

AXON ENTERPRISE, INC.
AUDIT COMMITTEE CHARTER

Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Axon Enterprise, Inc. (the “Company”) is to assist the Board in fulfilling its oversight responsibilities regarding (i) the integrity of the Company’s financial statements; (ii) the Company’s process for financial reporting and monitoring compliance with laws and regulations; (iii) the independent accountant’s qualifications and independence; (iv) the performance of the Company’s internal audit function and independent accountants; (v) the Company’s internal control system; and (vi) the Company’s ethics policy.

Committee Membership

The Committee shall consist of no fewer than three members, each of whom shall be a director of the Company. Each member of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating Committee, and may be removed by the Board at any time in its discretion. The Board shall designate one member of the Committee to serve as its chairperson.

Each member of the Committee shall be independent under the applicable standards for independence promulgated by the U.S. Securities and Exchange Commission (the “SEC”) and the listing standards that govern companies listed on the Nasdaq Stock Market (“Nasdaq”). In addition, each member of the Committee shall be a director who, in the judgment of the Board, is financially literate and possesses the ability to read and understand the fundamental financial statements of the Company and its subsidiaries, including balance sheets, income statements and cash flow statements. At least one member of the Committee shall, in the judgment of the Board, have accounting or related financial management expertise, which may include employment experience in finance or accounting, certification in accounting or any other comparable experience, including being, or having been, a chief executive officer

or other senior officer of a company with financial oversight responsibilities. The Company will disclose in its periodic reports filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) whether or not (and if not, why not) the Committee is comprised of at least one member who is an “audit committee financial expert” as defined by SEC rules. No member of the Committee will receive compensation from the Company other than Director’s fees.

Committee Meetings; Quorum

The Committee shall meet as needed to fulfill its responsibilities. Minutes of each meeting will be compiled by the Company’s Corporate Secretary who shall act as Secretary to the Committee, or in the absence of the Corporate Secretary, any other person designated by the Committee. 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 shall constitute a quorum. Concurrence of a majority of the quorum (or, in case a quorum at the time consists of two members of the Committee, both members present) shall be required to take formal action of the Committee.

As permitted by section 141 of the Delaware General Corporation Law, the Committee may act by unanimous written consent, and may conduct meetings via conference telephone or similar communication equipment. Members of the Committee may meet informally with officers or employees of the Company and its subsidiaries and with the Company’s independent accountants, and may conduct informal inquiries and studies without the necessity of holding a formal meeting. The Company’s officers who are required by law to certify the Company’s annual or quarterly reports will disclose to the Committee and to the independent accountants the information that is required to be disclosed to them by Section 302 of the Sarbanes-Oxley Act of 2002. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent accountants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee will meet with management, the internal auditors and the independent accountants in separate executive sessions at least quarterly and will make regular reports to the

Board. Management will be asked to report whether significant findings and recommendations made by the internal auditors and the independent accountants have been addressed in a timely manner. Annually, the performance of the Committee and the Committee Charter will be reviewed by the members.

Committee Resources

The Company will provide the Committee with the appropriate funding to exercise its authority, to the extent the Committee deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Committee is authorized to employ the services of such counsel, consultants, experts and personnel, including persons already employed or engaged by the Company, as the Committee may deem reasonably necessary to enable it to fully perform its duties and fulfill its responsibilities.

Committee Authority and Responsibilities

Internal Control

The Committee will oversee management's processes to ensure that all employees are aware of the Company's internal control policies and procedures. Further, the Committee will review and discuss with management the implementation of internal control recommendations made by the internal auditors and the independent accountants. Additionally, the Committee will periodically review with management the status of major information technology plans and their potential effect on the internal control environment.

Financial Reporting

The Committee will review and discuss with management and the independent accountants the Company's accounting policies which may be viewed as critical, and review and discuss any significant changes. Significant accounting and reporting developments, including recent professional and regulatory pronouncements, as well as off-balance sheet structures, and their impact on the Company's financial statements will be reviewed and understood.

The Committee will meet with management and the independent accountants to review and discuss the audited financial statements and the results of the audit. It will be determined whether the audited financial statements are complete and consistent with respect to information known to Committee members, and based upon appropriate accounting principles. Further, the Committee will review and discuss with management the Management Discussion and Analysis (“MD&A”) to be included in the Company’s Annual Report on Form 10-K (“Annual Report”) before its filing and consider whether the information is adequate and consistent with Committee members’ knowledge about the Company and its operations. Based on the review and discussions with management and the independent accountants, the Committee will recommend to the Board whether the audited financial statements are appropriate for inclusion in the Company’s Annual Report.

The Committee will meet with management and the independent accountants to review the Company’s quarterly operating results, discuss the results against the prior year, discuss any significant variances from the financial plan and discuss the results of the independent accountants’ review of the quarterly financial statements prior to the public release of the results and the filing of the Company’s Form 10-Q, including the results of the independent accountants’ review of the quarterly financial statements.

The Committee will discuss with management and the independent accountants significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including any significant changes in the Company’s selection or application of accounting principles, any major issues as to the adequacy of the Company’s internal controls, the development, selection and disclosure of critical accounting estimates and analyses of the effect of alternative assumptions, estimates or GAAP methods on the Company’s financial statements.

