



**GILDAN ACTIVEWEAR INC.  
ANTI-CORRUPTION POLICY AND COMPLIANCE PROGRAM**

**Adopted by the Board of Directors on February 3, 2004  
Last amended on February 24, 2021**

## INTRODUCTION

The laws of most countries make the payment or offer of payment of a bribe, kickback or other corrupt payment a crime, leading to fines, imprisonment and reputational harm for the companies and individuals involved. These anti-corruption laws, as amended from time to time, including the *Corruption of Foreign Public Officials Act* of Canada (the “**CFPOA**”), the *Foreign Corrupt Practices Act* of the United States (the “**FCPA**”) and the *United Kingdom Bribery Act 2010* (the “**UKBA**”), collectively, along with local and domestic legislation, and other applicable laws, prohibit companies and their employees and agents from directly, or indirectly through an intermediary, offering, promising to pay or authorizing the payment of money or the provision of anything of value to foreign or domestic officials or to persons doing business in the private sector for the purpose of influencing their acts or decisions. This is the case even if such payments are common or customary in the countries in question.

### I. PURPOSE

Gildan Activewear Inc. and its subsidiaries (collectively, “**Gildan**” or the “**Company**”) are subject to the CFPOA, the FCPA, the UKBA and the local anti-corruption laws of all countries in which Gildan conducts business (collectively, the “**Anti-Corruption Laws**”). The purpose of this Anti-Corruption Policy and Compliance Program (the “**Policy**”) is to reaffirm Gildan’s commitment to ethical conduct and compliance with all applicable Anti-Corruption Laws, a commitment that is embodied in Gildan’s Code of Ethics (the “**Code of Ethics**”). This Policy supplements the principles and standards of conduct set forth in the Code of Ethics and should be read in conjunction with it.

### II. SCOPE

This Policy applies to all Gildan directors, officers and employees, as well as to all of the agents, representatives, intermediaries, consultants, distributors, customers, contractors, joint venture partners, licensees and suppliers (and their respective owners, directors, officers and employees) working for or on the Company’s behalf anywhere in the world (collectively, “**Business Partners**”).

### III. ADMINISTRATION AND OVERSIGHT

The Ethics and Fraud Compliance Committee (the “**Compliance Committee**”), which was appointed by Gildan’s Compliance Steering Committee,<sup>1</sup> is responsible for overseeing the Company’s global ethics and fraud compliance programs, including anti-corruption compliance.

The Compliance Committee is comprised of certain officers representing legal, finance, human resources, corporate security, corporate social responsibility and enterprise risk management.

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<sup>1</sup> The Gildan Compliance Steering Committee, which is chaired by the President and CEO, is an executive management committee established by the Board of Directors to oversee the Company’s global compliance programs, including ethics and fraud compliance, operational compliance, tax compliance, financial reporting compliance, and IT/cyber security compliance.



See Schedule A for a current list of the members of the Compliance Committee and their contact information.

More specifically, the Compliance Committee is responsible for the following:

- a) The design, implementation and administration of the Policy;
- b) Monitoring the effectiveness of and compliance with the Policy and reporting thereon to the Compliance Steering Committee;
- c) Reviewing and updating, if necessary, the Policy on a regular basis in order to reflect legislative developments and Company practices and making recommendations to the Compliance Steering Committee for any appropriate amendments to the Policy; and
- d) Overseeing the implementation of measures to ensure that the Policy is communicated to and understood by all of the Company's directors, officers, employees and, where necessary or appropriate, Business Partners.

The Compliance Committee will determine its own internal procedures and may, from time to time, adopt specific guidelines and procedures to supplement this Policy, such as the Business Partner Guidelines set forth in Schedule B (the "**Business Partner Guidelines**"). All references herein to the Policy will be deemed to include the Business Partner Guidelines and any other guidelines and procedures adopted hereunder from time to time.

The Compliance Committee has appointed certain officers, including the Director, Legal Affairs and Compliance and the financial officers of each of the Company's operating business units, to be responsible for the day-to-day management of the Policy at each of the Company's office and plant locations (the "**Compliance Officers**"). See Schedule A for a current list of the Compliance Officers, their contact information and their areas of responsibility.

All questions concerning the Policy, including requests for information and questions in cases of doubt, should be referred to the Director, Legal Affairs and Compliance or one of the other Compliance Officers.

The Compliance Committee reports to the Compliance Steering Committee on a quarterly basis, or more frequently as needed. The Compliance Steering Committee has the authority to report matters concerning this Policy directly to Gildan's Board of Directors.

#### **IV. MANDATORY RULES**

##### **1. Prohibited Payments**

No Gildan employee or Business Partner may, directly or indirectly through one or more intermediaries, give, offer, or agree to give or offer, a bribe or kickback to any person, or solicit



or receive a bribe or kickback from any person (a “**Prohibited Payment**”). Prohibited Payments include the payment of anything of value (in the form of cash or cash equivalents, gifts, loans, rewards, travel, entertainment or hospitality, business or employment opportunities, in-kind or free services, advantages or benefits of any kind), to or for the benefit of any foreign official, domestic official or person doing business in the private sector (an “**Individual**”), regardless of rank, for the purpose of inducing or rewarding favourable action (or withholding of action) or the exercise of influence by such Individual in contravention of applicable Anti-Corruption Laws.

