

# MASTERCRAFT BOAT HOLDINGS, INC.

## CORPORATE GOVERNANCE GUIDELINES

July 16, 2015 (Last Revised October 19, 2021)

The Board of Directors (the “*Board*”) of MasterCraft Boat Holdings, Inc. (the “*Company*”) has adopted the following Corporate Governance Guidelines (the “*Guidelines*”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and the Company’s certificate of incorporation, bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board’s standing committees and their Chairmen and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of the Company and its stockholders or as required by applicable laws and regulations.

### I. THE BOARD

#### A. Independence of the Board

Except as otherwise permitted by the applicable NASDAQ rules, the Board will be comprised of a majority of directors who qualify as independent directors (the “*Independent Directors*”) as required under NASDAQ rules.

#### B. Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present following each Board meeting and at any other time of its choosing, but no less than twice per year.

#### D. Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

#### E. Majority Voting and Director Resignations.

Pursuant to the Company’s Fourth Amended and Restated Bylaws (as may be further amended from time to time, the “*Bylaws*”), in uncontested director elections, directors are elected by the affirmative vote of a majority of the votes cast. If an incumbent director fails to receive the required vote for re-election at a meeting of stockholders as set forth in Section 2.02 of the Bylaws, such director will promptly tender his or her irrevocable offer of resignation to the Board, which

will be effective immediately upon acceptance by the Board. The Nominating and Corporate Governance Committee will promptly review the appropriateness of such incumbent director's continued Board membership and will make a recommendation to the Board as to whether to accept or reject such resignation, or whether to take other action that the Nominating and Corporate Governance Committee believes to be in the best interests of the Company and its stockholders. The Board and the Nominating and Corporate Governance Committee may consider any factors they deem relevant in deciding whether to accept that director's resignation, including, but not limited to, the following:

- (i) any stated reasons why stockholders voted against such director
- (ii) any alternatives for curing the underlying cause of the "against" votes;
- (iii) the director's tenure;
- (iv) the director's qualifications;
- (v) the director's past and expected future contributions to the Company; and
- (vi) the overall composition of the Board, including whether accepting the resignation offer would cause the Company to fail to meet any applicable SEC, NASDAQ or other legal requirements.

The Board will act on the Nominating and Corporate Governance Committee's recommendation within 90 days after certification of the stockholder vote. Promptly following the Board's action, the Company will publicly disclose the Board's decision regarding such incumbent director's resignation. If the decision of the Board is to not accept the resignation, such disclosure will include the Board's reasons for not accepting the resignation.

#### F. Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on the Company and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to the Company and its business.

#### G. Selection of Chairman and Lead Director

The Board selects the Company's Chairman of the Board in the manner that it determines to be in the best interests of the Company's stockholders. In the event the Chairman of the Board is deemed to be not independent under NASDAQ or SEC rules, the independent directors shall designate one of its members to act as Lead Director, whose role and responsibilities are set forth on Attachment B attached hereto.

#### H. Limits on Other Board Service

Serving on the Company's Board requires significant time and attention. Directors are expected to spend the time needed and meet as often as necessary to discharge their responsibilities properly. To help ensure directors are able to dedicate sufficient time to the Company's Board, directors should not serve on the boards of more than five public companies (including the Company's

Board), unless a director also serves as the chief executive officer of a public company, in which case the director should not serve on more than three boards of public companies (including the Company's Board), in each case, unless the Nominating and Governance Committee determines that so serving will not impair the director's service on the Company's Board. Additionally, directors serving on the Audit Committee may not simultaneously serve on the audit committees of more than two other public companies.

I. Directors Who Resign or Materially Change Their Current Positions With Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or the Company, such director should offer to resign from the Board. The Nominating and Corporate Governance Committee will recommend to the Board whether such resignation should be accepted.

J. Term Limits

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of the Company to establish term limits at this time. Additionally, such term limits may cause the Company to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company's business and therefore can provide an increasingly significant contribution to the Board.

K. Director Responsibilities

The business and affairs of the Company will be managed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all stockholders;
- becoming and remaining well-informed about the Company's business and operations and general business and economic trends affecting the Company; and
- ensuring that the business of the Company is conducted so as to further the long-term interests of its stockholders.

L. Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of the Company's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity or other

additional compensation of directors. The Company's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable NASDAQ rules, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from the Company other than their directors' compensation, including any compensation for service on committees of the Board, the receipt of equity incentive awards or other approved additional compensation.

