

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
**OF**  
**VISTA OUTDOOR INC.**

Adopted as of January 21, 2015

As Amended July 25, 2023

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

**I. Purpose**

The purpose of the Committee is to:

1. Consider and report periodically to the Board on matters relating to the identification, selection and qualification of Board members and candidates nominated to the Board.
2. Advise and make recommendations to the Board with respect to corporate governance matters.
3. Oversee an annual evaluation of the Board.
4. Recommend to the Board on matters relating to the identification, selection and qualifications of CEO candidates in the event of a vacancy.

**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 and the rules of the New York Stock Exchange ("NYSE") and shall have no relationship with the Company which, in the opinion of the Board, would interfere with the exercise of independent judgment.

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 Committee, and each member shall serve until such member's successor is duly appointed and qualified or until the earlier of such member's resignation from the Committee or the Board, removal from the Committee by a majority vote of the Board, or death. The Board may remove a member from the Committee, by a majority vote, at any time with or without cause. 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 the 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 directors, officers or other employees of the Company, or any other persons 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.

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:

#### Board and Committee Membership

1. Determine the qualifications, qualities, skills, and other expertise required for membership on the Board and its committees and review these criteria with the Board periodically. In addition, the Committee shall make recommendations to the Board with respect to determinations of director independence and consider questions of independence and possible conflicts of interest of members of the Board and executive officers and provide recommendations to the Board regarding same.

2. Establish criteria for the selection of new directors, including, but not limited to, career specialization, technical skills, strength of character, independent thought, practical wisdom, mature judgment, and diversity.
3. Have responsibility for seeking individuals qualified to become directors and recommend such individuals to the Board to be presented for stockholder approval at the annual meeting or for appointment by the Board to fill a vacancy.
4. Receive and review, in accordance with the Company's bylaws, stockholder recommendations for director candidates. The Committee shall review annually the Company's policy related to such recommendations.
5. Review all nominations for re-election of directors in accordance with the Company's Nomination Policy and stock ownership policy, and report to the Board regarding the results of such review.
6. Make recommendations to the Board as necessary regarding changes in the structure, size and composition of the Board.
7. Review the structure, size and composition of the committees of the Board and recommend to the Board for its approval directors to serve as members and Chair of each committee. In recommending a director for appointment to a committee, the Committee shall consider any required qualifications as set forth in the committee's charter, the needs of the committee in light of its purpose and responsibilities and the existing composition of the committee, the benefits of periodic rotation of committee members and any other factors the Committee deems appropriate.

#### Corporate Governance

8. Develop and recommend to the Board corporate governance guidelines for the Company and assess those guidelines annually, or more frequently as it shall deem appropriate.
9. Develop and oversee the Company's continuing director education programs, including the orientation program for newly elected or appointed directors. The Committee shall regularly assess the adequacy of these programs and assist the Board in their implementation and updating them as necessary.
10. Oversee the Company's corporate governance practices and procedures, including identifying monitoring best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its Certificate of Incorporation and its Bylaws.
11. Review stockholder proposals relating to corporate governance matters and recommend to the Board the Company's response to such proposals.

12. Review, approve or ratify and oversee any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) on an ongoing basis in accordance with the Company's related party transaction approval policy. The Company's management shall have responsibility for bringing any such transaction to the attention of the Committee. In approving or rejecting any such transactions, the Committee will consider the relevant facts and circumstances, including the material terms of the transactions, risks, benefits, costs, availability of other comparable services or products and, if applicable, the impact on a director's independence. For purposes of this requirement, the terms "transaction" and "related person" shall have the meaning contained in item 404 of Regulation S-K.
13. Review corporate governance matters required by applicable law, rule or regulation to be included in the Company's annual proxy statement;
14. Oversee the Company's corporate social responsibility program, encompassing the Company's efforts with respect to environmental, social, and governance matters of significance.

#### Board Performance Evaluation

15. Coordinate the annual evaluation of the Board and its committees to determine whether they are functioning effectively and meeting their objectives and goals. The Committee shall solicit comments from all directors, senior executive officers and any other persons it deems appropriate and shall annually prepare a report, including any recommendations, to the Board following the end of each fiscal year. This report shall address the Board's size, composition and structure, the Board's operations, performance and effectiveness and any other issues the Committee shall deem appropriate.

#### Performance Evaluation

16. 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.

#### Access to Information; Retention of Consultants and Advisors; Investigations

17. Have full access to any records of the Company determined by the Committee or the Chair to be relevant to the Committee's purpose or work.
18. Have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.
19. Have the authority, without having to seek Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.

20. Have the authority to conduct or authorize investigations into or studies of any matters within the Committee's scope of responsibilities.