A “foreign official” or “domestic official” includes any officer or employee of a foreign or domestic government or any department, agency or instrumentality thereof, an employee or officer of a state-owned or state-controlled company, politicians or officials whether elected or appointed, temporary or permanent, who hold legislative, judicial, or administrative positions, a political party or official thereof, a political party candidate, an employee, officer, or agent of a public international organization (i.e. the World Bank, the Red Cross, the UN and NATO), or any person acting in an official capacity on behalf of any of the foregoing. For purposes of this Policy, a foreign official or domestic official also includes honorary officials, whether or not compensated, members of royal families, any entity hired to review or accept bids for a government or government department, agency or instrumentality, any person who performs public functions in any branch of the national, local, provincial, or municipal governments, and spouses and other immediate family members of any of the persons listed in this paragraph.

Special care must be taken to ensure that no Prohibited Payments are made indirectly to or for the benefit of an Individual. For example, providing a scholarship or internship to a relative of an Individual, providing capital to a business of which an Individual or a relative of an Individual is a shareholder, or contributing to a charitable organization in which an Individual or the relative of an Individual has an interest, can constitute indirect Prohibited Payments in contravention of this Policy.

Prohibited Payments can take many forms, but they will often involve a “quid pro quo”, meaning that the Prohibited Payment is offered or paid in exchange for a benefit to obtain or retain a business advantage.

Examples of improper business advantages given in exchange for a Prohibited Payment would include (but not be limited to) when a foreign or domestic official:

- Awards or extends a contract or modifies a contract on more favourable terms;
- Provides confidential details regarding a tender for a contract or other business or information concerning competing bids;
- Overlooks a violation or tolerates non-compliance with applicable laws;
- Eliminates or reduces applicable fines, taxes, tariffs, customs duties, or other fees;



- Does not perform a task that should otherwise be performed (i.e. does not conduct a required inspection during the customs process); or
- Grants or continues a favourable license or favourable tax treatment.

Bribery and corruption in the private commercial context would include (but not be limited to) making Prohibited Payments to agents or employees of existing or prospective Business Partners or customers in order to secure an advantage over competitors or against the interests of the Business Partner, customer or another party. Examples of commercial bribery would include:

- Making a payment to a purchasing agent in order to cause that agent to choose Gildan’s products rather than a competitor’s; or
- Making a payment to an executive or officer of a company in order to cause that executive or officer to conduct business with Gildan or modify an existing contract on more favourable terms.

In addition, Gildan employees and Business Partners are themselves prohibited from soliciting or accepting Prohibited Payments or acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a Prohibited Payment, for the purpose of improperly influencing the person’s judgment or the judgment of others making decisions on behalf of or to benefit Gildan.

Gildan employees and Business Partners must also not ignore circumstances that raise a suspicion that a payment may constitute a Prohibited Payment. Even if the thing of value is not offered directly to the Individual, the action may still be unlawful if there is knowledge, wilful blindness or conscious disregard of the fact that all or a part of the value will be offered to the Individual. Wilful blindness or conscious disregard may be found when an employee or Business Partner becomes aware of the need for further inquiry but deliberately refrains from making inquiry to avoid the discovery of a potential problem. Because it is not always possible to prove or measure knowledge by direct evidence in a courtroom, prosecutors often rely on indirect, circumstantial evidence.

For more information on Gildan’s policies on gifts, entertainment and other gratuities, please consult the Code of Ethics.

## 2. Facilitation Payments

“**Facilitation Payments**” are small payments to a government official for the purpose of expediting or securing performance of a non-discretionary routine action, such as obtaining official documents, processing governmental papers, or providing police or utility services. Facilitation Payments never include payments made for the purpose of (i) assisting in obtaining or retaining business or contracts, (ii) eliminating or reducing a tax or fee, or (iii) overlooking



compliance with a requirement or regulation. Although Facilitation Payments are permitted in limited circumstances under the FCPA, they are prohibited under most anti-corruption laws, including the CFPOA, the UKBA and domestic legislation. As such, Gildan employees and Business Partners are strictly prohibited from making or accepting any Facilitation Payments.

Any Gildan employee or Business Partner who is solicited by or on behalf of an Individual for a Prohibited Payment or a Facilitation Payment must immediately report the solicitation to the Compliance Officer with responsibility for the specific business unit. Solicitations can include both direct solicitations for Prohibited Payments or Facilitation Payments or deemed solicitations for Prohibited Payments or Facilitation Payments, which would include for example the existence of circumstances where an employee or Business Partner feels that such a payment is expected or services are being withheld or delayed pending such payment.

### 3. Personal Safety Payments

Gildan recognizes the possibility that its employees could experience situations where a payment to a foreign official or domestic official is necessary to avoid physical harm or loss of liberty ("**Personal Safety Payments**"). In these limited circumstances, Personal Safety Payments may be made after notification to and approval from the Compliance Officer with responsibility for the specific business unit and a member of the Legal Department. Where prior approval cannot be obtained due to concerns that delay in making the payment will result in imminent harm or endangerment to life, physical safety or loss of liberty, any Personal Safety Payment once made should be reported in writing as soon as reasonably practical to the Compliance Officer and the Director, Legal Affairs and Compliance, with an explanation as to the circumstances, including why prior approval could not be obtained.

Examples of such circumstances include:

- Being stopped by persons claiming to be police or military personnel who demand payment as a condition of passage; or
- Being threatened with imprisonment for a routine traffic or visa violation unless a payment is made.

