



Date: March 15, 2024

AXON ENTERPRISE, INC

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Axon Enterprise, Inc. (the "Company") is to assist the Board in overseeing (i) the process by which individuals are nominated to become Board members; (ii) matters of corporate governance, including advising the Board on matters of (A) Board organization, membership and function and (B) committee structure and membership; and (iii) succession planning for Board members and executive officers of the Company.

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 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 applicable listing standards of the Nasdaq Stock Market ("Nasdaq"), and any other relevant director independence standards established by the Board (collectively, the "Independence Standards").

Committee Meetings; Quorum

The Committee will meet as needed to carry out its responsibilities. 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 advisors and may conduct informal inquiries and studies without the necessity of holding a formal meeting. The Committee

may also request any officer or employee of the Company or the Company's outside counsel 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 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, recruiting or other experts, consultants or advisors (including search firms to assist in identifying suitable potential board nominees 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 any search firms or 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:

1. Establish criteria for selection of potential directors and periodically assess the criteria for alignment with best practices (as determined by the Committee in its sole discretion) and the strategic goals of the Company.
2. Identify individuals who satisfy the established criteria for selection of potential directors, and recruit and make recommendations to the Board on new candidates for Board membership, including to fill vacancies on the Board.
3. Receive and evaluate nominations for Board membership that are recommended by stockholders in accordance with the terms of the Company's Bylaws and applicable laws.
4. Annually review the qualifications and performance of Board members pursuant to the criteria and procedures established by the Committee.
5. Annually evaluate and report to the Board the Committee's assessment regarding whether each director is independent under the Independence Standards; periodically review the Independence Standards and make recommendations to the

Board with respect to any changes to the Independence Standards that the Committee determines, in its sole discretion, are necessary or appropriate.

6. Recommend to the Board a slate of nominees for the next annual meeting of stockholders, including whether each of the Company's incumbent directors should stand for re-election.

7. Recommend to the Board the resignation or removal of any director as the Committee determines, in its sole discretion, to be appropriate.

8. Periodically review structure, types of operations, membership and charters of the Board's committees; make recommendations to the Board as the Committee deems appropriate and aligned with best practices (as determined by the Committee in its sole discretion) and the strategic goals of the Company.

9. In consultation with the Chair of the Board, make recommendations to the Board for appointments to and removal from committees.

10. Engage in and regularly discuss succession planning for the Board and key leadership roles on the Board (including the Chair of the Board and the chairperson of each committee).

11. Assist the Board and the Chief Executive Officer with succession planning for the executive officers of the Company and its subsidiaries, including in the ordinary course and in the event of an unexpected departure.

12. In collaboration with other committees of the Board and the Company's management as appropriate, identify and monitor emerging corporate governance issues and trends that could be reasonably expected to have a substantial impact on the Company, including any material environmental or sustainability-related issues and the Company's strategy with respect to social matters of significance to the Company.

13. Periodically review the Company's Corporate Governance Guidelines and other corporate governance policies and recommend to the Board any changes that the Committee determines, in its sole discretion, to be necessary or appropriate.

14. Review any proposed amendments to the Company's Certificate of Incorporation and Bylaws and recommend appropriate action to the Board.

15. Oversee the Company's positions on and policies in respect to significant stockholder relations issues, including all proposals submitted by stockholders for inclusion in the Company's proxy statement.

16. Periodically review and evaluate the effectiveness of the Company's corporate governance profile and practices, and recommend to the Board for approval, as necessary or appropriate, any changes that the Committee determines, in its sole discretion, to be necessary or appropriate.

17. Report to the Board regularly regarding the Committee's activities.
18. Oversee the annual evaluation and self-assessment of the performance and effectiveness of the Board, each committee of the Board and each director, including the annual review of the Committee's own performance.
19. Annually review this Charter and coordinate the review of the charters of the other committees of the Board, and recommend to the Board for approval any changes that the Committee deems necessary or appropriate.
20. Perform any other activities consistent with this Charter, the Company's Bylaws and applicable law as the Committee deems necessary or appropriate.
21. 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.