

Corporate Governance Guidelines

Daktronics, Inc.
Board of Directors
Corporate Governance Guidelines
As Amended and Restated as of September 2023

1. Responsibility of the Board

The Board of Directors (the “Board”) of Daktronics, Inc. (the Company”) is responsible for the control, oversight and direction of the Company. It represents and is accountable to shareholders, and it may consider the interests of other stakeholders, including employees, customers and communities in furtherance of its primary purpose, which is to build long-term shareholder value.

2. Board Composition

(a) Size of The Board. The number of directors that comprise the Board will be fixed from time to time pursuant to the Company’s Articles of Incorporation and Bylaws (as each may be amended, or amended and restated, from time to time). The Nominating and Governance Committee is responsible for reviewing the structure of the Board, considering (among other things) the existing composition of the Board, voting results for directors in recent elections by shareholders, legislative and regulatory developments, trends in governance, the Company’s circumstances at the time, and such other factors as it may deem relevant and shall recommend to the Board any changes in the number and composition of the Board for its consideration.

(b) Qualification Standards. Directors should possess the highest personal and professional ethics, integrity and values, and be committed to representing the long-term interest of the Company and its shareholders. The Board will have a majority of directors who are “Independent Directors” as defined by the NASDAQ Stock Market LLC (“NASDAQ”) in its Listing Rules, as the same may be amended from time to time (the “Listing Rules”), as well as other factors not inconsistent with the Listing Rules that the Board considers appropriate for effective oversight and decision-making by the Board. The Nominating and Governance Committee will review the relationships between the Company and each director at least annually and at other times as required by the Listing Rules and will report the results of such review to the Board, which will then determine which directors satisfy the requirements for independence under the Securities Exchange Act of 1934 and the Listing Rules. Each independent director is expected to promptly disclose to the Board any existing or proposed relationships or transactions that could impact his or her independence.

(c) Selection of Candidates for Board Membership. The Nominating and Governance Committee is responsible for overseeing the process of identifying, recruiting and vetting individuals qualified to become Board members and for reviewing with the Board, on an annual basis, the appropriate skills and characteristics required of Board members as well

as the composition of the Board as a whole. To facilitate this process, the Nominating and Governance Committee is responsible for maintaining a pipeline of prospective candidates, taking into account the current and expected future needs of the Board as well as anticipated retirements.

The entire Board shall be involved in interviewing candidates and selecting and nominating new Board members. In selecting nominees, the Board is responsible for ensuring that it has the appropriate skills and experience and represents diverse perspectives that will enable it to effectively govern the Company on behalf of shareholders.

In addition to the fundamental traits of integrity, the ability to function effectively as part of a team, and the ability and willingness to devote adequate time to Board duties, among the qualifications and skills of a candidate considered important by the Nominating and Governance Committee are: CEO or similar current or prior leadership experience in charge of a large organization with P&L responsibility; public company experience, including board experience; legal expertise; knowledge of the Company's business and industry; technical complex manufacturing knowledge; experience with large contracts; public policy experience, experience demonstrating geopolitical awareness, international experience; experience in supply chain management; financial/accounting expertise; experience in risk management oversight; cybersecurity and information technology experience; human resources, labor, culture and/or other human capital management experience; diversity of gender, race/ethnicity, background and/or experience; practical wisdom and sound judgment; leadership ability; personal and professional ethics, integrity and value; and a commitment to representing the long-term interests of shareholders.

Particular attention should be paid to ensure that the Board fulfills all Securities and Exchange Commission (the "SEC") and NASDAQ requirements related to director independence and diversity, and that the directors have the appropriate experience and skills required for committee work.

(d) Chair and Lead Independent Director. The Board will periodically appoint a Chair of the Board. Both independent and management directors, including the Chief Executive Officer, are eligible for appointment as the Chair. If the Chair is not an independent director, the Board will either designate an independent director as the lead director to preside at the meetings of independent directors or have a procedure by which a lead director is selected for these meetings. The Chair of the Board or the lead director (if the Chair is not an independent director) shall have the authority to call meetings or sessions of the independent directors.

