



Effective Date: July 21, 2013

CORPORATE GOVERNANCE GUIDELINES

These Corporate Governance Guidelines have been adopted by the Board of Directors (the “**Board**”) of Fox Factory Holding Corp. (the “**Company**”). The Board recognizes the importance of good corporate governance as a means of addressing the needs of the Company’s stockholders, employees, customers, suppliers and the community. These guidelines are intended to serve as flexible principles and to be interpreted in the context of all applicable laws and the Company’s Certificate of Incorporation, Bylaws, the charters of the committees of the Board, and other governing legal documents, all of which necessarily take precedence. The Board recognizes that corporate governance is a developing and dynamic area warranting periodic review. Accordingly, the following guidelines are subject to review and change from time to time by the Board.

I. The Board of Directors

▪ A. Role of the Board

The Board oversees and provides policy guidance on the business and affairs of the Company. Among other things, the Board monitors overall corporate performance, the integrity of the Company’s controls and the effectiveness of its legal, ethics and compliance programs. The Board selects the Chairman of the Board (the “**Chairman**”), if any, selects the Chief Executive Officer of the Company (the “**CEO**”), selects the other officers, designates which executive officers are officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (“**Section 16 Officer**”), and oversees management. The Board also oversees the Company’s strategic and business planning process. Finally, the Board reviews and assesses risks facing the Company and management’s approach to addressing such risks.

Directors are expected to attend Board and applicable Board committee meetings and to review meeting materials in advance of such meetings. Directors also are encouraged to attend the Company’s annual meetings of stockholders.

▪ B. Fiduciary Oversight

The Board shall support a corporate environment of internal controls, fiscal accountability, ethical standards and compliance with applicable governance policies, laws and regulations. Under Delaware law, each director owes duties of loyalty and care to the Company and is expected to act in the best interests of the Company’s stockholders as a whole.

▪ C. Board Size

The Bylaws provide that the number of directors is determined by the Board. The Board size is assessed at least annually by the Nominating and Corporate Governance Committee in consultation with the Chairman. If any nominee is unable to serve as a director for any reason, the Board, by resolution, may reduce the number of directors or choose a substitute; provided, however, that upon such reduction or substitution, the Board shall continue to be comprised of a majority of independent directors.



- ***D. Election of Directors***

The current size of the Board is seven, which the Board believes is appropriate. The Board is presently divided into three classes, Class I, Class II and Class III, serving staggered three-year terms. Each term of office of Class I, Class II and Class III expires at a different time in annual succession, with one class being elected at each annual meeting of stockholders. The Board will assess its size from time to time to determine whether its size continues to be appropriate. Under the Company's Bylaws, the Board has the authority to change its size.

- ***E. Term Limits***

At this time, the Board does not believe it should establish term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they could result in the loss of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, provide an increasing contribution to the entire Board.

- ***F. Independent Directors***

The Board intends that, except during periods of temporary vacancies, a majority of its directors will be independent. For purposes of these guidelines, "**independent director**" shall mean a director who satisfies the definition of an "independent director" under the applicable NASDAQ Listing Rules. In addition, the Board will have a sufficient number of independent directors to meet the requirements of applicable law. The Nominating and Corporate Governance Committee will monitor compliance with the NASDAQ Listing Rules for director independence on an ongoing basis. Each independent director is expected to notify the General Counsel of the Company and the Chairman of the Nominating and Corporate Governance Committee as soon as reasonably practicable in the event that his or her personal circumstances change in a manner that may affect the Board's evaluation of such director's independence.

- ***G. CEO, Chairman and Lead Independent Director***

The Board selects the Company's CEO and Chairman in the manner that it determines to be in the best interest of the Company's shareholders. The Board does not have a policy as to whether the Chairman should be an independent director, or a member of management. When the Chairman is an affiliated director, or a member of Company management, or when the independent directors determine that it is in the best interest of the Company, the independent directors will annually appoint from among themselves a "**Lead Independent Director**." The Lead Independent Director coordinates the activities of the independent directors and is authorized to call meetings of the independent directors, chairs executive sessions of the independent directors, and performs the other duties either specified in these guidelines or assigned from time to time by the Board. In addition, when appropriate, the Lead Independent Director will be available for consultation with stockholders.

- ***H. Director Compensation***

Eligible directors will receive compensation for serving on the Board pursuant to the Company's Non-Employee Director Compensation Policy. In the future, the Compensation Committee may recommend, and the Board may approve, changes to the form and amount of director compensation, if any, set forth in the Compensation Policy in accordance with the current corporate policies, practices and principles relevant to director compensation. In order to align the interests of directors with the interests of stockholders, the Board expects all directors to display confidence in the Company by ownership of the Company's common stock ("**Shares**").



The Compensation Committee will consider that directors' independence may be jeopardized if substantial charitable contributions are made to organizations with which a director is affiliated, or if other indirect forms of compensation are made to a director or an organization with which the director is affiliated.

