



YETI HOLDINGS, INC.

## AUDIT COMMITTEE CHARTER

(LAST AMENDED MAY 1, 2025)

### Purposes

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of YETI Holdings, Inc. (the “**Company**”) (a) assists the Board in fulfilling its oversight responsibilities with respect to (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditors’ qualifications, independence and performance, and (iv) the performance of the Company’s internal audit function; (b) prepares the Committee’s report to be included in the Company’s annual proxy statement (the “**Audit Committee Report**”); (c) advises and consults with management and the Board regarding the financial affairs of the Company; and (d) appoints, compensates, retains, terminates and oversees the work of the Company’s independent auditors.

### Composition

**Size.** The size of the Committee shall be determined by the Board, subject to any requirements or limitations in the Company’s certificate of incorporation or bylaws and applicable rules of the New York Stock Exchange (“**NYSE**”).

**Qualifications.** Each Committee member must have all of the following qualifications:

1. **Independence.** Each Committee member must meet the independence criteria of (a) the rules of the NYSE, subject to any exemptions and exceptions provided by the NYSE rules, as such requirements are interpreted by the Board in its business judgment, including as set forth in the Company’s Corporate Governance Guidelines, (b) Rule 10A-3 of the Securities Exchange Act of 1934 (the “**Exchange Act**”), subject to the exemptions and exceptions provided therein, and (c) any other applicable legal requirements.
2. **Financial Literacy and Expertise.** Each Committee member must be financially literate, as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, at least one member of the Committee must have accounting or related financial management expertise, as such qualification is interpreted by the Board in its business judgment, sufficient to meet the criteria of an audit committee financial expert within the meaning of Item 407 of Regulation S-K promulgated by the SEC. The Board will determine, in its business judgment and upon the recommendation of the Nominating and Governance Committee, whether a member is financially literate and whether at

least one member has the requisite accounting or financial expertise and meets the audit committee financial expert criteria described above.

3. Compensation. Each Committee member may receive as compensation from the Company only (a) director's fees (which includes all forms of compensation paid to directors of the Company for service as a director or member of a Board Committee) and/or (b) pension payments or other deferred compensation provided that such compensation is not in any way contingent on continued service.
4. Limitation on Service on Other Public Company Audit Committees. If a Committee member simultaneously serves on the audit committee of more than three public companies (including this Committee), the Board must determine that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. The Company will disclose any such determination in its annual proxy statement.

***Selection.*** The Board selects Committee members, including to fill member vacancies following the death, resignation or removal of a Committee member, based on recommendations of the Nominating and Governance Committee. The Board will select a Committee Chair (the "***Chair***") from among the Committee's members, or if no such selection is made, the Committee will elect a Chair. In each such case, election will be made by majority vote.

***Resignation and Removal.*** Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member. A Committee member may resign from the Committee upon written notice to the Board. Resignation from the Committee does not automatically resign the member from the Board.

### **Authority and Responsibilities**

The Committee is responsible for overseeing the Company's financial reporting process on behalf of the Board. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting and reporting policies that are used by the Company. The independent auditors are responsible for auditing the Company's financial statements and for reviewing the Company's interim financial statements. The independent auditors report directly to the Committee.

The Committee is directly responsible for the appointment, compensation, retention and oversight of the work of the Company's independent auditors (including resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Committee's authority and responsibilities include the following:

### ***Independent Auditors***

1. Retain the Independent Auditors. The Committee has the sole authority to (a) retain and terminate the Company's independent auditors, (b) approve all audit engagement fees, terms and services, and (c) approve any non-audit engagements

with the Company's independent auditors. The Committee will exercise this authority in a manner consistent with Sections 201, 202 and 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC and the NYSE.

