

DICK'S SPORTING GOODS, INC.
Charter of the Compensation Committee
of the Board of Directors

As Amended June 12, 2019

**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS OF
DICK'S SPORTING GOODS, INC.**

Purpose and Responsibilities:

The purpose and responsibilities of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Dick's Sporting Goods, Inc. (the "Company") are to:

- Recommend an overall compensation policy for the Company to the Board.
- Discharge the Board's responsibilities relating to compensation of the officers and directors of the Company.
- Administer certain stock plans of the Company.
- Review and discuss with Company management the Compensation Discussion and Analysis (the "CD&A") to be included in the Company's annual proxy statement, in accordance with applicable rules and regulations.
- Produce an annual Compensation Committee Report for inclusion in the Company's annual proxy statement, in accordance with applicable rules and regulations.

Committee Membership:

The Committee shall be comprised of no fewer than two directors, each of whom shall meet the independence requirements of the New York Stock Exchange and any other regulatory requirements. In addition, the Board may further require that a person serving on the Committee or an established subcommittee of the Committee qualifies as a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The members of the Committee shall be appointed by the Board on the recommendation of the Nominating/Corporate Governance Committee. Committee members may be replaced by the Board. The Committee's chairperson shall be designated by the Board, or, if the Board does not so designate a chairperson, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

Meetings:

The Committee shall meet or hold telephonic meetings at least two times each year, or as often as it deems appropriate to discharge its responsibilities. The Committee may request any officer or employee of the Company, the Company's outside counsel, or any other advisor to (i) attend a meeting of the Committee or (ii) meet with any members of, or consultants to, the Committee.

Specific Responsibilities:

The Committee shall:

Officer and Director Compensation

1. At least annually, review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer and recommend those corporate goals and objectives to the independent members of the Board; evaluate the performance of the Chief Executive Officer in light of such goals and objectives; and recommend the compensation of the Chief Executive Officer to the independent members of the Board based on such evaluation.
2. At least annually, in consultation with the Chief Executive Officer, review and approve corporate goals and objectives relevant to the compensation of executive officers other than the Chief Executive Officer and approve the compensation of such executive officers.
3. Review the Company's performance and relative stockholder return, benchmarking information, dilution, burn rate/share usage and historical grants in connection with approving grants of equity awards to the Chief Executive Officer and other executive officers.
4. Recommend to the Board the compensation for the members of the Board, which may include, but is not limited to, retainer fees, committee fees, stock options, restricted stock, benefits and perquisites, as appropriate.

Incentive Compensation and Other Benefit Plans

1. Review and recommend to the Board adoption of any compensation or benefit matters that must be submitted to the stockholders for approval.
2. Review and approve all equity compensation plans not subject to stockholder approval under the requirements of the New York Stock Exchange.
3. Monitor and act as the administrator of the Company's incentive plans. The Committee may delegate all or part of its responsibilities as the administrator of the incentive plans of the Company to a subcommittee that may consist of Company management and/or members of the Committee or the Board.
4. Review the Company's performance relative to performance targets set for equity and non-equity based incentive compensation.
5. Receive periodic reports from management regarding the Company's retirement plans.

Other Compensation Matters

1. Review and discuss with Company management the CD&A to be included in the Company's annual proxy statement and determine whether to recommend to the Board that the CD&A be included in the proxy statement.
2. Submit an annual Compensation Committee Report for inclusion in the Company's annual proxy statement, as required by the rules and regulations of the Securities and Exchange Commission.
3. Evaluate on an annual basis whether the Company's compensation programs create unnecessary and excessive risks that are reasonably likely to have a material adverse effect on the Company, and direct management to mitigate any such risks identified in any such programs.
4. Develop stock ownership guidelines for the Company's directors and officers and monitor compliance with such guidelines.
5. Periodically review and approve the peer group for assessing the competitiveness of the Company's executive compensation program.
6. Review and approve the creation or revision of any clawback policy that allows the Company to recoup compensation previously paid to employees.

Other Functions:

The Committee shall have (i) full access to any member of Company management and (ii) sole authority to retain independent consultants, counsel and other advisors to assist the Committee in fulfilling its responsibilities. The Company will bear the expense of any such advisors.

The Committee shall have sole authority and responsibility for hiring, approving the fees and retention terms, overseeing and terminating the services of such advisors. Before selecting or receiving advice from any such advisor (other than an advisor subject to an exclusion under New York Stock Exchange listing standards), the Committee shall consider all factors relevant to the advisor's independence from management, including any factors required to be considered under New York Stock Exchange listing standards and/or any rules promulgated by the Securities and Exchange Commission. Nothing in this provision shall require that a consultant be independent, only that the Committee consider the aforementioned factors. The Committee may select or receive advice from any consultant the Committee determines to be appropriate. The Committee shall ensure that any disclosure required by the rules and regulations of the Securities and Exchange Commission or the New York Stock Exchange related to the foregoing is included in the Company's annual proxy statement.

Additionally, the Committee shall:

1. Perform an annual performance self-evaluation, the results of which shall be submitted to the Board.
2. Report to the Board on a regular basis.
3. Have the authority to delegate any of its duties and responsibilities (or functions) to a subcommittee of the Committee consisting of one or more members, as appropriate.
4. Review and reassess its charter annually and recommend any changes to the Board for approval.