



## CYBERSECURITY COMMITTEE CHARTER

This Cybersecurity Committee Charter (the “*Charter*”) was adopted by the Board of Directors (the “*Board*”) of AeroVironment, Inc. (the “*Company*”) on November 30, 2023.

### I. PURPOSE

1. The purpose of the Cybersecurity Committee (“*Committee*”) of the Board is to assist the Board in fulfilling its oversight of the Company’s cybersecurity programs and risks.

2. In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s bylaws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law and consistent with this Charter, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

### II. MEMBERSHIP

1. The Committee shall be composed of two or more directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

2. The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements of membership provided herein.

### III. MEETINGS AND PROCEDURES

1. The Chair (or in his or her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and

conduct of its meetings so long as they are not inconsistent with the provisions of the Company's bylaws that are applicable to the Committee.

2. The Committee shall meet on a regularly scheduled basis at least four (4) times per year and more frequently as the Committee deems necessary or desirable.

3. Any member of the Committee may call a special meeting of the Committee. Meetings of the Committee may be held in person, virtually or telephonically. Action may be taken by the Committee upon the affirmative vote of a majority of the members, and action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval in writing.

4. Except as provided below, all non-management members of the Board that are not members of the Committee may attend meetings of the Committee, but may not vote. The Committee may, in its discretion, invite other directors of the Company, members of the Company's management or any other person whose presence the Committee believes to be desirable and appropriate to attend and observe meetings of the Committee. Such persons shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may exclude from its meetings any person it deems appropriate, including, but not limited to, any nonmanagement director who is not a member of the Committee.

5. The Committee shall have the appropriate resources and authority to retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee also may use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any advisory firm to be used in the execution of its duties, including sole authority to approve such firm's fees and other retention terms.

6. The Committee shall maintain minutes or other records of meetings and activities of the Committee. The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chair of the Board. The reports shall include any recommendations the Committee deems appropriate and any other matters that are relevant to the fulfillment of the Committee's responsibilities.

#### **IV. DUTIES AND RESPONSIBILITIES**

1. The Committee shall regularly review and discuss:

- (a) The Company's overall cybersecurity posture, including review of the Company's policies, plans, metrics and programs relating to the enterprise cybersecurity and data protection risks;

- (b) The effectiveness of the Company's programs and practices for identifying, assessing, mitigating, responding to and recovering from such risks across the Company's business operations, including management's role and expertise in assessing and managing material risks from cybersecurity threats;
- (c) Data management and protection, including security of the Company's data held on and off-site (domestic and international), encryption practices, and third party use of the Company's customers' data, including any cybersecurity risks associated with the Company's outside partners (e.g. vendors, suppliers, etc.);
- (d) any significant cybersecurity incidents; and
- (e) and consideration of the impact of emerging cybersecurity developments and regulations that may affect the Company.

2. The Committee shall regularly meet with Company personnel and external advisors, if any, regarding cybersecurity matters, as the Committee deems appropriate.

3. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.

4. The Committee shall at least annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

## **V. DELEGATION OF DUTIES**

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, to the extent consistent with the Company's certificate of incorporation, bylaws, Corporate Governance Guidelines and applicable law and rules of markets in which the Company's securities then trade.