



ACADEMY SPORTS AND OUTDOORS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

EFFECTIVE DATE: October 1, 2020

I. PURPOSE

The Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board of Directors**”) of Academy Sports and Outdoors, Inc. (the “**Company**”) by fulfilling the Committee’s responsibilities and duties outlined in this Charter.

II. STRUCTURE AND PROCESSES

Membership Requirements

The Committee will be composed of two or more members of the Board of Directors and, subject to an election by the Company to rely on the exemption available to “controlled companies” and any applicable transition periods or as may otherwise be permitted by Nasdaq Listing Rules, each member must be determined by the Board of Directors to meet the criteria for independence under the applicable Nasdaq Listing Rules.

Appointment and Removal

The members of the Committee will be appointed by the Board of Directors 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 of Directors.

Chairperson

Unless a chairperson of the Committee (the “**Chairperson**”) is selected by the Board of Directors, 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 of 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 such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee will meet periodically as circumstances dictate. The Chairperson of the Board of Directors or any member of the Committee may call 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 of Directors under the Company's amended and restated bylaws and other governing documents.

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 of Directors from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and will may, in its sole discretion, retain, obtain the advice of and terminate any search firm, 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 search firm, 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 search firm, 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 search firm, 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.

Board Selection, Composition and Evaluation

1. Establish criteria for the selection of nominees for election as directors to serve on the Board of Directors, which criteria must be approved by the Board of Directors.
2. Subject to paragraph 12 below, from time to time, identify individuals believed to be qualified as candidates to serve on the Board of Directors, consistent with the criteria approved by the Board of Directors, and select, or recommend that the Board of Directors select, the nominees for all directorships to be filled by the Board of Directors or by the stockholders at an annual or special meeting of stockholders, or to fill vacancies or newly created directorships that may occur between such meetings. In identifying candidates for membership on the Board of Directors, the Committee will take into account all factors it considers appropriate, which may include (a) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially and (b) all other factors the Committee considers appropriate, which may include age, diversity of background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, executive compensation background and the size, composition and combined expertise of the existing Board of Directors. The Committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.
3. Review and make recommendations to the full Board of Directors, or determine, whether members of the Board of Directors should stand for re-election. Consider matters relating to the retirement of members of the Board of Directors, including term limits or age limits, as well as the performance of such directors.

In the case of a director nominated to fill a vacancy on the Board of Directors due to an increase in the size of the Board of Directors, recommend to the Board of Directors, if applicable, the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Company's amended and restated certificate of incorporation or amended and restated bylaws.

4. Evaluate candidates for nomination for election to the Board of Directors, including those recommended by stockholders on a substantially similar basis as it considers other nominees. The Committee may adopt such procedures for the submission of recommendations as it deems appropriate.
5. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board of Directors.
6. Consider questions of independence and possible conflicts of interest of members of the Board of Directors and executive officers.

7. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board of Directors in order to ensure the Board of Directors has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.
8. Recommend to the Board of Directors as necessary and appropriate an individual to serve as a lead director of the Board of Directors, if applicable, as described in the Company's Corporate Governance Guidelines.
9. Oversee evaluations of the Board of Directors and its other committees.

Committee Selection, Composition and Evaluation

10. Recommend members of the Board of Directors to serve on the committees of the Board of Directors, including the chairperson of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
11. Establish, monitor and recommend the purpose, structure and functions of the various committees of the Board of Directors, the qualifications and criteria for membership on each committee of the Board of Directors and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board of Directors.
12. Periodically review and/or evaluate the charter, purpose, composition, structure, functions, and performance of each committee of the Board of Directors and make recommendations to the Board of Directors for the creation of additional committees or the elimination of committees of the Board of Directors.

Implementation of Provisions of Stockholders Agreement

13. To the extent there is a stockholders agreement to which the Company is a party (as such may be amended from time to time), governing the composition of the Company's Board of Directors, the Committee will act appropriately to nominate individuals to serve as directors of the Board of Directors, to fill vacancies on the Board of Directors and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such stockholders agreement.

Corporate Governance

14. Take a leadership role in shaping the corporate governance of the Company.
15. Review the adequacy of the amended and restated certificate of incorporation and amended and restated bylaws of the Company and recommend to the Board of Directors, as conditions dictate, proposed amendments to the certificate of incorporation and bylaws.

16. Review and recommend to the Board of Directors a set of corporate governance guidelines applicable to the Company to be included in the Company's Corporate Governance Guidelines, assist the Board of Directors in complying with them, and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board of Directors changes to the Company's Corporate Governance Guidelines in light of such developments as may be appropriate.
17. Review and report to the Board of Directors on a periodic basis with regards to matters of corporate responsibility and sustainability performance, including potential long and short term trends and impacts to the Company's business of environmental, social, and governance issues, including the Company's public reporting on these topics.
18. Review policies relating to meetings of the Board of Directors. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
19. Review director's and officer's indemnification and insurance matters.

Reports

20. Report regularly to the Board of Directors 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 report to the Board of Directors 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 of Directors 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 the adequacy of this Charter and recommend to the Board of Directors 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.