If the Chair is an independent director, the duties of the Chair include serving as a liaison between the Chief Executive Officer and the Board. In addition, among other responsibilities, the independent Chair shall: (i) assist the Board, the Chief Executive Officer and other members of management in promoting compliance with and implementation of these guidelines; (ii) preside at all meetings of the Board; (iii) preside at all sessions of independent directors and have the authority to call additional meetings of independent directors; (iv) review and approve materials for Board meetings and advise the Chief Executive Officer and other members of management on such information; (v) review and approve Board agendas, including meeting schedules to ensure sufficient time for discussion of all agenda items; (vi) is

available for consultation and direct communication with major shareholders if requested; and (vii) monitors and evaluates, along with the members of the Compensation Committee and the other independent directors, the performance of the Chief Executive Officer.

If the Chair is not otherwise independent and the roles of Chair and Chief Executive Officer are separated, the duties of the Chair shall include advising the Chief Executive Officer in connection with matters relating to the Board. In addition, among other responsibilities, the non-independent Chair shall: (i) preside at all meetings of the Board; (ii) be available for consultation and direct communication with major shareholders if requested; (iii) coordinate with the lead director regarding information sent to the Board; (iv) advise the Chief Executive Officer and other members of management on information sent to the Board; and (v) provide feedback on the Chief Executive Officer's performance.

When the positions of Chair and Chief Executive Officer are combined or if the Chair is not otherwise independent, an independent lead director shall be elected annually by and from the independent Board members with clearly delineated and comprehensive duties. The duties of the lead director include coordinating the activities of the independent directors and serving as a liaison between the Chief Executive Officer and the independent directors or, if the Chief Executive Officer and Chair roles are separated, between the Chair and the independent directors. In addition, among other responsibilities, the lead director shall: (i) assist the Board, the Chief Executive Officer and other members of management in promoting compliance with and implementation of these guidelines; (ii) preside at the executive sessions of the independent directors and have the authority to call additional executive sessions or meetings of the independent directors; (iii) preside at Board meetings in the Chair's absence; (iv) review and approve information sent to the Board; (v) review and approve Board agendas, including meeting schedules, to ensure sufficient time for discussion of all agenda items; (vi) be available for consultation and direct communication with major shareholders if requested; and (vii) monitor and evaluate, along with the members of the Compensation Committee and the other independent directors, the performance of the Chief Executive Officer.

Board Tenure. The Board believes there is significant value in having directors on the Board with an appropriate mix of tenure and fresh perspectives. The Board does not believe it should establish limits on a director's service. Seasoned directors are able to provide valuable insight and an important historical perspective into the Company based on their experience and understanding of the Company's strategy and objectives. As an alternative to term limits, the Nominating and Governance Committee will review each director's continuation on the Board every year such director is up for reelection. The Nominating and Governance Committee will also take into consideration best practices with respect to director tenure and refreshment. The Board believes that this robust process is more effective than a term limit or retirement age or other fixed criteria.

(f) Board Compensation. The Board, through its Compensation Committee, will conduct a periodic review of director compensation for service on the Board and Board Committees and make a recommendation to the Board regarding the form and amount of such compensation, including appropriate changes thereto.

(g) Shareholder Recommendations. A shareholder who wishes to recommend a candidate for nomination by the Company should submit a written notice by mail to the Nominating and Governance Committee by mail to the Committee c/o Corporate Secretary, 201 Daktronics Dr., Brookings, SD 57006-5128. The recommendation must include (i) the candidate's name, age and home and business contact information, (ii) detailed biographical information and a description of relevant qualifications, (iii) a signed letter from the candidate confirming consent to being named in the Company's proxy statement as a nominee and to serve as a director if elected, (iv) information regarding any relationships between the candidate and the Company, (v) the name and address of the shareholder of record making such recommendation and (vi) evidence of the recommending shareholder's record ownership of Company stock. Such recommendation must also include a statement from the recommending shareholder in support of the candidate. These procedures apply to shareholder recommendations of candidates to the Board to be nominated by the Company. Shareholders who instead desire to nominate one or more persons for election as a director of the Company at an annual or special meeting of shareholders must comply with the deadlines and other requirements set forth in the Company's Bylaws and any applicable laws, rules or regulations. The Nominating and Governance Committee will make recommendations for directors that are received from the Company's shareholders equally with recommendations received from any other source; provided, however, that in order for such shareholder recommendations to be considered, the recommendations must comply with the procedures outlined above and in the Company's proxy statement for its annual meeting of shareholders.

