



Effective Date: July 21, 2013
Updated: October 27, 2021

CODE OF ETHICS

The Code of Ethics (the "**Code**") for Fox Factory Holding Corp., a Delaware corporation and its wholly-owned subsidiaries (collectively, the "**Company**") was originally adopted by the Board of Directors of Fox Factory Holding Corp. (the "**Board**") on July 21, 2013 and subsequently amended and restated on October 27, 2021.

I. Purpose

The Code applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions (collectively, the "**Covered Officers**"), as well as to all directors, officers, and employees of the Company (together, with the Covered Officers, the "**Covered Persons**") for the purpose of promoting:

1. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, furnishes or submits to, the Securities and Exchange Commission ("**SEC**") and in other public communications made by the Company;
3. compliance with applicable governmental laws, rules and regulations in the cities, states and countries in which the Company operates (collectively, the "**Laws**");
4. prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code;
5. avoidance of conflicts of interest, including disclosure to an appropriate person or persons identified in the Code, in connection with any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
6. accountability for adherence to the Code; and
7. an enforcement mechanism for compliance with the Code.

Each Covered Person shall adhere to a high standard of business ethics and shall be sensitive to situations that may give rise to actual, as well as apparent, conflicts of interest.

II. Fair Dealing

Each Covered Person shall deal fairly with the Company's customers, suppliers, service providers, competitors, employees and anyone else with whom such Covered Person has contact in the course of performing his or her job. No person may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

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III. Compliance with Laws

All actions taken by the Company and Covered Persons, without exception and wherever they may be acting, must be in compliance with the Laws and the Company's policies, including but not limited to, the Company's Insider Trading Policy. Questions about compliance should be addressed to the Company's Legal Department.

IV. Conflicts of Interest

A conflict of interest occurs when a Covered Person's private interest (or the interest of a member of his or her family) interferes, or appears to interfere, with the interests of, or his or her service to, the Company. For example, a conflict of interest would arise if a Covered Person, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. A conflict of interest may also arise when a Covered Person (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively.

Loans by the Company to, or guarantees by the Company of obligations of, Covered Persons or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the Company to, or guarantees by the Company of obligations of, any director or officer or their family members are expressly prohibited.

The following list provides examples of conflicts of interest under the Code, but Covered Persons should keep in mind that these examples are neither exhaustive nor exclusive. The overarching principle is that the personal interest of a Covered Person should not be placed improperly before the interest of the Company.

Each Covered Person must not:

1. use his or her personal influence or personal relationships improperly to influence investment decisions or financial reporting by the Company whereby the Covered Person would benefit personally to the detriment of the Company;
2. cause the Company or its subsidiaries to take action, or fail to take action, for the individual personal benefit of the Covered Person rather than for the benefit of the Company; and
3. use material non-public information regarding the Company to trade personally or cause others to trade in contemplation of the market effect of such material non-public information.

Whether a conflict of interest exists or will exist can be unclear. Covered Persons who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should contact the Company's Legal Department.

V. Related Person Transactions

A "related person transaction" is defined as those required to be disclosed pursuant to Item 404 of Regulation S-K. In order to maintain the highest standards of integrity in its business, the Company has adopted the following guidelines with respect to related person transactions:

1. Covered Persons shall ensure that any and all related person transactions are brought to the attention of the Nominating and Corporate Governance Committee;
2. All related person transactions shall be considered and conducted in a manner such that no preferential treatment is given to any such dealing or transactions;

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3. The Nominating and Corporate Governance Committee will review and approve all related person transactions for potential conflict of interest. The Company may not enter into or engage in any related person transaction absent approval from the Nominating and Corporate Governance Committee; and
4. No Covered Person shall vote on any transaction with the Company or any of its subsidiaries in which he or she, directly or indirectly, is a party or has a financial interest or other material interest.

Details of related person transactions will be included as standing items in the reports to the Board and will be publicly disclosed as required by the Laws.

VI. Financial Reporting and Integrity

The Company's periodic reports and other documents filed with, furnished or submitted to, the SEC, including all financial statements and other financial information, must comply with the Laws, including applicable federal securities laws and the rules and regulations promulgated thereunder.

Each Covered person who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each Covered Person must cooperate fully with the Company's Accounting and Internal Audit Departments, as well as the Company's independent public accountants and counsel.

Each Covered Person who is involved in the Company's disclosure process shall:

1. be familiar with the disclosure requirements generally applicable to the Company under the Laws, including the federal securities laws and the rules and regulations promulgated thereunder;
2. not knowingly misrepresent, or cause others to misrepresent, facts about the Company to others, whether within or outside the Company, including to the Company's directors and auditors, and to governmental regulators and self-regulatory organizations;
3. to the extent appropriate within his or her area of responsibility, consult with other officers and employees of the Company with the goal of promoting full, fair, accurate, timely and understandable disclosure in the reports and documents the Company files with, or furnishes to, the SEC and in other public communications made by the Company; and
4. promote compliance with the standards and restrictions imposed by the Laws.

The Company maintains a system of internal controls that reinforce compliance with legal, accounting, tax and other regulatory requirements. If you suspect financial fraud or other serious misconduct, please report your concerns to the Company's Legal Department or via Company's Confidential and Anonymous Financial Concern Hotline (the "**Whistleblower Hotline**"). Additional information is available in the Company's Whistleblower Policy.