The Committee will discuss with management the Company’s earnings press releases, including the use of “pro forma” or “adjusted” non-GAAP information, and hold general discussion on financial information and earnings guidance provided to analysts and rating agencies. The Committee will discuss with management the Company’s major financial risk exposures and the steps management has taken to monitor and

control such exposures, including the Company's risk assessment and risk management policies.

Compliance with Company Ethics Policy and Complaint Procedures

The Committee will ensure that an ethics policy is formalized in writing and that management takes the necessary actions to disseminate the information and educate all employees with respect to such policy. The program for monitoring compliance and updates from management regarding the annual ethics certification and training processes will be reviewed periodically. The Committee will establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding internal accounting controls, questionable accounting or auditing matters.

Compliance Oversight

The Committee will review and advise the Board with respect to the effectiveness of the Company's system for monitoring compliance with laws and regulations and with the Company's ethics policy and will periodically obtain any required reports and assurances from the independent accountants, management and the internal auditor.

Internal Audit

The internal auditors' proposed audit schedule and plans will be approved annually by the Committee. Internal audit activities and the organizational structure of the internal audit function will be reviewed regularly.

Independent Accountants

The Company's independent accountants are ultimately accountable to the Board and the Committee. The Committee and the Board have the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the Company's independent accountants. The Committee shall, from time to time, review and make

recommendations to the Board with respect to the engagement or discharge of the independent accountants and the terms of their engagement.

The Committee shall pre-approve all auditing services and permitted non-audit services to be performed for the Company by the independent accountants in accordance with the Exchange Act. Approvals of a non-audit service to be performed by the independent accountants shall be disclosed as promptly as practicable in the Company's quarterly or annual reports. In carrying out its duties under the preceding paragraph, if the Committee approves an audit service within the scope of engagement of the independent accountants, such audit service shall be deemed to have been preapproved for purposes of this paragraph.

At least annually, the Committee will obtain and review a report by the independent accountants describing (a) the independent accountants' internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent accountants, (c) any steps taken to deal with any such issues and (d) all relationships between the independent accountants and the Company.

The Board may, in its discretion, determine to submit to the Company's stockholders for their approval or ratification the appointment of the Company's independent accountants. The Committee's evaluation of the independence and performance of the independent accountants will include a review of the experience, qualifications and performance of the senior members of the independent accountants' team, including the lead partner of the team. The Committee will oversee the rotation of the lead (or coordinating) audit partner as required by law and will consider whether, in order to assure continuing auditor independence, there should be regular rotation of the independent accounting firm itself. The Committee will present its conclusions regarding the independent accountants to the Board, and if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent accountants.

The Committee will recommend to the Board policies for the Company's hiring of employees or former employees of the independent accounting firm who participated in any capacity in the audit of the Company, particularly in light of the prohibition on employment outlined in the Exchange Act. The Committee will require the independent accountants to communicate whether or not they are aware of any reportable illegal acts.

The Committee will discuss with the independent accountants matters related to the conduct of the audit as required in Statement on Auditing Standards No. 61. In particular, the Committee will discuss:

- (a) the adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the independent accountants, internal auditors or management;
- (b) the management letter provided by the independent accountants (if any) and the Company's response to that letter; and
- (c) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

Audit Committee Report

The Committee shall annually prepare and submit the report of the Committee required to be included in the Company's annual proxy statement, pursuant to SEC rules and regulations.

Other Responsibilities

Without limiting the generality of the foregoing, the Committee shall:

1. Review the scope of proposed audits to be performed with respect to the Company's financial statements in the context of the Company's particular characteristics and requirements.

2. Review with the independent accountants the results of the auditing engagement and any recommendations the auditors may have with respect to the Company's financial, accounting or auditing systems.

3. Require a letter from the independent accountants concerning significant weaknesses or breaches of internal controls encountered during the course of the audit.

4. Inquire of management and the independent accountants whether any significant financial reporting issues were discussed during the course of the audit and, if so, how they were resolved.

5. Review with management and the independent accountants changes in accounting standards or rules proposed by Financial Accounting Standards Board or

the SEC that may affect the Company's financial statements.

6. Request an explanation from management and the independent accountants concerning the effects of significant changes in accounting practices or policies.

7. Inquire about significant contingencies or estimates that may affect the Company's financial statements and the basis for the Company's presentation of such matters.

8. Review the adequacy of the internal financial and operational controls of the Company with staff performing internal auditing functions and with the independent accountants.

9. At least annually, meet privately with the independent accountants in executive session to, among other things, help evaluate the Company's internal financial accounting and reporting staff and procedures.

10. Receive and review a draft of the financial statements to be included in the Company's Annual Report and the financial statements to be included in the Company's Quarterly Reports on Form 10-Q, with accompanying notes, and the corresponding MD&A.

11. Review and consider for ratification or approval all related party transactions and/or other transactions implicating a potential conflict of interest between the Company and any of its directors, executive officers or other related parties. It is the policy of the Company's Board of Directors that all proposed transactions by the Company with its directors, officers, five-percent stockholders and their affiliates be entered into or approved only if such transactions are on terms no less favorable to the Company than it could obtain from unaffiliated parties, are reasonably expected to benefit the Company and are approved by the Audit Committee. The Audit Committee is authorized to consult with independent legal counsel at the Company's expense in determining whether to approve any such transaction

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

13. Review and assess the adequacy of this Charter on an annual basis.

14. Annually review the Committee's performance.

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