(h) Shareholder Communications with Directors. The Board welcomes communications from the Company's shareholders and other interested parties. Shareholders and other interested parties may send communications to the Board, any committee of the Board, the Chair of the Board, the Lead Independent Director, if one has been appointed, or any other director in particular to the Nominating and Governance Committee c/o Corporate Secretary, 201 Daktronics Dr., Brookings, SD 57006-5128.

The Corporate Secretary of the Company will review each communication received by shareholders and will forward the communication, as expeditiously as reasonably practicable, to the addressee(s) if the communication falls within the scope of matters generally considered by the Board. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

3. Board Meetings

(a) Scheduling of Full Board Meetings. The Chair of the Board, or in the event the Board has appointed a Lead Independent Director, the Lead Independent Director, will schedule in advance regular meetings of the Board, ordinarily held on at least a quarterly basis at the Company's principal executive office or other location designated by the meeting notice. As further provided for in the Company's Bylaws, special meetings of the Board may be called by the Chair, Chief Executive Officer or any two directors. The Board or any of its committees may hold additional meetings or act by written consent.

(b) Meetings of Independent Directors. The independent directors will have regularly scheduled meetings, at least twice during each fiscal year in executive session without management present. For the convenience of the directors, these meetings may, but need not, be scheduled to coincide with the dates of regular Board meetings. The independent directors may invite the Company's independent auditors, legal counsel, and employees to attend portions of these meetings. The Lead Independent Director, if one has been appointed, or any other director chosen by the Board (based on the recommendation of the Nominating and Governance Committee) to preside at these meetings will have the authority to call meetings of the independent directors and will be responsible for preparing an agenda for the meetings of the independent directors in executive session.

(c) Agenda. The Chair of the Board will have primary responsibility for establishing the agenda for each Board meeting, working in consultation with the Lead Independent Director, if one has been appointed, and arranging for the agenda to be sent in advance of the meeting, either in writing or electronically, to the directors along with appropriate written information and background materials (unless timing or the sensitivity of information dictates that information be presented only at a meeting). Each Board committee, and each individual director, is encouraged to suggest items to the Chair for inclusion on the agenda, and each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Chair and the full Board separately have authority to require the Board to meet in executive sessions to consider such matters as they deem appropriate with or without distribution of written materials.

(d) Access to Information. The Company's management will afford each Board member access to the Company employees and the outside auditors, legal counsel and other professional advisers for any purpose reasonably related to the Board's responsibilities. Each director is entitled to inspect the Company's books and records and obtain such other data and information as the director may reasonably request; inspect facilities as reasonably appropriate for the performance of director duties; and to receive notice of all meetings in which a director is entitled to participate and copies of all Board and committee meeting minutes.

(e) Independent Inquiries and Access to Advisers and Employees. The Board and its committees (to the extent authorized by the Board or their committee charter) are authorized to conduct investigations and to retain, at the expense of the Company, independent legal, accounting, investment banking, or other professional advisers selected by the Board for any matters reasonably relating to the purpose or responsibilities of the Board without consulting or obtaining the approval of any officer of the Company in advance. Additionally, directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or by the director. Directors will use their judgment to ensure such contact is not disruptive to the business operations of the Company.

4. Board Committees

(a) Committees. The Board has established Committees of the Board and has delegated important responsibilities to them. An Audit Committee, Compensation Committee and Nominating and Governance Committee of the Board shall exist at all times. All of the

members of these committees will meet the criteria established by the applicable Listing Rules. The members of these committees will also satisfy any other membership criteria established by the respective charters for these committees. In addition, directors who serve on the Audit Committee and the Compensation Committee must meet additional, heightened independence and qualification criteria applicable to directors serving on these committees under the applicable Listing Rules. The Board may from time to time establish additional committees or subcommittees or disband additional committees or subcommittees as it deems appropriate.

