

**OUTDOOR HOLDING COMPANY
RELATED PARTY TRANSACTIONS POLICY**

Effective as of January 22, 2026

1. Introduction

This Related Party Transactions Policy (this “**Policy**”) sets forth the policies and procedures of Outdoor Holding Company (the “**Company**”) for reviewing and approving or ratifying Related Party Transactions (as defined below). This Policy has been adopted in furtherance of the guidelines set forth in the Company’s Code of Conduct and does not supersede the Company’s Code of Conduct or any policies or procedures of the Company’s Board of Directors (the “**Board**”) that may be applicable to transactions with Related Parties (as defined below).

2. Definitions

“**Immediate Family Member**” of a specified person means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such specified person or any person (other than a tenant or employee) sharing the household of such specified person.

“**Related Party**” means (i) any person serving as a director, director nominee or executive officer (as defined in Rule 405 promulgated under the Securities Act of 1933, as amended, and Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) of the Company, (ii) a Significant Stockholder (as defined below), (iii) any Immediate Family Member of a director, director nominee or executive officer of the Company or any Immediate Family Member of a Significant Stockholder, (iv) a person that met the criteria set forth in *clause (i), (ii) or (iii)* at any time during the fiscal year in which a transaction that would otherwise be subject to this Policy occurs, even if such person has ceased to have such status during such fiscal year, (v) an entity that is owned or controlled by a person listed in *clause (i), (ii), (iii) or (iv)* or in which any such person serves as an executive officer or general partner or, together with all other persons specified in *clauses (i), (ii), (iii) and (iv)*, owns 10% or more of the equity interests thereof, or (vi) any other person who may be a “related person” pursuant to Item 404 of Regulation S-K under the Exchange Act.

“**Related Party Transaction**” means a consummated or currently proposed transaction (including, but not limited to, a financial transaction, arrangement or relationship, including any indebtedness or guarantee of indebtedness) or series of transactions in which (i) a Related Party is involved, (ii) the Company or any of its subsidiaries was or is to be a participant and (iii) the amount involved exceeds the lesser of (x) \$120,000 in the aggregate or (y) one percent of the average of the Company’s total assets at year-end for the last two completed fiscal years. A Related Party Transaction also includes any material amendment or modification to an existing Related Party Transaction regardless of whether such transaction has previously been approved in accordance with this Policy.

Notwithstanding the foregoing, for purposes of this Policy, a Related Party Transaction does not include:

- (a) the payment of compensation by the Company to a director or an executive officer of the Company or a transaction involving an employment agreement, severance arrangement, change in control provision or agreement or a special supplemental benefit for an executive officer;
- (b) a transaction where the rates or charges involved are determined by competitive bids, or a transaction involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;
- (c) a transaction involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services;
- (d) a transaction in which the interest of the Related Party arises solely from ownership of a class of equity securities of the Company where all holders of that class of equity securities receive the same benefit on a pro rata basis;

- (f) a transaction available to all employees generally or to all salaried employees generally;
- (g) reimbursement of business expenses incurred by a director or executive officer of the Company in the performance of his or her duties and approved for reimbursement by the Company in accordance with the Company's customary policies and practices; or
- (h) indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

“*Significant Stockholder*” means any person (including any entity or group) known to the Company to be the record or beneficial owner of more than 5% of any class of the Company's voting securities.

3. Approval Procedures

(a) Required Information

No Related Party Transaction shall be consummated unless the Audit Committee (the “*Committee*”) of the Board has approved or ratified such transaction in accordance with the guidelines set forth herein. Each director, director nominee and executive officer of the Company shall disclose to the Committee for its review and approval or ratification the following information, at a minimum, relating to any Related Party Transaction to which he or she or any of his or her Immediate Family Members is or may be a party:

- (i) the name of the Related Party and, if he or she is an Immediate Family Member, the nature of such Immediate Family Member's relationship with the director, director nominee or executive officer of the Company;
- (ii) the Related Party's interest in the transaction, including the Related Party's position(s) or relationship(s) with, or ownership of, a firm, corporation, or other person or entity that is a party to, or has an interest in the transaction;
- (iii) the material facts and terms of the proposed transaction, including the approximate dollar value of the amount involved;
- (iv) the approximate dollar value of the amount of the Related Party's interest in the transaction, computed without regard to the amount of profit or loss; and
- (v) in the case of indebtedness, the largest total amount of principal outstanding since the beginning of the Company's last fiscal year, the amount of principal outstanding as of the latest practicable date, the amount of principal paid since the beginning of the Company's last fiscal year and the rate or amount of interest payable on the indebtedness.

Furthermore, on an annual basis, each director and executive officer shall submit to the Company's Chief Legal Officer the following information: (i) a list of his or her Immediate Family Members; (ii) for each person listed and, in the case of a director, for the director, the person's employer and job title or a brief job description; (iii) for each person listed and the director or executive officer, each firm, corporation or other entity in which such person is a partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest; and (iv) for each person listed and the director or executive officer, each charitable or non-profit organization for which the person is actively involved in fundraising or otherwise serves as a director or trustee or in a similar capacity. Any person nominated to stand for election as a director shall submit to the Company's Chief Legal Officer the information described above no later than the date of his or her nomination. Any person who is appointed as a director or an executive officer shall submit to the Company's Chief Legal Officer the information described above prior to such person's appointment as a director or executive officer, except in the case of an executive officer where due to the circumstances it is not practicable to submit the information in advance, in which case the information shall be submitted as soon as reasonably practicable following the appointment. Directors and executive officers are expected to notify the Company's Chief Legal Officer of any updates to the list of Related Parties, their employment, entities

in which any such person has a 5% beneficial interest, and relationships with charitable organizations. The Company's Chief Legal Officer (or his or her designee) shall prepare, maintain, and update the list of Related Parties as appropriate.

