

**CHARTER OF THE  
COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF SPORTSMAN'S WAREHOUSE HOLDINGS, INC.**

**(As Amended Effective November 12, 2025)**

**1. Purpose.** The Compensation Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Sportsman's Warehouse Holdings, Inc. (the "**Company**") to discharge the responsibilities of the Board relating to:

- establishing and reviewing the overall compensation philosophy of the Company in light of the Company's specific business objectives;
- compensating the Company's executive officers and making recommendations to the Board with respect to the compensation of non-employee members of the Board;
- administering incentive and equity-based compensation plans;
- overseeing the Company's overall compensation structure, policies, programs and arrangements;
- overseeing the Company's compensation-related disclosures required by the Securities and Exchange Commission (the "**SEC**"); and
- taking such other actions relating to the compensation and benefit structure of the Company as the Committee deems necessary or appropriate.

**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**") and otherwise be considered independent for purposes of membership on the Committee in accordance with applicable Nasdaq listing rules, subject to an election by the Company to rely on any available exemption, exception, cure period or transition period. In addition, to the extent determined appropriate by the Committee, at least two (2) members of the Committee shall qualify as "non-employee directors" as such term is defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**").

The members of the Committee will be appointed by and serve at the discretion of the Board on the recommendation of the Nominating and Governance Committee and shall serve until their successors are duly elected and qualified or until 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 compensation 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 function, 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 Compensation Policies, Practices and Objectives.** Periodically review with management the Company's overall compensation and benefit policies, programs, practices and objectives (including performance-based incentives that support and reinforce the Company's long-term strategic goals, organizational objectives and shareholder interests), processes to recruit, retain and develop management resources, organizational structure and performance of the Company's management.

**3.2 Chief Executive Officer's Compensation and Goals.** At least annually, review and approve goals and objectives relevant to the compensation of the Chief Executive Officer ("**CEO**"), if there be one, or the President, if there is not a CEO, evaluate such individual's performance in light of those goals and objectives, and review and approve such individual's compensation levels (including, but not limited to, salary, employment agreements, any long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, special benefits and perquisites, change in control or other severance plans, as the Committee deems appropriate) based on this evaluation. In determining the long-term incentive component of the CEO's or President's compensation to be recommended, as applicable, the Committee shall consider all factors it deems relevant. The CEO or President, as applicable, shall not be present during any Committee deliberations or voting with respect to his or her compensation.

**3.3 Other Executives Officers.** Review and approve, or recommend to the full Board, corporate goals and objectives relevant to the compensation of the "executive officers" (as such term is defined under the applicable listing standards of Nasdaq) other than the CEO. At least annually, review and approve the compensation level (including, but not limited to, salary, employment agreements, any long and short-term incentive plans, retirement plans, deferred compensation plans, equity award plans, special benefits and perquisites, change in control or other severance plans, as the Committee deems appropriate) of each of the Company's other executive officers. The Committee may consider the recommendations of the CEO and other officers in determining the level of compensation of the other executive officers.

**3.4 Perquisites.** If the Committee determines to be necessary or appropriate, establish and periodically review policies and any agreements providing perquisites for directors or executive officers, provided that any perquisites for non-executive officer members of the Board must be recommended to the full Board.

**3.5 Peer Group.** Review and approve the list of companies, if any, to be included in any compensation peer group used to determine pay levels based on criteria the Committee deems appropriate

**3.6 Employment and Post-Employment Arrangements.** Review and approve, or recommend to the full Board, any employment or post-employment agreement or arrangement (including severance and change in control benefits) applicable to any of the Company's executive officers.

**3.7 Compensation Proposals.** Provide recommendations to the full Board on compensation-related proposals to be considered at the Company's annual meeting of stockholders, including any applicable advisory votes on executive compensation and the frequency of such votes, incentive and other compensation plans, and amendments to such plans. Review and consider the results of any advisory vote on executive compensation.

**3.8 Equity-Based and Other Incentive Compensation Plans.** Review and make recommendations to the Board with respect to the adoption, amendment or discontinuation of any profit sharing, incentive-compensation or equity-based compensation plans that require Board approval. Approve award grants under any equity-based Company incentive plan, subject to the ability of the Committee to delegate authority pursuant to this Charter and the terms of the applicable plans. Administer the plans with respect to any such awards (other than grants to members of the Board who are not otherwise employed by the Company or any of its subsidiaries, which grants shall be subject to approval by the Board), with such authority and powers as are set forth in the applicable plan documents, in each case subject to applicable policies adopted by the Board.

**3.9 Benefit Plans.** Review and monitor the establishment or modification of the Company's retirement and profit-sharing plans, severance plans, deferred compensation plans and similar programs.

**3.10 Board.** Recommend to the Board the compensation arrangements for Board members.

**3.11 SEC Compensation Disclosures.** If required, (a) review and discuss with management the Compensation Discussion and Analysis ("**CD&A**") required to be included in the Company's annual proxy statement or annual report on Form 10-K and, based on that review and discussion, recommend to the Board whether or not the CD&A should be so included, and (b) produce a Compensation Committee Report for inclusion in the Company's annual proxy statement or annual report on Form 10-K, as required pursuant to applicable rules and regulations of the SEC.

**3.12 Risk Assessment.** When required by applicable SEC rules or Nasdaq listing standards, periodically review, on at least an annual basis, whether the Company's compensation policies and practices for all employees, including non-executive officers, create risks that are reasonably likely to have a material adverse effect on the Company and the steps management has taken, or should consider taking, to monitor or mitigate such risks.

**3.13 Clawback Policies.** Establish, approve, modify and oversee the Company's compensation clawback or similar policies, including a clawback policy that complies with the requirements of the SEC and the Nasdaq listing standards, and any required recoupment and disclosure.

**3.14 Development and Succession Planning.** Review and make recommendations to the Board for executive officer development and retention and corporate succession plans for the CEO, if there be one, or the President. Periodically review with management the Company's general management succession plans.

The foregoing does not limit any authority conferred on the Committee pursuant to the terms of any compensation or benefit plan or, to the extent the Committee is the administrator of any compensation or benefit plan, as the administrator of such plan in accordance with the terms of the plan.

#### **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 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.

**4.3 Other Actions.** Perform any other activities consistent with this Charter and the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (as amended from time to time, the "**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; Delegation Authority.** 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 two members of the Committee that have been determined to be “non-employee directors” within the meaning of Rule 16b-3 of the Exchange Act.

The Committee may delegate to one or more officers or other employees of the Company the authority to grant, amend and/or administer awards of cash or options or other equity securities to any employees or other service providers of the Company who, in either case, are not executive officers (as defined below) of the Company under the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate. Any such delegation must be made in accordance with the terms of the relevant plan, the Bylaws and applicable state law.

**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 and after considering such factors as may be required by Nasdaq listing standards or applicable rules of the SEC, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor as it determines necessary or appropriate to carry out its duties, including to assist in the evaluation of director or executive officer compensation. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee, including sole authority to approve the consultant's, legal counsel's or 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.

It is expected that the Committee will assess at least annually whether the work of compensation consultants involved in determining or recommending executive or director compensation (whether retained by the Committee or management) has raised any conflict of interest and how any such conflict is being addressed for disclosure in the Company's annual proxy statement or otherwise as required by applicable law and stock exchange requirements.

**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, the Company's outside counsel or other advisors, including any compensation consultant, and such other persons as it deems appropriate in order to carry out its responsibilities, to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee. The CEO and other executive officers ("executive officer" means any "officer" as defined in Rule 16a-1(f) under the Exchange Act) may not be present during voting or deliberations by the Committee regarding their own compensation.

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