(b) Committee Member Selection. All independent directors should take an active role in committee activities with each serving on at least one and, in some cases, two or more committees. The Board will appoint the members and the Chair of each committee upon recommendation of the Nominating and Governance Committee, endeavoring to match the committee's function and needs for expertise with the individual skills and experience of the appointees to the committee. Nominating and Governance Committee There will, from time to time, be occasions on which the Board may wish to rotate committee members, but the Board does not believe that a formal policy of rotation is required. In addition, a committee chair may exclude any director from a committee meeting if the chair determines in his or her sole discretion that the director has an actual, apparent or potential conflict of interest.

(c) Committee Functions. Each of the Audit, Compensation and Nominating and Governance Committees will have a written charter approved by the Board in compliance with applicable Listing Rules, laws and regulations. Each committee will report regularly to the Board summarizing the committee's actions and any significant issues considered by the committee. The number and content of committee meetings and means of carrying out committee responsibilities will be determined by each committee in light of the committee's charter; the authority delegated by the Board to the committee; and legal, regulatory, accounting or governance principles applicable to that committee's function. The Company will afford access to the Company's employees, professional advisers, and other appropriate resources to enable committees to carry out their responsibilities.

5. Board Member Responsibilities

(a) Director Responsibilities.

(i) Generally. A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company and its shareholders.

(ii) Disclose Relationships. Each independent director is expected to disclose promptly to the Board through the Corporate Secretary any existing or proposed relationships (other than service as a Board member or on Board committees) which could affect the independence of the director under applicable Listing Rules or any additional standards as may be established by the Board of directors from time to time, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant shareholder, or is materially financially interested.

(iii) Reporting and Compliance Systems. Based on information available to the director, each director should be satisfied that Company management maintains an effective system for timely reporting to the Board or appropriate Board committees on the following: (1) the Company's financial and business plans, strategies and objectives; (2) the recent financial results and condition of the Company and its business segments; (3) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company; and (4) systems of control which promote accurate and timely reporting of financial information to shareholders and compliance with laws and corporate policies. Each director is expected to have a basic understanding of the foregoing matters to the extent information is furnished by management or otherwise available to the Board.

(iv) Attendance. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings, shareholder meetings and meetings of committees of the Board on which they serve, including advance review of meeting materials that may be circulated prior to each meeting. Attendance by telephone or video conference may be used to facilitate a director's attendance at Board and committee meetings, as well as the Company's annual meeting of shareholders, or when holding such meetings in person is not practicable.

(v) Stock Ownership. The Board believes that directors should have a significant financial stake in the Company so that their interests are aligned with those of shareholders. To that end, the Board has formalized its expectation that each non-employee director should own equity of the Company consistent with the terms of the Company's stock ownership guidelines for non-employee directors. Under these guidelines, each non-employee director is expected to achieve a target of 20,000 shares owned, excluding shares subject to options. Directors have five years from the date they first become a member of the Board to achieve this level of ownership.

(vi) Reliance on Information. In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company. Directors are entitled to rely on the honesty and integrity of the Company's senior executives and its independent auditors and advisers.

(vii) Service on Other Boards and Change in Status. Directors shall notify the Nominating and Governance Committee their acceptance of an invitation to serve on another public company board, or as a nominee for a shareholder at another public company]The Nominating and Governance Committee will assess the potential impact of such service on the directors' time and availability, potential conflict of interest and/or anti-trust issues and the director's status as an independent director.

(viii) Interactions with External Constituencies. The Board believes that it is primarily management's responsibility to speak for the Company. As such, individual directors will not meet with or otherwise directly communicate with shareholders, research analysts, vendors, the press or other external constituencies on behalf of the Company unless the communication is (1) requested by the Chair, Lead Independent Director, Chief Executive Officer or the full Board or (2) required to discharge his or her duties as set forth in committee charters. If communication from the Board is appropriate, it should, in most instances, come from the Chair or, if one has been appointed, the Lead Independent Director. In all events, if it becomes necessary to speak with an outside constituency, it is expected that the director will only do so with knowledge of the Chair or Lead Independent Director.