Only under these or similar circumstances, and only where there is an imminent threat to the health and safety of employees, may a Personal Safety Payment be made. After a Personal Safety Payment is made, and as soon as practicable (but not more than three business days) after the danger has passed, the employee(s) who made the payment or is aware of the payment must report the payment to the Compliance Officer with responsibility for the specific business unit and the Director, Legal Affairs and Compliance. The Legal Department will investigate and document the circumstances surrounding the Personal Safety Payment and the Compliance Officer will take steps to ensure that the payment is accurately recorded in the Company's books



and records. The findings stemming from such investigation will be reported to the Compliance Committee.

4. Marketing and Contract Administration Expenses

Although the CFPOA and the FCPA permit payments or reimbursements of a foreign or domestic official's reasonable expenses relating to the lodging, transportation and meals incurred by that official in good faith that are directly related to the promotion of Gildan products and services, or the performance of an existing contract between Gildan and a foreign customer (the "**Promotional Expenses**"), the scope for Promotional Expenses is more limited under the UKBA. Gildan employees and Business Partners are prohibited from paying or reimbursing Promotional Expenses, except in very limited circumstances and with the prior written approval of the Director, Legal Affairs and Compliance and the Compliance Officer with responsibility for the specific business unit. Approved Promotional Expenses must be properly accounted for and supported by appropriate documentation.

5. Political Contributions

No Gildan employee may directly or indirectly make any contribution on behalf of Gildan to any political party or to any candidate for political office, except as permitted by applicable local law, the CFPOA, the FCPA and the UKBA and in accordance with provisions of the Code of Ethics. Prior written approval for any political contributions that are consistent with all applicable laws and the Code of Ethics must be obtained from the President and Chief Executive Officer of Gildan.

6. Books and Records and Internal Controls

Gildan is committed to developing, documenting, maintaining and continually enhancing its internal accounting controls to ensure that all payments are fairly and accurately recorded in the Company's books, records and accounts. As such, Gildan employees must become familiar with and must follow applicable standards, principles, laws and Company practices for accounting and financial reporting. Prior to paying or authorizing a payment to an Individual, Gildan employees or Business Partners should be sure that no part of such payment is to be made for any purpose other than that to be fully and accurately described in Gildan's books and records. No undisclosed or unrecorded accounts of Gildan are to be established for any purpose. False, misleading, incomplete, or artificial entries are not to be made in the books and records for any reason. Personal funds, or funds of relatives or other third parties, must not be used to make any Prohibited Payment or Facilitation Payment.

Finally, "off the books" payments or the destruction of the Company's books and records or documents relating to its transactions, for the purpose of concealing payments, are prohibited, regardless of the amount.



## **V. GUIDELINES FOR ENGAGING FOREIGN BUSINESS PARTNERS**

Under the CFPOA, the FCPA and the UKBA, an act of a Business Partner may be viewed as an act of Gildan. If this Policy is not followed, Gildan and/or Gildan employees may be held responsible for the actions of the Business Partner. Therefore, all matters pertaining to the selection, engagement and oversight of Business Partners, including the due diligence investigation, contractual arrangements and ongoing monitoring, must comply with the Business Partner Guidelines and must involve the Director, Legal Affairs and Compliance or a designated member of the Legal Department, as well as the Compliance Officer with responsibility for the specific business unit. Please refer to the Business Partner Guidelines set forth in Schedule B.

## **VI. ACQUISITIONS**

Gildan will ensure that new business entities with pre-existing international operations are only acquired after a specific anti-corruption due diligence investigation has been performed by legal and accounting personnel and/or advisors in accordance with specific guidelines approved by the Legal Department. The Director, Legal Affairs and Compliance, in collaboration with the Human Resources Department, will ensure that this Policy, including compliance certification and training, is implemented in such newly-acquired business entities as quickly as practicable.

## **VII. EDUCATION PROGRAM**

All employees are expected to become familiar with Policy. All employees who are hired or assigned to functions involving international operations and business and, where necessary and appropriate, Business Partners, will be required to participate in periodic training programs to ensure that the Policy is well understood. All such employees must certify (i) that they have read and understand this Policy, (ii) that they are not aware of any violations of the Policy that have not previously been reported, and (iii) to the extent this falls within their scope of responsibilities, that their local operating procedures adequately implement the Policy. The proposed form of certification is set forth in Schedule and certification will be required on an annual basis.

## **VIII. AUDITS AND MONITORING**

### **1. Audits**

Gildan will conduct periodic audits of its international offices, manufacturing facilities, Business Partners and, if applicable, newly acquired entities, in order to evaluate the effectiveness of and compliance with the requirements of this Policy. Audits may be conducted internally by Gildan, or externally by retained third parties. Audit documentation will include performance improvement action plans to ensure that the Policy and related guidelines, including the Business Partner Guidelines, remain effective in detecting and deterring violations of Anti-Corruption Laws and the Policy.





## 2. Monitoring

Gildan employees are required to report any Prohibited Payments, or requests, offers or solicitations for same, or any other suspected violations of this Policy by any employee, Business Partner or any other service provider working for or on behalf of Gildan, or by any other third party in connection with Gildan's business (for example, a counter-party in a transaction), as soon as they become aware of such violations. All employee complaints or reports of violations must be addressed to a Compliance Officer or, alternatively, through the mechanisms described in Gildan's Whistleblowing Policy for Employees and External Stakeholders (the "**Whistleblowing Policy**"), which includes Gildan's confidential external Ethics and Compliance Hotline. All reports received will be promptly and fully investigated. No person who in good faith reports improper practices or questionable acts in accordance with this Policy and/or the Whistleblowing Policy will suffer reprisals or retaliation of any kind, including dismissal, demotion, suspension, threats, harassment or any other manner of discrimination in the terms and conditions of employment.

