

**ACADEMY SPORTS AND OUTDOORS, INC.  
COMPENSATION COMMITTEE CHARTER**

**EFFECTIVE DATE: March 7, 2024**

**I. PURPOSE**

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Academy Sports and Outdoors, Inc. (the “**Company**”) will provide assistance to the Board by discharging the Committee’s responsibilities outlined in this Charter relating to compensation of the Chief Executive Officer and all other executive officers of the Company (“**executive officer**” has the same meaning specified for the term “officer” in Rule 16a-1(f) under the Exchange Act) (all executive officers of the Company, collectively, the “**Senior Executives**”) and directors.

**II. STRUCTURE AND PROCESSES**

Membership Requirements

The Committee will be composed of two or more members of the Board. Each member must be determined by the Board to meet the criteria for independence in accordance with the requirements of Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the Nasdaq Stock Market LLC standards.

Appointment and Removal

The members of the Committee will be appointed by the Board and each member will serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board.

Chairperson

Unless a chairperson of the Committee (the “**Chairperson**”) is selected by the Board, the members of the Committee will designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson, the Committee will select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees, other members of the Board or the Chairperson such power and authority as the Committee deems appropriate.

The Committee may delegate to one or more officers of the Company the authority to make grants and awards of cash or options or other equity securities to any non-executive officer of the Company under the Company’s incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the

terms of such plan; provided that such delegation is in compliance with the plan and the laws of the state of the Company's incorporation.

### **III. MEETINGS**

The Committee will meet at least twice per year, or more frequently as circumstances dictate. The Chairperson of the Board (if such person is not also the Chief Executive Officer ("CEO")) or any member of the Committee may convene meetings of the Committee. The same procedural rules concerning notice of meetings, actions by written consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, will apply to Committee meetings as apply to meetings of the Board under the Company's amended and restated bylaws and other governing documents.

As part of its review and establishment of the performance criteria and compensation of Senior Executives, the Committee should meet separately with the CEO, the head of Human Resources, and any other corporate officers, as it deems appropriate. However, the Committee should deliberate and vote with respect to such officers' compensation without such officers being present.

All non-management directors who are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities and duties. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities and duties.

A majority of the Committee will constitute a quorum for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum will be the act of the Committee.

### **IV. RESPONSIBILITIES AND DUTIES**

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities and duties. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee will also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is empowered to study, review or investigate any matter of interest or concern that the Committee deems appropriate and may, in its sole discretion, retain, obtain the advice of and terminate any compensation consultant, legal counsel or other advisers, as it determines necessary or appropriate to carry out its responsibilities and duties, including the sole authority to approve the fees payable to such compensation consultant, legal counsel or advisers and any other terms of retention. The Committee may also utilize the services of the Company's regular

internal and/or external counsel or other advisers to the Company. The Committee will be directly responsible for the appointment, compensation and oversight of any compensation consultant, legal counsel or other adviser retained by the Committee. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its responsibilities and duties.

The Committee will undertake an independence assessment prior to selecting any compensation consultant, legal counsel (other than in-house counsel) or other advisers that will provide advice to the Committee taking into consideration all factors relevant to such adviser's independence from management, including the factors set forth in Nasdaq Rule 5605(d)(3)(D) or as may otherwise be required by Nasdaq from time to time.

The Committee will be given full access to the Company's Board, executives, employees and compensation consultant as necessary to carry out these responsibilities and duties.

It is expected that the Committee will evaluate, on at least an annual basis, whether any work provided by the Committee's compensation consultant involved in determining or recommending Senior Executive or director compensation has raised any conflict of interest that is required to be disclosed in the Company's annual report and proxy statement. Finally, it is expected that the Committee will pre-approve any services to be provided to the Company or its subsidiaries by any of the Committee's compensation consultants.

#### Setting Compensation for Senior Executives and Directors

1. Oversee, review, and approve the overall compensation philosophy of the Company.
2. Review and approve, or recommend to the Board, corporate goals and objectives relevant to the CEO's and other Senior Executives' compensation, including annual performance objectives, if any.
3. Evaluate the performance of the CEO in light of such goals and objectives and, either as a committee or together with the other independent directors (as directed by the Board), determine and approve or recommend to the Board, the annual salary, bonus, equity-based incentives and other benefits, direct and indirect, of the CEO. Review and approve, or recommend to the Board, the annual salary, bonus, equity and equity-based incentives and other benefits, direct and indirect, of the Senior Executives other than the CEO based upon the CEO's recommendation.

