

**AXON ENTERPRISE, INC.****COMPENSATION COMMITTEE CHARTER****Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Axon Enterprise, Inc. (the “Company”) is to assist the Board in discharging its responsibilities regarding the compensation of members of the Board and the Company’s executive officers. The Committee is responsible for considering and approving the Company’s compensation plans, policies and programs for such individuals. The Committee is also responsible for evaluating the performance of the Company’s executive officers in the manner and to the extent necessary to ensure that such officers are compensated appropriately in light of business, competitive and regulatory considerations.

**Committee Membership and Organization**

The Committee shall consist of no fewer than two members, each of whom shall be a director of the Company. Each member of the Committee shall be appointed annually by the Board upon the recommendation of the Nominating Committee, and may be removed by the Board at any time in its discretion. Each member of the Committee shall be independent under the applicable standards for independence promulgated by the U.S. Securities and Exchange Commission (the “SEC”) and the listing standards that govern companies listed on the Nasdaq Stock Market (“Nasdaq”), and shall be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended.

The Committee shall meet periodically as necessary to carry out its responsibilities. A majority of the members of the Committee shall constitute a quorum. The Committee shall have the authority to retain outside counsel, compensation consultants or other advisors in the Committee’s sole discretion. The Company will provide appropriate funding, to be determined by the Committee, to compensate such outside advisors retained by the Committee.

Minutes of each meeting will be compiled by the Company’s Corporate Secretary who shall act as Secretary to the Committee, or in the absence of the Corporate Secretary, any other person designated by the Committee.

**Committee Authority and Responsibilities**

To fulfill its purpose, the Committee will:

1. Review and approve the compensation of the Company’s executive officers, including the Chief Executive Officer. The compensation of the Chief Executive Officer shall be determined outside of his presence in accordance with Nasdaq rules.

2. In connection with determining such compensation, annually review and approve the corporate goals and objectives relevant to the compensation of the Company's executive officers and evaluate such officers' performance in light of those goals and objectives, which evaluation is to form the basis of the Committee's recommendation to the Board regarding such officers' compensation.

3. Obtain such data and other resources as it deems necessary or appropriate to perform its responsibilities, including obtaining external consultant reports or published salary surveys, and engaging independent compensation consultants and other professionals to assist in the design, analysis and implementation of compensation plans, policies and programs for the Company's executive officers, directors and other employees.

4. Make recommendations to the Board with respect to compensation plans, policies and programs applicable to the Company's executive officers, directors (including non-employee directors) and other employees.

5. Review and discuss with the Company's management the Compensation Discussion and Analysis ("CD&A") to be included in the Company's annual proxy statement (the "Proxy"), determine whether to recommend to the Board that the CD&A be included in the Proxy, and provide the report of the Committee required to be included in the Proxy pursuant to SEC rules and regulations.

6. Form and delegate authority to subcommittees when appropriate.

7. Make regular reports regarding the Committee's activities to the Board.

8. Review this Charter annually and recommend any necessary changes to the Board for its consideration and approval.

9. Annually review the Committee's performance.

10. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.