## **IX. DISCIPLINARY PROCEDURES**

The disciplinary procedures regarding violations of this Policy are as follows:

1. In the event of a breach of this Policy or violation of Anti-Corruption Laws by an employee, the employee will be sanctioned, which sanction may include termination of employment and the initiation of legal action for damages where appropriate. During any investigation period, the employee may be suspended from work, with or without pay.
2. Except in very limited circumstances, a director or officer of Gildan who breaches this Policy or who violates Anti-Corruption Laws will not be indemnified or saved harmless in any manner by Gildan, nor will Gildan provide any contribution to the costs incurred by the officer or director in defending any action for breach of Anti-Corruption Laws or this Policy by any civil or criminal authority.
3. Business Partners who violate Anti-Corruption Laws or this Policy may face immediate termination of any contract and the initiation of legal action for damages where appropriate, among other remedies.



**SCHEDULE A**  
**GILDAN ANTI-CORRUPTION POLICY AND COMPLIANCE PROGRAM**

**CURRENT MEMBERS OF THE ETHICS AND FRAUD COMPLIANCE COMMITTEE:**

Name	Title	Contact Information
Lindsay Matthews	Vice-President, General Counsel and Corporate Secretary -	Tel: (514) 340-8790 <a href="mailto:lmattews@gildan.com">lmattews@gildan.com</a>
Maria Reit	Director, Legal Affairs and Compliance	Tel: (514) 744-8567 <a href="mailto:mreit@gildan.com">mreit@gildan.com</a>
Jonathan Roiter	Senior Vice-President, Corporate Development and Finance	Tel: (514) 343-8587 <a href="mailto:jroiter@gildan.com">jroiter@gildan.com</a>
David Voizard	Vice-President, Financial Reporting and SOX Compliance	Tel: (514) 340-8922 <a href="mailto:dvoizard@gildan.com">dvoizard@gildan.com</a>
Allen Surrat	Director, Regional Security, Americas	Tel: (336) 830-3161 <a href="mailto:asurratt@gildan.com">asurratt@gildan.com</a>
Peter Iliopoulos	Senior Vice-President, Taxation, Trade and Enterprise Risk	Tel: (514) 340-8751 <a href="mailto:piliopoulos@gildan.com">piliopoulos@gildan.com</a>
Antonio Palermo	Director, Internal Audit ( <i>interim</i> )	Tel: (514)-744-8589 <a href="mailto:apalermo@gildan.com">apalermo@gildan.com</a>

**CURRENT COMPLIANCE OFFICERS:**

Name	Title	Area of Responsibility	Contact Information
Maria Reit	Director, Legal Affairs and Compliance	Canada	Tel: (514) 744-8567 <a href="mailto:mreit@gildan.com">mreit@gildan.com</a>
Jonathan Roiter	Senior Vice-President, Corporate Development and Finance	Canada	Tel: (514) 343-8587 <a href="mailto:jroiter@gildan.com">jroiter@gildan.com</a>
David Charles Petzer	Director, Finance	Bangladesh	Tel: +8801313404890 <a href="mailto:dcpetzer@gildan.com">dcpetzer@gildan.com</a>
Andrea Pirie Woodbridge	CFO, Manufacturing	Global Manufacturing operations	Tel: (504) 266-96602 <a href="mailto:mapirie@gildan.com">mapirie@gildan.com</a>
Marc-André Leblanc	VP, Finance, SMD and Interim CFO, Sales, Marketing and Distribution	Sales, Marketing and Distribution	Tel: 246-753-8211 <a href="mailto:mleblanc@gildan.com">mleblanc@gildan.com</a>
Timothy Buroff	Director, Finance	Yarn Spinning	Tel: (704) 630-4416 <a href="mailto:tburoff@gildan.com">tburoff@gildan.com</a>
Son Truong Luu	Director, Business Development	Shanghai	Tel: 86-21-5208-2233 ext 108 <a href="mailto:stluu@gildan.com">stluu@gildan.com</a>

**Last updated February 2021**



**SCHEDULE B**  
**GILDAN ACTIVEWEAR INC. ANTI-CORRUPTION POLICY AND COMPLIANCE PROGRAM**

**BUSINESS PARTNER GUIDELINES**

**I. Purpose**

Gildan Activewear Inc. and its subsidiaries (collectively, “**Gildan**” or the “**Company**”) are subject to the anti-corruption laws of all countries in which Gildan conducts business (collectively, the “**Anti-Corruption Laws**”) and has adopted the Anti-Corruption Policy and Compliance Program (the “**Policy**”) to reaffirm Gildan’s commitment to compliance with such laws. As noted in the Policy, under applicable Anti-Corruption Laws, an act of a third party who is an intermediary or who otherwise provides services on the Company’s behalf may be viewed as an act of the Company and may therefore expose the Company and its employees to potential legal or reputational harm.