- ***I. Other Boards and Committees***

After first becoming a director of the Company, without the specific approval from the Board, no director may accept an invitation to serve on another public company board or any committee thereof. No director may sit on the board of any competitor of the Company in its principal lines of business to the extent that any such service would constitute a violation of U.S. antitrust law.

II. Selection and Qualifications

- ***A. Selection and Invitation***

The Board shall be responsible for selecting nominees for membership on the Board. All applications, recommendations or proposed nominations for Board membership received by the Company shall be referred to the Nominating and Corporate Governance Committee. Nominations made other than by or at the direction of the Board shall be made pursuant to the regulations set forth in the Bylaws. Invitations to join the Board should be extended by the Chairman of the Board and the CEO, or a designated representative. The Nominating and Corporate Governance Committee also shall periodically review the Company's procedures for stockholder nominations of directors. In furtherance of such stockholder action, the Company shall designate in its proxy statement and on its website a means for stockholders to recommend director nominees to the Nominating and Corporate Governance Committee.

- ***B. Criteria***

As provided in its Charter, the Nominating and Corporate Governance Committee shall be responsible for assisting the Board in developing general criteria for use in selecting potential new Board members and for assisting the Board in identifying and attracting qualified candidates for election to the Board. The Nominating and Corporate Governance Committee also shall be responsible for recommending to the Board nominees for director to be voted on at the annual meetings of stockholders. The current Board membership criteria are attached as an exhibit to the charter of the Nominating and Corporate Governance Committee.

- ***C. Annual Determination of Director Independence***

The Nominating and Corporate Governance Committee shall be responsible for annually reviewing and reporting to the Board on the affiliations of each outside director. After receiving the Nominating and Corporate Governance Committee's report, the Board shall annually review the affiliations of each outside director to determine if he or she has any material relationship with the Company or is independent under the NASDAQ Listing Rules.

- ***D. Changed Circumstances***

If a director, including employee directors, discontinues, retires or changes his or her employment affiliation held at the time of election as a director, becomes involved in a current or potential conflict of interest or becomes unable to spend the required time, that director shall submit a letter offering his or her resignation for consideration by the Board. The Nominating and Corporate Governance Committee shall recommend to the Board what action, if any, to be taken with respect to the resignation.



III. Board Operations and Performance

▪ **A. Agenda**

The Chairman of the Board shall coordinate with the CEO and the corporate secretary to set the agenda for each Board Meeting. The Lead Independent Director and each other Board Member and members of the senior management may suggest the inclusion of item(s) on the agenda.

▪ **B. Advance Distribution of Board Materials**

As a general rule, presentations on specific topics should be sent to the Board members sufficiently in advance to allow time for review. Directors are expected to review such materials prior to the applicable meeting so that Board meeting time may be conserved and discussion time focused on questions that the Board may have about the materials. On those occasions in which the subject matter is highly sensitive, the individual directors should be notified by telephone in advance of the meeting of the general subject matter and that the topic will be discussed at the meeting.

▪ **C. Attendance at Meetings**

While it is understood that practical considerations may limit a director from attending each Board meeting and each meeting for those committees on which he or she serves, it is expected that each director will endeavor to attend substantially all of such meetings and to attend in person whenever possible. In addition, directors are encouraged to attend each annual meeting of the Company's stockholders. Finally, to ensure compliance with Item 407(b) of Regulation S-K, it is expected that each director will, at an absolute minimum, for each fiscal year of such director's service, attend at least 75% of the aggregate of (i) the total number of meetings of the board of directors (held during the period for which such director served as a director), and (ii) the total number of meetings held by all committees of the board on which such director served (during the periods that such director served),

▪ **D. Meetings of Non-Management Directors**

Independent directors will meet at regularly scheduled executive sessions at least quarterly and at such other times as they deem appropriate. Additional executive sessions may be held as needed. Executive sessions of the independent directors will be called and chaired by the Lead Independent Director or, if there is no Lead Independent Director, the Chairman of the Audit Committee. These executive sessions may include such topics as the non-management directors or independent directors, respectively, determine.

▪ **E. Access to Independent Advisors**

The Board and each of its committees may hire independent legal, financial or other advisors, as the Board or any committee deems necessary, to assist it in evaluating proposals, transactions and information supplied by management. The Audit Committee shall have the sole authority to retain and terminate the Company's independent auditor. In addition, the Compensation Committee and the Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate the consulting firm that assists in the evaluation of director or executive officer compensation and any search firm used to identify director candidates. Each committee shall communicate to the full Board its intent to hire an independent advisor; however, prior Board approval is not required.



- ***F. Access to Management and Employees***

The Board shall have complete access to the Company's management. It is assumed that the Board members will use judgment to be sure that this contact is not distracting to the business operations of the Company and its subsidiaries, and that, if such contact is in writing, a copy is sent to the CEO. The Board also encourages management to, from time to time, bring into meetings of the Board officers, employees and representatives of the Company and its subsidiaries.

