

Audit Committee Charter

Daktronics Board of Directors Audit Committee Charter As Amended and Restated effective September 2023

1. Purpose.

The purpose of the Audit Committee (the "Committee") of the Board of Directors (the "Board") of Daktronics, Inc., (the "Company") shall be [to oversee the accounting and financial reporting processes of the Company and the audits of the Company's financial statements and] to assist the Board in fulfilling its legal, fiduciary and oversight responsibilities with respect to: (i) the integrity of the Company's financial statements and related filings of the Company; (ii) the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures; (iii) the Company's risk assessment and risk management policies and procedures; (iv) the independence, appointment, compensation, performance and qualifications of the Company's independent registered public accounting firm (the "Independent Auditor"); (v) activities of the Company that may have a material impact on the Company's financial position; (vi) the Company's compliance with legal and regulatory requirements; (vii) the preparation of the report of the Committee required to be included in the Company's proxy statement; and (viii) such other responsibilities and duties as are delegated to the Committee by the Board.

The function of the Committee is oversight. It is not the duty of the Committee to prepare the Company's financial statements, determine that the Company's financial statements are complete and accurate and prepared in accordance with United States generally accepted accounting principles ("GAAP") and any other applicable accounting principles or standards, establish and maintain the Company's internal control over financial reporting and disclosure controls and procedures, or assure the Company's compliance with laws and regulations, all of which are the responsibility of the Company's management, or to audit the Company's financial statements or the effectiveness of the Company's internal control over financial reporting, which is the responsibility of the Company's Independent Auditor.

Similarly, members of the Committee are not employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct auditing or accounting reviews or to set auditor independence standards.

2. Composition.

- (a) Membership. The Committee shall consist of at least three directors. The Board will designate a Committee member as Chair of the Committee or, if the Board does not do so, the Committee members will appoint a Committee member as Chair.
- (b) Independence. All members of the Committee shall be independent directors according to the applicable rules and regulations, including those of the Securities and Exchange Commission ("SEC") and The NASDAQ Stock Market LLC ("NASDAQ"), as amended or supplemented from time to time, including, without limitation, Section 10A(m)(3) of the Securities Exchange Act of 1934 ("Exchange Act") and Rule 10A-3(b)(1) under the Exchange Act.
- (c) Appointment. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion at any time in accordance with the Company's Bylaws.
- (d) Qualifications. All members shall meet the experience requirements of the SEC and NASDAQ, must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and shall have sufficient financial, accounting and legal experience and ability to enable them to discharge their responsibilities at the time of their appointment to the Committee. At least one member shall be an "audit committee financial expert," as defined by the applicable rules and regulations of the SEC and NASDAQ. Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

3. Responsibilities.

[The Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company.] In furtherance of its purposes, the Committee will have the following responsibilities:

- (a) Review policies and practices for enterprise risk management, including delegation of oversight for particular areas of risk to the appropriate Board committees, and review and discuss with management and the Independent Auditor, as appropriate, the Company's major risk exposures, including financial, operational, compliance, reputational, strategic and cybersecurity risk exposures, and the Company's policies and practices and steps taken by management to monitor and mitigate such exposures.
- (b) Exercise its sole authority and responsibility to select, retain, evaluate, oversee, determine the compensation of and replace the Independent Auditor, whose purpose is to audit the Company's consolidated financial statements and the effectiveness of the Company's internal control over financial reporting or related work. In connection with the annual selection of the Independent Auditor, and prior to each audit review, the Committee will discuss with the Independent Auditor the overall scope and plans for the Independent Auditor's audit, including the adequacy of staffing and compensation. The Committee shall have the sole authority to approve all audit engagement fees and terms, and the Committee, or a sub-committee or a member of the Committee to whom the Committee has delegated such authority, must pre-approve any non-audit service

to be provided to the Company by the Company's Independent Auditor as well as certain services provided by other auditing firms, except that the Committee shall not approve the engagement of the Independent Auditor or other auditing firms to perform services not allowed under then current laws or regulations. The Committee may establish policies and procedures for the pre-approval of the audit and permitted non-audit services, including delegation of authority to one or more members of the Committee to grant pre-approvals of those services. The Independent Auditor shall report directly to the Committee. The Committee shall recommend to the Board that the Board submit the Committee's appointment of the Independent Auditor to the Company's shareholders for ratification.

