

AXON ENTERPRISE, INC**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER****Organization**

This charter governs the operations of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall periodically review and reassess the adequacy of this charter and recommend any proposed changes of the charter to the Board for approval. The Nominating and Corporate Governance Committee, in consultation with the Chairman of the Board, shall recommend members for appointment to, and the Chairman of, the Nominating and Corporate Governance Committee to the Board for its approval. The Nominating and Corporate Governance Committee shall be comprised of at least three directors, each of whom is independent of management and the Corporation. The Nominating and Corporate Governance Committee shall maintain minutes of its meetings and report to the Board.

Policy

The Nominating and Corporate Governance Committee shall (1) oversee the process by which individuals are nominated to become board members; and (2) oversee matters of corporate governance, including advising the Board on matters of (A) board organization, membership and function; and (B) committee structure and membership. The Nominating and Corporate Governance Committee shall have the authority to retain special legal, accounting, recruiting or other consultants to advise the Nominating and Corporate Governance Committee and to assist it identifying suitable potential board nominees. The Nominating and Corporate Governance Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Nominating and Corporate Governance Committee or to meet with any members of, or consultants to, the Nominating and Corporate Governance Committee.

Responsibilities and Processes

In carrying out its responsibilities, the Nominating and Corporate Governance Committee shall:

1. Establish criteria for selection of potential directors, taking into consideration the following desired attributes: leadership; independence; interpersonal skills; financial acumen; business experiences and acumen; industry knowledge; and diversity of viewpoints. The Committee will periodically assess the criteria to ensure they are consistent with best practices and the goals of the Corporation.
2. Recruit, in consultation with the Chairman of the Board, those candidates for Board membership to fill vacancies that are approved by the Board.

3. Identify individuals who satisfy the criteria for selection to the Board and, after consultation with the Chairman of the Board, make recommendations to the Board on new candidates for Board membership.
4. Receive and evaluate nominations for Board membership which are recommended by stockholders in accordance with the terms of the Corporation's By-Laws and applicable laws.
5. Oversee the process for validating candidate credentials.
6. Review the qualifications, performance and independence of Board members pursuant to criteria and procedures established by the Committee and make recommendations whether they should stand for re-election.
7. Recommend to the Board, a slate of nominees for the next annual meeting of stockholders.
8. Recommend to the Board the removal of a director where appropriate.
9. Review and recommend policies with respect to composition, organization, processes, and practices of the Board, including policies with respect to the size of the Board; desired qualifications of directors; the types, function, size and membership of the Board committees; meetings of the Board (including executive sessions); and Board retirement and tenure policies.
10. Establish criteria for membership on the Board committees and, in consultation with the Chairman of the Board, make recommendations to the Board for appointments to and removal from committees.
11. Periodically review the Board's committee structure, committee operations, committee formations, and committee charters and make such recommendations to the Board as are determined to be consistent with best practices and the best interests of the Corporation.
12. Review related party transactions involving any director or nominee for director, any stockholder owning more than 5% of the Corporation's voting securities, or any of their immediate family members or related firms.
13. Recommend to the Board standards for determining director independence consistent with the requirements of Nasdaq and other applicable guidelines on best practices.
14. Periodically review director independence standards, established by the Board and recommend such changes in the standards as the Committee determines to be appropriate.

15. Periodically review the Corporation's Board compensation practices and make recommendations for changes in compensation practices as the Committee determines to be appropriate.
16. Identify and investigate emerging corporate governance issues and trends which may affect the Corporation.
17. Develop and recommend to the Board, corporate governance policies that are appropriate for the Corporation and are consistent with best practices and the best interests of the Corporation. The Committee periodically will review the corporate governance policies and make recommendations for changes as in its judgment are appropriate.
18. Recommend to the Board actions to be taken in response to communications from stockholders.
19. Oversee the Corporation's positions on and policies in respect to significant stockholder relations issues, including all proposals submitted by stockholders for inclusion in the Corporation's proxy statement.
20. Periodically review the Corporation's hostile takeover defenses, and make recommendations to the Board for any changes the Committee determines to be appropriate.
21. Propose criteria for, and communicate the results of, an annual evaluation of the performance and effectiveness of the Board and each Committee of the Board.
22. Review any proposed amendments to the Corporation's Certificate of Incorporation and By-Laws and recommend appropriate action to the Board.
23. Have such other duties and responsibilities as may be assigned to the Nominating and Corporate Governance Committee, from time to time, by the Board and/or the Chairman of the Board.