

**American Outdoor Brands, Inc.****American Outdoor Brands, Inc. (the "Company")  
ENVIRONMENTAL, SOCIAL, AND GOVERNANCE  
COMMITTEE CHARTER****PURPOSE**

The purpose of the Environmental, Social, and Governance, or ESG, Committee is to assist the Board of Directors and the various committees of the Board of Directors, as applicable, in fulfilling the oversight responsibilities of the Board of Directors with various environmental, social, health, safety, and governance policies and operational control matters relevant to the Company, or ESG Matters, particularly those that do not come within the purview of other standing committees of the Board of Directors or the Board of Directors itself. Among other things, the ESG Committee shall, to the extent it deems appropriate, focus on environmental matters, including energy use, water use, sustainability, recycling, pollution, and hazardous waste; social, health, and safety matters, including workplace health and safety, working conditions, employee opportunities, employee training, diversity and inclusion, and corporate giving and philanthropy; and governance matters, including privacy and workplace ethics and compliance.

**COMPOSITION**

The Committee shall consist of at least three members of the Board of Directors.

**APPOINTMENTS AND REMOVAL**

The members of the Committee shall be appointed by the Board of Directors. A member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board of Directors.

**CHAIRPERSON**

Unless a Chairperson is elected by the full Board of Directors, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and set the agendas for Committee meetings.

**DELEGATION TO SUBCOMMITTEES**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee.

**MEETINGS**

The Committee shall meet as frequently as circumstances dictate. The Chairperson of the Committee or a majority of the members of the Committee may call meetings of the Committee. Any one or more of the members of the Committee may participate in a meeting of the Committee by means of conference call or similar communication device by means of which all persons participating in the meeting can hear each other.

All directors who are not members of the Committee may attend meetings of the Committee, but may not vote. In addition, the Committee may invite to its meetings any director, member of management of the Company, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate.

## **DUTIES AND RESPONSIBILITIES**

The Committee shall carry out the duties and responsibilities set forth below. These functions should serve as a guide with the understanding that the Committee may determine to carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal, or other conditions.

The Committee will have the following duties and responsibilities:

1. The Committee shall review the status and effectiveness of the Company's ESG performance, metrics, and goals, including processes to ensure compliance with internal policies and applicable laws and regulations, with a focus on providing a desirable outcome for all stakeholders, including stockholders, customers, employees, contractors, and the community.
2. The Committee shall review emerging risks and opportunities associated with ESG Matters relative to the Company that have the potential to impact reputation and business performance, including environmental matters, such as energy use, water use, sustainability, recycling, pollution, and hazardous waste; social, health, and safety matters, including workplace health and safety, working conditions, employee opportunities, employee training, diversity and inclusion, and corporate giving and philanthropy; and governance matters, including privacy and workplace ethics and compliance.
3. The Committee shall approve, or recommend to the Board of Directors, the immediate and long-term plans and strategy for ESG Matters and such strategies shall support the achievement of ESG goals. The length and terms of such strategies are at the discretion of the Committee, and the Committee shall review and, to the extent possible, satisfy itself that such strategies are integrated into the Company's strategic plan.
4. The Committee shall approve, or recommend to the Board of Directors, the annual ESG goals, metrics, and targets for the Company and annually assess the performance of the Company against applicable ESG metrics and targets
5. The Committee shall review stockholder proposals relating to ESG Matters, and recommend a response to the Board of Directors.
6. The Committee shall consider any other matters pertaining to ESG that may be referred to the Committee by the Board of Directors or another Board committee.
7. The Committee shall review and satisfy itself, to the extent reasonably possible, that there are sufficient resources allocated and available to comply with all ESG requirements of the Company and so report to the Board of Directors.

8. The Committee shall report to the Board of Directors current and emerging topics relating to ESG Matters that may affect the business, performance, or public image of the Company or are otherwise pertinent to the Company and its stakeholders.

### **Annual Performance Evaluation**

The Committee will perform a review and evaluation, at least annually, of the performance of the Committee, including reviewing the compliance of the Committee with this Charter. In addition, the Committee will review and reassess, at least annually, the adequacy of this Charter and recommend to the Board of Directors any improvements to this Charter that the Committee considers necessary or appropriate. The Committee will conduct such evaluations and reviews in such manner as it deems appropriate.