



Effective Date: August 1, 2023

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Charter (the “**Charter**”) of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Fox Factory Holding Corp., a Delaware corporation (the “**Company**”), was adopted by the Board on August 1, 2023.

### I. Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, Board organization, developing and maintaining the Company's environmental, social and governance policies, and any related matters required by the federal securities laws.

### II. Membership and Qualification

The Committee shall consist of three (3) or more directors. Annually, members of the Committee, including its Chair, shall be designated by the Board, and shall serve until their successors have been duly elected and qualified or until their earlier resignation, death or removal by the Board. Members of the Committee shall be independent in accordance with the NASDAQ Listing Standards and shall qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”).

### III. Meetings and Other Actions

All meetings of and other actions by the Committee shall be held and taken pursuant to the Bylaws of the Company (as may be amended, supplemented or otherwise modified from time to time, the “**Bylaws**”). The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

The Committee may invite any director who is not a member of the Committee, management, counsel, representatives of service providers or other persons to attend meetings and provide information as the Committee, in its sole discretion, considers appropriate. The Committee shall report regularly to the Board on its discussions and actions, including any significant issues or concerns that arise at its meetings, and shall make recommendations to the Board as appropriate.

### IV. Responsibilities and Authority

Nothing in this Charter shall be interpreted as diminishing or derogating the duties, responsibilities or obligations of the Board. Subject to the requirements of the Bylaws, the Committee shall:

#### Nominating Function

1. *Board Size.* Annually assess the size and composition of the Board considering the operating requirements of the Company and other considerations the Committee deems appropriate.

2. *Director Nominees.* Identify and make recommendations to the Board with respect to candidates for election as directors by stockholders at the Company's annual meeting, review and evaluate director nominees suggested by the stockholders of the Company, and in the event there is a vacancy on the Board or a committee of the Board, identify individuals that the Committee believes are qualified to fill such vacancy and recommend such person or persons for appointment to the Board or Committee, as applicable.
3. *Director Qualifications.* It is the desire of the Company to select individuals for nomination to the Board, who, if elected, will best serve the interests of the Company and its stockholders. To accomplish this goal, each candidate should:
  - a. possess fundamental qualities of intelligence, honesty, perceptiveness, good judgment, maturity, high ethics and standards, integrity, fairness and responsibility;
  - b. have a genuine interest in the Company and a recognition that, as a member of the Board, each director is accountable to the stockholders of the Company;
  - c. have a background that demonstrates an understanding of business and financial affairs of other organizations of comparable or larger purpose, complexity and size, and subject to similar or greater legal restrictions and oversight;
  - d. be able to contribute to the effective oversight of the Company, considering the needs of the Company and such factors as the individual's experience, perspective, skills and knowledge of the industries in which the Company and its subsidiaries operate;
  - e. have no conflict of interest or legal impediment that would interfere with the duty of loyalty owed to the Company and its stockholders;
  - f. have no relationships that might impair his or her independence, including, but not limited to, business, financial or family relationships with the Company's management;
  - g. have the ability and be willing to spend the time required to function effectively as a director;
  - h. possess skills necessary for service on Board committees;
  - i. be compatible and able to work well with other directors and executives in a team effort with a view to a long-term relationship with the Company as a director; and
  - j. have independent opinions and be willing to state them in a constructive manner.
4. *Chair and CEO Succession.* In the event of death, incapacity, resignation or other absence (temporary or permanent) of the Chair of the Board and/or the Chief Executive Officer of the Company (the "**CEO**"), the Committee shall confer and recommend for election by the full Board an acting successor Chair and/or CEO, as applicable.

## **Governance**

1. *Board Evaluation.* To develop and administer, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
2. *Committee Composition.* Annually review the composition of each committee of the Board and present recommendations for committee memberships, including chairs of such committees, to the Board as needed.

