



Date: March 15, 2024

AXON ENTERPRISE, INC.

AUDIT COMMITTEE CHARTER

Purpose

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Axon Enterprise, Inc. (the "Company") is to assist the Board in fulfilling its oversight responsibilities regarding (i) the Company's process for financial reporting and the integrity of the Company's financial statements; (ii) the Company's internal control system; (iii) the performance of the Company's internal audit function; (iv) the independent accountants' independence, qualifications and performance; (v) the Company's risk assessment and management policies for major financial risks; and (vi) the Company's Code of Business Conduct and Ethics ("Code of Ethics") and process for monitoring compliance with laws and regulations.

Committee Membership

The Committee will consist of no fewer than three members, each of whom will be a director of the Company.

Each member of the Committee will be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee, and may be removed by the Board, with or without cause, in each case, at any time in its discretion. The Board will designate one member of the Committee to serve as its chairperson. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee.

Each member and alternate member of the Committee will be independent under the applicable standards for independence promulgated by the U.S. Securities and Exchange Commission (the "SEC"), the applicable listing standards of the Nasdaq Stock Market ("Nasdaq"), and any other relevant director independence standards established by the Board.

In addition, each member and alternate member of the Committee will be a director who, in the judgment of the Board, is financially literate and possesses the ability to read and understand the fundamental financial statements of the Company and its subsidiaries, including balance sheets, income statements and cash flow statements. At least one member of the Committee will, in the judgment of the Board, have accounting or related financial management expertise, which may include employment experience in finance or accounting, certification in accounting or any other comparable experience, including being, or having been, a chief executive officer or other senior officer of a company with financial oversight responsibilities. The Company will disclose in its periodic reports filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), whether or not (and, if not, why not) the Committee

has at least one member who is an “audit committee financial expert” as defined by SEC rules. No member or alternate member of the Committee may accept any direct or indirect consulting, advisory or other compensatory fee from the Company (other than compensation for their service as a member of the Board, the Committee or any other committee of the Board) or be an affiliated person of the Company or a subsidiary thereof.

Committee Meetings; Quorum

The Committee will meet as needed to carry out its responsibilities, but not less than once per quarter. Special meetings may be called by the chairperson of the Committee or by a majority of the Committee’s members. A majority of the members of the Committee will constitute a quorum, and the act of a majority of the directors present at any meeting at which a quorum is present will be the act of the Committee. The Committee may conduct meetings via conference telephone or similar remote communication equipment and may also act by unanimous written consent.

Members of the Committee may meet informally with officers or employees of the Company and its subsidiaries and with the Company’s independent accountants and other advisors and may conduct informal inquiries and studies without the necessity of holding a formal meeting. The Company’s officers who are required by law to certify the Company’s annual or quarterly reports will disclose to the Committee and to the independent accountants the information that is required to be disclosed to them by Section 302 of the Sarbanes-Oxley Act of 2002. The Committee may also request any officer or employee of the Company or the Company’s outside counsel, independent accountants or other advisors to attend a meeting of the Committee or to meet with any of the members of or consultants to the Committee in their capacity as members of or consultants to the Committee. The Committee will meet with the independent accountants in executive sessions at least quarterly. The Committee will also meet with management and the internal auditors in separate executive sessions at least annually. Management will be asked to report whether significant findings and recommendations made by the internal auditors and the independent accountants have been addressed in a timely manner.

The Committee will keep regular minutes of its proceedings and report the same to the Board when required. Minutes of each meeting will be compiled by the Company’s Corporate Secretary or Assistant Secretary who will act as Secretary to the Committee, or in the absence of the Corporate Secretary or Assistant Secretary, any other person designated by the chairperson of the Committee.

Committee Resources

The Committee will have the authority to select, retain, obtain the advice of, approve the fees and other engagement or retention terms and terminate legal, accounting or other experts, consultants or advisors (including the independent accountants and persons already employed or engaged by the Company) as the Committee may deem necessary or appropriate to perform its duties and carry out its responsibilities.

The Company will provide for appropriate funding, as determined by the Committee, for the payment of: (i) compensation to the independent accountants and any other advisors retained by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Committee Authority and Responsibilities

To fulfil its purpose, the Committee will:

Financial Reporting

1. Review and discuss with management and the independent accountants the Company's accounting policies that may be viewed as critical, and review and discuss any significant changes, including significant accounting and reporting developments, such as recent professional and regulatory pronouncements (including changes in accounting standards or rules proposed by Financial Accounting Standards Board or the SEC that may affect the Company's financial statements), as well as off-balance sheet structures, and their impact on the Company's financial statements, and any disclosure related thereto.

