LCI Industries
Risk Committee Charter

LCI INDUSTRIES

RISK COMMITTEE CHARTER

I. PURPOSE

The purpose of the Risk Committee (the "Committee") of the Board of Directors is to oversee and approve the company-wide risk management practices to assist the Board in:

(i) overseeing that the executive team has identified and assessed all the risks that the organization faces and has established a risk management infrastructure capable of addressing those risks;

(ii) overseeing in conjunction with other Board-level committees or the full Board as applicable the Company's management of operational, cyber, data, artificial intelligence, facility, and safety-related risks, as well as impacting supply chain, regulatory compliance, and overall organizational reputation;

(iii) overseeing the division of risk-related responsibilities to each Board committee as clearly as possible and performing a gap analysis to determine that the oversight of any risks are not missed; and

(iv) in conjunction with the full Board, approving the Company's enterprise-wide risk management framework.

The Committee has the authority to conduct investigations into any matters within its scope of responsibility and obtain advice and assistance from outside legal, accounting, or other advisors, as necessary, to perform its duties and responsibilities.

In carrying out its duties and responsibilities, the Committee shall also have the authority to meet with and seek any information it requires from employees, officers, directors, or external parties. In addition, the Committee may meet with other Board committees to avoid overlap as well as potential gaps in overseeing the Company's risks.

The Committee will primarily fulfil its responsibilities by carrying out the activities enumerated in Section III of this Charter.

II. COMPOSITION AND MEETINGS

The Committee shall consist of three or more directors as determined by the Board. Each member will have an understanding of risk management expertise commensurate with the Company's size, complexity and capital structure.

The Committee may provide its members with annual continuing education opportunities and customized training focusing on topics such as leading practices with regard to risk governance and oversight and risk management.

Committee members and the chairperson will be appointed by the Board upon the recommendation of the Corporate, Governance, Nominating, and Sustainability Committee. Additionally, the Committee in conjunction with the full Board will consider and plan for succession of Committee members.

The Committee will report to the full Board. The Company's management-level risk committee, the Enterprise Risk and Compliance Committee, will report indirectly to the Committee. The Committee will establish the appropriate reporting lines for the CEO to the Committee.

The Committee will meet at least quarterly, or more frequently as circumstances dictate. The Committee chairperson will approve the agenda for the Committee's meetings, and any member may suggest items for consideration. Briefing materials will be provided to the Committee in advance of meetings, as practicable, in order to provide an appropriate review period.

Each regularly scheduled meeting will begin or conclude with an executive session of the Committee, absent members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management, heads of business units, the director of the internal audit function, and independent auditor in separate executive sessions.

III. RESPONSIBILITIES AND DUTIES

The Committee shall have the following authority and responsibilities:

Enterprise responsibilities

1. To help to set the tone and develop a culture of the enterprise via-à-vis risk, promote open discussion regarding risk, integrate risk management into the organization's goals, and create a corporate culture such that people at all levels manage risks rather than reflexively avoid or heedlessly take them.

2. To monitor the organization's risk profile – it's ongoing and potential exposure to risks of various types.

3. To review and confirm that all responsibilities outlined in the Charter have been carried out.

4. To monitor all enterprise risks; in doing so, the Committee recognizes the responsibilities delegated to other Committees by the Board and understands that the other Committees may emphasize specific risk monitoring through their respective activities.

5. To oversee the risk program/interactions with management.

6. To review and approve the risk management infrastructure and the crucial risk management policies adopted by the enterprise.

7. To continually, as well as at specific intervals, monitor risks and risk management capabilities with the organization, including communication about escalating risk and crisis preparedness and recovery plans.

8. To continually obtain reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.

9. To communicate formally and informally with the executive team and risk management personnel regarding risk governance and oversight.

10. To discuss with the CEO and management the Company's major risk exposure and review the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

11. To review and assess the effectiveness of the Company's enterprise-wide risk assessment processes and recommend improvements, where appropriate; review and address, as appropriate, management's corrective actions for deficiencies that arise with respect to the effectiveness of such programs as defined and prioritized annually.

12. In coordination with the Audit Committee, to understand how the Company's internal audit work plan is aligned with the risks that have been identified and with risk governance and management information needs.

Reporting

13. To respond to reports from management so that management understands the importance placed on such reports by the Committee and how the Committee views their content.

14. To review and provide input to the Board and Audit Committee regarding risk disclosures in financial statements and other public statements regarding risk.

15. To keep risk on both the full Board's and management's agenda on a regular basis.

16. To coordinate along with the full Board, relations and communications with regard to risk among the various committees, particularly between the Audit and Risk Committees.

Charter review

17. To review the Charter at least annually and update it as needed to respond to new risk-oversight needs and any changes in regulatory or other requirements.

18. To perform any other activities consistent with this Charter, the Company's bylaws, and governing laws that the Board or Committee determines are necessary or appropriate.

19. To submit the Charter to the full Board for approval.

Oversight of Cyber Security Risk Management

20. To oversee in coordination with the Audit Committee (i) the Company's cyber security risk management strategies, programs, policies, procedures, and functions, including the process, procedures, and materiality determination for a cyber security incident that would require disclosure, (ii) the internal and disclosure controls incorporated into the Company's cyber security policies and procedures, and (iii) the drafting of the cyber security disclosures in the Company's annual report on Form 10-K and any required 8-Ks, when necessary.

21. To review regular reports from members of management on the Company's cyber security exposures and the steps taken by management to monitor and mitigate such exposures pursuant to the Company's cyber security management program, at least quarterly.

22. To oversee and participate in the Company's annual cyber simulation review.

Oversight of AI Governance and Risk Management

23. The Committee shall oversee the Company's use, development, and procurement of artificial intelligence (AI) and other emerging technologies to ensure that such technologies are managed in a manner consistent with the Company's risk management framework, risk appetite, ethical standards, and applicable laws and regulations.