3. *Director Independence and Financial Literacy.* Annually review director independence for all committees in accordance with NASDAQ Listing Rules and any Board standards and annually assess the financial literacy and expertise of Audit Committee members and nominees who may be asked to serve on the Audit Committee and make recommendations to the Board relating to such matters.
4. *CEO Evaluation.* Oversee the annual evaluation of the CEO by the Compensation Committee, with input from the Board.
5. *Company Policies.* Develop, periodically review and monitor compliance with the Company's corporate governance framework, including its Certificate of Incorporation, Bylaws and Corporate Governance Guidelines and recommend any changes to the Board; provided that, the Committee will review the Company's Corporate Governance Guidelines at least annually.
6. *Required Disclosures.* Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and to recommend that this disclosure be included in the Company's proxy statement or annual report on a Form 10-K, as applicable.

### **Environmental, Social and Governance**

1. *Public Policy Trends and Issues.* The Committee will monitor the social, political and environmental trends, issues, concerns, legislative proposals and regulatory developments, domestic and foreign, which could significantly affect the public affairs of the Company. The Committee will oversee the execution and implementation of the Company's strategy, practices, and policies and programs related to environmental, social, and governance ("ESG") issues, including the Company's Board Inclusion and Diversity Policy. From time to time, the Committee may report and make recommendations to the Board with regards to ESG issues and other matters of corporate responsibility and sustainability, including potential long- and short-term trends and impacts on the Company's business.
2. *Diversity.* The Committee believes that differences in experiences, knowledge, skills and viewpoints enhance the Board's overall performance, as such, the Committee shall consider such diversity in selecting, evaluating and recommending proposed director candidates. The Committee will seek to maintain a Board composition that includes at least two Diverse candidates, as that term is defined in Nasdaq Listing Rule 5605(f), while recognizing that temporary imbalances in representation may arise due to changes in Board composition.

### **Other Matters**

1. *Stockholder Rights Issues.* Assess and make recommendations to the Board regarding stockholder rights plans and other stockholder protections, as appropriate.
2. *Stockholder Proposals.* Review stockholder proposals in conjunction with the CEO and recommend Board responses.
3. *Related Person Transactions.* Establish policies and procedures for the review and approval of related person transactions with members of the Board and senior executive leadership (such policy, the "**Related Person Transaction Policy**"). Conduct ongoing reviews of potential related person transactions (as defined in Item 404 of Regulation S-K) and conflicts of interests in accordance with the Related Person Transaction Policy.

4. *Orientation Program.* Oversee the orientation program the Company provides to new directors and make recommendations regarding continuing education programs for directors, which may relate to corporate governance trends in the Company's industry or other appropriate topics.
5. *Self-Evaluation.* Perform an annual self-evaluation of the Committee's performance and annually reassess the adequacy of and, if appropriate, propose to the Board, any recommended changes to this Charter.
6. *Committee Charter Review.* The Committee will confirm that each standing committee of the Board has a charter in effect and that such charter is reviewed at least annually by its committee.
7. *Authority to Retain Advisors.* The Committee has sole authority, at the Company's expense, to engage, retain and terminate consultants, search firms or other third party advisors, as the Committee deems advisable, to identify director or executive officer candidates and to carry out its duties, including the sole authority to approve such other advisor's fees and any retention terms.
8. *Stock Ownership Guidelines.* From time to time, the Committee will review, amend if necessary, and monitor compliance with the guidelines for the ownership of the Company' stock by the directors and Executive Management, as appropriate, and monitor compliance with such guidelines.
9. *Other Assigned Duties.* Perform such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chair of the Board, or as designated in the Bylaws.
10. *Amendments.* Any amendments to this Charter must be approved or ratified by a majority vote of the Board, including a majority of the independent directors.

The forgoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

This Charter will be made available on the Company's website at [investor.ridefox.com](http://investor.ridefox.com).

*Adopted by the Board of Directors of Fox Factory Holding Corp.  
Effective: August 1, 2023*