VII. Corporate Opportunities and Protection of Company Assets

Each Covered Person owes a duty to the Company to advance the Company's legitimate interests to the best of his or her abilities. Covered Persons are prohibited from:

1. diverting any business opportunities from the Company or any of its subsidiaries for his or her own benefit or taking for themselves personally opportunities that are properly within the scope of the Company's activities; and
2. using Company property, information or position for personal gain, financial or otherwise.

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All Covered Persons shall protect the financial security and assets of the Company (including premises and property (including intellectual property such as trade secrets, patents, trademarks, and copyrights), facilities and equipment, supplies, buildings, tools, systems, equipment and software, records, computers and computer systems and financial resources of all kinds) and ensure their efficient use. Theft, carelessness and waste have a direct impact on profitability. All Covered Persons shall strive to properly use and conserve Company property and information under their charge, ensuring it is used effectively and rationally and for legitimate business purposes. Any suspected incident of fraud or theft of Company assets should be reported to the Legal Department for investigation immediately.

VIII. Confidentiality

Covered Persons must maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by the Laws. Confidential information includes all nonpublic information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its employees, customers, suppliers or partners if disclosed.

IX. Reporting, Investigation and Enforcement

Reporting. Anyone aware of any violation by any Covered Person, whether based on actual fact or reasonable grounds for suspicion, of any Laws or any provision of the Code, must make a documented report to the Company's Legal Department or via Whistleblower Hotline as soon as reasonably practicable.

The Company prohibits retaliation against any Covered Person for making a good faith report of known or suspected acts of misconduct or other violations of the Code.

Investigation. The Legal Department will take any action it considers appropriate to investigate any actual or potential violations of the Code reported to it. In conducting investigations of potential violations and determining whether violations have occurred, the Legal Department may, at its discretion, consult with such other persons as appropriate, including, but not limited to, Internal Audit, a senior legal officer of the Company, counsel to the Company, independent auditors or other consultants, subject to any requirement to seek pre-approval from the Company's Audit Committee for the retention of independent auditors to perform permissible non-audit services. All Covered Persons are expected to cooperate in any internal investigation of any actual or potential violation of the Code.

The Company has established and the Audit Committee administers the procedures set forth the Audit Committee Charter relating to the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls over financial reporting or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Enforcement. The Company must ensure prompt and consistent action against violations of the Code. If the Legal Department or the Audit Committee, as applicable, determines that a violation has occurred, it will inform and make a recommendation for further action to the Board. The Board will consider all appropriate action, which may include (a) review of, and appropriate modifications to, applicable policies and procedures; (b) notification to appropriate personnel of the Company; (c) termination of the Covered Person's employment from the Company; and/or (d) in the event of criminal conduct or other serious violations of the Laws, notification of the appropriate government authorities.

X. Waivers

The Board is responsible for granting waivers, as appropriate, of any violation of the Code. The Board, in determining whether a waiver of any violation of the Code should be granted, may, at its discretion, consult with

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such other persons as it may determine to be appropriate, including, but not limited to, a senior legal officer of the Company, counsel to the Company, independent auditors or other consultants, subject to any requirement to seek pre-approval from the Company's Audit Committee for the retention of independent auditors to perform permissible non-audit services. Any waiver of a violation of the Code will be disclosed to the extent and as required by the rules and regulations promulgated by the SEC and Nasdaq.

XI. Other

1. *Certification.* Each Covered Person that is a member of the Board or an employee of the Company in a position of, or with a title of, "Director" and above (each, a "**Certifying Person**") must annually, on or before January 31st of each year, affirm in writing that he or she has received, read, understands and has complied with and will comply with the Code (see Exhibit A for an example of the affirmation to be signed by each Certifying Person).
2. *Other Policies and Procedures.* The Code shall be the sole Code of Ethics adopted by the Company for purposes of Item 406 of Regulation S-K and the rules and forms applicable to it thereunder. Insofar as other policies or procedures of the Company govern or purport to govern the behavior or activities of Covered Persons, the Code supersedes any other policies or procedures to the extent that they overlap or conflict with the provisions of the Code.
3. *Amendments.* Any amendments to the Code must be approved or ratified by a majority vote of the Board.
4. *Confidentiality.* All reports and records prepared or maintained pursuant to the Code will be considered confidential and shall be maintained and protected accordingly. Except as otherwise required by the Laws or the Code, such matters shall not be disclosed to anyone other than the Board and its counsel, independent auditors or other consultants, or in accordance with the Laws and Company policies.
5. *Internal Use.* The Code is intended solely for the internal use by the Company and does not constitute an admission, by or on behalf of any person, as to any fact, circumstance, or legal conclusion.

The Code will be made available on the Company's website at www.ridefox.com.

Adopted by the Board of Directors of Fox Factory Holding Corp.

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Exhibit A

To: Fox Factory Holding Corp.

From: _____

Date: _____

Subject: Code of Ethics

Annual Confirmation

I certify that I have received, read and understand the Code of Ethics (the "**Code**") adopted by the Board of Directors of Fox Factory Holding Corp. (the "**Company**"). I certify that I have complied with the Code during the past fiscal year and will comply with the Code as long as I am employed with the Company or one of its subsidiaries.

By: _____

Name: _____

Date: _____

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