

**CHARTER OF THE NOMINATING
AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
OF SPORTSMAN’S WAREHOUSE HOLDINGS, INC.**

**(Amended and Restated as of
November 12, 2025)**

1. Purpose. The Nominating and Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Sportsman’s Warehouse Holdings, Inc. (the “**Company**”) to assist the Board in:

- identifying, evaluating and recommending individuals qualified to become members of the Board and its committees;
- reviewing the qualifications of, and considering stockholders’ recommendations for, director candidates and recommending to the Board qualified director nominees for appointment, election or reelection to the Board at each annual stockholders’ meeting;
- developing and recommending to the Board a set of corporate governance guidelines applicable to the Company, periodically reviewing such guidelines, recommending changes to the same from time to time as appropriate and overseeing and monitoring compliance with such guidelines; and
- overseeing the evaluation of the Board and its committees and advising the Board on corporate governance matters and Board performance matters.

2. Membership. The Committee shall be comprised of at least two (2) members of the Board. Each Committee member shall, as determined in the business judgment of the Board, qualify as an “independent director,” as such term is defined under applicable listing standards of The Nasdaq Stock Market LLC (“**Nasdaq**”).

The members of the Committee shall be appointed by and serve at the discretion of the Board and shall serve until their successors are duly elected and qualified or their earlier resignation, removal, retirement, disqualification or death. Committee members may be removed at any time by the Board, with or without cause. The Board will appoint one member of the Committee to serve as the Chairperson of the Committee. The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with (a) the negotiation and execution of engagement letters for outside consultants, legal counsel or other advisors to be retained by the Committee and (b) as may otherwise be determined by the Committee.

3. Specific Responsibilities and Duties. In performing its functions, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. In addition to the general tasks and responsibilities, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate, along with such other responsibilities as the Board shall require from time to time. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions:

3.1 Director Criteria. Periodically review and recommend to the Board the experience, qualifications, attributes, skills or other criteria desired for directors and director candidates (“**Director Criteria**”).

3.2 Identify Director Candidates. Identify and evaluate individuals qualified to become members of the Board consistent with the criteria, policies and principles set forth in the Corporate Governance Guidelines and any additional Director Criteria determined from time to time by the Board.

3.3 Director Nominees. Consistent with the Director Criteria and taking into consideration individuals identified by stockholders on the same basis as other nominees, make recommendations to the Board regarding the nominees for director to be submitted to a stockholder vote at the Company's annual meeting of stockholders and as necessary to fill any vacancy or newly created directorship on the Board occurring between annual meetings of stockholders.

3.4 Stockholder Recommendations. Establish a process for the recommendation of director candidates by stockholders and publish such process annually in the Company's proxy statement. Review director candidates for the Board recommended by stockholders consistent with the Board's criteria for evaluating new directors as set forth in the Corporate Governance Guidelines and any additional Director Criteria determined from time to time by the Board, and make a recommendation to the Board with respect to each such director candidate.

3.5 Board Structure, Composition and Succession. Periodically review with the Board the appropriate size, structure, composition and functioning of the Board as a whole in light of the Company's current and anticipated needs and recommend, if necessary, measures to be taken so that the Board (a) reflects the appropriate balance of experience, qualifications, attributes and skills desired for the Board as a whole and (b) contains at least the minimum number of independent directors required by the listing standards of Nasdaq or other applicable law as in effect from time to time. Periodically review and discuss with the Board plans for succession policies, principles and plans for the composition of the Board.

3.6 Board Committees. Review the Board's committee structure and make recommendations to the Board concerning the qualifications, appointment and removal of members of Board committees and the appointment of the chairperson of each committee. The Committee shall recommend additional members to fill vacancies on Board committees as needed. Recommend that the Board establish special committees as may be desirable or necessary from time to time in order to address interested director, ethical, legal or other matters that may arise. Periodically review the charter of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.

3.7 Assessment of Incumbent Directors. Oversee evaluation of the Board, its committees and Board members, including assessing the contribution and independence of incumbent directors to determine whether to recommend them for reelection to the Board. The Committee will annually review each director's time commitments and ability to properly discharge their duties.

3.8 Independence and Conflicts. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers, including as they relate to directorships at other public companies. Review any outside directorships in other public companies held by any executive officer of the Company.

