

# **Big 5 Sporting Goods Corporation**

## **Charter for Compensation Committee**

(Amended and restated as of April 14, 2022)

### ARTICLE I FORMATION

The Board of Directors (the "Board") of Big 5 Sporting Goods Corporation (the "Corporation") has established the Compensation Committee (the "Committee") pursuant to Section 141(c)(2) of the Delaware General Corporation Law and Article IV, Section 1 of the Corporation's Bylaws.

### ARTICLE II PURPOSE

The purpose of the Committee is to (i) discharge the Board's responsibilities relating to compensation of the Corporation's executive officers; (ii) oversee and advise the Board on the adoption of policies that govern the overall compensation programs of the Corporation's executive officers, including equity and benefit plans; (iii) review and discuss with management the Compensation Discussion and Analysis ("CD&A") to be included in the Corporation's proxy statement and annual report on Form 10-K; and (iv) produce an annual report on executive officer compensation for inclusion in the Corporation's proxy statement.

### ARTICLE III COMPOSITION

The Committee shall consist of at least two directors, each of whom shall be determined by the Board to be "independent" in accordance with the rules of the Nasdaq Stock Market. In addition, no member of the Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation or any subsidiary thereof, other than (i) fees received as a member of the Committee, the Board or any other Board committee or (ii) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company, provided that such compensation is not contingent in any way on continued service. Further, the Board shall have determined, with respect to each member of the Committee, that such member is not affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation in such a manner that would impair the director's judgment as a member of the Committee.

In addition, no director may serve unless he or she is a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. Subject to the foregoing, the exact number of members of the Committee shall be fixed and may be changed from time to time by resolution duly adopted by the Board.

The members of the Committee shall be appointed by the Board and continue to be members until their successors are elected and qualified as directors and appointed to the

Committee or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time.

The Board may appoint one member to serve as Chair of the Committee. The Chair shall set the agenda for the Committee's meetings, convene and chair the Committee's regular and special meetings and act as the Committee's representative to the Board in communicating with the Board and management. If the Board fails to appoint a Chair of the Committee, the members of the Committee shall elect a Chair by majority vote of the full Committee to serve at the pleasure of the majority of the full Committee.

#### ARTICLE IV RESPONSIBILITIES

The principal responsibilities and functions of the Committee are set forth below. The Committee is authorized to carry out these responsibilities and other responsibilities assigned to it by the Board from time to time, and to take any action reasonably related to the mandate of this Charter. Subject to any restrictions set forth in the Corporation's Certificate of Incorporation and Bylaws and applicable law, the Committee shall have all power and authority necessary or appropriate to carry out its purposes and responsibilities.

##### A. Compensation Arrangements

1. Establish and review the overall compensation philosophy of the Corporation.
2. Determine, or recommend to the Board for determination, the compensation structure on an annual basis for the chief executive officer and all other "officers" as the term is defined in Section 16 of the Securities Exchange Act of 1934, as amended, and Rule 16a-1(f) promulgated thereunder ("Executive Officers").
3. Monitor the compensation paid by other comparable retail companies to their executive officers, as well as the performance of the Corporation, evaluate the annual compensation packages of the Corporation's Executive Officers on the basis of these trends and determine whether adjustments to base salary, bonuses, fringe benefits or other compensation programs are appropriate.
4. If deemed appropriate by the Committee, determine the performance goals and objectives that shall serve as a benchmark for the performance-based compensation of Executive Officers.
5. If applicable, evaluate the Executive Officers' performance against such performance goals and objectives, and determine the appropriate level of performance-based compensation that each Executive Officer should receive.
6. Determine the termination packages for Executive Officers as requested by the Board or management.

7. Review and approve the establishment of, and any material amendments of, all stock option or other equity-based compensation plans. Recommend changes in such plans to the Board as deemed necessary, appropriate or advisable by the Committee.
8. Grant awards of shares, share options or other equity units pursuant to the Corporation's stock option or other equity-based compensation plans.
9. Recommend to the board of directors compensation programs for non-employee directors, committee chairpersons, and committee members, consistent with any applicable requirements of the listing standards for independent directors and including consideration of cash and equity components of this compensation.

B. Disclosures and Reports

1. Review and discuss with management the Compensation Discussion and Analysis section of the Corporation's annual proxy statement and Annual Report on Form 10-K.
2. Prepare the report required by applicable rules and regulations of the Securities and Exchange Commission and other applicable regulatory bodies for inclusion in the Corporation's annual proxy statement.

C. Annual Self-Evaluation

1. At least annually, conduct a self-evaluation of the performance of the Committee, including its overall effectiveness and compliance with this Charter.
2. At least annually, review this Charter and reassess its adequacy.

The foregoing functions and responsibilities are set forth with the understanding that the Committee may, to the extent permitted by applicable laws or regulations, diverge therefrom as appropriate given the circumstances.

**ARTICLE V**  
RESOURCES AND CONSULTANTS

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the resources and authority to retain outside compensation consultants, separate counsel or other experts or advisors, as it deems appropriate. The Committee is empowered to investigate any matter brought to its attention that is within the scope of or otherwise relevant to its responsibilities, with all requisite access to all books, records, facilities and personnel of the Corporation and with access to the Corporation's outside legal counsel and other advisors. However, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to

the Committee (other than in-house legal counsel) only after taking into consideration the following factors:

(i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;

(ii) the amount of fees received from the Corporation 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 Corporation 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 Corporation.

The Committee shall conduct the foregoing independence assessment, and consider the foregoing factors, with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee (other than in-house legal counsel) before selecting, or receiving advice from, such consultant, counsel or adviser. However, a compensation consultant, legal counsel or other compensation adviser is not required to be independent.

Notwithstanding the foregoing, the Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities (for which no disclosure is required under Item 407(e)(3)(iii) of SEC Regulation S-K): (a) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Corporation, and that is available generally to all salaried employees; and/or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

## ARTICLE VI PROCEDURES

The Committee shall have at least one meeting per year. Additional meetings shall occur as the Committee or its Chair deems advisable. Notwithstanding the foregoing, the Committee shall have at least one meeting per year at which only independent directors will be present (each, an "Executive Session"). When meeting to determine, or deliberate regarding, the compensation of the chief executive officer, the Committee shall meet in Executive Session.

The Committee shall keep regular minutes of its meetings, and shall report its actions and recommendations to the next meeting of the Board or as the Board otherwise requests. Meetings and actions of the Committee shall be governed by, and held and taken in accordance with, the provisions of the Corporation's Bylaws, with such changes in the context of those Bylaws as are necessary to substitute the Committee, the Chair of the Committee and its members for the Board, the Chairman of the Board and its members. Regular meetings of the Committee may be held at such time and such place as the Committee determines from time to time. The Committee shall meet separately, on at least an annual basis, with the chief executive officer and any other corporate officers as the Board and the Committee deem appropriate to discuss and review the performance criteria and compensation levels of key executives. In the absence of the Chair, a member designated by the Chair or designated by a majority of the members in attendance shall preside at a meeting.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee consists of at least two members of the Committee. The requirements for action by a subcommittee shall, except as otherwise provided by act of the Committee, be the same as applicable to the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. Except as provided above regarding the requirement to meet in Executive Session when determining or deliberating regarding the compensation of the chief executive officer, the Committee may, at its discretion and at the invitation of the Chair, include in its meetings members of the Corporation's management, representatives of the Corporation's outside advisors, any other personnel employed or retained by the Corporation or any other persons whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may also exclude from its meetings any persons it deems appropriate, including, but not limited to, any non-management director who is not a member of the Committee.