to time. The provisions contained herein are not intended to give rise to civil liability on the part of the Company or its Directors or Officers to shareholders, security holders, customers, suppliers, competitors, employees or other persons, or to any other liability whatsoever on their part.