The Company does not engage in, authorize, involve itself in, or tolerate corruption in any form, and the purpose of these Business Partner Guidelines is to minimize the risk of a breach of the Policy and/or applicable Anti-Corruption Laws by setting forth procedures pertaining to the selection, engagement and oversight of “**Business Partners**”. “**Business Partners**” include any agents, representatives, intermediaries, consultants, distributors, customers, contractors, joint venture partners, licensees and suppliers (and their respective owners, directors, officers and employees) working for or on the Company’s behalf anywhere in the world.

**II. Scope**

All Business Partners are required to comply with the Policy and applicable Anti-Corruption Laws. However, Business Partners who operate in regions and/or industries most susceptible to corruption risk also risk exposing Gildan and its employees to potential legal or reputational harm. If Gildan wishes to engage a Business Partner that is determined to be susceptible to moderate or high levels of corruption risk, specific due diligence and monitoring procedures are required, the whole as set forth in these Guidelines.

**III. Engagement of Business Partners**

Prior to engaging any Business Partner to perform services for or to supply products to Gildan, the following procedure must be followed:

***Step 1 – Assessment of Corruption Risk***

The Gildan employee responsible for the engagement of a Business Partner (the “**Gildan Sponsor**”) shall perform, in collaboration with the Legal Counsel supporting the applicable



business unit and the Compliance Officer<sup>1</sup> responsible for the applicable business unit, an assessment of the corruption risk associated with the potential Business Partner. This assessment must take into account the following factors:

- a) The location of the Business Partner (high risk vs. low risk countries);<sup>2</sup>
- b) The type of services offered by the Business Partner (see the attached Appendix A for a list of Business Partners that are deemed to be high risk from a corruption standpoint;
- c) Whether the Business Partner is a government department, agency, instrumentality or state-owned entity (i.e. partially or wholly-owned by a government), or has ties to the government or government officials (i.e. is directly or indirectly owned or controlled by a government official or is a close relation of a government official);<sup>3</sup>
- d) The size and significance of the business relationship to the Company; and
- e) The existence of any of the “red flags” described in Step 2 below.

### ***Step 2 – Due Diligence Review***

If, based on the assessment performed in Step 1, a Business Partner is determined to be susceptible to moderate or high levels of corruption risk (referred to in these Guidelines as a “**HRBP**”), then a specific corruption due diligence review (the “**Due Diligence Review**”) must be performed prior to engaging such Business Partner and/or prior to any renewal of such Business Partner’s engagement. If a Business Partner is determined to pose no or low corruption risk, no further action under these Guidelines is required.

The Due Diligence Review for HRBPs mandated by these Guidelines is meant to form part of (and is not meant to replace) any other due diligence review of a Business Partner that may be required under any other applicable Gildan policy or procedure (i.e. Code of Ethics, Code of Conduct, Contracting Policy, etc.).

Prior to the commencement of the Due Diligence Review, the Gildan Sponsor must ensure that the HRBP completes a questionnaire similar to the *Business Partner Questionnaire* set forth in

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<sup>1</sup> The Compliance Officers are Gildan employees who have been appointed by the Ethics and Fraud Compliance Committee to be responsible for the day-to-day management of the Policy throughout the Company. See Schedule A of the Policy for a current list of the Compliance Officers and their contact information.

<sup>2</sup> Any Business Partner located in a country with a Transparency International Corruption Perception Index rating of less than 50 should be considered moderate to high risk, and any additional countries as determined by the Compliance Officer or the Compliance Committee based on the relevant facts.

<sup>3</sup> “Government official” includes all “foreign officials” and “domestic officials” as defined in the Policy.



Appendix C (the “**Business Partner Questionnaire**”). The Gildan Sponsor must then forward the completed Business Partner Questionnaire and other relevant supporting documentation (if any), to the Corporate Security Department, with a copy to (i) the Legal Counsel supporting the applicable business unit and (ii) the Compliance Officer responsible for the applicable business unit.

The Corporate Security Department will be responsible for conducting the Due Diligence Review, which must include the following elements:

- a) A review of the qualifications and business reputation of the HRBP (which may require the services of a third party inquiry agent);
- b) Background checks on the HRBP’s principals (including research to identify any information about historical or existing bribery or corruption related criminal cases, regulatory proceedings or allegations involving the HRBP, its owners, officers or key employees);
- c) A review of the business rationale for the engagement of the HRBP, which will be reflected in a Business Justification Form to be completed by the Gildan Sponsor;
- d) A review of the proposed payment terms to confirm that the proposed compensation is commensurate with the services to be rendered; and
- e) A review of other specific anti-corruption risk areas.

Certain warning signs or “red flags” may arise during the Due Diligence Review that may call for the early engagement of the General Counsel, or a designated member of the Legal Department, to advise on the associated risks. Some examples of red flags are as follows:

- a) The HRBP will be required to interact with government officials in regard to Gildan’s operations;
- b) The HRBP refuses to provide certain key information, such as its ownership structure;
- c) The HRBP refuses to confirm that it will abide by Anti-Corruption Laws or the Policy (or will not agree to Gildan’s standard anti-corruption contractual terms and warranties);
- d) The HRBP does not want its/his/her identity disclosed;
- e) The HRBP has requested to be paid into more than one bank account or into a bank account in a different name, or otherwise requests payment to a different entity which bears no relation to the contract;