(b) Submission to the Committee

Prior to entering into a potential Related Party Transaction, the Related Party (or if the Related Party is an Immediate Family Member of an executive officer or director of the Company, such executive officer or director) shall notify the Company's Chief Legal Officer in writing of the facts and circumstances of the proposed transaction. The Chief Legal Officer will undertake an evaluation of whether the proposed transaction would constitute a Related Party Transaction that requires approval of the Committee in accordance with this Policy. In conducting this evaluation, the Chief Legal Officer may consult with other members of management and/or outside counsel as necessary or appropriate. If the evaluation results in a determination that the proposed transaction would constitute a Related Party Transaction, the Chief Legal Officer will report the Related Party Transaction, together with a summary of the material facts, to the Committee for consideration. The Related Party shall disclose any updates relating to such Related Party Transaction to the Chief Legal Officer or the Committee, as appropriate.

If the Company becomes aware of a Related Party Transaction that has not been approved under this Policy, the Related Party Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting. In any case where the Committee determines not to ratify a Related Party Transaction that has been commenced without approval, the Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification. In addition, the Committee shall examine the facts and circumstances regarding the failure to report a Related Party Transaction for approval under this Policy and shall take any action it deems appropriate as a result.

In determining whether or not to approve or ratify a Related Party Transaction, the Committee shall consider the relevant facts and circumstances of the transaction, including (i) if the transaction is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party, (ii) whether the transaction was or will be undertaken in the ordinary course of business of the Company, (iii) whether the Related Party Transaction was initiated by the Company, a subsidiary of the Company or the Related Party, (iv) the extent of the Related Party's interest in the transaction, (v) whether the transaction contravenes the Company's Code of Conduct or other policies of the Company, (vi) whether the relationship underlying the transaction is believed to be in the best interests of the Company and its stockholders and (vii) if such Related Party is a director or an Immediate Family Member of a director, the effect that the transaction may have on such director's status as an independent member of the Board and eligibility to serve on committees of the Board pursuant to U.S. Securities and Exchange Commission ("*SEC*") rules and applicable stock exchange listing standards. The Committee shall approve or disapprove of the Related Party Transaction in its sole discretion. If the Related Party Transaction is not approved, the relevant Related Party must forgo any participation in the transaction.

No director or executive officer shall participate in any discussion of, or decision concerning, a potential Related Party Transaction as to which he or she or an Immediate Family Member of such person is considered the Related Party. If a member of the Committee is interested in the transaction, such director may be counted in determining the presence of a quorum at a meeting of the Committee during which such transaction is reviewed. However, if more than one member of the Committee is interested such that the Committee fails to obtain enough votes to approve or to not approve the transaction as a result of such interests, the Committee shall refer the transaction to a disinterested quorum of the Board.

(c) Significant Stockholders

The Company's Chief Legal Officer shall periodically examine SEC filings and such other resources as the Company's Chief Legal Officer may deem appropriate in order to identify all persons or entities who may be Significant Stockholders. At the time the Company becomes aware of a person's status as a Significant Stockholder, the Company's Chief Legal Officer (or his or her designee) shall create a list, to the extent the information is readily available, of (i) if the person is an individual, the same information as is requested of directors and executive officers under this Policy, and (ii) if the person is a firm, corporation or other entity, a list of principals or executive officers

of the firm, corporation or entity. The Company's Chief Legal Officer (or his or her designee) shall update the list on an annual basis.

(d) Ongoing Transactions

If a Related Party Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Party. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Party to ensure that they are in compliance with the Committee's guidelines and that continuation of the Related Party Transaction remains appropriate.

4. Authority to Pre-Approve

The Committee shall have the authority to (i) determine certain transactions or categories of transactions with Related Parties that are not considered Related Party Transactions for the purposes of this Policy given their nature, size and/or degree of significance to the Company and/or the immateriality of such transaction to the relevant Related Party, and not required to be individually reported to, reviewed by, and/or approved or ratified by the Committee, and (ii) approve in advance certain transactions or categories of transactions with Related Parties that (unless the Committee determines otherwise in a particular instance) need not be individually reported to, reviewed by, and/or approved or ratified by the Committee but that will instead be reported to and reviewed by the Committee collectively on a periodic basis, which shall be at least annually, and shall not require ratification by the Committee. In connection with each regularly scheduled meeting of the Committee, a summary of each new Related Party Transaction deemed pre-approved in accordance with guidelines established pursuant to this paragraph shall be provided to the Committee for its review.

5. Approvals to be Reported to the Board

The Committee shall notify the Board on a quarterly basis of all Related Party Transactions approved or ratified by the Committee.

6. Disclosure

Related Party Transactions shall be disclosed in the Company's SEC filings as and to the extent required by applicable SEC rules and regulations. The fact that a transaction may be considered a Related Party Transaction for purposes of this Policy does not create a presumption that the transaction is a transaction in which a related person has a direct or indirect material interest requiring disclosure under applicable SEC rules and regulations.

7. Review, Assessment and Affirmation of this Policy

The Committee shall periodically review and assess the adequacy of this Policy and recommend to the Board any changes as it deems appropriate.