#### Resignation, Continuity, and Succession Planning

21. Promptly consider the resignation offer and make a recommendation to the Board as to whether to accept or reject the tendered resignation and whether other action should be taken.
22. Review and recommend to the Board any revisions to the Board's retirement and term limit policies as reflected in the Corporate Governance Guidelines.
23. Review and report to the Board on succession planning for appropriate contingencies in the event that the Chair of the Board retires, resigns, or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chair of the Board.

#### Other

24. Review director compensation for service on the Board and Board committees annually and recommend any changes to the Board.
25. Perform such other functions as assigned by law, the Board or the Company's Certificate of Incorporation, Bylaws, Code of Ethics, or Guidelines on Corporate Governance.
26. Recommend to the Board on matters relating to the identification, selection and qualifications of CEO candidates in the event of a vacancy.

## **Annex A**

### **VISTA OUTDOOR INC.**

### **NOMINATING POLICY**

#### **Process for Evaluating and Selecting Potential Director Candidates**

Pursuant to its charter, the Nominating and Governance Committee (the “Committee”), among other things, (a) identifies individuals believed to be qualified to become members of the Board of Directors (the “Board”) of Vista Outdoor Inc. (the “Company”); (b) recommends candidates to the Board to fill vacancies and newly-created director positions; and (c) reports to the Board the results of its review of incumbent directors nominated to stand for re-election. The Committee is also responsible for assessing, developing and communicating with the full Board concerning the appropriate criteria to be utilized in nominating and appointing directors.

#### **Minimum Qualifications for Director Nominees**

The Committee has established the following minimum criteria for evaluating prospective Board candidates:

- Reputation for integrity, strong moral character, and adherence to high ethical standards.
- Holds or has held a generally recognized position of leadership in community and/or chosen field of endeavor, and has demonstrated high levels of accomplishment.
- Demonstrated business acumen and experience, and ability to exercise sound business judgment and common sense in matters that relate to the current and long-term objectives of the Company.
- Ability to read and understand basic financial statements and other financial information pertaining to the Company.
- Commitment to understand the Company and its business, industry, and strategic objectives.
- Commitment and ability to regularly attend and participate in meetings of the Board, Board committees and stockholders, limit on the number of other company boards on which the candidate serves (as specified in the Company’s Corporate Governance Guidelines), and commitment and ability to generally fulfill all responsibilities as a director of the Company.
- Willingness to represent and act in the interests of all stockholders of the Company rather than the interests of a particular group.
- Good health and ability to serve.

- For prospective non-employee directors, independence under applicable Securities and Exchange Commission (“SEC”) and stock exchange rules, and the absence of any conflict of interest (whether due to a business or personal relationship) or legal impediment to, or restriction on, the nominee serving as a director, it being understood that not all directors are required to be independent under NYSE listing standards.
- Willingness to accept the nomination to serve as a director of the Company.

### **Other Factors for Potential Consideration**

The Committee will also consider the following factors in connection with its evaluation of each prospective nominee:

- Whether the prospective nominee will foster a diversity of backgrounds, skills, perspectives and experiences (based on a consideration of the personal characteristics, skills and experience of all current and prospective directors, including gender, race and ethnicity) to provide for the representation of a broad range of perspectives on the Board.
- For potential audit committee members, whether the nominee possesses the requisite education, training and experience to qualify as “financially literate” or as an audit committee “financial expert” under applicable SEC and stock exchange rules.
- For incumbent directors standing for re-election, the incumbent director’s performance during his or her term, including the number of meetings attended, level of participation, overall contribution to the Company, number of other company boards on which the director serves, and any changed circumstances affecting the individual director that may bear on his or her ability to continue to serve on the Board.
- The composition of Board and whether the prospective nominee will add to or complement the Board’s existing strengths.

### **Process for Identifying, Evaluating and Recommending Nominees**

The Committee initiates the process by preparing a slate of potential candidates who, based on their biographical information and other information available to the Committee, appear to meet the criteria specified above and/or who have specific qualities, skills or experience being sought (based on input from the full Board).

- *Outside Advisors.* The Committee may engage a third-party search firm or other advisors to assist in identifying prospective nominees.
- *Nomination of Incumbent Directors.* The re-nomination of existing directors should not be viewed as automatic, but should be based on continuing qualification under the criteria set forth above.

After reviewing appropriate biographical information and qualifications, first-time candidates will be interviewed by at least one member of the Committee, the Chair of the Board, and by the Company’s chief executive officer.

Upon completion of the above procedures, the Committee shall determine the list of potential candidates to be recommended to the full Board for nomination at the annual meeting or special meeting or to fill any vacancy.

The Board will select the slate of nominees (or in the case of a vacancy, select such nominee) only from candidates identified, screened and approved by the Committee.