



Position Description

Chair of the Board of Directors

Canada Goose Holdings Inc.

GP05-02-22

The Board of Directors (the “**Board**”) has the ultimate authority and responsibility for Canada Goose Holdings Inc. (the “**Company**”). The Chair of the Board (the “**Chair**”) provides general direction to the Board and is responsible for the effective performance of the Board and shall have the following principal responsibilities:

Corporate Governance

1. In conjunction with the Nominating and Governance Committee, ensuring that the Board develops the Company's approach to corporate governance, including development of a set of corporate governance principles and guidelines that are specifically applicable to the Company and publishing a Corporate Governance Statement annually that describes how it achieves good governance.
2. In conjunction with the Nominating and Governance Committee, ensuring that the governance guidelines for the Board are reviewed annually by the Board to ensure compliance with any new regulatory developments as well as governance best practices.
3. In conjunction with the Nominating and Governance Committee, ensuring that the description of the expectations and responsibilities of directors, including basic duties and responsibilities with respect to attendance at Board meetings and advance review of meeting materials are properly developed and communicated to each director.
4. Setting the “tone” for the Board to foster ethical and responsible decision making by the Board and its individual members.
5. Reviewing and providing approval to the Individual members of the Board for the engagement of outside legal, accounting or other advisers, at the expense of the Company.

Board Meetings

6. In conjunction with the Lead Director and Corporate Secretary, setting the Board agendas and ensuring that the Company's strategic direction, including the Company's vision/mission/values, is defined and communicated to the Board for its approval and that all matters of strategic importance are being regularly dealt with at the Board level during the course of the year. In setting the meeting agendas, the Chair shall encourage the Board members and members of the executive team to provide input in order to address emerging issues.

7. Ensuring that the Board meets at least quarterly and at such other times and with such frequency as considered necessary.
8. Ensuring that the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance.
9. Ensuring that the Board has the adequate resources in support of its work and that the Board is provided with appropriately balanced (i.e. relevant and concise) information distributed in advance of the meetings to allow Board members sufficient time to review and understand the information.
10. Inviting members of the executive and management teams who are not members of the Board to attend meetings and give presentations with respect to their area of responsibility, as considered necessary for the orientation and education of the Board members.

Board and Committee Structure and Composition

11. Considering and suggesting to the Nominating and Governance Committee candidates for Board and Committee membership and participating with the Nominating and Governance Committee in the selection of candidates to be submitted to the Board for approval.
12. In conjunction with the Nominating and Governance Committee, ensuring that the Board establishes formal processes for determination of the independence of its members and dealing with any conflict of interest situations.
13. In conjunction with the Nominating and Governance Committee, ensuring that the Board has established proper Committee structure comprised of fully qualified and in the case of the Audit Committee, independent members.
14. In conjunction with the Nominating and Governance Committee ensuring that the Board and its Committees as well as each individual director perform annual self-assessments regarding their effectiveness and contribution.
15. In conjunction with the Nominating and Governance Committee, ensuring that the Board members receive proper orientation and continuing education.

Board Committees

16. In conjunction with the Nominating and Governance Committee, ensuring that the Committees have written Charters and Committee Chair Position Descriptions which are reviewed annually.

17. Ensuring that the Board Committees prepare their Annual Meeting Planners and submit them to the Board for approval.
18. Ensuring that the Board Committees submit a written report to the Board after each Committee meeting summarizing the Committee decisions and recommendations.

Executive Relations

19. In conjunction with the Compensation Committee and together with the Chief Executive Officer (“CEO”), developing a clear position description for the CEO and authority guidelines which delineate roles and responsibilities between the Board and the executive officers.
20. In conjunction with the Compensation Committee, ensuring that the Board as a whole addresses the appointment and succession planning for the CEO.
21. In conjunction with the Compensation Committee, ensuring that the Board as a whole deliberates and sets appropriate strategic and measurable objectives for the CEO and other members of the executive team.
22. In conjunction with the Compensation Committee, ensuring that the compensation and performance evaluation of the CEO and other members of the executive team are performed on a timely basis.
23. Maintaining effective working relationships between Board members, the CEO and other executives and ensuring that the boundaries between Board and management responsibilities are clearly understood and respected.

Shareholder Relations

24. Chairing all annual general meetings and special meetings of the shareholders and responding to any shareholder questions on the activities and responsibilities of the Board.
25. Facilitating communications between the Board and the Company’s shareholders.