2. Establish Policy for Pre-Approval of Non-Audit, Audit, Audit-Related, Tax and Other Services. The Committee will establish a written pre-approval policy and monitor and pre-approve all fees paid to the independent auditor for audit as well as non-audit services.
3. Review and Discuss the Auditors' Quality Control. The Committee will, at least annually, obtain and review a report by the independent auditors describing (a) the audit firm's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, 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 firm, and (c) any steps taken to deal with any such issues.
4. Review the Independence of the Auditor. The Committee will, at least annually, obtain and review a report by the independent auditor describing all relationships between the independent auditor and the Company. The Committee will actively engage in a dialogue with the independent auditors with respect to any disclosed relationship or services that may impact the objectivity and independence of the auditors and take appropriate action in response to the auditors' report to satisfy itself of the auditors' independence.
5. Ensure Required Rotation of Lead Audit Partner and Evaluate Rotation of the Audit Firm. The Committee will, at least annually, review and evaluate the lead partner of the independent auditor and take such steps as may be required by law with respect to the regular rotation of the audit partner serving on the Company's audit engagement team. The Committee will periodically consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself.
6. Report to the Board on the Qualifications, Independence and Performance of Auditors and Lead Audit Partner. At least annually, the Committee will evaluate the qualifications, independence and performance of the independent auditors and the lead audit partner and will present its conclusions to the Board. If so determined by the Committee, the Committee will recommend that the Board take additional action to satisfy itself of the qualifications, independence and performance of the independent auditors and the lead audit partner. In performing its evaluation, the Committee should take into account the opinions of management and the Company's internal auditors (which may be a third-party firm as long as it is not the independent auditors) or, if the Committee deems appropriate, other personnel responsible for the Company's internal audit function.
7. Set Hiring Policies. The Committee will set clear hiring policies for employees or former employees of the independent auditors, which include the restrictions set

forth in Section 206 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC.

8. Review and Discuss the Audit Plan. The Committee will review and discuss with the independent auditors the plan for, and the scope of, the annual audit and other examinations, including responsibilities, the adequacy of staffing and the audit budget.
9. Review and Discuss Conduct of the Audit. The Committee will regularly review and discuss with the independent auditors the matters required to be discussed pursuant to applicable auditing standards relating to the conduct of the audit or review of the Company's financial statements, as well as any audit problems or difficulties and management's response, including (a) any restrictions on audit scope or on access to requested information, and (b) any disagreements with management. The items the Committee may review with the independent auditors include, but are not limited to: (a) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise); (b) significant communications between the Company's audit team and the independent auditors' national office regarding auditing or accounting issues presented by the engagement; and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors to the Company.

#### ***Financial Statements, Financial Reporting and Systems of Internal Control***

10. Review and Discuss Financial Statements and Disclosures. The Committee will meet to review and discuss with appropriate officers of the Company and the independent auditors the annual audited and quarterly financial statements of the Company, including (a) the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and (b) the disclosures regarding internal controls and other matters required to be reported to the Committee under applicable legal, regulatory and NYSE requirements. The Committee will make a recommendation to the Board whether or not the annual audited financial statements should be included in the Company's Form 10-K.
11. Review and Discuss the Audit Results. The Committee will review and discuss with the independent auditors (a) the report of their annual audit, or proposed report of their annual audit, (b) material written communications between the independent auditors and management, including any management letter or schedule of unadjusted differences, (c) the reports of their reviews of the Company's interim financial statements, and (d) the reports of the results of such other examinations outside of the course of the independent auditors' normal audit procedures that the independent auditors may from time to time undertake. The foregoing includes the reports required by Section 204 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC and, as appropriate, a review of (A) major issues regarding (i) accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of

accounting principles and (ii) the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (B) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative U.S. Generally Accepted Accounting Principles ("**GAAP**") methods on the financial statements; (C) any matters identified, or expected to be identified, by the independent auditors as a "critical audit matter" (as defined by applicable auditing standards) in the present period audit; and (D) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company.

