Axon Enterprise, Inc.

Corporate Governance Guidelines

1. Introduction

These Corporate Governance Guidelines are established by the Board of Directors (the "Board") of Axon Enterprise, Inc. (the "Company") to provide a structure within which our directors and management can effectively pursue the Company's objectives for the benefit of its stockholders. The Board intends that these guidelines serve as a flexible framework within which the Board may conduct its business, not as a set of binding legal obligations. These guidelines should be interpreted in the context of all applicable laws, the Company's charter documents and other governing legal documents and the Company's policies.

2. Board Structure and Composition

a) Size of the Board. The authorized number of directors is determined from time to time by resolution of the Board, as provided in the Company's Certificate of Incorporation and Bylaws. It is the Board's belief that the size of the Board should permit a diversity of skills, qualifications and experiences while facilitating effective discussions in which each director can participate meaningfully.

b) Board Membership Criteria. The Nominating and Corporate Governance Committee evaluates candidates for membership on the Board, including candidates nominated or recommended by stockholders, in light of criteria established by the Board, and recommends to the Board the slate of nominees for election at the Annual Meeting of Stockholders and nominees for election to fill interim vacancies on the Board.

c) Director Independence. A majority of directors on the Board will be independent as required by the NASDAQ Stock Market ("NASDAQ"). The Board also believes that it is often in the best interest of the Company and its stockholders to have non-independent directors, including current and (in some cases) former members of management, serve as directors. Each independent director who experiences a change in circumstances that could affect such director's independence should deliver a notice of such change to the Company's Secretary.

d) Board Refreshment. The Board values the contributions of both newer perspectives as well as directors who have developed, over a period of time, an increased understanding of, and insight into, the governance and business of the Company and the issues confronting it. Directors are re-elected annually. To support the Board's ability to continue to generate new ideas and to operate effectively, the Nominating and Corporate Governance Committee monitors performance and reviews each director's continuation on the Board annually, taking into account factors including the needs and diversity of the Board and the participation, contributions and qualifications of the director. Additionally, the Board has adopted a policy that each non-executive director of the Company must submit a letter of resignation to the Chair of the Nominating and Corporate Governance Committee upon reaching 20 continuous years of service as a director of the Company or age 72, whichever occurs first, and each year thereafter, which letter of resignation may be accepted or rejected by the Board in its sole discretion.

e) Directors Who Change Their Present Job Responsibility. Any director who experiences a material change in his/her job responsibilities or the position he/she held when he/she came on the Board must deliver a notice of such change in status to the chair of the Board (the "Chair") and/or the Lead Independent Director. The Nominating and Corporate Governance Committee will then evaluate whether such individual continues to satisfy the Board's membership criteria in light of his/her new occupational status and shall recommend to the Board the action, if any, to be taken with respect to such individual.

f) Board Leadership. The Board elects, from among its members, a Chair, whose principal role is to manage and to provide leadership to the Board, and to act as a direct liaison between the Board and management of the Company. In order to help promote robust independent leadership on the Board, if at any time the Chair is not independent, the independent directors of the Board will elect an independent director to serve as the Lead Independent Director. The Lead Independent Director shall have the following power and duties:

- Serve as the principal liaison between the independent directors and the Chair and Chief Executive Officer (the "CEO");
- Preside at all executive sessions of the Company's independent directors and at all meetings of the Board when the Chair is not present;
- Have the authority to call meetings of the independent directors;
- Review and approve, in consultation with the Chair, meeting agendas and schedules for the Board;
- Facilitate discussion among independent directors on key issues and concerns outside of full Board meetings;
- Provide feedback from executive sessions to the Chair and CEO; and
- Be available for consultation and direct communication with major stockholders.

The Board annually reviews its leadership structure to assess its ability to provide effective guidance to and oversight of management.

g) Majority Voting Policy. As provided in the Bylaws, if an incumbent director receives less than a majority of the votes cast with respect to such director's election in an uncontested election, such director shall promptly tender his or her resignation to the Chair of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee shall make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. No later than 90 days following the receipt of any such tendered resignation, (A) the Board shall, taking into account any recommendation by the Nominating and Corporate Governance Committee, take formal action with respect thereto and (B) the Company shall publicly disclose the Board's decision and, in the event that the Board does not accept such tendered resignation, the rationale for such decision. The Nominating and Corporate Governance Committee and the Board, in making their decisions, may consider any factor or other information that they consider appropriate or relevant. The director who tenders his or her resignation may not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation.

h) Director Succession Planning. The Nominating and Corporate Governance Committee engages in regular succession planning for the Board and key leadership roles on the Board (including the Chair and the chair of each committee). As part of this succession planning process, the Nominating and Corporate Governance Committee considers the diversity and tenure of the current directors and the mix of skills, expertise and experiences on the Board.