- f) The HRBP is an individual who is currently (or has recently been) in political office, is currently (or has recently been) a candidate for political office or is closely connected with a person who is currently (or has recently been) a candidate for political office;
- g) The HRBP has family or business ties to government officials (i.e. a director, owner, officer or key employee of the HRBP is a current or former government official) or holds his or herself out as having special influence with respect to government decision-makers;
- h) The government of any country has a direct financial interest in the HRBP or any entity affiliated with it (i.e. partial or wholly-owned by a government)
- i) A regulator or other government official referred the HRBP to Gildan;
- j) The HRBP is a new business or appears to lack capability (i.e. adequate facilities or staff) to carry out requisite activities;
- k) The HRBP has been accused of corruption in the past, has a reputation for corruption or there are public accounts in the media of potential or actual improper conduct by the HRBP;
- l) The HRBP makes unacceptable requests such as payment in cash or the alteration or backdating of invoices, or the preparation of other false or misleading documents;
- m) The HRBP submits documentation that (1) contains vague or non-specific descriptions of goods or services or catch-all phrases such as “special”, “expediting”, “consulting”, “other”, “extra” or “miscellaneous”; or (2) contains round monetary denominations or pricing that differs from fee schedules or similar services or products previously provided;
- n) Persons representing the HRBP request a payment or gift or anything of value for himself or another;
- o) The HRBP requests compensation that is not commensurate with the services to be rendered;
- p) The HRBP requests a large payment or bonus, or substantial deposits or a substantial line of credit, at the beginning or in advance of the contract or requests a “success fee” arrangement;
- q) The HRBP makes requests to be paid compensation by means other than wire transfer or cheque or outside the country of business of the HRBP;



- r) The HRBP is using a shell company as a middleman or intermediary for some aspect of the transaction, especially those domiciled in secrecy or tax havens; and
- s) The HRBP refuses to provide standard commercial information about remuneration (i.e. a sales agent who refuses to disclose commission levels).

### ***Step 3 – Due Diligence Report***

The Corporate Security Department will prepare a written report outlining the findings of the Due Diligence Review and will send the report for review to (i) the Gildan Sponsor, (ii) the Compliance Officer responsible for the applicable business unit, (iii) the Legal Counsel supporting the applicable business unit, and (iv) the Director, Legal Affairs and Compliance (collectively, the “Reviewing Managers”).

### ***Step 4 – Approval and Engagement of Business Partner***

Once the report on the Due Diligence Review is submitted to the Reviewing Managers, they must collectively assess the corruption risk level of the HRBP based on the findings in the report. If the corruption risk level is determined to be low to moderate, the HRBP may be engaged or its contract renewed. If the corruption risk level is determined to be high, the HRBP may not be engaged or its contract renewed without the prior written approval of the Executive Vice-President of the business unit, in consultation with the General Counsel.

### ***Step 5 – Legal Documentation / Certification***

All HRBPs that are approved in Step 4 must execute written agreements or certifications containing the following provisions:

- a) Representations and undertakings relating to compliance with Anti-Corruption Laws and, where applicable, annual or periodic certifications of compliance with the Policy;
- b) Requirement to obtain Gildan’s prior approval of any subcontractor and an obligation to obtain from any subcontractor representations and undertakings relating to compliance with Anti-Corruption Laws;
- c) Gildan’s right to conduct audits of the books and records of the HRBP that are related to its business with Gildan to ensure compliance with its representations and undertakings; and
- d) Gildan’s right to terminate the HRBP’s engagement as a result of any breach of Anti-Corruption Laws or any representations and undertakings related to such matters.



The Legal Counsel, in collaboration with the Gildan Sponsor and the Compliance Officer responsible for the applicable business unit, will determine the format of the documentation referred to above taking into consideration, among other things, the risk level of the HRBP and the nature of the business relationship. For example, it may be that under a separate Gildan policy, such as the Contracting Policy, the Business Partner will be required to execute an agreement with Gildan, in which case the representations and undertakings referred to above will be included in such agreement.

No business may be conducted with a HRBP until its engagement or contract renewal is approved in Step 4 above and it has executed the documentation required in this Step 5.

#### **IV. Follow-Up Due Diligence Reviews and Contract Renewals**

A follow-up Due Diligence Review in accordance with Step 2 must be performed on all HRBPs after their initial engagement as follows:

- a) For a HRBP that the Reviewing Managers determined in Step 4 to be low to moderate risk, a first follow-up Due Diligence Review must be performed upon the earlier of twenty-four (24) months after the initial engagement and the date of renewal of the engagement.
- b) For a HRBP that the Reviewing Managers determined in Step 4 to be high risk, a first follow-up Due Diligence Review must be performed upon the earlier of twelve (12) months after the initial engagement and the date of renewal of the engagement.
- c) Thereafter, additional Due Diligence Reviews will be required within the same timelines set forth in a) and b) above following each subsequent renewal of the engagement.

Notwithstanding these timelines, a Due Diligence Review of a HRBP may be performed at any time upon the request of a Compliance Officer or any member of the Ethics and Fraud Compliance Committee<sup>4</sup> (the “**Compliance Committee**”).

#### **V. Acquisitions of New Business Entities**

If the Company acquires a new business entity, the Compliance Officer with the responsibility for the new entity must assess the corruption risk of the new entity’s Business Partners in accordance with Step 1 above within three (3) months of the date of the closing of the acquisition or as otherwise agreed with the Compliance Committee. If any such Business Partners are determined

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<sup>4</sup> The Ethics and Fraud Compliance Committee is responsible for overseeing the Company’s global ethics and fraud compliance programs, including anti-corruption compliance. See Schedule A of the Policy for a current list of the members of the Compliance Committee and their contact information.





to be HRBPs, the Due Diligence Review, followed by Steps 3, 4 and 5, must be performed within three (3) months thereafter (or as otherwise agreed with the Compliance Committee).

