

**MALIBU BOATS, INC.**

**CHARTER OF THE AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS**

**AMENDED AND RESTATED: January 28, 2026**

This Audit Committee Charter (“Charter”) has been adopted by the Board of Directors (the “Board”) of Malibu Boats, Inc., a Delaware corporation (the “Company”). By approving this Charter, the Board delegates authority to the Audit Committee of the Board (the “Committee”) with respect to the responsibilities set forth herein.

**ARTICLE I.**

**Purpose**

The Committee is appointed by the Board to assist the Board in, among other things, overseeing the accounting and financial reporting processes and the audits of the financial statements of the Company and its financial risk management policies and controls and assisting the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, internal control and financial reporting practices of the Company. In addition, the Committee is appointed by the Board to assist the Board in overseeing the Company’s risk management with respect to data privacy, cybersecurity and information technology risks.

**ARTICLE II.**

**Composition of Committee and Qualification of Members**

The Committee shall be comprised of at least three members of the Board, as determined by the Board.

No member of the Committee may be an employee of the Company and each member of the Committee will satisfy the (i) independence and financial literacy requirements for serving on audit committees, all as set forth in the applicable rules of The Nasdaq Stock Market (“Nasdaq”), (ii) audit committee requirements of the rules and regulations of the Securities and Exchange Commission (“SEC”), and (iii) criteria for independence set forth in Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act). Members of the Committee should serve on no more than two other public company audit committees, without the approval of the Board. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Each Committee member must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual’s financial sophistication and which results in the individual meeting the qualifications of an “audit committee financial expert” as set forth in Item 407(d) of Regulation S-K, as promulgated by the SEC. A subsequent determination that any member of the Audit Committee does not qualify as an independent director or as financially literate in accordance with applicable Nasdaq rules and regulations, or as an “audit committee financial expert” will not invalidate any previous actions by the Audit Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

The members of the Committee shall be appointed by, and serve at the discretion of, the Board. Vacancies occurring on the Committee shall be filled by the Board. Members of the Committee may be removed at any time by the Board. Resignation or removal of a member of the Committee from the Board for any reason will automatically constitute resignation or removal of such member from the Committee.

The Board will appoint one member of the Committee to serve as the Chair of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas and making regular reports to the Board.

A member of the Committee may not, other than in his or her capacity as a member of the Committee, the Board or another committee of the Board, accept any consulting, advisory or other compensatory fee from the Company other than for services as a director or committee member from the Company or be an affiliated person of the Company or any subsidiary of the Company, in each case except as allowed by the rules and regulations of the SEC and Nasdaq.

## ARTICLE III.

### Meetings

The Committee will meet with such frequency, and at such times and places, as its Chair or a majority of the Committee determines but, in any case, not less than four times per year. The Committee shall have separate private meetings, at least quarterly, with the independent auditors, management and the internal auditors (or other personnel or service providers responsible for the Company's internal audit function). The Chair will maintain regular liaison with the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO"), lead independent audit partner and head of internal audit.

Unless the Committee or the Board adopts other procedures, the provisions of the Company's Bylaws, as in effect from time to time and as applicable to meetings of the Board, will govern meetings of the Committee.

A majority of Committee members shall constitute a quorum for the transaction of business. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee.

Minutes of each meeting, and each written consent taken without a meeting, will be kept with the regular corporate records of the Company. The Committee will periodically, or whenever so requested by the Board, report to the Board on the Committee's findings and actions.

## ARTICLE IV.

### Responsibilities and Authority

The Committee's responsibilities are for oversight, as described under "Purpose" above. The members of the Committee are not employees of the Company, and they do not perform management's functions. The Committee shall have the following responsibilities; *provided, however*, that this list of responsibilities is intended to be a guide and to remain flexible to account for changing circumstances and needs. Accordingly, the Committee may depart from or supplement such responsibilities, and establish policies and procedures, to the extent permitted by applicable law and Nasdaq listing requirements. The Board will retain the right to act on all such matters without limiting the Committee's authority, subject to compliance with applicable law and Nasdaq listing requirements.

