

Prohibit Virtual – Only AGM American Outdoor Brands

WHEREAS: American Outdoor Brands discontinued its in-person stockholders meeting and is presently holding a virtual annual meeting by internet only.

We strongly support the use of new technologies to make annual meetings accessible to stakeholders who cannot attend in person. This makes “attendance” simpler for investors globally and is a creative tool expanding outreach.

But we do not believe that internet-only meetings should be substituted for traditional in-person annual meetings. Instead they should be complementary. We believe the tradition of an in-person stockholder meetings plays an important role in holding management accountable to its investors.

In contrast, online-only stockholder meetings allow companies to control which questions and concerns are heard and manipulate the exchanges between shareowners and the company. Face-to-face annual meetings allow for an unfiltered dialogue between shareholders and management.

The Council of Institutional Investors, a coalition of America’s largest pension funds with portfolios exceeding \$3 trillion, states in its corporate governance guidelines “Cyber meetings should only be a supplement to traditional in-person shareholder meetings, not a substitute.”

In addition, this governance issue has elevated strong opposition from many investors. For example, the pension funds of New York City are voting against directors serving on Board Governance Committees of companies moving to virtual only meetings. This illustrates the increasingly controversial nature of eliminating in-person stockholder meetings and signifies that this is not a minor governance matter for management to decide.

Additionally, we believe in-person annual meetings are necessary for several reasons:

- Annual meetings are one of the few opportunities for top management and the Board to interact directly, face-to-face, with a cross-section of their shareholders.
- Annual meetings allow for questions to be posed directly to the Chair of the Audit, Compensation or Governance Committees of the Board.

- While some corporations argue eliminating face-to-face annual meetings can reduce costs and improve efficiency, we believe the investment in creating a physical space for shareholder meeting is modest and money well spent.
- “Virtual “on-line meetings can be used to insulate a company from shareholder interaction or to portray any opposition as insignificant. Imagine a company wanting to downplay investor frustration over compensation policies or practices and therefore discontinuing its stockholder meeting.
- American Outdoor Brands faces a unique set of controversies and challenges as a gun manufacturer. The last thing the company should do is distance itself from its shareholders and make itself more inaccessible.
- In addition, if there was a major crisis with a company, a merger being proposed or a significant shareholder proposal, investors would want an in-person stockholder meeting.

RESOLVED: Shareholders request that American Outdoor Brands adopt a corporate governance policy affirming the continuation of in-person annual meetings in addition to internet access to the meeting, adjust its corporate practices accordingly, and publicize this policy to investors.

Concluding Statement: We ask our fellow shareowners to vote for this resolution supporting good governance and the longstanding tradition of in-person annual stockholder meetings.