3.9 Corporate Governance Guidelines. Develop and recommend to the Board for approval a set of corporate governance guidelines applicable to the Company. The Committee shall review and reassess at least annually the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval. Oversee and monitor compliance with the Corporate Governance Guidelines.

3.10 Code of Conduct and Ethics. Develop and recommend to the Board for approval a Code of Conduct and Ethics and periodically review and reassess such Code, and, when necessary, recommend any proposed changes to the Board for approval.

3.11 Director Orientation and Continuing Education. Develop with management the director orientation process for new directors and monitor the continuing education for existing directors. The Committee shall oversee the orientation process for new directors and recommend changes to it as deemed appropriate.

3.12 Board Leadership Structure. Periodically review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval, and discuss the effect on the Board's leadership structure of the Board's role in risk oversight of the Company.

3.13 Environmental and Social Matters. Periodically review the Company's environmental and social responsibility policies and practices.

3.14 Stockholder Proposals. To the extent applicable, review any stockholder proposals submitted for inclusion in the Company's proxy statement and recommend to the Board any statements by the Company in response.

3.15 Other Corporate Governance Matters. Evaluate developments in corporate governance and shareholder engagement, and review the Company's governance framework, disclosures and other actions related thereto. Oversee and consider any other corporate governance matters that may arise from time to time and develop appropriate recommendations for the Board.

3.16 Annual Board Evaluation. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and oversee the conduct of this evaluation on an annual basis.

4. Other Responsibilities.

4.1 Review of Charter. On an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

4.2 Certificate of Incorporation and Bylaws. Review the adequacy of the Certificate of Incorporation and Bylaws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the Certificate of Incorporation and Bylaws.

4.3 Self-Evaluation. On an annual basis, evaluate the performance of the Committee based on the process developed by the Committee and approved by the Board. The results of the annual self-evaluation shall be reported to the Board.

4.4 Other Actions. Perform any other activities consistent with this Charter and the Certificate of Incorporation and Bylaws as in effect from time to time as the Committee or the Board deems necessary or appropriate. The Committee may from time to time seek input from the Board on any of the foregoing matters as it may determine to be appropriate.

5. Organization and Operations.

5.1 Meetings. The Committee will meet with such frequency, and at such times as its Chairperson, or a majority of the Committee, determines. Such meetings, at the Committee's discretion, may be in person, by telephone or by unanimous written consent. The Chairperson will chair all sessions of the Committee. In the absence of the Chairperson, the Committee shall select another member to preside. A special meeting of the Committee may be called by the Chairperson and will be called promptly upon the request of any two Committee members. The agenda of each meeting will be prepared by the Chairperson (in consultation with the appropriate members of the Committee and management) and circulated to each member prior to the meeting date. Unless the Committee or the Board adopts other procedures, the provisions of the Bylaws, as in effect from time to time and as applicable to meetings of the

Board, will govern meetings of the Committee. A quorum for any meeting of the Committee for the transaction of business shall be a majority of the members of the Committee.

5.2 Minutes and Reports. Minutes of each meeting will be kept with the regular corporate records. The Committee will periodically report to the Board its findings and actions, including following meetings and written resolutions of the Committee.

5.3 Subcommittees. The Committee has the power to appoint, from among its members, subcommittees, each of which may have (as determined by the Committee) the full power and authority of the Committee; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole. Each such subcommittee shall consist of at least one member of the Committee.

5.4 Voting. Each Committee member shall have one vote and actions at meetings are approved by a majority of the members present.

6. Reliance; Experts; Cooperation.

6.1 Retention of Outside Advisors. The Committee has the power, in its sole discretion, to retain and terminate, at the Company's expense, such legal counsel and other advisors and experts as it deems necessary or appropriate to carry out its duties, including the authority to approve any such outside advisor's fees and other retention terms. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other advisor retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. Without limiting the foregoing, the Committee has the express authority to decide whether to retain, at the Company's expense, a search firm to assist it in identifying, screening and/or attracting director candidates. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the firm's fees and other retention terms.

6.2 Reliance Permitted. In carrying out its duties, the Committee may act in reliance on management, the independent auditors, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.

6.3 Investigations. The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.

6.4 Participation of Employees and Outside Experts. Each member of the Committee shall have unrestricted access to all books, records, facilities and personnel of the Company as the Committee deems appropriate in order to carry out its responsibilities. The Committee may request any officer or employee of the Company or the Company's outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

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