- (1) ***Selection and Appointment of Auditors.*** Oversee the selection and appointment, compensation, retention, oversight and, when necessary, termination of any independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and the auditors regarding financial reporting) (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act). Such auditors must report directly to the Committee and will be ultimately accountable to the Board and the Committee, as representatives of the stockholders.
- (2) ***Evaluation and Retention of Auditors.*** Evaluate, together with the Board and management, the performance of the independent auditors and determine whether to retain or, where appropriate, replace such auditors and engage a different independent registered accounting firm. Prior to engagement of any prospective auditors, review a written disclosure by the prospective auditors of

all relationships between the prospective auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and discuss with the prospective auditors the potential effects of such relationships on the independence of the prospective auditors, consistent with the applicable rules of the Public Company Accounting Oversight Board (United States) (the “PCAOB”).

(3) ***Auditor Independence.*** At least annually obtain from the independent auditors a formal written statement describing all relationships between the auditors or their affiliates and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, as required under the requirements of Rule 3526 of the PCAOB. Actively engage in a dialogue with the independent auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditors and take, or recommend that the full Board take, appropriate actions to oversee and satisfy itself as to the independence of the outside auditors. In connection with considering the independence of the independent auditors, the Committee shall (i) request detail on any matters that may affect the auditor’s independence as well as the role and status of any individual at the audit firm whose independence may be in question, (ii) inquire whether the independent auditors have reasonable quality control procedures to ensure compliance by them with all independence requirements and (iii) consider periodically the auditor’s and the Company’s processes for monitoring the auditor’s independence (including the timely communication to the auditor of corporate changes or other events that could affect auditor independence).

(4) ***Peer Review of Auditors.*** Ensure that the independent auditors either (i) have received an external quality control review by an independent public accountant (“peer review”) that determines whether the auditor’s system of quality control is in place and operating effectively and whether established policies and procedures and applicable auditing standards are being followed, or (ii) are enrolled in a peer review program and within 18 months receive a peer review that meets acceptable guidelines, and obtain and review a report by the independent auditors describing the independent auditors’ internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditors, or by any inquiry or investigation by any governmental or professional authorities (including the PCAOB) within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.

(5) ***Consideration of Non-Audit Services.*** Consider whether the proposed provision of any non-audit services by the independent auditors is compatible with maintaining the auditors’ independence. If the Committee determines that such proposed non-audit services are compatible with the independent auditors’ independence, it may approve the provision of such services, subject to restrictions under applicable law or Nasdaq rules.

(6) ***Pre-Approval of Services.*** Pre-approve all audit and non-audit services to be performed for the Company by the independent auditor. In performing this function, the Committee shall consult with management prior to the Company’s engagement of the independent auditors for such services. The Committee has delegated its authority to the Chair to pre-approve (i) audit and audit-related services and (ii) the negotiation and execution of engagement letters of the auditors, legal counsel or other advisers to be retained by the Committee, provided that such decisions of the Chair are subsequently presented to the Committee at the next Committee meeting.

(7) ***Annual and Quarterly Results.*** Review the Company’s audited financial statements and quarterly financial results, including the related disclosures required by generally accepted accounting principles in the United States (“GAAP”) and the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and discuss them with management and the independent auditors. These discussions shall include any significant changes to the Company’s accounting principles, the matters required to be discussed under the requirements of the PCAOB, the consideration of the quality of the Company’s accounting principles as applied in its financial reporting, including a review of particularly sensitive accounting estimates, reserves

and accruals, judgmental areas, audit adjustments (whether or not recorded), the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the financial statements of the Company, the Company's implementation process for any new accounting standards and other such inquiries as the Committee or the independent auditors shall deem appropriate as required to be communicated by the independent auditors to the Committee with respect to the review or audit of the Company's financial statements pursuant to applicable auditing standards adopted by the PCAOB. Based on such review, the Committee shall make its recommendation to the Board as to the inclusion of the Company's audited financial statements in the Company's Annual Report on Form 10-K. The Committee shall review and resolve any disagreements among management and the independent auditors or the internal auditing department in connection with the preparation of the audited financial statements or the quarterly financial statements.

