

**MANAGEMENT DEVELOPMENT AND COMPENSATION COMMITTEE
CHARTER**

OF

VISTA OUTDOOR INC.

Adopted as of February 9, 2015

There shall be a committee of the Board of Directors (the "Board") of Vista Outdoor Inc. (the "Company") to be known as the Management Development and Compensation Committee (the "Committee") with purpose, composition, authority, duties and responsibilities as set forth below.

I. Purpose

The purpose of the Committee is to:

1. Recommend to the Board succession candidates for Chief Executive Officer of the Company.
2. Carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation;
3. Approve or recommend, as applicable, compensation and incentive plans and programs; and
4. Produce an annual report regarding executive compensation for inclusion in the Company's proxy statement.

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs as to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company's business. In reviewing and approving the Company's overall compensation program, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

II. Composition

The Committee will be composed of not less than three Board members. Each member shall be "independent" in accordance with applicable law, including the rules and regulations of the Securities and Exchange Commission (the "SEC") (including the independence requirements of the provisions of Rule 10C-1(b)(1) under the Exchange Act) and the rules of the New York Stock Exchange ("NYSE"), taking into account such additional independence requirements specific to membership on the Committee as may be required by the rules of the NYSE. Committee members shall qualify as "Non-

Employee Directors” for the purposes of Rule 16b-3 under the Exchange Act and as “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”).

The members of the Committee shall be appointed by a majority vote of the Board from among its members, taking into consideration the recommendations of the Nominating and Governance Committee, and each member shall serve until such member’s successor is duly appointed and qualified or until such member’s resignation or removal by a majority vote of the Board. The Chair of the Committee (the “Chair”) shall be designated by the Board.

III. Meetings

The Committee shall meet in person or remotely at least once quarterly, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair. The Chair, in consultation with the other members of the Committee, will set the dates, times and places of such meetings. A quorum of the Committee for the transaction of business will be a majority of its members. When more than two members are present, the act of a majority of such members at a meeting at which a quorum exists shall be the act of the Committee. When only two members are present and constitute a quorum, the unanimous vote of the two members shall constitute the act of the Committee.

The Chair, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee’s agenda. The Committee shall maintain written minutes of its meetings, which will be filed with the meeting minutes of the Board. The Committee will report to the Board from time to time with respect to the activities of the Committee.

IV. Authority and Resources

The Committee may request that any director, officer or other employee of the Company, or any other person whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may exclude from its meetings any persons it deems appropriate in order for it to fulfill its responsibilities.

The Committee may form and delegate authority to subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee has the right, in its sole discretion, at any time to retain or obtain advice, reports or opinions from compensation consultants and outside counsel, accounting and other advisors (each, a “Compensation Advisor”) as it deems necessary or appropriate to assist it in the full performance of its functions. The Committee shall be directly responsible for the appointment, retention, compensation and oversight of the work of any Compensation Advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Compensation Advisor retained by the Committee.

Before selecting or receiving advice from a Compensation Advisor (other than, for the avoidance of doubt, in-house legal counsel), the Committee shall consider such factors as may be required by the rules of the NYSE or applicable rules of the SEC with respect to the independence of the Compensation Advisor.

Except as expressly provided in this Charter, the Company's Certificate of Incorporation or Bylaws or the Company's Guidelines on Corporate Governance, or as required by law, regulation or NYSE listing standards, the Committee shall set its own rules of procedure.

V. Duties and Responsibilities

The Committee shall:

General

1. Establish, and periodically review, a general compensation philosophy for the Company.

Compensation Plans

2. Review and make recommendations to the Board with respect to the adoption or amendment of equity compensation plans and programs that require stockholder approval, including incentive compensation, deferred compensation and equity-based compensation plans for the Company (and, to the extent appropriate, the subsidiaries of the Company).
3. Approve the adoption, amendment and termination of incentive compensation and deferred compensation plans and programs for employees of the Company (and, to the extent appropriate, the subsidiaries of the Company).
4. Oversee the implementation and administration of the incentive and equity-based compensation plans of the Company (and, to the extent appropriate, the subsidiaries of the Company) to ensure that these plans are consistent with the Company's general compensation philosophy, and determine the employees who will receive awards and the size of those awards under these plans.
5. Perform the settlor functions assigned to the Company (and, to the extent appropriate, the Company's subsidiaries) in the plan documents of the Company's (and, to the extent appropriate, the Company's subsidiaries') pension and welfare plans and, to the extent settlor functions are delegated to the committee administering these plans, oversee those delegated functions.

