



Effective Date: July 21, 2013

## 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 July 21, 2013.

### I. Purpose

The purpose of the Committee is:

1. To identify, evaluate and recommend individuals qualified to be directors to the Board, consistent with the criteria the Committee deems appropriate, as approved by the Board;
2. To advise on matters relating to corporate governance, in each case, subject to the requirements of the Amended and Restated Bylaws of the Company, as amended from time to time (the “**Bylaws**”), and to review regularly and recommend updates to the Company’s Corporate Governance Guideline, as appropriate;
3. To advise the Board with respect to Board organization, desired qualification of members, membership and function and the structure and composition of committees, membership, operations (including any committee authority to delegate to subcommittees), self-evaluation and policies;
4. To oversee compliance with the Company’s Code of Ethics and Conduct for the Company’s Officers and Directors;
5. To provide guidance and recommendations to the Board regarding legal, regulatory and compliance matters the Committee may identify relating to current and emerging political, environmental, corporate social responsibility and public policy trends;
6. To assist the Board with executive succession planning.
7. To perform other such duties and responsibilities as are enumerated in and consistent with this charter.

### II. Membership and Qualification

Membership: The Committee shall consist of three (3) Directors, or such greater number of Directors as the Board appoints. Members of the Committee, including its Chairman, shall be elected by the Board at the annual meeting of the Board and shall serve until their successors have been elected and qualified or until their earlier resignation, death or removal by the Board.



Qualification: Each member on the Committee shall:

- Satisfy the independence requirements of the NASDAQ Listing Standards; and
- Satisfy such other requirements as the Board determines.

Chairman: The Board may designate a Chairman of the Committee (the "**Chairman**"). In the absence of such designation, the Committee, members may designate a Chairman by a majority vote of the Committee.

Resignation, Removal and Replacement: Any member of the Committee may resign from the Committee at any time upon notice of such resignation to the Board. A member who ceases to be independent under the NASDAQ Listing Standards, or ceases to qualify for such other requirements as the Board may determine, shall promptly resign from the Committee to the extent required for the Company to comply with applicable laws, rules and regulations.

The Board shall have the power at any time to remove a member of the Committee with or without cause, to fill all vacancies, and to designate alternate members, upon the recommendation of the Committee, to replace any absent or disqualified members, so long as the Committee shall at all times have at least three members and be composed solely of Independent Directors.

### **III. Meetings and Other Actions**

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The Chairman (or in the Chairman's absence, a member of the Committee designated by a majority of the Committee members present at such meeting) shall preside at all meetings of the Committee. The Chairman shall prepare and/or approve an agenda in advance of each meeting. The Committee will keep minutes of its meetings and will regularly report to the Board on its activities, making recommendations as appropriate. All meetings of and other actions by the Committee shall be held and taken pursuant to the Bylaws, including provisions governing notice of meetings and waiver thereof, the number of Committee members required to take action at meetings and by written consent, and other related matters. 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.

Unless otherwise authorized by the Board, the Committee shall not delegate any of its authority to any subcommittee.

### **IV. Goals, Responsibilities and Authority**

The following are the general goals, responsibilities and authority of the Committee and are set forth only for its guidance. The Committee, however, may diverge from these responsibilities and/or may assume such other responsibilities as the Board may delegate from time to time and/or as the Committee may deem necessary or appropriate from time to time in performing its functions in accordance with the Bylaws and other governance documents of the Company and in accordance with applicable law.

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:



## **A. Nominating Function**

1. Annually assess the size and composition of the Board in light of the operating requirements of the Company and other considerations the Committee deems appropriate, as approved by the Board, and identify and make recommendations to the Board with respect to candidates for election as directors by stockholders at the Company's annual meeting, in accordance with the criteria attached as Exhibit A, as such exhibit may be amended from time to time by the Committee, and approved by the Board (all further references to Exhibit A shall refer to Exhibit A, as amended, if an amendment had occurred).
2. Identify recruits, select and evaluate individuals that the Committee believes are qualified to become or be re-nominated as Board members in accordance with the criteria attached as Exhibit A, and recommend that the Board select such nominee or nominees to stand for election at the next meeting of stockholders of the Company in which directors will be elected.
3. Review and evaluate director nominees suggested by the stockholders of the Company in accordance with the criteria attached as Exhibit A.
4. 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 in accordance with the criteria attached as Exhibit A, and recommend such person or persons for appointment to the Board or applicable Committee.
5. In the event of death, incapacity, resignation or other absence (temporary or permanent) of the Chairman of the Board and/or the Chief Executive Officer, the Committee shall confer and recommend for election by the full Board an acting successor chairman of the board and/or chief executive officer.

