

DICK'S SPORTING GOODS, INC.

**Charter of the Governance and Nominating Committee
of the Board of Directors**

As Amended June 10, 2016

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF
DICK'S SPORTING GOODS, INC.**

Purpose and Responsibilities:

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

1. Ensure that the Board is properly constituted to meet its fiduciary responsibilities and obligations to the stockholders of the Company.
2. Identify qualified candidates for membership to the Board and recommend that the Board select the director nominees for the next annual meeting of stockholders or for any vacancies arising from time to time.
3. Recommend to the Board nominees for Board committee membership.
4. Take a leadership role in shaping the corporate governance of the Company, including developing, recommending to the Board and revising, as appropriate, a set of corporate governance guidelines applicable to the Company (the "Corporate Governance Guidelines"), in accordance with New York Stock Exchange requirements and applicable law.

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, to the extent required, and any other regulatory requirements. The members of the Committee shall be appointed and, where appropriate, replaced by the Board. The Board shall designate the Committee's chairperson, or, if it does not do so, 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 twice each year, or as often as it deems appropriate to discharge its goals and 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:

Board Membership

The Company believes that the continuing service of qualified incumbents promotes stability and continuity in the board room, giving the Company the benefit of the familiarity and insight into the Company's affairs that its directors have accumulated during their tenure, while contributing to the Board's ability to work as a collective body. Accordingly, the process of the Committee for identifying nominees shall reflect the Company's practice of re-nominating

incumbent directors who continue to satisfy the Committee's criteria for membership on the Board, whom the Committee believes will continue to make important contributions to the Board and who consent to continue their service on the Board.

The Committee shall:

1. Evaluate the composition of the Board and assess Board membership needs.
2. Establish criteria, including desired skills and attributes, for selecting new directors, which reflect the values of the Company.
3. In consultation with the Chairman and Chief Executive Officer, conduct searches for prospective director candidates.
4. Periodically communicate with the Compensation Committee on the ability of the Company to recruit and retain highly qualified and capable directors, including the amount and type of compensation afforded to directors of other relevant companies.
5. Evaluate and recommend to the Board nominees for election to the Board and review institutional affiliations of directors and director candidates for management of possible conflicts of interest.
6. Review all director candidates recommended by stockholders and any proposal relating to the nomination of a member of the Board.
7. Evaluate the termination of directors from Board membership in accordance with the Company's Corporate Governance Guidelines, for cause or for other appropriate reasons.

Committee Membership

The Committee shall evaluate and recommend to the Board appointments and removals with respect to Board committee membership, including the appointment and removal of committee chairpersons, except with respect to this Committee.

Corporate Governance Matters

The Committee shall:

1. Develop and recommend to the Board the adoption of Corporate Governance Guidelines (including criteria, desired skills and attributes for selecting new directors) designed to enhance the Company's corporate governance, and a Code of Business Conduct and Ethics, designed to promote honest and ethical conduct, including the ethical handling of conflicts of interest.
2. Review at least annually the adequacy of the Corporate Governance Guidelines and the Code of Business Conduct and Ethics, and recommend any changes, as necessary or appropriate, to the Board.
3. Lead a process for defining Board size, composition and succession needs based on consideration of relevant factors including, but not limited to: (i) the business activities engaged in by the Company; (ii) the strengths, weaknesses and performance of the Company and its management; (iii) the duties and activities of the Board; (iv) the experience, subject matter expertise, capabilities, skills and diversity of background (including, but not limited to, race, origin, age and gender) of the individual directors and the Board as a whole.

4. Oversee the evaluation of the Board and management, including periodically leading an objective review and assessment of collective Board performance and accomplishments related to defined responsibilities and duties, monitoring recommended changes and suggesting follow-up actions, as necessary or appropriate.
5. Monitor the functioning of the committees of the Board and recommend any changes to the Board, including the creation or elimination of committees.
6. Recommend that the Board establish such special committees as may be necessary or appropriate from time to time to address ethical, legal, or other matters that may arise. The Committee's power to make such a recommendation shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.
7. Maintain an orientation program for new directors and a continuing education program for all directors.
8. Advise the Board generally on corporate governance matters.
9. Review all stockholder proposals submitted to the Company and the timeliness and adequacy of the submission thereof (including timeliness of any submission of director candidates recommended by stockholders and any proposal relating to the nomination of a member of the Board) and recommend to the Board appropriate action on each such proposal, all in accordance with the Company's Bylaws.

Other Functions:

The Committee shall:

1. Have the sole authority and discretion to retain search firms used to identify prospective director candidates, including the sole authority to approve any such search firm's fees and other retention terms.
2. Have the authority to engage independent legal or other advisors, at the Company's expense, as it deems necessary or appropriate.
3. Perform an annual performance evaluation of the Committee, the results of which shall be submitted to the Board.
4. Report to the Board on a regular basis.
5. 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.
6. Review and reassess its charter annually and recommend any changes to the Board for approval.
7. Advise the Board in connection with the management succession of the Company.