- (8) **Proxy Report.** Issue annually a report of the Committee to be included in the Company's proxy statement as required by the rules and regulations of the SEC.
- (9) **Relationship with Auditors.** Oversee the relationship with the independent auditors, including discussing with the auditors the nature and rigor of the audit process, receiving and reviewing audit reports, and providing the auditors with full access to the Committee (and the Board) to report on any and all appropriate matters.
- (10) **Separate Sessions.** Regularly consult with the independent auditors out of the presence of management about internal control over financial reporting, the completeness and accuracy of the Company's financial statements and other appropriate matters.
- (11) **Changes to Accounting Principles and Policies.** Consider any significant changes to the Company's accounting principles and practices as recommended by the independent auditors, management or the internal auditing department, review any required disclosure to the Company's financial statements of significant changes in accounting principles and practices and discuss any matters arising from the audit of the Company's financial statements that are deemed to constitute "critical audit matters" as defined by applicable PCAOB auditing standards.
- (12) **Press Releases.** Review and discuss with management, prior to release, the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP financial information, as well as financial information and earnings guidance provided to analysts or rating agencies.
- (13) **Material Auditor Communications.** Review and discuss with the auditors and, if appropriate, management any audit opinion provided by the independent auditors and all other material written communications between the independent auditors and management including, but not limited to, any management letter or internal control letter or schedule of unadjusted differences, as well as any communications between the audit team and the independent auditor's national office with respect to accounting or auditing issues presented by the engagement.
- (14) **Other Financial Disclosures.** Discuss with a representative of management and the independent auditors: (i) the interim financial information contained in the Company's Quarterly Report on Form 10-Q prior to its filing; (ii) the earnings announcement prior to its release; and (iii) the results of the review of such information by the independent auditors. These discussions may be held with the Committee as a whole or with the Chair in person or by telephone.
- (15) **Internal Audit.** Oversee the internal audit function, which may be outsourced to a third-party service provider, including by (a) reviewing the appointment and performance of the head of internal audit, and making recommendations to the Board and management regarding responsibilities, retention, or termination; (b) reviewing summaries of significant reports to management prepared by the internal auditor and management's responses; and (c) discussing with management and the independent auditor the internal auditor's responsibilities, activities, organizational structure, staffing, qualifications, and budget.

(16) ***Internal Control Over Financial Reporting.*** Discuss and review with management, the internal auditors and the independent auditors, in connection with each annual or quarterly report filed with the SEC, the quality and effectiveness of and compliance with the Company’s internal control over financial reporting, whether prior recommendations concerning internal controls made by the independent auditors have been implemented by management, and the adequacy of any disclosures about changes in internal control over financial reporting. This should include a discussion of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting and any fraud, whether or not material, that includes management or other employees who have a significant role in the Company’s internal control over financial reporting. On an annual basis, obtain a written report from management that describes management’s own assessment of the effectiveness of such internal control over financial reporting and review the independent auditors’ attestation of management’s report prior to the filing of the Company’s annual report on Form 10-K.

(17) ***Post-Audit Evaluation.*** Following completion of the annual audit, review separately with each of management, the independent auditors and the internal auditing department any significant difficulties encountered during the course of the audit raised by the independent auditors, management or the internal auditing department, including any restrictions on the scope of work or access to required information and, whether or not resolved, significant disagreements with management and management’s response, if any.

(18) ***Review of Financial and Accounting Practices.*** Review with the independent auditors and management the extent to which changes or improvements in financial or accounting practices suggested by the auditors, as approved by the Committee, have been implemented. This review should be conducted at an appropriate time subsequent to implementation of changes or improvements, as decided by the Committee.

(19) ***Legal Matters and Correspondence with Regulators.*** Discuss with management and/or the Company’s legal counsel any legal matters (including the status of pending litigation) that may have a material impact on the Company’s financial statements or accounting policies, and any material reports or inquiries from regulatory or governmental agencies.

(20) ***Fraud and Regulatory Noncompliance.*** Review all reports concerning any fraud or significant regulatory noncompliance that occur at the Company. This review should include, at a minimum, consideration of the Company’s internal control over financial reporting that should be strengthened to reduce the risk of a similar event in the future and the impact on previously issued financial statements and reports filed with governmental authorities.

(21) ***Significant Judgments.*** Meet separately with each of management and the independent auditors regarding any significant judgments made in management’s preparation of the Company’s financial statements and the view of each as to appropriateness of such judgments, and review analyses prepared by management or the independent auditors setting forth any significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including with respect to alternative treatments of financial information within GAAP that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors.

(22) ***Proxy Disclosures.*** Cooperate with management, the Board and the Company’s legal counsel to ensure that the Company discloses in its proxy statement for its annual meeting of stockholders whether the Committee members are independent as described in this Charter and as defined by the applicable rules and regulations of the SEC and the applicable Nasdaq rules, as well as certain information regarding any director of the Committee who is not independent.

