

# Corporate Governance and Social Responsibility Committee Mandate

## 1. PURPOSE

The purpose of the Corporate Governance and Social Responsibility Committee (the "**CGSRC**") of Gildan Activewear Inc. (the "**Corporation**") is to assist the board of directors of the Corporation (the "**Board**") in carrying out its responsibilities pertaining to Board and governance related matters and make recommendations to the Board as appropriate.

## 2. DUTIES AND RESPONSIBILITIES

The CGSRC's duties and responsibilities include the following:

***Board and Committee Composition***

1. Monitor the size and composition of the Board and its committees, taking into consideration the Board's policy on term limits and retirement age, and report to the Board;
2. Develop, monitor and review, as applicable, the Board skills matrix, specifying competencies and skills that should be represented on the Board;
3. Develop and recommend to the Board appropriate criteria and procedures for selection of Board members, and retain independent recruitment firms to identify candidates, as required;
4. Identify and recommend to the Board qualified nominees for election or appointment to the Board, ensuring a majority of directors qualify as independent and taking into consideration applicable regulatory requirements and governance standards;
5. Recommend to the Board the appointment of the Board Chair, the Board committee members and the Board committee chairs;
6. Evaluate and report to the Board on the independence of individual directors in accordance with applicable securities laws and stock exchange requirements and such other criteria as may be established by the Board;
7. Review as required and recommend to the Board any changes to the Board Diversity Policy, oversee its implementation and monitor Board progress on diversity;

8. Recommend to the Board for approval the composition of any ad hoc committee or additional standing committee of the Board, as well as the mandate of such committee;

***Onboarding and Performance Review***

9. Develop, monitor and review, as applicable, orientation, mentorship and continuing education programs for directors;
10. Assess and review on an annual basis the performance and effectiveness of the Board, Board committees (subject to Board Chair supervision for the CGSRC), Board and committee chairs and individual directors, and report to the Board;
11. Conduct a periodic review of the relationship between management and the Board to ensure effective communication and the provision of information to directors in a timely manner, and report to the Board;

***Board Succession Planning***

12. Develop and implement a succession planning process for the Board, Board Chair and Board committee chairs;

***Director Compensation and Share Ownership Policy***

13. Review on a regular basis the director compensation program for non-executive directors' Board and committee service, and recommend any changes to the Board for approval;
14. Review and monitor compliance with the Director Share Ownership Policy and recommend any changes to the Board for approval;

***Corporate Governance Practices***

15. Review on a regular basis the latest regulatory requirements, standards, guidelines, developments and best practices in corporate governance to continuously assess the Corporation's corporate governance principles and practices;
16. Review proxy advisory firm assessments of and feedback from shareholders to the Corporation's corporate governance principles and practices, and identify possible improvements to be recommended to the Board for approval;
17. Review as required the Corporation's articles and by-laws and recommend any changes to the Board for approval;
18. Review as required the Corporation's Corporate Governance Guidelines and related policies, and recommend any changes to the Board for approval;
19. Review, as required, the position descriptions for the Board Chair and Board committee chairs, as well as the committee mandates, and recommend any changes to the Board for approval;

***Ethics***

20. Review as required the Corporation's Code of Ethics and related policies, recommend any changes to the Board for approval, receive and review reports on the same from the Corporation's Compliance Steering Committee, and monitor compliance and any disclosure of compliance waiver;
21. Review and monitor compliance with the Corporation's policies and practices relating to conflicts of interest, including its Related Party Transaction Policy, and recommend any changes to such policies to the Board for approval;

22. Review as required the Corporation's Insider Trading Policy and recommend any changes to the Board for approval; monitor compliance with such policy, including overseeing its internal communication and the communication of the list of blackout periods to each director and officer of the Corporation;

***Compliance and Regulatory Matters***

23. As a shared responsibility with the Audit and Finance Committee, oversee and report to the Board on the Corporation's compliance and processes for complying with applicable legal and regulatory requirements;

***Sustainability Matters***

24. Oversee and report to the Board on the Corporation's corporate responsibility strategies and its approach to sustainability practices, as well as risks relating to stakeholder relations, climate and environment;
25. Oversee and report to the Board on the Corporation's public reporting on its policies and practices with respect to sustainability matters;
26. On an annual basis, review and recommend to the Board for approval the Corporation's Modern Slavery Report;

***Shareholder Meetings and Engagement***

27. Oversee the inclusion of a statement of corporate governance principles and practices in the Corporation's management information circular and on the Corporation's website;
28. Establish and review procedures for addressing shareholder proposals and feedback from shareholders following shareholder meetings and advise the Board on responses;
29. Review as required the Corporation's Shareholder Engagement Policy and Shareholder Engagement Plan and recommend any changes to the Board for approval;

***Committee Objectives***

30. Establish annual objectives for the CGSRC and evaluate progress toward such objectives.

## 3. COMPOSITION

The CGSRC is composed of a minimum of three directors.

Only independent directors shall be appointed, the whole as determined by the Board in accordance with standards required by applicable securities laws and stock exchange requirements. Membership on the CGSRC shall automatically end at such time the Board determines that a member ceases to be independent.

Members of the CGSRC shall be appointed annually by the Board upon the recommendation of the CGSRC; such members may be removed or replaced by the Board, and any vacancies on the CGSRC shall be filled by the Board upon the recommendation of the CGSRC.

## 4. MEETINGS AND QUORUM

Meetings of the CGSRC are held not less than three times annually and additionally as required.

Members of the CGSRC are expected to attend all CGSRC meetings. Non-member directors are invited and encouraged to attend such meetings.

The chair of the CGSRC sets the agenda for each meeting of the CGSRC. The agenda and appropriate materials are provided to directors on a timely basis prior to each meeting.

The chair or any member of the CGSRC may call a meeting of the CGSRC. Further, any non-member director may request the chair of the CGSRC to call a meeting of the committee to inform the committee of a specific matter of concern to such director.

At each meeting of the CGSRC, the committee shall meet without management present, unless otherwise directed by the chair of the CGSRC.

The chair of the CGSRC shall report to the Board after each meeting of the committee.

The quorum at any meeting of the CGSRC is a majority of members.

## 5. OPERATIONS

As appropriate, the CGSRC may retain outside legal or other advisors and determine their compensation, which shall be paid by the Corporation, subject to advising the Board Chair.

The CGSRC shall report annually to the Board on the adequacy of its mandate.

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Adopted by the Board of Directors on November 4, 2026