12. Obtain Assurances under Section 10A(b) of the Exchange Act. The Committee will obtain assurance from the independent auditors that in the course of conducting the audit, there have been no acts detected or that have otherwise come to the attention of the independent auditors that require disclosure to the Committee under Section 10A(b) of the Exchange Act.
13. Review and Discuss Earnings Press Releases. The Committee will review and discuss earnings and other financial press releases, including the type and presentation of information to be included in the company's press releases, use of "pro forma" or "adjusted" non-GAAP information in earnings press releases or other presentations to investors, as well as financial information and earnings guidance provided to analysts and rating agencies (which review may occur after issuance and may be done generally as a review of the types of information to be disclosed and the form of presentation to be made).

### ***Internal Audit Function***

14. Review Actions Concerning Senior Internal Auditing Executive. The Committee will review and concur with management's appointment, termination or replacement of the senior internal audit executive or the third-party firm performing the internal audit function.
15. Establish and Assess Procedures for Complaints Regarding Financial Statements or Accounting Policies. The Committee will establish and periodically assess the Company's procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters as required by Section 301 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC. The Committee will discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any complaints or concerns regarding the Company's financial statements or accounting policies.

16. Review and Discuss Internal Audit Plans. The Committee will review and discuss with the senior internal audit executive and appropriate members of the staff of the internal audit department, or with the third-party internal audit firm and its staff, the plans for and the scope of their ongoing internal audit activities.
17. Review and Discuss Internal Audit Reports. The Committee will review and discuss with the senior internal audit executive and appropriate members of the staff of the internal audit department, or with the third-party internal audit firm and its staff, the internal audit activities, examinations and results thereof of the internal audit department or third-party internal audit firm, and management's response to such results. The Committee is also to review the internal audit department's (or the third-party internal audit firm's) activities periodically, including any plan changes, objective changes or resource (including budget and staffing) updates. The Committee should also periodically review any significant difficulties, disagreements with management, or scope restrictions encountered in the course of the internal audit work.
18. Review and Discuss the Systems of Internal Accounting Controls. The Committee will review and discuss with the independent auditors, the senior internal audit executive (or the third-party internal audit firm), management, the General Counsel and, if and to the extent deemed appropriate by the Chair, members of their respective staffs, the adequacy of the Company's internal control over financial reporting controls, the Company's financial, auditing and accounting organizations and personnel, and the Company's policies and compliance procedures with respect to business practices, including the disclosures regarding internal controls and matters required to be reported to the Committee by Sections 302 and 404 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the SEC.
19. Review and Discuss the Recommendations of Independent Auditors. The Committee will review and discuss with the senior internal audit executive and the appropriate members of the staff of the internal audit department (or with the third-party internal audit firm and its staff) recommendations made by the independent auditors and the senior internal audit executive (or by the third-party internal audit firm and its staff), management's responses, as well as such other matters, if any, as such persons or other officers of the Company may desire to bring to the attention of the Committee.

### ***Ethical and Legal Compliance and Risk Management***

20. Oversee Enterprise Risk Management Process and Discuss Risk Management Policies. The Committee will oversee the Company's enterprise risk management process. In addition, the Committee will (i) periodically discuss with management guidelines and policies with respect to enterprise risk assessment and risk management to assess and manage the Company's exposure to risk and (ii) periodically discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control these exposures. The Committee will also oversee risks related to the Company's

information technology and security systems, processes, and procedures, including risks related to cybersecurity and data privacy.

21. Obtain Reports Regarding Conformity with Legal Requirements and the Company's Code of Business Conduct. The Committee will periodically obtain reports from management, the Company's senior internal audit executive (or the third-party internal audit firm and its staff) and the independent auditors that the Company and its subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Business Conduct, including matters with a significant impact on the Company's financial statements. The Committee should periodically advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Business Conduct, including any waivers or amendments of the Company's Code of Business Conduct.
22. Discuss Legal Affairs. The Committee will periodically discuss with management and the independent auditors the Company's legal affairs, including any actions taken by, and correspondence with, any governmental authorities, any governmental matters that may have a material impact on the Company and any other significant outstanding legal matters involving the Company or any its subsidiaries that may have a material impact on the Company's financial statements or the Company's compliance policies.
23. Review Conflicts of Interest and Review and Approve Related Party Transactions. The Committee will receive and review reports and disclosures of possible conflicts of interests involving the Company's executive officers or members of the Board of Directors, including reviewing, as necessary, any executive officer's request to accept a directorship position with another company. The Committee will make recommendations to the Board as it determines appropriate to prevent, minimize or eliminate such conflicts of interest. The Committee will conduct a reasonable prior review of, and oversee, all related party transactions. Related party transactions are all transactions required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC. The Committee is responsible for taking such action with respect to related party transactions as it deems necessary and appropriate under the circumstances, including approval, disapproval, ratification, cancellation, or implementation of procedures to monitor any such transactions and will report any such action taken to the Board.
24. Determinations Regarding Compensation Recoupment Policy. The Committee will determine whether any accounting restatement required due to the material noncompliance of the Company with any financial reporting requirement under the securities laws (including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period) requires recoupment pursuant to the Company's Policy Regarding the Recoupment of Certain Compensation Payments.