(b) Transactions Affecting Director Independence. Without the prior approval of a majority of disinterested members of the Board or, if required by the Listing Rules, or by any other policy, the Company will not make significant charitable contributions to organizations in which a director or a family member of the director is affiliated, enter into consulting contracts with (or otherwise provide indirect forms of compensation to) a director, or enter into any relationships or transactions (other than service as a director and Board committee member) between the Company and the director (or any business or nonprofit entity or organization in which the director is a general partner, controlling shareholder, officer, manager, or trustee, or materially financially interested). Notwithstanding the foregoing, to the extent required to comply with rules of the Securities and Exchange Commission or Listing Rules, no member of the Board's Audit Committee will be an affiliated person of the Company or receive any direct or indirect compensation from the Company other than for service as a director and on Board committees on which the individual serves.

(c) Orientation and Continuing Education. The Company will have an orientation program for new directors, and new directors must participate in the program soon after being elected or appointed. This program shall be designed to familiarize new directors with the Company's business, operations, strategy, finances, risk management, governance and corporate responsibility practices. The Board is expected periodically to review appropriate policies and procedures for providing orientation sessions for newly elected or appointed

directors and recommending continuing director education programs for Board or committee members. All directors are encouraged to attend, at the Company's expense upon prior approval by the Chair, director continuing education programs offered by various organizations.

(d) Evaluation. The Board, through the Nominating and Governance Committee, will conduct a self-evaluation at least annually to determine whether the Board and its committees are functioning effectively. Nominating and Governance CommitteeThe Nominating and Governance Committee should periodically consider the mix of skills and experience the directors bring to the Board as well as their ability to meaningfully contribute to the Board and assess whether the Board has the necessary tools to perform its oversight function effectively. The Nominating and Governance Committee shall consider this evaluation in connection with the re-nomination process. Each of the Board's committees should also conduct a self-evaluation at least annually and report the results to the Board, acting through the Nominating and Governance Committee.

(e) Compliance with Applicable Corporate Policies. The Board is expected to comply with all applicable Company policies and requirements, including but not limited to its Bylaws and Articles of Incorporation, Code of Conduct, and Insider Trading, Related Party, Investor Disclosure and Whistleblower policies.

6. Management Responsibilities

(a) Management Succession Planning. The Chief Executive Officer will review with the Compensation Committee succession and development plans for executive officers and report to the Board on these matters. The Board may from time to time ask the Compensation Committee to undertake specific reviews concerning management succession planning.

(b) Emergency Succession Planning. The Chair, lead director, if any, and the Chief Executive Officer (if the Chief Executive Officer and Chair roles are separated) will make available to the Board on a continuing basis their recommendation as to a successor for the Chief Executive Officer in the event of an unexpected disability or inability to perform the duties of this position.

(c) Financial Reporting and Legal Compliance. The Board's governance and oversight functions do not relieve the primary responsibilities of the Company's management for (1) preparing financial statements which accurately and fairly present the Company's financial results and condition and (2) maintaining systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.

(d) Corporate Communications. Executive management has the primary responsibility to establish policies concerning the Company's communications with investors, the press, customers, suppliers and employees.

(e) Communication of Corporate Governance Guidelines. To the extent required by the Listing Rules, or under any applicable rules or regulations, management will assure that the Company's website and SEC filings will include a copy of these guidelines, copies of the

charters of the Audit, Compensation, and Nominating and Governance Corporate Governance committees and, if applicable, other key committees of the Board, and a copy of the Company's Code of Conduct. Management will also include in the Company's annual report to shareholders statements to the effect that this information is available on the Company's website and in print to any shareholder who requests it.

REV HISTORY

Adopted 27 May 2004

Amended and Restated 2 June 2011

Amended and Restated 24 May 2012

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Amended and Restated 11 September 2023