

**DICK'S SPORTING GOODS, INC.**

**Charter of the Audit Committee  
of the Board of Directors**

**As Amended June 12, 2019**

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

*Purposes and Responsibilities*

The Audit Committee has been created to implement and to support the Board of Directors (the "Board") of Dick's Sporting Goods, Inc. (the "Company") in its oversight of quality financial reporting, accounting policies, internal controls and independent and objective outside auditors.

The Audit Committee has responsibility to:

- oversee the integrity of the audit process, financial reporting and internal accounting controls of the Company;
- oversee the work of the Company's financial management ("Management"), the internal auditors, if any, employed by the Company (the "Internal Auditors") and any registered public accounting firm employed by the Company for the purpose of preparing or issuing an audit report or related work (the "Outside Auditors");
- oversee Management's development of, and adherence to, a sound system of internal accounting and financial controls;
- ensure that the Internal Auditors and the Outside Auditors objectively assess the Company's financial reporting, accounting practices and internal controls;
- provide an open avenue of communication between the Outside Auditors, the Internal Auditors and the Board; and
- oversee Management's development and adherence to guidelines and procedures for risk and compliance management.

The Audit Committee will adopt policies and procedures for carrying out its responsibilities. Such policies and procedures should be flexible so the Audit Committee may react to changing conditions and ensure that the Company's internal controls and accounting and financial reporting practices meet all legal and regulatory requirements and are of the highest quality. The Audit Committee shall have the authority as it determines necessary to retain, at the Company's expense, independent legal, accounting and other advisors to the Audit Committee. The Company will provide for appropriate funding, as determined by the Audit Committee for (i) the payment of compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or preparing other audit, review or attest services for the Company, (ii) compensation to any advisor employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

While the Audit Committee has the specific responsibilities and powers set forth in this Charter, it is recognized that members of the Audit Committee are not employees of the Company and, as such, do not bear any of the responsibilities of Management and the Outside Auditors. While the

Audit Committee has the responsibilities and powers set forth in this Charter, it has no duty or obligation to plan or conduct any audit or to determine or certify that the Company's financial statements and disclosures are complete, accurate, fairly presented, and/or presented in accordance with generally accepted accounting principles and applicable rules and regulations. The foregoing are the responsibilities of Management and the Outside Auditors. The Outside Auditors are responsible for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements. The Audit Committee does not guarantee any report of the Outside Auditors.

Each member of the Audit Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside the Company that provide financial and other information to the Audit Committee and (b) the accuracy and completeness of such information provided to the Audit Committee by such persons or organizations, absent actual knowledge to the contrary (which shall be promptly reported to the Board).

### ***Membership of the Committee***

1. The Audit Committee shall consist of no fewer than three members, as determined annually by the Board on the recommendation of the Governance and Nominating Committee. The members of the Audit Committee shall meet the independence, experience and expertise requirements of the New York Stock Exchange, any other exchange on which the Company's securities are traded, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Securities and Exchange Commission (the "Commission"). Audit Committee members shall not serve simultaneously on the audit committees of more than two other public companies without the approval of the full Board.
2. The members of the Audit Committee shall be appointed annually by the Board on the recommendation of the Governance and Nominating Committee. Audit Committee members may be replaced by the Board at any time. The Board shall designate the Chairperson of the Audit Committee.
3. The Board and its committees will exercise their business judgment to determine a director's eligibility to serve on the Audit Committee.

### ***Meetings of the Audit Committee***

4. The Audit Committee will meet or hold telephonic meetings as often as it deems appropriate to discharge its responsibilities, but shall meet at least four times each year. The Audit Committee may ask members of Management, the Outside Auditors, the Internal Auditors or others to attend any of its meetings and to provide any information it may deem appropriate.
5. To the extent it deems necessary, the Audit Committee will meet either as part of Audit Committee meetings or otherwise with Management, the Outside Auditors and the Internal Auditors, either with all or one or more of such group being present at any meeting, to discuss matters for which the Audit Committee has responsibility and shall at

least twice each fiscal year meet separately with Management, the Outside Auditors and the Internal Auditors either as part of Audit Committee meetings or otherwise.