M. Stock Ownership

The Company encourages directors to own shares of the Company's stock. As a result, the Board has chosen to adopt a policy, the Company's Director Stock Ownership Policy.

N. Board Access to Senior Management

The Board will have complete access to Company management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chairman of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of the Company.

O. Board Access to Outside Advisors

The Board committees may retain outside advisors as set forth in their applicable charters. The Board as a whole shall have access to any outside advisor retained by the Company, and the Board may retain any outside advisor it considers necessary to discharge its responsibilities.

P. Annual Self-Evaluation

The Nominating and Corporate Governance Committee will oversee a periodic assessment of the Board. Each committee will also conduct an annual assessment of its performance and effectiveness.

## II. **BOARD MEETINGS**

A. Frequency of Meetings

The Board will meet at least four (4) times annually. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

B. Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

C. Attendance of Non-Directors

The Board encourages the Chairman of the Board or of any committee to invite Company management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant or (iii) bring managers with high potential into contact with the Board. Attendance of non-directors at Board meetings is at the discretion of the Board.

D. Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

**III. COMMITTEE MATTERS**

The Board currently has four (4) standing committees: (i) the Audit Committee; (ii) the Compensation Committee; (iii) the Nominating and Corporate Governance Committee; and (iv) the Strategy Committee. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter. It is the responsibility of the directors to attend the meetings of the committees on which they serve.

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# MASTERCRAFT BOAT HOLDINGS, INC.

## Attachment A

### **Director Qualification Standards and Additional Selection Criteria**

#### *Director Qualification Standards:*

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values, and the ability to make mature business judgments.

#### *Additional Selection Criteria:*

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board may also consider the following criteria as well as any other factor that they deem to be relevant:

- A. The candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- B. The candidate's experience as a board member of another publicly held company;
- C. The candidate's professional and academic experience relevant to the Company's industry;
- D. The strength of the candidate's leadership skills;
- E. The candidate's experience in finance and accounting and / or executive compensation practices; and
- F. Whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable.

Diversity of race, ethnicity, gender and age are also important factors in evaluating candidates for election to the Board. Accordingly, the Nominating and Corporate Governance Committee will ensure that diverse candidates are included in each pool of candidates from which Board nominees are chosen. In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications, diversity and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of the Company's business and structure.

## **MASTERCRAFT BOAT HOLDINGS, INC.**

### **Attachment B**

#### **LEAD DIRECTOR ROLE AND RESPONSIBILITIES**

These Corporate Governance Guidelines require the independent directors to designate an independent director to serve as Lead Director if the Chairman of the Board is not independent under NASDAQ or SEC rules, The following describes the role and responsibilities of the Lead Director and other matters involving the selection and service of the Lead Director.

#### **Board Leadership**

- The Lead Director will preside at all meetings of the independent directors, including executive sessions, and take the lead role in communicating to the Chairman of the Board any feedback, as appropriate.
- Whether by service on the Nominating and Corporate Governance Committee or otherwise, the Lead Director will assist with the recruitment of board candidates, and will have active involvement in:
  - board evaluations;
  - establishing committee membership and committee chairs;
  - the evaluation of the Chief Executive Officer; and
  - the board's review of succession plans for the Chief Executive Officer and other key senior executives.
- The Lead Director will communicate with the independent directors between meetings as appropriate.
- The Lead Director will serve as interim Chairman of the Board in the event of the Chairman's absence or an unforeseen vacancy in the position.
- The Lead Director will oversee any conflict of interest involving a director, including the Chief Executive Officer.

#### **Meetings**

- The Lead Director may call meetings of the independent directors.
- The Lead Director attends ex officio all meetings of committees on which the Lead Director is not a member.

### **Collaboration with Chairman**

- The Lead Director will serve as principal liaison between the independent directors and the Chairman of the Board.
- The Lead Director will advise the Chairman of the Board on the quality, quantity, appropriateness and timeliness of information provided to the Board.
- The Lead Director will review and consult with the Chairman of the Board on meeting schedules and agendas in advance of Board meetings.

### **Shareholder Engagement**

- If requested by major shareholders, the Lead Director will be available for direct engagement with those shareholders as appropriate.

### **Appointment and Term**

- Although elected by the independent directors annually, the Lead Director is generally expected to serve for more than one year.