### ***Other Responsibilities***

25. Prepare Audit Committee Report. The Committee will prepare, with the assistance of management, the independent auditors and outside legal counsel, the Audit Committee Report to be included in the Company's annual proxy statement.
26. Committee Reports to the Board. The Committee should report its activities regularly to the Board in such manner and at such times as the Committee and the Board deem appropriate, but in no event less than once a quarter. Such report should include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors or the performance of the internal audit function.  
28. Review and Approve Capital Investments. The Committee should review and approve the Company's proposed capital investments in light of the Company's strategy and financial policies and recommend Board action with respect to significant capital investments and review the performance of those investments.
27. Review and Discuss Other Matters. The Committee should review and discuss such other matters that relate to the accounting, auditing and financial reporting practices and procedures of the Company as the Committee may, in its own discretion, deem desirable in connection with the review functions described above. Additionally, the Committee will advise and consult with management and the Board from time to time in their discretion or as requested by management or the Board on other financial issues affecting the Company.
28. Other Delegated Duties or Responsibilities. The Committee will perform any other duties or responsibilities delegated to the Committee by the Board from time to time and perform any other activities consistent with this Committee charter (the "***Charter***"), the rules of NYSE, the Company's certificate of incorporation, bylaws and applicable laws, rules and regulations.

### **Meetings**

The Committee shall meet as frequently as necessary to carry out its responsibilities under this Charter. The Chair shall, in consultation with the other members of the Committee and appropriate officers of, and legal counsel to, the Company, establish the agenda for each Committee meeting. Any Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's certificate of incorporation or its bylaws. The Chair shall supervise the conduct of the meetings and shall have such other responsibilities as the Board or the Committee may designate from time to time.



The Committee may request any officer or employee of the Company, or any representative of the Company's internal or outside legal counsel, independent auditors, internal audit function or other personnel or advisors, to attend a meeting or to meet with any members or representatives of the Committee. The Committee will meet with the Company's management, the internal auditors and the independent auditors periodically in separate private sessions to discuss any matter that the Committee, management, the internal auditors, the independent auditors or such other persons believe should be discussed privately. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence will not destroy the quorum for the meeting. The Committee may act by unanimous written consent.

### **Delegation**

Except as otherwise provided in the Company's certificate of incorporation, bylaws, applicable law or resolution of the Board, the Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee or an individual member of the Committee.

### **Resources and Authority**

The Committee shall have the appropriate resources and authority to discharge its responsibilities as required by law, including, without limitation, the authority to engage outside auditors for special audits, reviews and other procedures and to engage independent counsel and other advisors, experts or consultants as it determines necessary or appropriate to carry out its duties. The Committee may also, to the extent it deems necessary or appropriate, meet with the Company's investment bankers or financial analysts who follow the Company.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) compensation to the Company's independent auditors engaged for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, (ii) compensation to independent counsel and any other advisors, experts or consultants employed by the Committee, and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the authority to investigate any matter brought to its attention within the scope of its duties.

### **Annual Review**

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review of this Charter in such manner as it deems appropriate. The Committee will conduct its performance evaluation in such manner as directed by the Nominating and Governance Committee.