### *Specific Responsibilities of the Audit Committee*

#### Appointment and Oversight of the Outside Auditors.

6. The Outside Auditors are ultimately accountable to the Board and the Audit Committee. The Audit Committee shall be directly responsible for the appointment, retention, termination, compensation, terms of engagement, evaluation and oversight of the Outside Auditors (including resolution of disagreements between Management and the Outside Auditors regarding financing reporting). The Outside Auditors shall report directly to the Audit Committee.
7. The Audit Committee will preapprove the terms (including compensation) of all audit-related, tax compliance and non-audit services (including the providing of any comfort letters in connection with securities underwritings) that the Outside Auditors or an affiliate of the Outside Auditors are permitted to render under Section 10A(h) of the Securities Exchange Act of 1934, and the compensation for such services. The Audit Committee may delegate the preapproval to one of its members, provided that if such delegation is made, the full Audit Committee at the next regularly scheduled meeting shall be presented with any preapproval decision made by that member.
8. The Audit Committee shall also, at least annually, obtain and review the Outside Auditors' report on internal quality-control procedures and any material issues raised by the most recent internal quality-control review, or peer review, of the Outside Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the Outside Auditors, and any steps taken to deal with any such issues.
9. The Audit Committee shall be responsible for requiring that the Outside Auditors submit to it on a periodic basis a formal written statement delineating all relationships between the Outside Auditors and the Company, including the disclosures regarding the Outside Auditors' independence required by the Public Company Accounting Oversight Board ("PCAOB") Ethics and Independence Rule 3526, as in effect from time to time or as otherwise required by any rules of the Public Company Accounting Oversight Board, and it shall review all relationships between the Outside Auditors and the Company to assess the Outside Auditors' independence.
10. The Audit Committee shall be responsible for actively engaging in a dialogue with the Outside Auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the Outside Auditors and for taking appropriate action in response to the Outside Auditors' report to satisfy itself of the Outside Auditors' independence.
11. The Audit Committee shall set clear hiring policies for employees or former employees of the Outside Auditors.

#### Appointment and Oversight of Internal Auditors.

12. The Audit Committee will review and concur in the appointment, replacement, reassignment or dismissal of the Company's head of Internal Audit and the compensation package for such person.
13. The Audit Committee will, as it deems necessary, evaluate the Internal Auditors and their impact on the accounting practices, internal controls and financial reporting of the Company.
14. The Audit Committee will assist Board oversight of the performance of the Company's internal audit function.

#### Oversight and Review of Accounting Principles and Practices and Internal Controls.

15. The Audit Committee will, as it deems necessary, exercise oversight of, and review and discuss with Management, the Outside Auditors and the Internal Auditors:
  - A. significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, the clarity of the financial disclosures made, changes in the Company's accounting principles or practices, the application of particular accounting principles and disclosure practices by Management to new transactions or events and the development, selection and disclosure of critical accounting estimates and analysis of alternative assumptions or estimates and the effect of such estimates on the Company's financial statements;
  - B. potential major changes in generally accepted accounting principles and the effect of those changes on the Company's financial statements;
  - C. changes in accounting principles, financial reporting policies and internal controls proposed to be implemented by the Company;
  - D. significant litigation, contingencies and claims against the Company and material accounting issues that require disclosure in the Company's financial statements;
  - E. information regarding any "second" opinions sought by Management from an independent auditor with respect to the accounting treatment of a particular event or transaction;
  - F. Management's compliance with the Company's processes, procedures and internal controls;
  - G. the adequacy and effectiveness of the Company's internal accounting and financial controls and the recommendations of Management, the Outside Auditors and Internal Auditors for the improvement of accounting practices and internal controls; and

- H. disagreements between Management and the Outside Auditors or the Internal Auditors regarding the application of any accounting principles or any other matter and the Audit Committee shall resolve any such disagreements.

Oversight and Monitoring of the Company's Financial Statements and Audits.

16. The Audit Committee will review and discuss the annual audited financial statements (prior to the filing of its Form 10-K) and quarterly financial statements (prior to the filing of its Form 10-Q) with Management, the Internal Auditors and the Outside Auditors, including reviewing the Company's specific disclosures under management's discussion and analysis in those reports. The Audit Committee will recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
17. The Audit Committee will:
- A. review and discuss with Management, and to the extent the Audit Committee deems necessary or appropriate, the Internal Auditors and the Outside Auditors, the Company's disclosure controls and procedures that are designed to ensure that the reports the Company files with the Commission comply with the Commission's rules and forms.
  - B. review and discuss quarterly reports from the Outside Auditors on:
    - (i) all critical accounting policies and practices to be used;
    - (ii) all alternative treatments under GAAP for policies and practices related to material items that have been discussed with Management, including ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Outside Auditors;
    - (iii) the internal controls adhered to by the Company, Management, and the Company's financial, accounting and internal auditing personnel, and the impact of each on the quality and reliability of the Company's financial reporting; and
    - (iv) other material written communications between the Outside Auditors and Management, such as any management letter or schedule of unadjusted differences.
  - C. in accordance with Section 303A of the NYSE Listed Company Manual, generally discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, including the Company's practice with respect to the types of information to be disclosed and the types of presentations to be made in earnings press releases, including the use, if any, of "pro forma" or "adjusted" non-GAAP information.

