

Adopt Proxy Access Bylaw  
American Outdoor Brands  
2019

**RESOLVED:** Shareholders of American Outdoor Brands ask the board of directors (the “Board”) to adopt a “proxy access” bylaw. Such a bylaw shall require American Outdoor Brands to include in proxy materials for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder or group (the “Nominator”) that meets the criteria established below. American Outdoor Brands shall allow shareholders to vote on such nominee on the Company’s proxy card.

The number of shareholder-nominated candidates appearing in proxy materials shall not exceed one quarter of the number of directors then serving. This bylaw, which shall supplement existing rights under American Outdoor Brands’ bylaws, should provide that a Nominator must:

- a) have beneficially owned 3% or more of American Outdoor Brands’ outstanding common stock continuously for at least three years before the nomination is submitted;
- b) give American Outdoor Brands written notice within the time period identified in its bylaws of the information required by the bylaws and any rules of the Securities and Exchange Commission about (i) the nominee, including consent to being named in the proxy materials and to serving as a director if elected; and (ii) the Nominator, including proof it owns the required shares (the “Disclosure”); and
- c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator's communications with American Outdoor Brands shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than American Outdoor Brands proxy materials; and (iii) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at American Outdoor Brands.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and any applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

### **Supporting Statement**

We believe proxy access makes directors more accountable and enhances shareholder value. A 2014 CFA Institute study concluded that proxy access could raise overall US market capitalization by up to \$140.3 billion if adopted market-wide, “with little cost or disruption.”

<http://www.cfapubs.org/doi/pdf/10.2469/ccb.v2014.n9.1>) As of June 30, 2018, over 500 U.S. public companies, and two-thirds of S&P 500 companies, have adopted proxy access bylaws. (<https://corpgov.law.harvard.edu/2018/10/19/proxy-access-proposals-2/>)

Robust board oversight takes on even greater importance for American Outdoor Brands, a gun manufacturer that faces significant financial and reputational risks associated with its business. Strong oversight can help American Outdoor Brands manage and mitigate those risks most effectively.

We urge shareholders to vote FOR this proposal.