Governing Documents of Recreational Equipment, Inc.

Charter of the Nominating and Governance Committee
Amended and Restated: August 11, 2026

This Charter specifies the scope of the responsibilities of the Nominating and Governance 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 ensuring that it is effective, well-composed, and aligned with the Company's purpose and long-term strategy. The Committee oversees Board composition, nomination, and succession; promotes strong corporate governance policies and practices; supports the Board's oversight of societal impact and alignment with the Company's purpose; and ensures the Company's governance framework effectively reflects and serves the interests of its members.

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

   a. **Board Composition, Nomination, and Succession**

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      i. Periodically review the size and structure of the Board and its committees.

      ii. Oversee the identification, evaluation, and recruitment of Board candidates in alignment with the Company's governing documents, using criteria designed to maintain appropriate skills and experience and support an equitable and inclusive Board composition reflective of the Company's membership.

      iii. Recommend to the Board a slate of nominees for election and candidates for appointment to the Board, as appropriate.

      iv. Recommend to the Board candidates for Board committees and any changes to committee composition, structure, or organization.

      v. Oversee succession planning for the Board, including Board leadership positions such as the Board Chair and committee chairs.

      vi. Oversee Board composition, including the collection, tracking, and evaluation of director skills, experience, and demographic information, and use this information to inform nomination and succession planning

   b. **Governance Framework and Policies**

i. Recommend to the Board, and periodically review, the Company's governance documents (including the Articles of Incorporation, Bylaws, and Committee charters) and broader governance framework, including policies and practices supporting effective Board oversight and reflecting the Company's purpose, structure, and membership model.

ii. Oversee matters relating to director independence and potential conflicts of interest involving directors, and determine whether directors meet applicable independence standards.

iii. Recommend to the Board the designation of Corporate Officers of the Company.

iv. Oversee and periodically review the Company's directors' and officers' liability insurance coverage and indemnification arrangements.

c. Board Effectiveness, Development, and Culture

i. Oversee Board and committee effectiveness, including periodic evaluations of the Board as a whole and individual director performance.

ii. Oversee director onboarding and ongoing development, including orientation, continuing education, and alignment of Board skills and competencies with the Company's needs and board effectiveness.

iii. Promote and sustain an equitable and inclusive Board culture, including practices that reinforce desired behaviors, norms, and effective feedback.

d. Member Governance and Engagement

i. Oversee meetings of members, including member notification, voting processes, and procedures.

ii. Recommend to the Board, and periodically review, the Company's approach to Co-op membership, including key terms of membership and the effectiveness of member meetings and broader member engagement, to support meaningful member participation and trust, and alignment with the Company's purpose and membership model.

e. Social Impact, Climate, and Advocacy Oversight

i. Oversee the Company's approach to social impact and climate priorities, including alignment with the Company's values, purpose, and long-term strategy.

ii. Review and provide guidance on the Company's advocacy priorities and guiding principles, and oversee processes for escalation and decision-making on high-risk, materially significant, or precedent-setting matters.

f. CEO Performance & Succession

i. Oversee the Board's processes for CEO performance evaluation and CEO succession planning, including their effectiveness.

g. 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.

h. 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. A majority of Committee members shall be directors who are not standing for re-election at the Company's next annual member meeting.

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. Access to Records, Resources, and Advisors

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.