- ***G. Director Orientation and Continuing Education***

The Company has and will continue to maintain an orientation program for new directors that includes written materials, oral presentations and site visits. In addition, the Company provides directors continuing education about the Company's business. The Company shall conduct director continuing education programs from time to time and seek the input of outside advisors in connection with current developments in applicable law, including the U.S. federal securities laws and the requirements of NASDAQ. The Nominating and Corporate Governance Committee and management are responsible for Director Orientation and Continuing Education programs.

IV. Performance Evaluation and Succession Planning

- ***A. Annual CEO Evaluation***

The Chairman of the Compensation Committee will lead the Compensation Committee in conducting a review of the performance of the CEO at least annually. The Compensation Committee establishes the evaluation process for reviewing the CEO's performance. The evaluation results are reviewed and discussed with the independent directors, and the results shall be communicated to the CEO.

- ***B. Succession Planning***

Principal responsibilities of the Board include planning for CEO succession and overseeing the identification and development of executive talent. The Board, with the assistance of the Nominating and Corporate Governance Committee, CEO and human resources department, oversees executive officer development and corporate succession plans for the CEO and other executive officers to provide for continuity in senior management. The succession plan covers identification of internal candidates, development plans for internal candidates, and, as appropriate, identification of external candidates. The Board annually reviews the CEO succession plan. The criteria used to assess potential CEO candidates are formulated based on the Company's business strategies, and include strategic vision, leadership and operational execution.

The Board shall establish an emergency succession contingency plan should an unforeseen event, such as death or disability, occur that prevents the CEO from continuing to serve. The plan identifies the individuals who would act in an emergency and their responsibilities. The contingency plan shall be reviewed by the Board annually and revised as appropriate. The Board may review development and succession planning more frequently as it deems necessary or desirable.

- ***C. Board and Committee Self-Evaluation***

The Nominating and Corporate Governance Committee is responsible for conducting an annual evaluation of the performance of the Board and each of its members. In addition, each committee is responsible for conducting an annual performance evaluation. Evaluation results must be reported to the Board. The report of the Nominating

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and Governance Committee should generally include an assessment of the Board's compliance with the principles set forth in these guidelines, as well as an identification of areas in which the Board could improve its performance. Each committee's report generally should include an assessment of the committee's compliance with the principles set forth in these guidelines and the committee's charter, as well as an identification of areas in which the committee could improve its performance.

V. Executive Compensation

▪ A. Compensation Committee

The Compensation Committee shall annually review and approve corporate goals and objectives relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives and determine, or recommend to the full board for determination, the individual elements of the CEO's total compensation based on the annual evaluation. In addition, the Compensation Committee shall determine compensation for the Company's other executive officers and advise the Board, the Chairman and CEO on other compensation and employee benefit matters with the Committee's charter.

▪ B. Philosophy

The Compensation Committee's philosophy pertaining to executive compensation shall be described in the Compensation Discussion and Analysis section set forth each year in the Company's annual proxy statement.

▪ C. Recoupment

In the event of any accounting restatement of the financial statements of the Company, the Board will review the incentive compensation and awards made to the executive officers based on the financial results during the period covered by the restatement and, in appropriate circumstances and to the extent permitted by applicable law and the Company's policies and plans, including the Policy Regarding Recoupment of Incentive Compensation Upon Restatement or Misstatement of Financial Result, or as Required by Law, seek to recover or cancel the portion of any such compensation or awards in excess of what would have been received under the restated financial statement.

VI. Board Committees

▪ A. Number and Type

The Board has three standing committees consisting of an (i) Audit Committee; (ii) a Compensation Committee; and (iii) a Nominating and Corporate Governance Committee. The Board may add new committees or remove existing committees as it deems advisable in the fulfillment of its responsibilities. Each committee will perform its duties as assigned by the Board in compliance with the Company's Bylaws and the committee's charter.

▪ B. Independence and Composition of Committees

The Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee shall each consist solely of independent directors and shall satisfy all requirements under the NASDAQ Listing Rules and the respective committee charters for membership on the particular committee.



- ***C. Agenda and Minutes***

The chairperson of each committee, in consultation with the members of the committee and the Company Secretary, shall set the agenda and frequency for each meeting. Each committee shall keep minutes of its proceedings and report its proceedings at the next meeting of the Board.

VII. Miscellaneous

- ***A. Board Interaction with Investors, Research Analysts and the Media***

As a general rule, certain members of management designated by the Chairman and CEO will speak on behalf of the Company. The Company has established guidelines to avoid selective disclosure of material non-public information. A copy of the Company's Insider Trading, Tipping and Wrongful Disclosure Policy is available on the Company's website, www.ridefox.com.

In the case of stockholder communications directly to the outside directors, the Chairman, if the Chairman is an independent director, or the Lead Independent Director, if the Chairman is not an independent director, will facilitate the review of and response to such communications and shall inform, as necessary, such committee or independent directors as may be appropriate of the communications.

- ***B. Internal Reporting Procedures***

The Audit Committee has established procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company or its subsidiaries of concerns regarding questionable accounting or auditing matters pertaining to the Company or its subsidiaries and shall review reports regarding alleged violations of the Code of Ethics and Conduct or other Company policies.