

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

As Amended March 21, 2007

Dick's Sporting Goods, Inc.

Compensation Committee Charter

Purpose:

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

1. Recommend an overall compensation policy for the Company to the Board.
2. Discharge the Board's responsibilities relating to compensation of the officers and directors of the Company.
3. Advise the Board regarding management succession.
4. Administer certain stock plans of the Company.
5. Review and discuss with Company management the Compensation Discussion and Analysis (CD&A) to be included in the Company's annual proxy statement, in accordance with applicable rules and regulations.
6. 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, a person may serve on the Committee only if the Board determines that he or she (i) is a "Non-employee Director" for purposes of Rule 16b-3 under the Securities Act of 1934, as amended, and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code. 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 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 as often as it deems appropriate to discharge its responsibilities, but not less frequently than two times each year. The Committee may request any officer or employee of the Company or the Company's outside counsel or other advisor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Duties and 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; evaluate the performance of the Chief Executive Officer in light of such goals and objectives; and set the compensation of the Chief Executive Officer based on such evaluation.
2. When determining the long-term incentive component of the Chief Executive Officer's compensation, consider the Company's performance and relative stockholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Chief Executive Officer in past years.
3. Make recommendations to the Board, in consultation with the Chief Executive Officer, with respect to non-CEO executive officer compensation.
4. Management shall present to the Compensation Committee annually the range or guidelines for the recommended ranges of compensation for the various officers in the Company. Any hires made for those positions within the range do not need to be approved by the Compensation Committee.
5. Determine the compensation of the members of the Board, which may include, but is not limited to, retainer fees, committee fees, stock options, 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 plan not subject to stockholder approval under the requirements of the New York Stock Exchange.
3. Monitor the stock option plans of the Company as approved by the stockholders.

Other Compensation Matters

1. Review and oversee the effectiveness of management succession and development plans of the Company.
2. 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.

3. Submit an annual Compensation Committee Report for inclusion in the company's proxy statement, as required by the rules and regulations of the Securities and Exchange Commission.

Other Functions:

The Committee shall:

1. Have the discretion to retain and terminate any compensation consulting firm used to assist in the evaluation of director, senior executive or Chief Executive Officer compensation, including the authority to approve fee and retention terms.
2. Have the authority to engage independent legal, accounting 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.