
SCOPE:

This policy applies to all Boot Barn directors, officers, Partners, and independent contractors.

PURPOSE:

This policy is intended to encourage all Boot Barn Partners, Management, and Board members to report any suspected or actual occurrence(s) of illegal, unethical or inappropriate events (behaviors or practices) without retribution.

This Whistleblower Policy is intended to cover protections for Boot Barn Partners if they raise concerns, such as:

- Incorrect financial reporting
- Unlawful activity; local, state or federal
- Activities that are not in line with Boot Barn policy, including the Code of Business Conduct and Ethics; or
- Activities that otherwise amount to serious improper conduct

POLICY:

Boot Barn is committed to high standards of ethical, moral and legal business conduct. In line with this commitment and Boot Barn's commitment to open communication, the Whistleblower Policy aims to provide an avenue for Partners to raise concerns and reassurance free from reprisal or victimization.

PROCEDURE:

1. DEFINITIONS:

- "Whistleblower" as defined by this policy is a Partner, officer, director, or independent contractor of Boot Barn who reports an activity that they consider to be illegal or dishonest to one or more of the parties specified in this Whistleblower Policy.
- "Anonymous" means unknown authorship, and without designation that might lead to information about the authorship. Anonymity is not compromised by assignment of a code or other designation with which a person can communicate without revealing their identity.
- "Complaint" means any information provided to Boot Barn, whether in the form of a concern, a demand for remedial action, or a report of a suspected violation of law or Boot Barn's policies.
- "Confidential" means authorized for access by only those persons who have a need to know. A need to know normally arises from an obligation to investigate or to take remedial or disciplinary action.

2. RAISING A CONCERN: The whistleblowing procedure is intended to be used for serious and sensitive issues that are beyond the scope that you would normally raise with your supervisor or through the general chain of command. Such concerns include, but are not limited to, those relating to financial reporting, unethical or illegal conduct.

A. **REPORTING:** All reports of illegal and dishonest activities under this Whistleblower Policy should be submitted to the Vice President of Human Resources, who is responsible for investigating and coordinating corrective action. All reports of illegal, unethical, or dishonest activities that relate to financial matters shall be submitted by the Whistleblower or the Vice President of Human Resources to the Audit Committee of the Board of Directors. Partners, officers, and directors with any questions regarding this policy should contact the Vice President of Human Resources.

- If a Whistleblower is uncomfortable or otherwise reluctant to report the concern to their supervisor or the Vice President of Human Resources, they can raise the concern anonymously through Boot Barn's secure

platform. The hotline platform, Speakfully, is staffed by an unbiased independent service provider. Speakfully is available 24 hours a day online or via a toll-free phone number.

- <https://bootbarn.speakfullynow.com>
- 1-888-829-8316

- Any Whistleblower is encouraged to provide as much specific information as possible, including names, dates, places and events that took place, such person's perception of why the incident(s) may be a violation, and what action such person recommends be taken.
- The Whistleblower is not responsible for investigating the activity or for determining fault or corrective measures; management of Boot Barn are responsible for these activities.
- Any supervisor, manager, Board member and/or other agent of Boot Barn who receives a complaint must promptly act, preferably by notifying the appropriate investigatory party or the Vice President of Human Resources, who will promptly investigate and/or resolve the issue.
- At the end of the investigation process, the Whistleblower will receive a report regarding the investigation, disposition and resolution of the issue.
- Crimes against person or property, such as assault, rape, burglary, etc. should immediately be reported to local law enforcement personnel.

B. **CONFIDENTIALITY:** Every effort will be made to treat the Whistleblower's identity in a confidential manner. However, identity may have to be disclosed to conduct a thorough investigation, to comply with the law and to provide accused individuals their legal rights of defense.

C. **ANONYMOUS ALLEGATIONS:** This policy encourages Whistleblowers to put their names to allegations because appropriate follow-up questions and investigation may not be possible unless the source of the information is identified. Concerns expressed on an anonymous basis will be explored appropriately, but consideration will be given to:

- The seriousness of the issue raised;
- The credibility of the concern; and
- The likelihood of confirming the allegation from attributable sources.

3. **HANDLING CONCERNS:** The action taken by Boot Barn in response to a complaint under this policy will depend on the nature of the concern.

- Initial inquiries will be made to determine whether an investigation is appropriate, and the form, depth and manner of any such investigation. Some concerns may be resolved without the need for an investigation.
- The assessment, investigation and evaluation of complaints shall be conducted by, or at the direction of the Vice President of Human Resources, or, for complaints regarding financial matters, the Audit Committee. As deemed appropriate, the Vice President of Human Resources, the Audit Committee and Boot Barn may engage independent advisors, including legal counsel or auditors, for the purpose of investigating or remediating any complaint.
- All directors, officers and Partners of Boot Barn have a duty to cooperate in an investigation.
- The amount of contact between the Whistleblower and the person or persons investigating the complaint will depend on the nature of the issue and the clarity of information provided. Further information may be sought from or provided to the Whistleblower.
- Following investigation and evaluation of a financial matter, the Audit Committee shall determine any recommended disciplinary or remedial action. Recommendations of the Audit Committee shall be brought

to the Board or to the appropriate member(s) of senior management of Boot Barn for authorization and/or implementation.

- Treatment of complaints shall include taking reasonable and necessary steps to prevent further similar violations.

4. SAFEGUARDS:

A. **RETALIATION or HARASSMENT:** The Company will not retaliate against a Whistleblower nor shall it tolerate any forms of harassment or victimization for reporting concerns under this policy.

- This includes, but is not limited to, protection from retaliation in the form of an adverse employment action such as termination, compensation decreases, or poor work assignments and threats of physical harm.
- Any Whistleblower who believes they are being retaliated against or harassed must contact the Vice President of Human Resources immediately.
- The right of a Whistleblower to protection against retaliation does not include immunity for any personal wrongdoing that is alleged and investigated.

B. **BAD FAITH ALLEGATIONS:** A Whistleblower must exercise sound judgment to avoid baseless allegations. A Whistleblower who intentionally files a false report of wrongdoing or allegations made in bad faith may be subject to discipline up to and including termination.

C. **LEGAL COMPLIANCE:** Nothing in this Policy should be construed as prohibiting a Boot Barn Partner, officer or director from complying with local, state and federal laws and regulations, including those dealing with reporting emergencies to appropriate non-company agencies.

5. RECORD RETENTION: Records pertaining to a complaint are the property of Boot Barn and shall be retained:

- In compliance with applicable laws and Boot Barn's document retention policies;
- Subject to safeguards that ensure their confidentiality and, when applicable, the anonymity of the Whistleblower; and
- In such a manner as to maximize their usefulness to Boot Barn's overall compliance or governance programs.

ACKNOWLEDGMENT OF RECEIPT AND REVIEW

I, _____, acknowledge that I have received and read a copy of the Boot Barn Whistleblower Policy. I understand the contents of this policy and I agree to comply with the policies and procedures in the Whistleblower Policy.

I understand that Boot Barn may, with or without notice, with or without cause, modify, supplement, rescind or revise any policy, practice or benefit. The most current version of Boot Barn's policies can be found on SPURS, from your supervisor, or from a Human Resources Representative.

[SIGNATURE]

[PRINTED NAME]

[DATE]