

**HIBBETT, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**I. Purpose**

The primary purpose of the Hibbett, Inc. Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in discharging its responsibilities in respect to compensation of the Company’s executive officers and to evaluate the objectives, policies and implementation of the Company’s executive compensation programs.

**II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of the Nasdaq Stock Market (“Nasdaq”) and qualify as “non-employee” directors under the rules and regulations of the Securities and Exchange Commission, and, if and to the extent the Committee determines it is necessary or appropriate to satisfy the conditions of any available exemption from the deduction limit under Section 162(m) of the Internal Revenue Code (“Section 162(m)”), as “outside directors” for the purposes of Section 162(m), as determined by the Board. Committee members shall be elected by the Board and shall serve until their successors shall be duly elected and qualified. The Committee’s chairperson shall be designated by the full Board. The Committee may form and delegate authority to subcommittees or to management selected by it, to the extent it deems desirable and appropriate, except as may be limited by applicable law or Nasdaq rule. The Committee may revoke any such delegation at any time.

**III. Structure and Meetings**

The chairperson of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set forth the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the meeting. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

**IV. Goals and Responsibilities**

The Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- a. Develop guidelines and review the structure and competitiveness of the Company’s executive officer compensation programs based on the following factors: (i) the attraction and retention of executive officers; (ii) the appropriate motivation of executive officers to achieve the Company’s business objectives in line with the Company’s overall strategies for risk management; (iii) the alignment of the interests of executive officers with the long-term interests of the Company’s shareholders; and (iv) and such other factors as determined by the Board or Committee from time to time;
- b. Oversee an evaluation of the performance of the Company’s Chief Executive Officer and other executive officers;
- c. Make recommendations to the Board with respect to incentive compensation plans and equity-based plans, and establish criteria for the granting of equity awards to the Company’s officers

- and other employees and review and approve the granting of equity awards in accordance with such criteria;
- d. Determine, or recommend to the Board for determination, the compensation of the Chief Executive Officer and all other Executive Officers of the Company;
  - e. To approve, or recommend to the Board for approval, any employment agreements and severance arrangements, including any benefits to be provided in connection with a change in control, for the Chief Executive Officer and other Executive Officers;
  - f. Discuss with management the Company's Compensation Discussion and Analysis ("CD&A") for the annual proxy statement; based on the review and discussion, recommend to the Board that the CD&A be included in the Company's annual report or annual proxy statement;
  - g. Produce a compensation committee report on executive compensation as required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement or annual report on Form 10-K;
  - h. Support the Board's oversight of risk management by addressing risks inherent in matters under the Committee's purview, including executive compensation, incentive plans and succession planning;
  - i. To develop and recommend to the Board for approval a management succession plan (the "Succession Plan"), to review the Succession Plan periodically, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to, and any candidates for succession under, the Succession Plan;
  - j. Oversee the Company's diversity, equality and inclusion initiatives;
  - k. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
  - l. Oversee the Company's compliance with SEC rules and regulations; regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans;
  - m. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
  - n. Perform other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

## **V. Performance Evaluation**

The Committee shall periodically evaluate its performance under this Charter and make any report it deems necessary or desirable to the Board.

## **VI. Committee Resources**

The Committee may obtain assistance and resources from Company employees, as it deems necessary or appropriate, to carry out its responsibilities under this Charter. In addition, the Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any compensation consultant, legal counsel or other advisor; provided, however, that it may only do so after taking into consideration the following independence factors as well as any other factors required by applicable exchanges and/or the Securities Exchange Act of 1934 and corresponding rules that may be amended from time to time:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
  - (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
  - (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
  - (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
  - (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser;
- and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall determine the extent of funding necessary for the payment of compensation to any consultant retained to advise the Committee and the Company shall provide payment for such funding.

*As revised, this charter was adopted by the Company's Board of Directors on May 26, 2021.*