



**FOX FACTORY HOLDING CORP.
POLICY REGARDING
SECURITY HOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES**

ADOPTED JULY 21, 2013

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Fox Factory Holding Corp. (“*Fox*”) will consider director candidates recommended by Fox security holders. The Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Fox security holder.

Security holders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual meeting of stockholders must do so by delivering no later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year’s annual meeting a written recommendation to the Committee c/o Fox Factory Holding Corp., 915 Disc Drive, Scotts Valley, CA 95066, Attn: General Counsel and must meet the deadlines and other requirements set forth in Fox’s Amended and Restated Bylaws and the rules and regulations of the Securities and Exchange Commission. Each written recommendation must set forth, among other information as described more fully in Fox’s Amended and Restated Bylaws:

- the name and address of the Fox security holder(s) on whose behalf the recommendation is being made;
- the class or series and number of shares of Fox stock that are, directly or indirectly, owned of record or beneficially owned by such security holder(s) on whose behalf the recommendation is being made as of the date of the written recommendation;
- the proposed director candidate’s full legal name, age, business address and residential address;
- a description of the proposed director candidate’s principal occupation or employment and business experience for at least the previous five years;
- complete biographical information for the proposed director candidate;
- a description of the proposed candidate’s qualifications as a director;

- the class and number of shares of Fox stock that are beneficially owned by the proposed director candidate as of the date of the written recommendation; and
- any other information relating to the proposed director candidate that is required to be disclosed in solicitations for proxies for election of directors pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended.

Each submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.

If a proposed director candidate is recommended by a security holder in accordance with the procedural requirements discussed above, the General Counsel will provide the foregoing information to the Committee. The Committee will evaluate the proposed director's candidacy and recommend whether the Board should nominate the proposed director candidate for election by Fox's stockholders.