- D. discuss with Management and the Outside Auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures and aggregate contractual obligations on the Company's financial statements.
- E. discuss with the Outside Auditors the matters required to be discussed by PCAOB Auditing Standard No. 1301 relating to the conduct of the audit.
- F. receive and review disclosures, including any qualifications attached to the disclosure, made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Company's Forms 10-K and 10-Q about (a) any significant deficiencies in the design or operation of internal controls or material weaknesses therein, (b) any fraud involving Management or other associates who have a significant role in the Company's internal controls and (c) any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation.
- G. discuss with the Outside Auditors any problems, difficulties or disputes with Management encountered during the course of the audit and Management's response.

Communications with the Outside Auditors.

- 18. The Outside Auditors shall report directly to the Audit Committee and the Audit Committee will, as it deems necessary, communicate with the Outside Auditors to:
  - A. obtain information concerning accounting principles adopted by the Company, internal controls of the Company, Management, the Company's financial, accounting and internal auditing personnel and the impact of each on the quality and reliability of the Company's financial reporting;
  - B. obtain the information required to be disclosed to the Company by PCAOB requirements in connection with the conduct of an audit, including topics covered by AICPA Professional Standards, AU Sections 316, 317 and 325;
  - C. obtain the report required to be delivered to the Audit Committee by the Outside Auditors on critical accounting policies and practices, alternative treatments of financial information within generally accepted accounting principles that the Outside Auditors discussed with Management and other material written communications between the Outside Auditors and Management.
  - D. require the Outside Auditors to review the financial information included in the Company's Quarterly Reports on Form 10-Q in accordance with Rule 10-01(d) of Regulation S-X of the Commission prior to the Company filing such reports with the Commission and to provide to the Company for inclusion in the Company's Quarterly Reports on Form 10-Q any reports of the Outside Auditors required by Rule 10-01(d).

#### Communications with the Internal Auditors.

19. The Internal Auditors shall have direct access to the Audit Committee and the Audit Committee will, as it deems necessary, communicate with the Internal Auditors to obtain information concerning accounting principles adopted by the Company, internal controls of the Company, the Outside Auditors, Management, the Company's financial and accounting personnel and the impact of each on the quality and reliability of the Company's financial statements.

#### Communications with Management.

20. The Audit Committee will, as it deems necessary, communicate with Management to obtain information concerning accounting principles adopted by the Company, internal controls of the Company, the Outside Auditors, the Company's financial, accounting and internal auditing personnel and the impact of each on the quality and reliability of the Company's financial statements.

#### Audit Committee Reports.

21. The Audit Committee will prepare annually a report for inclusion in the Company's proxy statement relating to its annual shareholders meeting. In that report, the Audit Committee will state whether it has: (i) reviewed and discussed the audited financial statements with Management; (ii) discussed with the Outside Auditors the matters required to be discussed by PCAOB Auditing Standard No. 1301, as that standard may be modified or supplemented from time to time; (iii) received from the Outside Auditors the written disclosures and the letter required by applicable requirements of the PCAOB regarding the Outside Auditors' communications with the audit committee concerning independence, and had discussions with the Outside Auditors regarding the Outside Auditors' independence; (iv) received, reviewed and discussed with the Outside Auditors the report required by section 10A(k) of the Securities Exchange Act of 1934 and (v) based on the review and discussions referred to in clauses (i), (ii), (iii) and (iv) above, recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the last fiscal year for filing with the Commission.
22. To the extent such information is not included in the annual report of the Audit Committee to be included in the Company's proxy statement relating to its annual shareholders meeting, the Audit Committee will also report at least annually to the Board on significant results of its activities and compliance with this Charter.
23. The Audit Committee will report regularly to the Board and review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditors, or the performance of the internal audit function.

### Related Person Transactions.

24. The Audit Committee will review and ratify, approve or disapprove all transactions occurring from the effective date of the Company's Related Person Transaction Policy (the "Policy"), between the Company or its subsidiaries and any related persons that are required to be reported under SEC Regulation S-K Item 404, or any rules or regulations issued in connection therewith. The Audit Committee's review and ratification, approval or disapproval shall be conducted in accordance with the terms of the Policy, as amended;

### Oversight of Risk and Compliance.

25. As required by New York Stock Exchange rules, the Audit Committee will review and discuss at least annually with management, the Company's material risk exposures including, but not limited to, risks related to finance, operations, privacy, security, legal and regulation.
26. The Audit Committee shall oversee management's review, at least annually, of the Company's key guidelines and policies governing the Company's ethical corporate culture and risk prevention, compliance and assurance programs.

### ***Other Functions:***

27. The Audit Committee will:
  - A. as it deems necessary, conduct or authorize investigations into any matters within the Audit Committee's scope of responsibilities. The Audit Committee shall be empowered to retain independent counsel and other professionals to assist in the conduct of any investigation;
  - B. create a procedure for the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters;
  - C. create a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters;
  - D. conduct an annual performance self-evaluation of the Audit Committee, the results of which shall be submitted to the Board; and
  - E. review and assess this Charter annually and recommend any changes to the Board for approval.