

GILDAN ACTIVEWEAR INC.

MANDATE OF THE CHAIR OF THE BOARD

The Board of Directors (the “**Board**”) is chaired by an independent director designated by the Board (the “**Board Chair**”). The Board Chair’s key role is to manage the Board and to oversee the discharge by the Board of the duties and responsibilities set out in its mandate, as well as the clear understanding and respect for the boundaries between Board and management responsibilities.

Nothing contained in the following mandate is intended to transfer to the Board Chair the Board’s responsibility to oversee the Corporation’s compliance with applicable laws or regulations or to expand the applicable standards of liability under statutory or regulatory requirements for the Board Chair as a director of the Corporation.

1. Responsibilities

The responsibilities of the Board Chair include the following:

(a) *Providing leadership to enhance Board effectiveness*

- overseeing the work of the Board with a view to working as a cohesive group and providing the leadership essential to achieve this objective;
- overseeing the availability of adequate resources, including timely and relevant information, to support the members of the Board in discharging the mandate of the Board.

(b) *Managing the Board*

- setting the agenda of each Board meeting, in consultation with the Chief Executive Officer (the “**CEO**”), the Chief Financial Officer, the Corporate Secretary and the independent directors;
- chairing each meeting of the Board;
- overseeing the conduct of Board meetings so as to provide adequate time for effective study and discussion of the business under consideration;
- overseeing the Board’s effective and efficient discharge of its duties and responsibilities as set forth in its mandate;
- regularly reviewing with the Corporate Governance Committee the size and composition of the Board and its committees to promote continuity as well as effective decision-making;

- where responsibilities are delegated to committees or individual directors, overseeing the fulfillment of such responsibilities and the reporting of the results thereof to the Board.

(c) *Overseeing Board quality and continuity*

- in consultation with the chairs of each of the Board's committees, develop each year objectives that each committee is responsible for meeting and ensure that each committee reports to the Board on its progress against such objectives;
- meeting with the Corporate Governance Committee from time to time to review the effectiveness and contribution of the Board, the Board committees, the committee chairs and individual directors and to discuss director nominees to be submitted to the Board for its approval;
- in consultation with the Corporate Governance Committee, monitoring and reviewing, as appropriate, the Corporation's orientation and continuing education programs for directors and overseeing directors' access to education and information on an ongoing basis as required.

(d) *Acting as a liaison between the Board and management*

- acting as liaison between the Board and management, which involves working closely with the CEO to oversee the development and maintenance throughout the Corporation of a healthy governance culture;
- acting in an advisory capacity to the CEO and to other senior management members;
- in consultation with the CEO and the Corporate Governance Committee, overseeing the development of corporate governance principles applicable to the Corporation;
- meeting with other independent directors during each regularly scheduled Board meeting without management present and reporting to the CEO issues discussed at such meetings and the follow-up required;
- holding additional meetings with other independent directors at the request of any such director and communicating to the Board any comments, questions or suggestions of such directors;
- chairing annual and special meetings of the shareholders.

2. Objectives and Performance Assessment

Each year the Board Chair develops Board objectives for the upcoming fiscal year that are discussed and approved by the directors. The Board Chair is responsible for tracking the Board's progress against its objectives and leading discussions among Board members on the Board's performance against these objectives.

* * * * *

Adopted by the Board of Directors on December 1, 2004
Last amended on July 30, 2014