3. Principal Duties of the Board of Directors

a) To Oversee Management and Evaluate Strategy. The fundamental responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee management's performance in operating the Company in an effective, efficient and ethical manner in order to produce value for the Company's stockholders. The Board also evaluates the Company's overall strategy and monitors the Company's performance against its operating plan and against the performance of its peers.

b) To Oversee Key Risks. The Board has responsibility for risk oversight, with reviews of certain areas being conducted by the relevant board committees. The Board is responsible for oversight of strategic, financial and execution risks and exposures associated with the Company's business strategy, product innovation and sales road map, policy matters, significant litigation and regulatory exposures, and other current matters that may present material risk to the Company or its subsidiaries' or controlled affiliates' financial performance, operations, infrastructure, plans, prospects or reputation, acquisitions and divestitures.

c) To Select the Chief Executive Officer. The Board selects the CEO in compliance with the Company's Certificate of Incorporation and Bylaws.

d) To Evaluate Management Performance and Compensation. At least annually, the Compensation Committee evaluates the performance of the CEO and the other officers and reviews and approves the compensation plans, policies and arrangements for officers. It also evaluates whether the design of the incentive compensation plans, policies and programs for officers and employees is appropriate, competitive and properly reflects the Company's objectives and performance.

e) To Review Management Succession Planning. The CEO and/or President reviews with the Board at least annually and recommends to the Board plans for the development, retention and replacement of executive officers of the Company and its subsidiaries, including in the ordinary course or in the event of an unexpected departure. The Board may refer succession planning to the Nominating and Corporate Governance Committee for action.

f) To Monitor and Manage Potential Conflicts of Interest. All members of the Board must inform the Audit Committee of all types of transactions between them (directly or indirectly) and the Company or any of its subsidiaries or controlled affiliates as soon as reasonably practicable even if these transactions are in the ordinary course of business. The Audit Committee reviews and approves all related party transactions for which audit committee approval is required by applicable law or NASDAQ rules. The Board also seeks to ensure that there is no abuse of corporate assets or unlawful related party transactions.

g) To Evaluate the Integrity of Financial Information. The Audit Committee evaluates the integrity of the Company's accounting and financial reporting systems, including the audit of the Company's annual financial statements by the independent auditors, and the Company's disclosure controls and procedures and systems of internal control that are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes the actions that are necessary to support the integrity of the Company's accounting and financial reporting systems and to confirm that such controls are in place.

h) To Monitor the Effectiveness of Board Governance Practices. The Nominating and Corporate Governance Committee annually reviews and evaluates the effectiveness of the governance practices under which the Board operates and make changes to these practices as needed.

4. Board Procedures

a) Director Expectations. Directors are expected to prepare for, attend, actively participate and contribute meaningfully in all Board and applicable committee meetings in order to discharge their obligations. Directors are expected to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. Directors are also expected to make themselves available outside of board meetings for advice and consultation. Additionally, consistent with their fiduciary duties, directors are expected to maintain the confidentiality of the deliberations of the Board and its committees. and any information received in connection with his or her service as a director.

b) Frequency of Board Meetings. Regular meetings of the Board shall be held at such times and places or by such means of remote communication as determined by the Board. There will be at least four regularly scheduled meetings of the Board each year but the Board may meet more often if necessary. The Board may also act by unanimous written consent in lieu of a meeting.

c) Attendance at Board Meetings. To facilitate participation at Board meetings, directors may attend in person, via telephone conference or via video-conference. Materials are distributed in advance of meetings, where feasible, to permit directors to review and prepare for discussions.

d) Other Commitments. No member of the Board will permit other existing and future commitments, including employment responsibilities and service on the boards of other entities, to materially interfere with the member's service as director. Each director may serve on a maximum of four public company boards (including the Board), provided that any director who serves as an named executive officer of any public company may only serve on a maximum of two public company boards (including the Board).

e) Executive Sessions of Independent Directors. NASDAQ rules require independent Board members to regularly meet in executive session. Consistent with this requirement, the independent Board members meet in executive session at each regularly scheduled Board meeting, and at other times as necessary. Committees of the Board may also meet in executive session as deemed appropriate.

f) Board Access to Management. Members of the Board have unfettered access to the Company's management and employees as needed to fulfil their duties. Furthermore, the Board encourages management to, from time to time, bring managers into meetings of the Board who: (a) can provide additional insight into the items being discussed because of personal involvement in these areas, and/or (b) are managers with future potential that senior management believes should be given exposure to the Board.

g) Code of Business Conduct and Ethics. The Company has adopted a Code of Business Conduct and Ethics to provide guidelines for the ethical conduct by directors, officers and employees. The Code of Business Conduct and Ethics is posted on the Company's website. Each director must adhere to the applicable Company policies concerning integrity and ethical behavior, including the Company's Code of Business Conduct and Ethics.

h) Engaging Experts. The Board and each committee of the Board have the authority to, at the Company's expense, obtain advice, reports or opinions from internal and external counsel and expert advisers and the power to hire, terminate and approve the retention and other engagement terms of legal, financial and other advisers as they may deem necessary or appropriate, without consulting with, or obtaining approval from, management of the Company in advance.