- (c) Review and discuss with management and the Independent Auditor, as appropriate, the Company's quarterly financial statements before the filing of its Quarterly Reports on Form 10-Q and any earnings press releases, financial information and earnings guidance to be provided to the public prior to dissemination.
- (d) Review and discuss with management and the Independent Auditor the audited annual consolidated financial statements and unaudited interim consolidated financial statements and related SEC filings, including matters required to be reviewed under applicable legal, regulatory or other applicable requirements, and recommend to the Board whether the annual consolidated financial statements should be included in the Company's Annual Report on Form 10-K filed with the SEC. The Committee shall obtain assurance from the Independent Auditor that each integrated audit of the Company's consolidated financial statements and its internal control over financial reporting, and each review of the Company's interim financial information, was conducted in accordance with the relevant professional standards.
- (e) Discuss with the Independent Auditor (i) the matters required to be discussed with audit committees in Auditing Standard No. 1301, *Communications with Audit Committees*, as adopted by the PCAOB, as it may be amended or supplemented, relating to the conduct of the integrated audit and to the scope and results of the integrated audit that may assist the Committee in overseeing the financial reporting and disclosure process for which management is responsible; (ii) any audit problems or difficulties encountered in performing the integrated audit and management's response; and (iii) any disagreements between the Independent Auditor and management. The Committee shall be responsible for the resolution of any disagreements between management and the Independent Auditor.
- (f) Review with management and the Independent Auditor, as appropriate, the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application, and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made. The Committee shall also review related SEC filings, including disclosures beyond the basic financial statements and notes thereto. The Committee shall also review analyses prepared by management and the Independent Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements. The Committee shall also review

all written material communications between the Independent Auditor and management.

- (g) Review any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles; any major issues as to the effectiveness of the Company's internal control over financial reporting; and any special audit steps adopted in light of any identified internal control deficiencies.
- (h) Ensure receipt, at least annually, from the Independent Auditor of a formal written statement delineating (a) all relationships between the Independent Auditor and the Company and any other independence disclosures, consistent with applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") regarding the Independent Auditor's communications with the audit committee concerning independence (as they may be modified or supplemented); (b) the Independent Auditor's internal quality control procedures; and (c) any material issues raised by the most recent internal quality control review, peer review, or PCAOB inspection of the Independent Auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Independent Auditor, and any steps taken to deal with any such issues. The Committee shall also be responsible for engaging in an active dialogue with respect to any disclosed relationships or services that may impact the objectivity and independence of the Independent Auditor and for taking any appropriate action to oversee the independence of the Independent Auditor.
- (i) Review and periodically evaluate the performance of the lead audit partner of the Independent Auditor and assure the regular rotation of the lead audit partner and the audit partner responsible for reviewing the audit, as required by law. The Committee shall also consider whether, in order to assure continuing auditor independence, there should be regular rotation of the audit firm itself.
- (j) Review with the Chief Executive Officer, the Chief Financial Officer, the Independent Auditor or such others as the Committee deems appropriate, the Company's financial reporting processes, including the Company's internal control over financial reporting and the Company's disclosure controls and procedures; management's assessment of responsibility for creating and maintaining effective internal control over financial reporting and disclosure controls and procedures; and procedures and the process for the quarterly certifications required by the SEC from the Company's Chief Executive Officer and Chief Financial Officer with respect to the Company's financial statements and its disclosure controls and procedures, and the annual reports of the Company's management and of the Independent Auditor with respect to the effectiveness of the Company's internal control over financial reporting.
- (k) Receive and review any disclosure from the Company's Chief Executive Officer or Chief Financial Officer made in connection with the certification of the Company's Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K filed with the SEC of (a) all significant deficiencies and material weaknesses in the design or operation of the Company's internal control over financial reporting which are reasonably likely to

adversely affect the Company's ability to record, process, summarize and report financial data; and (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

