Governing Documents of Recreational Equipment, Inc.

Charter of the Audit & Finance Committee

Amended and Restated: August 11, 2026

This Charter specifies the responsibilities of the Audit and Finance Committee (the "Committee") of the Board of Directors (the "Board") of Recreational Equipment, Inc. (the "Company") and the manner in which the Committee will perform those responsibilities.

The primary purpose of the Committee is to assist the Board in providing independent oversight of the integrity of the Company's financial reporting, internal controls, enterprise risk and compliance frameworks in order to protect financial integrity and stakeholder trust, and to oversee the Company's financial strategy and stewardship of its resources in a manner that supports long-term performance and reflects the Company's values.

1. **Committee Authority and Responsibilities**. The Committee shall discharge the responsibilities set forth below.

    a. **Financial Reporting and Controls**.

        i. Oversee the integrity of the Company's annual and interim financial statements and related disclosures,

        ii. Review significant accounting policies, practices, and judgments, including any material changes, significant unusual transactions, and off-balance sheet arrangements,

        iii. Review audit results and annual and interim financial statements.

        iv. Review and approve the audited financial statements prior to release.

        v. Oversee the Company's internal accounting controls, including monitoring significant deficiencies or material weaknesses and management's remediation efforts.

        vi. Report to the Board on significant financial reporting issues and audit findings.

    b. **Independent Auditor Oversight.**

i. Have sole authority to select, retain, evaluate, compensate, and, where appropriate, replace the independent auditor.
ii. Pre-approve all audit and permitted non-audit services, including fees and engagement terms.
iii. Review the scope, plan, and results of the annual audit and any interim reviews.
iv. Receive and review, at least annually, reports from the independent auditor regarding the auditor's internal quality-control procedures, material issues arising from internal or peer reviews or regulatory inquiries, and all relationships bearing on independence.
v. Oversee the independence of the independent auditor, including compliance with applicable independence and partner-rotation requirements.
vi. Discuss significant audit findings, including any critical audit matters, material judgments, or going concern considerations identified by the independent auditor.
vii. Oversee the resolution of any significant disagreements between management and the independent auditor regarding financial reporting, accounting practices, or internal controls.
viii. Meet regularly in executive session with the independent auditor and, as appropriate, separately with management, to discuss significant financial reporting, control, or audit matters.

c. **Finance Function and Budget Oversight.**

i. Oversee the finance function, including management of the Company's financial resources and financial risks.
ii. Review policies relating to investments, uses of cash, capital structure, and other significant financial actions, including whether investment policies are aligned with the Company's Impact agenda, values and principles.
iii. Review the Company's capital portfolio, including status of real estate, technology, and other strategic assets, and such reports regarding performance.
iv. Oversees significant financial risks and material capital allocation decisions, including those arising from sustainability, environmental, or other long-term strategic initiatives.
v. Review with management and recommend to the Board the annual budget and operating plan.
vi. Monitor compliance with legal and regulatory requirements related to financial management.

vii. Maintain the Profit Distribution Principles and annually recommend to the Board the distribution of profits, including cooperative patronage refunds.

viii. Oversee such other finance-related matters as may be assigned to the Committee.

d. Ethics, Compliance and Risk Management.

i. Oversee the Company's enterprise risk management framework, including financial, legal, operational, compliance, technology, cybersecurity, and reputational risks, and periodically review with management the Company's risk identification and management policies, procedures, practices, and material risk exposures.

ii. Oversee the Company's ethics and compliance programs, including the status of compliance with applicable laws, regulations, and internal procedures.

iii. Review legal and regulatory matters that may have a material impact on the Company's financial statements, compliance policies, compliance programs, or risk profile.

iv. Review related party transactions and potential conflicts of interest involving officers and recommend any appropriate action to the Board.

v. Oversee the establishment and effectiveness of procedures, administered by management, for the receipt, retention, and treatment of complaints regarding accounting, internal controls, auditing, or other legal, regulatory, or compliance matters, including the confidential and anonymous submission of concerns by employees, and review such matters as appropriate to the extent they present material risk to the Company.

e. Cybersecurity, Data Protection, and Privacy.

i. Oversee the Company's cybersecurity, data protection, and privacy risk exposures, including the potential impact of such risks on the Company's business, financial results, operations, and reputation, and the steps management has taken to identify, monitor, mitigate, and respond to such risks.

ii. Review the Company's policies, procedures, and programs related to cybersecurity, data protection, and privacy, and significant legislative and regulatory developments impacting those areas.

iii. Monitor the establishment, adequacy, and effectiveness of the Company's privacy policies and related procedures governing the collection, use, protection, and disclosure of personal information of members and customers, including safeguards designed to prevent misuse of such information by third parties.

f. Governance, Reporting, and Self-Assessment

i. Report regularly to the Board regarding the activities of the Committee.

ii. Review and assess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval.

iii. Conduct a periodic assessment of the Committee's effectiveness, which may be performed in conjunction with the evaluation of the Board as a whole.

g. Other Responsibilities

i. Perform such other duties and responsibilities as may be delegated to the Committee by the Board from time to time.

2. Organization and Membership Requirements

a. The Committee shall be composed of three or more independent directors appointed by the Board.

b. Each member must be able to read and understand fundamental financial statements and at least one member has sufficient experience in finance or accounting, or other comparable experience or background, to qualify as financially sophisticated, including a working familiarity with basic finance and accounting practices.

c. Committee members shall serve until their successors are duly appointed or until their earlier resignation or removal.

d. The Board may remove or replace any Committee member at its discretion, with or without cause.

e. The Board shall designate a Committee Chair, who will preside over Committee meetings and set the meeting agenda, in consultation with Committee members as appropriate.

3. Delegation of Authority

a. The Committee may delegate authority to subcommittees or to one or more members, as appropriate.

4. Meetings

a. Frequency & Calling Meetings

i. The Committee shall meet as often as it determines is advisable, but not less frequently than quarterly.

ii. Meetings shall be called by the Chair.

b. Quorum and Voting

i. A majority of Committee members shall constitute a quorum.

        ii. If a quorum is present, action is approved by a majority of members present.

   c. Participation and Actions Without a Meeting
      i. Members may participate in meetings by any means of communication that allows all participants to hear each other simultaneously and will be deemed present.
      ii. The Committee may act by unanimous written consent in lieu of a meeting.
   d. Executive Sessions
      i. The Committee may hold executive sessions without members of management present.
   e. Records
      i. The Committee shall maintain written minutes or other records of its meetings and activities.

5. **<u>Access to Records, Resources, and Advisors</u>**
   a. The Committee shall:
      i. have full access to all relevant Company records and the authority and resources necessary to discharge its responsibilities.
      ii. have sole authority to select, retain, compensate, evaluate the independence of, and terminate independent legal, accounting, compensation, and other advisors, as it deems appropriate.
      iii. have authority to request that any officer, employee, outside counsel, or other person meet with the Committee or its advisors.
      iv. Be provided with appropriate funding by the Company, as determined by the Committee, for (A) compensation of advisors retained by the Committee and (B) ordinary administrative expenses of the Committee.
   b. Attorney-Client Privilege
      i. Communications between the Committee and legal counsel for the purpose of obtaining or providing legal advice, and related attorney work product, are intended to be protected from disclosure to the fullest extent permitted by law, and the Committee shall take appropriate steps to preserve those protections.