#### **VI. Training and Ongoing Monitoring of Business Partners**

All HRBPs must be made aware of Gildan's commitment to compliance with Anti- Corruption Laws in all the locations where it conducts business. In that regard, the Gildan Sponsor of the HRBP and the Compliance Officer for the applicable business unit will be responsible for providing the HRBP with a copy of the Policy and any related training materials that may be available at the time.

Where the HRBP is required to periodically certify compliance with the Policy, the Gildan Sponsor of the HRBP and the Compliance Officer for the applicable business unit will be responsible for ensuring that the HRBP is implementing the Policy and that the required periodic certifications are provided by the HRBP.

**Adopted October 16, 2013**  
**Last amended February 2021**



**Appendix A**  
**to the Business Partner Guidelines**

- Manufacturing contractors (worldwide, except Canada and the U.S.)
- Joint venture partners (worldwide)
- Customs agents, freight forwarding agents (where goods must clear customs), brokers or any other entity or individual that will be required to interact with government officials in connection with its services to the Company (worldwide)
- Lobbyists (worldwide, except Canada and the U.S.)
- Lawyers/law firms (in jurisdictions with a Transparency International Corruption Perception Index rating of less than 50)
- Tax agents/specialists (in jurisdictions with a Transparency International Corruption Perception Index rating of less than 50)



**Appendix B**  
**to the Business Partner Guidelines**

**BUSINESS PARTNER QUESTIONNAIRE**

This questionnaire must be completed and signed by third parties who desire to supply goods, perform services or act on Gildan's behalf (the "**Business Partner**"). Please answer all questions or indicate reason if no answer given. If not enough space, please attach a separate page with complete information. Please provide all full names in English as well as in local language alphabet or characters.

**Note:** Information provided in this questionnaire will be verified by Gildan's third party inquiry agent. Your cooperation in facilitating these verifications is requested.

**I. IDENTIFICATION OF BUSINESS PARTNER:**

1. Full legal name (including all names by which Business Partner is or has been known and any dba's):

\_\_\_\_\_

2. Place and date Business Partner was established:

\_\_\_\_\_

3. Legal entity type :

Sole Proprietorship                       Partnership

Corporation                                       Other: \_\_\_\_\_

Limited Liability Company

*[If incorporated, provide copies of commercial registry or equivalent official filings evidencing Business Partner's corporate formation.]*

4. Tax identification number: \_\_\_\_\_

5. Please provide the jurisdictions in which the Business Partner is currently registered or qualified to do business and registration numbers for each:

6. \_\_\_\_\_  
\_\_\_\_\_

7. If Business Partner is an individual:

a. D.O.B.: \_\_\_\_\_



b. National ID number (and type): \_\_\_\_\_

8. Addresses, telephone, facsimile number(s) and email addresses for last five years, with duration for each:

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**II. OWNERSHIP INFORMATION:**

9. Business purpose and brief history of the Business Partner:

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10. Has the Business Partner ever done business with Gildan in the past? If yes, please provide details and include reasons of ceasing to do business (if applicable):

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11. Identity and information of each individual owner/principal and individual beneficial owner (if different) of the Business Partner:

Full Name :

D.O.B. :

Citizenship :

National ID# (and type) :

Country of Residence :

Ownership % :

Full Name :

D.O.B. :

Citizenship :

National ID# (and type) :

Country of Residence :

Ownership % :



Full Name : \_\_\_\_\_  
D.O.B. : \_\_\_\_\_  
Citizenship : \_\_\_\_\_  
National ID# (and type) : \_\_\_\_\_  
Country of Residence : \_\_\_\_\_  
Ownership % : \_\_\_\_\_

**III. OPERATIONAL INFORMATION:**

12. Identity of director(s), manager(s) and other key employee(s):

Full Name : \_\_\_\_\_  
Title : \_\_\_\_\_  
D.O.B. : \_\_\_\_\_  
Citizenship : \_\_\_\_\_  
National ID# (and type) : \_\_\_\_\_  
Country of Residence : \_\_\_\_\_

Full Name : \_\_\_\_\_  
Title : \_\_\_\_\_  
D.O.B. : \_\_\_\_\_  
Citizenship : \_\_\_\_\_  
National ID# (and type) : \_\_\_\_\_  
Country of Residence : \_\_\_\_\_

Full Name : \_\_\_\_\_  
Title : \_\_\_\_\_  
D.O.B. : \_\_\_\_\_  
Citizenship : \_\_\_\_\_  
National ID# (and type) : \_\_\_\_\_



Country of Residence : \_\_\_\_\_  
\_\_\_\_\_

13. Briefly describe experience and qualifications of the management personnel of Business Partner:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

14. Are the Business Partner's premises owned or leased?

Owned       Leased

15. If business premises leased, please provide landlord name and telephone number:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

16. Please describe the business premises (office, facility, equipment and machinery):

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

17. Approximately how many workers and how many administration/management staff does the Business Partner employ?

Number of workers: \_\_\_\_\_ Number of administration/management staff: \_\_\_\_\_

18. Are the workers unionized?  Yes       No

19. If workers are unionized, please identify all labor unions representing workers:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_





(c) Contact information

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(d) Facts regarding any direct, indirect, or beneficial interest of any foreign or domestic official or employee, as defined in Gildan's Anti-Corruption Policy ("Government Official").