5. Board Committees

a) Number and Composition of Committees. The Board currently has the following standing committees: an Audit Committee, a Compensation Committee, a Nominating and Corporate Governance Committee, a Mergers and Acquisitions and Capital Structure Committee, a Scientific and Medical Committee and an Enterprise Risk and Compliance Committee. From time to time the Board may form a new committee or disband a current committee depending on the circumstances. Each committee complies with the independence and other requirements established by applicable law and regulations, including SEC and NASDAQ rules.

b) Committee Appointments. Members and chairs of all standing committees are appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee. The Board determines the exact number of members and can at any time remove or replace a committee member.

c) Committee Proceedings. The chair of each committee of the Board, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determines the frequency and length of committee meetings and develops the committee's agenda.

6. Director Nominations

The Board is committed to providing a director nomination process that is fair and equitable to any stockholder submitting a director nomination for a stockholder meeting (a "Nominating Stockholder"). Subject to the qualification below, the Board will not, without stockholder consent, adopt any amendments to the Company's Bylaws that would expressly require a Nominating Stockholder to:

(1) disclose, if the Nominating Stockholder is an investment fund or other investment vehicle, the identities of its members, limited partners, stockholders holding less than 5%, or holders of similar economic interests, solely on account of such holders' economic interests, provided that such holders do not have or share control over the Nominating Stockholder and are not participating in the stockholder's solicitation of proxies,

(2) disclose any of the Nominating Stockholder's plans to nominate candidates to the board of directors of any public company other than the Company, or

(3) disclose any stockholder proposals or director nominations that a Nominating Stockholder has privately submitted to public companies other than the Company.

Notwithstanding the foregoing, if the Board, in its exercise of its fiduciary duties, deems it to be in the best interests of the Company's stockholders to adopt, without the delay that would come from the time reasonably anticipated to seek stockholder consent, an amendment to the Company's Bylaws that makes any of the requirements listed above, the Board may do so without prior approval of the stockholders of the Company if (a) the Board includes within the amendment a clause that the amendment will expire within one year, or (b) after adopting the amendment, the Board submits the amendment to the stockholders for ratification.

7. Director Orientation and Continuing Education

The Company provides an orientation program for new directors that includes written materials, oral presentations, and meetings with senior members of management. The orientation program is designed to familiarize new directors with the Company's business and strategy. The Board also believes that ongoing education is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education, as well as participation in accredited director education programs. The Board reimburses directors for expenses incurred in connection with these education programs.

8. Board Performance

The Board develops and maintains a process whereby the Board, its committees and its members are subject to annual evaluation and self-assessment. The Nominating and Corporate Governance Committee oversees this process.

9. Board Compensation

The Compensation Committee is responsible for reviewing and recommending to the Board compensation programs for non-employee directors. Directors who are employees of the Company or any of its subsidiaries shall not receive any compensation for their services as directors.

10. Communications with Stockholders

a) Board Interaction with Investors, Analysts, Press and Customers. The Board believes that management generally should speak for the Company. It is expected that each director shall refer all inquiries from investors, analysts, the press or customers to appropriate members of senior management.

b) Stockholder Communications to the Board. Stockholders may contact the Board about bona fide issues or questions about the Company by sending an email to:

Axon Enterprise, Inc.
Attn: Corporate Secretary
17800 North 85th Street

Scottsdale, AZ 85255

Email: legal@axon.com

c) Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Company initially receives and processes communications before forwarding them to the addressee. The Company generally does not forward to the directors a communication that it determines to be primarily commercial in nature or related to an improper or irrelevant topic, or that requests general information about the Company.

d) Annual Meeting of Stockholders. Each director is encouraged to attend the Annual Meeting of Stockholders in person or by remote communication (if remote communication is permitted).

11. Periodic Review of the Corporate Governance Guidelines

These guidelines are reviewed periodically by the Nominating and Corporate Governance Committee (together with the Audit Committee and Compensation Committee, as necessary) and the Board makes appropriate changes based on recommendations from the Committee(s).

Adopted: December 20, 2023