- (l) Review any significant litigation, regulatory proceedings or other legal matters in which the Company is or may be involved, including related disclosure and reporting issues.
- (m) Review and approve required stock exchange certifications and proxy statement disclosure, if any.
- (n) Review other relevant reports or financial information submitted by the Company to any governmental body or the public, including management certifications as required by the Sarbanes-Oxley Act of 2002.
- (o) Prepare for inclusion in the Company's proxy statement for its annual meeting of shareholders an annual audit committee report as required by the applicable rules and regulations of the SEC and NASDAQ, as they may be amended or supplemented.
- (p) Establish, monitor and periodically review policies for the hiring of current employees or former employees of the Company's Independent Auditor.
- (q) Establish and periodically review, at least annually, and oversee whistleblower policies and procedures for (a) the receipt, retention and treatment of complaints or concerns received by the Company relating to accounting, internal control over financial reporting or auditing matters and (b) the confidential, anonymous submission by the Company's employees of such complaints and concerns to the Committee. The Committee shall review confidential information submitted by employees relating to questionable accounting or auditing matters, in accordance with applicable rules and regulations.
- (r) Review and approve all related party transactions required to be reviewed and approved under Item 404 of Regulation S-K of the SEC, as amended or supplemented, and the Company's Policy and Procedures with respect to Related Person Transactions, as amended or supplemented.
- (s) Review the effect of any regulatory and accounting initiatives, as well as any off-balance-sheet structures, on the financial statements of the Company.
- (t) Discuss any illegal acts discovered by the Independent Auditor during the course of its work and its conclusions with respect to such illegal acts or obtain assurance from the Independent Auditor that none were discovered.
- (u) Discuss with management and the Independent Auditor any correspondence with regulators or governmental agencies and any published reports which raise potentially material issues regarding the Company's financial statements or accounting policies.
- (v) Review and approve the appointment and replacement of the senior internal audit executive; review and approve the annual audit plan and any significant changes to

the plan together with the annual operating budget and resource plan; review significant findings and key trends related to the Company's internal controls, risk management and governance processes; and discuss with the Independent Auditor and management the internal audit department responsibilities, audit plan, budget and staffing.

(w) Review and discuss with management the Company's information and cyber security programs.

(x) Institute and oversee special investigations as needed.

4. Meetings, Reports and Resources

(a) Meetings. The Committee will meet as often as necessary to carry out its responsibilities but not less often than quarterly. The Committee may also hold special meetings or act by unanimous written consent as the Committee may decide, consistent with the Company's Bylaws. The Committee will meet separately, at least quarterly, with management and the Company's Independent Auditor. The Committee may also meet privately with management as it determines is necessary and shall have other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this charter, the Company's Bylaws and other corporate governance documents, applicable laws or regulations or listing rules. The chair or a majority of the Committee members may call meetings of the Committee. A majority of the Committee members constitutes a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present will be the act of the Committee, unless in either case a greater number is required by this charter, the Company's Bylaws or the Listing Rules. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the Company's Corporate Secretary for inclusion in the corporate records.

(c) Reports. The Committee shall report to the Board and communicate its recommendations to the Board after each Committee meeting.

(d) Communication. The Committee shall communicate with the Chief Executive Officer on the evaluation of the Chief Financial Officer and his or her staff. It shall also work closely with, but independently of, the Chief Executive Officer and the Chief Financial Officer and their respective staffs.

(e) Evaluation. The Committee at least annually shall (a) perform an evaluation of the performance of the Committee, including a review of the Committee's compliance with this Charter; and (b) review and reassess this Charter and submit any recommended changes to the Board for its consideration.

(f) Committee Access and Resources. The Committee shall, at the Company's expense and at the Committee's discretion, have authority to retain such independent counsel, experts and other advisors as the Committee may deem appropriate, and to conduct or

authorize investigations into any matters within the scope of its responsibilities. The Committee shall have sole authority to approve related fees and retention terms for such advisors, and it shall receive appropriate funding from the Company, as determined in the Committee's sole discretion, for payment of such independent counsel, experts or other advisors, including the Independent Auditor, and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the Committee's duties.

Revision History

28 May 2009 Amended and Restated
25 Feb 2010 Amended and Restated
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