



Date: March 15, 2024

AXON ENTERPRISE, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Axon Enterprise, Inc. (the “Company”) is to assist the Board in discharging its responsibilities regarding the compensation of the officers of the Company within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended (collectively, “executive officers”) and members of the Board. The Committee is responsible for (i) overseeing the Company’s compensation plans, policies and programs for such individuals, (ii) assessing the appropriateness of their compensation in light of business, competitive and regulatory considerations and (iii) evaluating the performance of the executive officers.

Committee Membership

The Committee will consist of no fewer than two members, each of whom will be a director of the Company.

Each member of the Committee will be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee, and may be removed by the Board, with or without cause, in each case, at any time in its discretion. The Board will designate one member of the Committee to serve as its chairperson. The Board may designate one or more directors as alternate members of the Committee, who may replace any absent or disqualified member at any meeting of the Committee.

Each member and alternate member of the Committee will be independent under the applicable standards for independence promulgated by the U.S. Securities and Exchange Commission (the “SEC”), the applicable listing standards of the Nasdaq Stock Market (“Nasdaq”), and any other relevant director independence standards established by the Board.

Committee Meetings; Quorum

The Committee will meet as needed to carry out its responsibilities. Special meetings may be called by the chairperson of the Committee or by a majority of the Committee’s members. A majority of the members of the Committee will constitute a quorum, and the act of a majority of the directors present at any meeting at which a quorum is present will be the act of the Committee. The Committee may conduct meetings via conference telephone or similar remote communication equipment and may also act by unanimous written consent.

Members of the Committee may meet informally with officers or employees of the Company and its subsidiaries and with the Company’s advisors and may conduct informal

inquiries and studies without the necessity of holding a formal meeting. The Committee may also request any officer or employee of the Company or the Company's outside counsel or other advisors to attend a meeting of the Committee or to meet with any of the members of or consultants to the Committee in their capacity as members of or consultants to the Committee; provided that the Company's Chief Executive Officer (the "CEO") may not be present during any voting or deliberations of the Committee regarding his or her compensation.

The Committee will keep regular minutes of its proceedings and report the same to the Board when required. Minutes of each meeting will be compiled by the Company's Corporate Secretary or Assistant Secretary who will act as Secretary to the Committee, or in the absence of the Corporate Secretary or Assistant Secretary, any other person designated by the chairperson of the Committee.

Committee Resources

The Committee will have the authority to select, retain, obtain the advice of, approve the fees and other engagement or retention terms and terminate compensation consultants and legal, accounting or other experts, consultants or advisors (including persons already employed or engaged by the Company) (collectively, "Advisors") as the Committee may deem necessary or appropriate to perform its duties and carry out its responsibilities.

The Company will provide for appropriate funding, as determined by the Committee, for the payment of: (i) compensation to any compensation consultants or other Advisors retained by the Committee and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

To the extent required by Nasdaq rules, the Committee may select or receive advice from an Advisor, other than in-house legal counsel, only after taking into consideration the following factors:

- the provision of other services to the Company by the person or entity that employs the Advisor;
- the amount of fees received from the Company by the person or entity that employs the Advisor as a percentage of such person or entity's total revenue;
- the policies and procedures of the person or entity that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the Committee;

- any business or personal relationship of the Advisor or of the person or entity employing the Advisor with an executive officer of the Company; and
- any stock of the Company owned by the Advisor.

Although the Committee is required to consider these factors, it is free to select or receive advice from an Advisor that is not independent.

Committee Authority and Responsibilities

To fulfil its purpose, the Committee will:

1. Review and approve the design of the compensation plans, policies and programs that pertain to the Company's executive officers.
2. Annually review and approve the corporate goals and objectives relevant to the compensation of the Company's executive officers, evaluate such officers' performance in light of those goals and objectives, and determine and approve the compensation level of such officers based on that evaluation.
3. Evaluate and establish the incentive components of the CEO's compensation and related bonus awards, taking into account the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the services rendered by the CEO and the awards given to the CEO in past years.
4. Administer equity-based plans, including stock incentive plans, for the Company's executive officers.
5. Approve the material terms of all employment, severance and change in control agreements for the Company's executive officers.
6. Periodically review and recommend to the Board compensation for non-employee directors, such as retainers, committee fees, chair fees, stock awards and other similar items.
7. Obtain such data and other resources as the Committee deems necessary or appropriate to perform its responsibilities, including obtaining external consultant reports or published salary surveys, and engaging independent compensation consultants and other Advisors as appropriate to assist in the design, analysis and implementation of compensation plans, policies and programs for the Company's directors, executive officers and other employees.
8. Oversee compensation plans, policies and programs applicable to the Company's directors, executive officers and other employees, including equity-based plans.

9. Oversee the administration of the Company's compensation "clawback" policy and any similar policy or agreement between the Company and the Company's executive officers or other employees who perform policy-making functions for the Company.

10. Oversee, in consultation with the Nominating and Corporate Governance Committee, the Company's policies, practices and initiatives relating to human capital management (including workforce diversity and inclusion, workplace culture, talent development, retention and recruitment and employee engagement).

11. Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement (the "Proxy"), determine whether to recommend to the Board that the CD&A be included in the Proxy, and provide the report of the Committee required to be included in the Proxy and/or annual report pursuant to SEC rules and regulations.

12. Report to the Board regularly regarding the Committee's activities.

13. Review, in consultation with the Nominating and Corporate Governance Committee, the Company's Corporate Governance Guidelines, and make recommendations for changes as in its judgment are appropriate.

14. Annually review, in collaboration with the Nominating and Corporate Governance Committee, this Charter and any changes that the Committee deems necessary or appropriate.

15. Annually review, in collaboration with the Nominating and Corporate Governance Committee, the Committee's performance.

16. Perform any other activities consistent with this Charter, the Company's Bylaws and applicable law as the Committee deems necessary or appropriate.

17. Have such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board.

Delegation to a Subcommittee

Subject to applicable law, the Committee may, in its sole discretion, delegate all or a portion of its duties and responsibilities to a subcommittee comprising one or more members of the Committee.