

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

**As Amended June 11, 2025**

**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 executive officers and directors of the Company.
- Monitor and assess risk with respect to Company compensation policies and practices.
- On behalf of the Board, serve as the Administrator of the Company's 2012 Stock and Incentive Plan, as amended and restated (the "2012 Plan"), or any replacement or successor to such plan, and oversee the Company's other compensation plans.
- Review and discuss with Company management the Compensation Discussion and Analysis (the "CD&A"), pay-versus-performance, and other compensation-related information 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 Governance and Nominating Committee. Committee members may be replaced by the Board. The Committee's chair shall be designated by the Board, or, if the Board does not so designate a chair, the Committee members shall elect a chair by vote of a majority of the full Committee.

To the extent that a Compensation Committee member seeks to join the compensation committee of another public company, the member should take all reasonable steps to notify the Executive Chair and Corporate Secretary in advance of accepting such appointment to allow the Company a reasonable opportunity to assess the director's time commitment or other potential conflicts.

### ***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 Executive Chair and Chief Executive Officer and recommend those corporate goals and objectives to the independent members of the Board; evaluate the performance of the Executive Chair and Chief Executive Officer in light of such goals and objectives; and recommend the compensation of the Executive Chair and Chief Executive Officer to the independent members of the Board based on such evaluation.
2. At least annually, in consultation with the Executive Chair and Chief Executive Officer, review and approve corporate goals and objectives relevant to the compensation of the other executive officers (as defined by Rule 3b-7 of the Securities Exchange Act of 1934, as amended) 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 Executive Chair, Chief Executive Officer, and other executive officers.
4. Consider the approval level received with respect to the Company's annual "Say on Pay" vote for the prior year's executive compensation in establishing compensation policies and programs.
5. 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 make recommendations to the Board regarding the adoption of or with respect to any compensation or benefit matters that must be submitted to the stockholders or Board for approval.

2. Review and approve all equity and incentive compensation plans not subject to stockholder or Board approval under the requirements of the New York Stock Exchange.
3. Monitor and serve as the administrator of the 2012 Plan and monitor and determine whether it is appropriate for the Committee to serve as the administrator of the Company's other 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, pay-versus-performance, and other compensation-related information to be included in the Company's annual proxy statement, such as disclosures related to CEO pay ratio and pay versus performance, 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 practices, programs, and policies create unnecessary and excessive risks that are reasonably likely to have a material adverse effect on the Company.
4. Review management's plan to mitigate unnecessary or excessive risks with respect to compensation practices, programs, and policies.
5. Annually evaluate existing stock ownership guidelines for the Company's directors and executive officers and monitor compliance with such guidelines.
6. Annually review and approve the peer group for assessing the competitiveness of the Company's executive compensation program.
7. Review and recommend the Board approve the creation or revision of any clawback policy that allows the Company to recoup compensation previously paid to employees and administer such policy to the extent delegated by the Board.

***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.