Executive Performance and Compensation

6. On an annual basis, (a) review and approve (or make recommendations to the Board regarding approval when appropriate) the Company's goals and objectives relevant to the compensation of the Chief Executive Officer (the "CEO") and the other senior executive officers of the Company; (b) evaluate the CEO's performance and development and discuss the CEO's performance against such goals and objectives with the independent directors; (c) evaluate each other senior executive officer's (other than the CEO's) performance in light of these goals and objectives; (d) determine and approve each element of the CEO's compensation based on this evaluation (including base salary, annual and long-term compensation and equity compensation, as applicable), considering all factors it deems relevant in determining the long-term incentive component of the CEO's compensation, including the Company's performance and relative stockholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies and the awards given to the CEO in past years; (e) review and approve (or make recommendations to the Board regarding approval when appropriate) each element of each senior executive officer's (other than the CEO's) compensation based on this evaluation (including base salary, annual and long-term incentive compensation and equity compensation, as applicable); and (f) provide oversight of management's decisions concerning the performance and compensation of other Company officers.
7. Conduct timely succession planning for the Chief Executive Officer and other senior executive officers of the Company, as determined by the Board, and periodically report to the Board on matters relating to succession planning.
8. Review and approve (or make recommendations to the Board regarding approval when appropriate) any employment agreements, consulting arrangements, severance or retirement arrangements or change-in-control agreements and similar provisions covering any current or former executive officer of the Company.
9. Review and approve any perquisites provided to executive officers of the Company.
10. Review stockholder proposals relating to executive compensation matters and recommend to the Board the Company's response to such proposals.
11. Review and discuss with management the disclosures in the Compensation Discussion & Analysis ("CD&A") and related executive compensation information, and report to the Board whether, based on such review and discussions, the Committee recommends the CD&A and related

information be included, as applicable, in the Company's annual report, proxy statement or any information statement.

12. Evaluate and make recommendations to the Board any other disclosure required by the rules of the Exchange Act, including with respect to compensation consultants whose work has raised any conflict of interest.
13. Periodically determine stock ownership guidelines and clawback policies for the CEO and other senior executive officers of the Company, and monitoring compliance with such guidelines
14. Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk.
15. Produce the annual report on executive compensation required to be included in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.
16. Review and make recommendations to the Board regarding director's and senior executive officer's indemnification and insurance matters.

Regulatory Matters

17. In consultation with senior management of the Company, oversee regulatory compliance with respect to compensation matters, including but not limited to overseeing the Company's policies on structuring compensation programs to preserve tax deductibility (including, for purposes of compliance with Section 162(m) of the Code establishing performance goals and certifying that such performance goals and any other material terms have been attained).
18. Overseeing the Company's compliance with the requirement under the NYSE rules that stockholders approve equity compensation plans, with limited exceptions, as well as the requirement under Section 14A of the Exchange Act that stockholders be given an opportunity to participate in advisory votes regarding executive compensation and the frequency of such votes.

Performance Evaluation

19. Review its own performance and reassess the adequacy of this Charter on an annual basis, and submit such evaluation, including any recommendations for change, to the full Board for review, discussion and approval.

Investigations

20. Have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities, including but not limited to a periodic survey of the executive compensation practices of comparable companies.

Other

21. Perform such other functions as assigned by law, the Board or the Company's Certificate of Incorporation, Bylaws or Guidelines on Corporate Governance.

VI. Exceptions

Notwithstanding any implication to the contrary above:

1. In making its determination regarding compensation and plans that it is responsible for administering, the Committee shall take into account compensation received from all sources, including plans or arrangements that it is not responsible to administer.
2. When reviewing and approving compensation for executive officers, any compensation arrangement approved by the Committee that is intended as performance-based compensation within the meaning of Section 162(m) of the Code will be approved by no less than two Committee members who qualify as outside directors as defined in Section 162(m) of the Code.
3. The Committee shall not be empowered to approve matters that applicable law, the Company's Certificate of Incorporation, or the Company's Bylaws require be approved by a vote of the full Board.
4. The CEO and any other such senior executive officer may not be present at meetings at which his or her compensation or performance is discussed or determined, however the CEO may be present for discussions or determinations regarding the compensation of other senior executives.