4. In connection with Senior Executive compensation programs:
  - (i) review and approve, or recommend to the Board, new or modified Senior Executive compensation programs;
  - (ii) review on a periodic basis the operations of the Company's Senior Executive compensation programs to determine whether they are effective in achieving their intended purpose(s);
  - (iii) establish and periodically review policies for the administration of Senior Executive compensation programs; and
  - (iv) take steps to modify any Senior Executive compensation program to enhance the alignment of payments and benefits with Senior Executive and corporate performance and the Company's business strategy.
5. Establish and periodically review policies in the area of Senior Executive perquisites.
6. Consider policies and procedures pertaining to expense accounts of Senior Executives.
7. Assess the results of the Company's most recent stockholder advisory votes on the Company's named executive officers compensation and recommend to the Board the frequency of such votes in accordance with the rules and regulations of the Securities and Exchange Commission (the "**SEC**").
8. Periodically review and approve the form and amount of director compensation for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
9. Review and approve or recommend to the Board, any employment or service-related contracts or transaction involving prospective, current or former directors and Senior Executives of the Company, and any related compensation, including consulting arrangements, employment contracts, and change-in-control, severance or termination arrangements.
10. Consider, on at least an annual basis, whether risks arising from the Company's compensation policies and practices for all employees, including non-executives, are reasonably likely to have a material adverse effect on the Company.
11. Review and approve the design of other benefit plans primarily pertaining to Senior Executives.

### Monitoring Incentive and Equity-Based Compensation Plans

12. Review and approve, or recommend to the Board, the Company's equity-based compensation plans and, to the extent subject to the approval of the Board, incentive-compensation plans, and administer the plans in accordance with their terms or oversee the activities of the individuals responsible for administering those plans, as applicable.
13. Review and approve, or recommend to the Board, all equity-based awards, including pursuant to the Company's equity-based plans, subject to the ability of the Committee to delegate authority pursuant to Section II of this Charter.
14. Review and discuss with Management the Company's engagement efforts with stockholders on the subject of Senior Executive compensation.
15. Review and approve any stock ownership guidelines for directors and Senior Executives of the Company and oversee the administration of the Company's clawback policy and monitor compliance therewith.

### Continuity/Succession Planning Process

16. Oversee and periodically review a succession plan relating to the CEO and other members of senior management that is developed by management. The succession plan should include, among other things, an assessment of the experience, performance and skills for possible successors to the CEO and a process regarding CEO succession both for ordinary course succession, in the event of planned promotions and retirements, and for situations where the CEO or another member of senior management unexpectedly become unable to perform the duties of their positions.

### Human Capital Management

17. Oversee the Company's strategies and policies related to human capital management (and work with the Lead Director and the Board's other committees with respect to matters overseen by such other committees), including with respect to matters such as talent development and retention, workplace environment and culture, and diversity and inclusion.

### Reports

18. Review and discuss with management the "Compensation Discussion and Analysis" (the "CD&A") required to be included in the Company's annual proxy statement and/or annual report on Form 10-K, in accordance with the rules of the SEC and, based on that review and discussion, determine whether or not to recommend to the Board that the CD&A be included in the Company's annual proxy statement and/or annual report on Form 10-K, as applicable.

19. Prepare the compensation committee report on the Company's named executive officers compensation as required by the SEC to be included in the Company's annual proxy statement and/or annual report on Form 10-K filed with the SEC.
20. Report regularly to the Board including:
  - (i) following meetings of the Committee; and
  - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities and duties.

The reports to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

21. Maintain minutes or other records of meetings and activities of the Committee.
22. Provide such recommendations to the Board as the Committee may deem appropriate.

## **V. EVALUATION**

It is expected that the Committee will periodically review and evaluate its performance, including by reviewing its compliance with this Charter. In addition, the Committee will review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or desirable. The Committee may conduct such evaluations and reviews in such manner as it deems appropriate.