

Daktronics, Inc.
Board of Directors
Strategic Transactions Committee Charter
March 2026

1. Purpose.

The Strategic Transactions Committee (the "Committee") is established by the Board of Directors (the "Board") of Daktronics, Inc. (the "Company") for the primary purposes of: (1) reviewing, evaluating, and assessing the advisability of the Company's entry into business transactions that are material or otherwise significant to the Company or its stockholders, including material asset and business acquisitions and divestitures, mergers, investments in the equity or debt of a third party, material licensing transactions involving the Company's or any third party's intellectual property, joint ventures, partnerships, and any other material transactions being proposed or evaluated by management and/or third parties, including any transaction that, if consummated, would result in a change in control of the Company (each of the foregoing, a "Strategic Transaction"), (2) overseeing material debt and equity financing transactions for the Company; (3) making recommendations to the Board to approve, modify or reject proposed Strategic Transactions or debt and equity financing transactions; and (4) where applicable, provide governance for post-closing integration of Strategic Transactions regarding alignment with strategic and financial objectives.

2. Composition.

- (a) Membership. The Committee shall consist of at least three directors. The Chairman of the Board, if independent, or the Lead Independent Director will serve as the chair of the Committee, or if neither the Chairman nor the Lead Independent Director is serving on the Committee, the Committee members will appoint a Committee member as chair. Members should collectively possess experience relevant to mergers and acquisitions, finance, strategy, and risk management. Committee members serve at the pleasure of the Board.
- (b) Independence. All Committee members must meet the applicable independence requirements 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.
- (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. The Committee will:

- (a) Review with management the Company's strategy, including its implementation, for Strategic Transactions and related financing considerations, not less than quarterly.
- (b) Review and make recommendations to the Board of Directors regarding the evaluation and selection of transaction advisors, investment banks, underwriters, and other professional service providers for Strategic Transactions, including consideration of any potential conflicts of interest.
- (c) Review with management the material details of any proposed Strategic Transaction, including:
 - i. the strategic rationale for such transaction and its alignment with the Company's long-range strategy, its valuation and underlying assumptions, financial impact including return on capital, accretion expectations and post-transaction capital structure, transaction timing, and important transaction milestones;
 - ii. legal, regulatory, financial, tax, execution, integration, human resources and reputational risks;
 - iii. transaction terms, including structure, form of consideration, purchase price mechanisms, financing arrangements, representations, covenants, indemnities, and closing conditions;
 - iv. due diligence findings; and
 - v. post-transaction integration plans and resource requirements, as appropriate.
- (d) Recommend to the Board whether to approve (including recommending to shareholders approval of such transaction if required by applicable law), modify, or decline any proposed Strategic Transaction.
- (e) After the completion of any Strategic Transaction, evaluate the execution, the financial performance, and integration of such transaction.
- (f) Review and provide advice to the Board regarding the Company's short-term and long-term financing plans, whether or not related to any Strategic Transaction.
- (g) Review this Charter periodically and submit any recommended changes to the Nominating and Governance Committee for consideration.

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 may meet in separate executive sessions with other directors, the chief executive officer and other Company 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 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. The Committee will keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.
- (c) Reports. The Committee shall report regularly to the Board of Directors regarding its activities, deliberations, and recommendations, including material findings from transaction reviews and due diligence.
- (d) Committee Access and Resources. Members of management, internal subject matter experts, and external advisors (including legal, financial, accounting, and tax advisors) may be invited to attend Committee meetings as appropriate. The Committee may meet in executive session without management present when deemed necessary. The Committee shall, at the Company's expense and at the Committee's discretion, have the authority to approve, retain and terminate any advisor for purposes related to the Committee's duties, including advisors retained to represent the Company in any transaction or to provide a fairness opinion, and to approve the advisor's fees and other retention terms.

5. Limits of Authority.

Nothing in this Charter shall modify or amend in any respect the Company's existing Delegation of Authority levels or the Board's approval requirements with respect to any Strategic Transaction.