(23) ***Committee Composition.*** Ensure that the Company has, and will continue to have, at least one member of the Committee who is an “audit committee financial expert” or otherwise has past employment experience in finance or accounting, requisite professional certification in accounting

or any other comparable experience or background which results in the individual's financial sophistication, as required by the applicable Nasdaq rules.

(24) ***Complaint Procedures.*** Oversee and establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, as well as for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act).

(25) ***Engagement of Counsel and Advisors.*** Engage independent counsel and other advisors as the Committee determines necessary to carry out its duties (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act).

(26) ***Committee Expenses.*** Determine the amount of appropriate funding that the Company must provide for the payment of: (i) compensation to independent auditors engaged for the purpose or preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisors engaged by the Committee; above and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act).

(27) ***Related Party Transactions.*** Approve all "related person transactions," as described in Item 404 of Regulation S-K, as promulgated by the SEC in accordance with the Related Person Transaction Policies and Procedures adopted by the Board and as required by Nasdaq rules.

(28) ***Risk Assessment and Management.*** Discuss with management and the independent and internal auditors the Company's major financial risk exposure and the steps management and the independent and internal auditors have taken to monitor and control such exposure, including the Company's risk assessment and risk management policies.

(29) ***Data Privacy, Technology and Information Security.*** Periodically review and discuss with management risks relating to data privacy, technology and information security, including cybersecurity, threats and back-up of information systems and the Company's processes for assessing, identifying, and managing such risks, as well as the Company's internal controls and disclosure controls and procedures relating to cybersecurity incidents. The Committee will report to the Board, at least annually, on its review of cybersecurity risks and the Company's processes relating to such risks.

(30) ***Annual Committee Self-Evaluation and Charter Review.*** At least annually, (i) review and evaluate the performance of the Committee and report on the same to the Board and (ii) assess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

(31) ***Lead Audit Partner Review and Rotation.*** Review and evaluate the lead partner of the independent auditors. Oversee the rotation of the independent auditors' lead audit partner and other audit partners in accordance with SEC regulations and determine whether there should be regular rotation of the audit firm itself to assure continuing auditor independence.

(32) ***Former Employees of Auditors.*** Establish policies, consistent with governing laws and regulations, for hiring employees or former employees of the independent auditor.

(33) ***Other Matters.*** Oversee and consider any other audit or financial statement related matters that may arise from time to time and develop appropriate recommendations for the Board.

For the avoidance of doubt, the Committee's job is one of oversight and the Committee is not responsible for preparing the Company's financial statements, implementing or monitoring the effectiveness of internal control over financial reporting or auditing the financial statements. Management is responsible for the preparation of the

Company's financial statements and for implementing internal control over financial reporting and the independent auditors are responsible for auditing the financial statements. The Committee and the Board recognize that management (including the internal audit staff) and the independent auditors have more resources and time, and more detailed knowledge and information regarding the Company's accounting, auditing, internal control over financial reporting and financial reporting practices than the Committee does. Accordingly, the Committee's oversight role does not provide any expert or special assurance as to the Company's financial statements and other financial information provided by the Company to its stockholders and others. Each member of the Committee shall be entitled to rely on (a) the integrity of those persons within the Company and of the professionals and experts (such as the independent auditors) from which it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (c) representations made by management or the independent auditors.

The Committee has the authority, in its sole discretion, to retain at the Company's expense such legal counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties, including the authority to approve any such outside advisor's fees and other retention terms. The Committee will be directly responsible for the oversight of the work of any such advisor or expert retained by the Committee. The Committee will assess the independence, including any and all applicable factors set forth in SEC rules and regulations and Nasdaq rules and regulations, of any advisor or expert that provide advice to the Committee, prior to selecting or receiving advice from them. The Committee will receive appropriate funding from the Company, as determined by the Committee, for the payment of such advisors and for the payment of ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties. Notwithstanding anything herein to the contrary, the Committee shall not be required to implement or act consistently with the advice or recommendations of any advisor or expert, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in the fulfillment of its duties under this Charter.

The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, outside counsel, accountants, experts and other advisors attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal or other advisors or consultants.

The Committee has the authority to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Each such subcommittee shall consist of at least two members of the Committee. By delegating an issue to a subcommittee, the Committee does not surrender authority over such issue. Any action nor decision by a subcommittee will be presented to the full Committee at its next scheduled meeting.

## ARTICLE V.

### Reliance On Others

Nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by members of the Committee on reports or other information provided by others.