2. Receive a draft of each Annual Report on Form 10-K ("Annual Report") and Quarterly Report on Form 10-Q ("Quarterly Report") and review the financial statements and accompanying notes to be included in the Company's Annual Reports and Quarterly Reports.

3. Review and discuss with management and the independent accountants the Management Discussion and Analysis to be included in the Company's Annual Report or Quarterly Report before its filing (including whether the information is adequate and consistent with Committee members' knowledge about the Company and its operations).

4. Meet with management and the independent accountants to review and discuss the Company's audited financial statements and the results of the audit and determine whether the audited financial statements are adequate and consistent with respect to information known to Committee members and based upon appropriate accounting principles. Based on such review and discussions, recommend to the Board whether the audited financial statements are appropriate for inclusion in the Company's Annual Report.

5. Meet with management and the independent accountants to review and discuss the Company's quarterly operating results, discuss the results against the prior year, discuss any significant variances from the financial plan and discuss the results of the independent accountants' review of the quarterly financial statements prior to the public release of the results and the filing of the Company's Quarterly Report, including the results of the independent accountants' review of the quarterly financial statements.

6. Inquire of management and the independent accountants whether any significant financial reporting issues were discussed during the course of the audit and, if so, how they were resolved.

7. Discuss with management and the independent accountants significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, the development, selection and disclosure of critical accounting estimates, and analyses of the effect of alternative estimates, assumptions or GAAP methods on the Company's financial statements.

8. Inquire about significant estimates or contingencies that may affect the Company's financial statements, the basis for the Company's presentation of such matters, and any disclosure related thereto.

9. Discuss with management the Company's earnings guidance, shareholder letters and information related thereto, including the use of "pro forma" or "adjusted" non-GAAP information, and hold general discussion on financial information and earnings guidance provided to analysts, rating agencies or the investing public.

10. Annually prepare and submit the report of the Committee required to be included in the Company's annual proxy statement pursuant to SEC rules and regulations.

Internal Control

11. Oversee management's processes to promote employee awareness of and compliance with the Company's internal control policies and procedures.

12. Inquire of the Company's Chief Executive Officer and Chief Financial Officer as to the existence of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information, and as to the existence of any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

13. Discuss with the independent accountants any major issues as to the adequacy of the Company's internal controls, and any significant weaknesses or breaches of internal controls encountered during the course of the audit, if any.

14. Review the adequacy of the internal financial and operational controls of the Company with staff performing internal auditing functions and with the independent accountants.

15. Discuss with management any major issues as to the adequacy of the Company's internal controls, and the implementation of internal control recommendations made by the internal auditors and the independent accountants.

Internal Audit

16. Review and approve the scope of proposed audits to be performed by the internal auditors with respect to the Company's financial statements.
17. Review with the internal auditors' their proposed audit schedule and plans annually.
18. Regularly review internal audit activities, staffing and the organizational structure of the internal audit function.

Independent Accountants

19. Oversee the selection of the Company's independent accountants; the Company's independent accountants are ultimately accountable to the Committee and the Board.
20. Engage, retain, compensate and terminate the independent accountants and any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or to perform audit, review or attestation services, each of whom will report directly to the Committee. Make recommendations to the Board with respect to the submission of the appointment of the Company's independent accountants to the Company's stockholders for their approval or ratification.
21. Oversee the work of the independent accountants (including the resolution of disagreements between management and the independent accountants regarding financial reporting) and conduct an evaluation of the independence and performance of the independent accountants, which evaluation will include a review of the experience, qualifications and performance of the senior members of the independent accountants' team, including the lead partner of the team.
22. Present the Committee's conclusions regarding the independent accountants to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the independence, experience, qualifications and performance of the independent accountants.
23. Oversee the rotation of the lead (or coordinating) audit partner as required by law and consider whether, in order to assure continuing auditor independence, there should be regular rotation of the independent accounting firm itself.
24. Pre-approve all auditing services and permitted non-audit services to be performed for the Company by the independent accountants in accordance with the Exchange Act. Approvals of any non-audit service to be performed by the independent accountants will be disclosed as required. The Committee may, in its discretion, delegate to one or more of its members, including the chairperson of the Committee, the authority to pre-approve any audit or non-audit services to be performed by the independent accountants; provided that any such approvals are presented to the Committee at its next scheduled meeting. If the Committee approves an audit service within the scope of

engagement of the independent accountants, such audit service will be deemed to have been preapproved for purposes of this paragraph.