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23. How many customers is the Business Partner currently providing services to: \_\_\_\_\_

24. How much (in %) would Gildan represent of the supplier's/service provider's total capacity: \_\_\_\_\_

25. Please provide 3 legitimate business references of good standing who we can contact (for example: major customer) - kindly provide name and telephone number(s)/email(s) of contact person(s):

1) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

3) \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

26. Please provide the Business Partner's banking reference information:

Financial institution: \_\_\_\_\_  
Address : \_\_\_\_\_





Name of Representative : \_\_\_\_\_  
\_\_\_\_\_  
Email address and  
telephone number. of  
Representative : \_\_\_\_\_  
\_\_\_\_\_

Financial institution: \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_

Name of Representative : \_\_\_\_\_  
\_\_\_\_\_  
Email address and  
telephone number of  
Representative : \_\_\_\_\_  
\_\_\_\_\_

27. Please provide the names and addresses for the Business Partner's accountants and auditors:

Name of  
accountants/auditors: \_\_\_\_\_  
Address : \_\_\_\_\_  
\_\_\_\_\_

Name of Representative: \_\_\_\_\_  
\_\_\_\_\_  
Email address and  
telephone number of  
Representative: \_\_\_\_\_  
\_\_\_\_\_

**IV. BACKGROUND INFORMATION:**

28. Has the Business Partner ever been denied credit? If yes, please explain:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

29. Is the Business Partner, any of the owner(s), partner(s), principal(s), shareholder(s), director(s), manager(s) and/or key employee(s) currently a defendant in any litigation, or is there a threat of any such litigation in the near future? If yes, please explain:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

30. Is the Business Partner, any of the owner(s), partner(s), principal(s), shareholder(s), director(s), manager(s) and/or key employee(s) involved in any significant litigation



that is having or could have a negative impact on the business, or is there a threat of any such litigation? If yes, please explain:

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31. Have any of the owner(s), partner(s), principal(s), shareholder(s), director(s), manager(s) and/or key employee(s) ever been charged with or convicted of a criminal offense? If yes, please explain:

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32. Have any of the owner(s), partner(s), principal(s), shareholder(s), director(s), manager(s) and/or key employee(s) ever been subject to regulatory penalties or sanctions? If yes, please explain:

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33. Has the Business Partner or anyone affiliated with the Business Partner or any of its affiliates ever offered, promised or given a payment or anything of value directly or indirectly to a Government Official in order to secure or maintain a business advantage? If yes, please provide details.

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34. Has the Business Partner or anyone affiliated with the Business Partner ever received a request for a payment, gift or kickback from any Government Official?

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35. Has the Business Partner or anyone affiliated with the Business Partner or its affiliates ever been a party to a proceeding anywhere in the world for violation of applicable anti-bribery laws or regulations?



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36. Within the last five (5) years, has the Business Partner or any associated or previously associated entity or any present or former owner, manager, partner, director, officer, employee, or consultant of the Business Partner been suspended or barred from doing business in any capacity?

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**V. CONFLICT OF INTEREST:**

37. Identify whether any of the Business Partner's owners, principals, shareholders, directors, senior officers or key employees (including their immediate family members) are related to any current Gildan employee or director:

Yes       No

38. If yes, please list the individual(s) and provide details of the relationship(s):

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**VI. INVOLVEMENT OF GOVERNMENT OFFICIALS:**

39. Identify whether (i) any of the Business Partner's owners, principals, shareholders, directors, senior officers or key employees, or (ii) immediate family member of the Business Partner's owners, principals, shareholders, directors, senior officers or key employees, is now or has been in the past five (5) years, directly or indirectly, a Public Official:

Yes       No

40. If yes, please list the individual(s) and provide details of the position(s) held:

**VII. COMPLIANCE PROGRAM:**

41. Does the Business Partner have a Code of Ethics or a Code of Conduct?

Yes       No

42. Does the Business Partner have an Anti-Corruption Policy?

Yes       No



43. Does the Business Partner provide ongoing and systematic employee training on its Code of Ethics and its Anti-Corruption Policy?

Yes       No

44. Does the Business Partner have internal controls in place to monitor compliance with its Code of Ethics and its Anti-Corruption Policy?

Yes       No

45. Please describe the internal controls program:

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**Certification**

The undersigned certifies that the information relating to the Business Partner provided in this Business Partner Questionnaire is true and complete.

Signature: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

Email: \_\_\_\_\_

Tel.: \_\_\_\_\_



**SCHEDULE C**

**GILDAN ANTI-CORRUPTION POLICY AND COMPLIANCE PROGRAM**

**CERTIFICATE OF COMPLIANCE**

I acknowledge (i) that I have read and that I understand the Gildan Activewear Inc. Anti-Corruption Policy and Compliance Program (the **“Policy”**), and (ii) that I am not aware of any violations of the Policy that I have not previously reported. I undertake to comply with the provisions of the Policy, and I also confirm compliance thereto. I understand that Gildan may, at any time, add, change or rescind the Policy or any policy or practice at its own discretion, provided I am advised of such change.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name of Employee (please print)

\_\_\_\_\_  
Signature of Employee

\_\_\_\_\_  
Location