## **B. Governance**

1. Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfilling their responsibilities in a manner that serves the interest of the Company's stockholder's.
2. 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. Annually review director independence for all committees and 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. Work with the Chairman of the Board to oversee the annual self-evaluation of the Board and its committees. Also, oversee the annual evaluation of the Chief Executive Officer of the Company (the "CEO") by the Compensation Committee, with input from all Board Members.



5. Monitor Compliance with the Corporate Governance Guidelines.

### **C. Charter and Board Committees**

1. Develop and periodically review and recommend to the Board appropriate revisions to the Company's corporate governance framework, including its Certificate of Incorporation, Bylaws, and Corporate Governance Guidelines.
2. Regularly review and make recommendations to the Board about changes to the charter of the Nominating and Corporate Governance Committee.
3. Regularly review and make recommendations to the Board regarding changes to the charter of other Board committees after consultation with the respective committee chairs.
4. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations.

### **D. 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 Chief Executive Officer and recommend Board responses.
3. *Related Person Transactions.* Establish policies and procedures for the review and approval of related person transactions. In addition, the Committee will conduct ongoing reviews of potential related person transactions and conflicts of interests and will be responsible for the review and approval of all "related person transactions" as defined in applicable United States Securities and Exchange Commission ("**SEC**") rules.
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. *Public Policy Trends and Issues.* The Committee may identify, evaluate and 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. In addition, from time to time, the Committee may report and make recommendations to the Board relating to activities, policies and programs with respect to such matters, without limitation, as follows: (i) matters of local, national and international public policy affecting the Company's business; (ii) relations with regulators, government agencies, public interest groups, other stakeholders and countries in which the Company does business; (iii) the Company's policies with respect to corporate



social responsibility and global corporate citizenship; and (iv) general guidelines for political contributions.

6. *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 Chairman of the Board, or as designated in the Bylaws.

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.

## **V. Authority to Retain Advisors**

In the course of its duties, the Committee has sole authority, at the Company's expense, to engage and terminate consultants or search firms, as the Committee deems advisable, to identify director or executive officer candidates, including the sole authority to approve the consultant or search firm's fees and other retention terms. The Committee also has the sole authority, at the Company's expense, to engage and terminate other advisors, as the Committee deems appropriate to carry out its duties, including the sole authority to approve such other advisor's fees and any retention terms.

## **VI. Diversity Policy**

The Committee believes that differences in experiences, knowledge, skills and viewpoints enhance the Board's overall performance. Thus, as one portion of the Committee's overall nominating function described herein, the Committee considers such diversity in selecting, evaluating and recommending proposed director candidates.

## **VII. Charter Review and Amendments**

The Committee will review and reassess the adequacy of this Charter annually and shall submit any recommended changes to the charter to the Board for approval. Any amendments to this Charter must be approved or ratified by a majority vote of the Board, including a majority of independent Directors.

## **VIII. Disclosure of Charter**

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

## **VIII. Performance Review**

The Committee annually undertakes an evaluation assessing its performance with respect to its purposes and its duties and tasks set forth in this charter and reports the results of such evaluation to the Board.



## Exhibit A

### MEMBERSHIP CRITERIA FOR DIRECTORS

#### General Consideration

The Board shall be comprised of at least enough independent directors to comply with the NASDAQ Listing Standards as well as applicable rules and regulations of the Securities and Exchange Commission (each such independent director, an “*Independent Director*” and collectively, the “*Independent Directors*”).

#### Membership Criteria

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:

- possess fundamental qualities of intelligence, honesty, perceptiveness, good judgment, maturity, high ethics and standards, integrity, fairness and responsibility;
- 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;
- 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;
- be able to contribute to the effective management of the Company, taking into account 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;
- have no conflict of interest or legal impediment that would interfere with the duty of loyalty owed to the Company and its stockholders;
- 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;
- have the ability and be willing to spend the time required to function effectively as a director;
- possess skills necessary for service on any Board committee;
- 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
- have independent opinions and be willing to state them in a constructive manner.