

# STRATEGY AND RISK COMMITTEE CHARTER

**Daktronics, Inc.**  
**Board of Directors**  
**Strategy and Risk Committee Charter**  
**March 2026**

## 1. Purposes.

The primary purposes of the Strategy and Risk Committee (the "Committee") of the Board of Directors (the "Board") of Daktronics, Inc. (the "Company") are to (a) enable an intentional focus of the Board on the Company's longer-term strategic opportunities, plans and related risks, (b) engage management in review of the Company's longer-term strategic planning, strategic initiatives, and technology roadmaps, and (3) provide oversight of the Company's risk framework and material risks impacting the Company's longer-term strategic plans.

In fulfilling the Committee's responsibilities, it is recognized that risk assessment and risk management are the responsibility of the Company's management, and the Committee's responsibility in this regard is one of oversight and review. Each member of the Committee shall be entitled to rely on (a) the advice of experts and advisors from within and outside the Company, and (b) the accuracy of the information provided to the Committee by management and third parties, absent indications or actual knowledge to the contrary (which shall be promptly reported to the Board). Nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee except to the extent otherwise provided under the applicable laws of South Dakota which shall continue to set the legal standard for the conduct of the members of the Committee

## 2. Composition.

(a) Membership. The Committee shall consist of at least three directors. The Board will designate a Committee member as the 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 Committee members must be "independent directors" within the meaning of the NASDAQ Stock Market LLC ("NASDAQ") and any listing rules thereof ("Listing Rules"), as well as any additional criteria determined by the Board in the exercise of its business judgment, all other applicable legal requirements and any additional requirements that the Board deems appropriate. A member of the Committee may, but need not, meet the independence requirements set for the in Rule 10A-3(b)(1)(ii) under the Securities Exchange Act of 1934.

(c) Appointment. Subject to the requirements of the Listing Rules, the Board may appoint and remove Committee members at any time in accordance with the Company's Bylaws.

### **3. Responsibilities.**

Responsibilities regarding Strategy:

- (a) Review and discuss with management the development, maintenance, revision and execution of the Company's long-range strategic plans, including product and market initiatives.
- (b) Review and make recommendations to the Board on matters relating to the Company's overall business strategy and the Company's strategic planning process.
- (c) Review and advise the Board regarding specific strategic initiatives of management and the risks and opportunities associated with any such initiatives.
- (d) Review with management technology trends or developments that may affect the Company's strategic plans; ensure that strategic plans appropriately include technology roadmaps, investments and product development plans that reflect future market needs and potential competitor innovations.

Responsibilities regarding Risk:

- a) Review at least annually the Company's enterprise-wide risk management framework and exposures, including its risk appetite profile, and assist management in identifying and monitoring key risk indicators.
- b) With an eye to the Company's long-range strategic plan, contextualize material risks facing the Company and the Company's management of such risks, including but not limited to liquidity and financial capacity risk; compliance and regulatory risk; market or reputational risk; technology-related risk; and geopolitical risk.
- c) Review and work with the Company's chief executive officer and Board to ensure that the senior-level risk management personnel have sufficient experience, authority, and resources to carry out their responsibilities.
- d) Coordinate with other committees regarding audits, reviews and examinations that cover or address any risk management operation or process.
- e) Review and discuss with management the Company's information, artificial intelligence, and cyber security programs.

### **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 annually. 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 may meet in separate executive sessions with other directors, the chief executive officer and other Company officers, employees, agents or representatives invited by the Committee.

(b) Procedures. The Committee may establish its own procedures, including the formation and delegation of authority to its subcommittees, in a manner not inconsistent with

this charter, the Company's Bylaws and other corporate governance documents, applicable laws or regulations, or the Listing Rules. The chairperson 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 and its actions by written consent to the corporate secretary for inclusion in the corporate records.

(c) Evaluation; Reports. The Committee shall conduct an evaluation of the Committee's performance at least annually. As part of this evaluation, the Committee shall also review the Committee's charter. The Committee will report to the Board at least annually (a) matters discussed by the Committee with management, (b) the Company's progress with respect to any Board-approved strategy, (c) any enterprise-wide risk management matters, and (d) the results of the annual review by the Committee of its performance and this charter..

(d) Committee Access and Resources. The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management, personnel and other advisors, as deemed necessary by the Committee to carry out the Committee's purposes. The Committee shall, at the Company's expense and in the Committee's discretion, have authority to retain and terminate advisors deemed necessary or advisable for purposes related to the Committee's duties and activities.

Revision history:

Adopted by the Company's Board of Directors on March 7, 2024

Amended and Restated 3 March 2026