25. At least annually, obtain and review a report by the independent accountants (the "Accountants' Report") describing (a) the independent accountants' internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review, of the auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent accountants, (c) any steps taken to deal with any such issues and (d) in order to assess the accountant's independence, all relationships between the independent accountants and the Company.

26. Discuss with the independent accountants any relationships or services disclosed in any Accountants' Report that may impact the quality of audit services or the objectivity and independence of the Company's independent accountants.

27. Consider any other reports or communications (and management's and/or the internal auditing department's responses thereto) submitted to the Committee by the independent accountants required by or referred to in applicable requirements of the Public Company Accounting Oversight Board or other applicable standards.

28. Recommend to the Board policies for the Company's hiring of employees or former employees of the independent accounting firm who participated in any capacity in the audit of the Company.

29. Require the independent accountants to communicate whether or not they are aware of any reportable illegal acts.

30. Discuss with the independent accountants matters related to the conduct of the audit as required in Statement on Auditing Standards No. 61. In particular, the Committee will discuss:

- a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent accountants, internal auditors or management;
- b) the management letter provided by the independent accountants (if any) and the Company's response to that letter; and
- c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

31. Obtain assurance from the independent accountants that the audit was conducted in a manner consistent with Section 10A of the Exchange Act, which sets forth certain procedures to be followed in any audit of financial statements required under the Exchange Act.

32. At least annually, meet privately with the independent accountants in executive session to, among other things, help evaluate the Company's internal financial accounting and reporting staff and procedures and to review with the results of the auditing engagement and any recommendations the auditors may have with respect to the Company's financial, accounting or auditing systems.

Oversight of Financial Risks and Related Compliance Framework

33. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

34. Discuss with management the Company's liquidity, cash management and treasury functions, and provide oversight of the Corporate Investment Policy.

35. Review and consider for ratification or approval all related party transactions and/or other transactions implicating a potential conflict of interest between the Company and any of its directors, executive officers, 5% stockholders or other related parties if such transactions are in excess of \$120,000. It is the policy of the Company's Board of Directors that all proposed transactions in excess of \$120,000 between the Company and its directors, officers, 5% stockholders and their affiliates be entered into or approved only if such transactions are on terms no less favorable to the Company than it could obtain from unaffiliated parties, are reasonably expected to benefit the Company and are disclosed to the Committee.

36. Periodically review the Company's program for monitoring compliance with the Code of Ethics and receive and review updates from management regarding the implementation of the Code of Ethics, including the annual ethics certification and training processes of covered persons.

37. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding internal accounting controls, accounting or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding internal accounting controls, questionable accounting or auditing matters.

38. Periodically obtain any required reports and assurances from the independent accountants, the internal auditor and management with respect to the effectiveness of the Company's system for monitoring compliance with laws and regulations.

39. Receive and review reports from management with respect to any significant legal, compliance or regulatory matters that may have a material impact on the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies; with respect to any such matters that involve cybersecurity, data privacy or information technology, the Committee will coordinate and consult with the Enterprise Risk and Compliance Committee as appropriate.

Other Responsibilities

40. Report to the Board regularly regarding the Committee's activities.
41. Review, in consultation with the Nominating and Corporate Governance Committee, the Company's Corporate Governance Guidelines, and make recommendations for changes as in its judgment are appropriate.
42. Annually review, in collaboration with the Nominating and Corporate Governance Committee, this Charter and any changes that the Committee deems necessary or appropriate.
43. Annually review, in collaboration with the Nominating and Corporate Governance Committee, the Committee's performance.
44. Perform any other activities consistent with this Charter, the Company's Bylaws and applicable law as the Committee deems necessary or appropriate.
45. Have such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

Delegation to a Subcommittee

Subject to applicable law, the Committee may, in its sole discretion, delegate all or a portion of its duties and responsibilities to a subcommittee comprising one or more members of the Committee.