

COMPENSATION COMMITTEE CHARTER

I. Purpose

The primary purpose of the Hibbett Sporting Goods, 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 Nasdaq Stock Market and qualify as “outside directors” under Section 162(m) of the Internal Revenue Code and as “non-employee” directors under the rules and regulations of the Securities and Exchange Commission, 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 or, if it does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee. 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.

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 compensation and performance of officers of the Company, review and approve corporate goals relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer’s performance in light of these goals and objectives, and set the Chief Executive Officer’s compensation based on this evaluation;

- b. 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;
- c. Develop plans for managerial succession of the Company;
- d. Review major organizational and staffing matters;
- e. Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's annual proxy statement or annual report on Form 10-K;
- f. 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;
- g. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- h. Perform any activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deem appropriate.

V. Performance Evaluation

The Committee shall, on an annual basis, evaluate its performance under this charter. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope. The Committee shall address all matters that it considers relevant to its performance and deliver to the Board a report setting forth the results of its evaluation, including any recommended amendments to the Charter and any recommended changes to the Company's or the Board's policies and procedures.

VI. Committee Resources

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors. The Committee shall determine the extent of funding necessary for the payment of compensation to any consultant retained to advise the Committee.

This charter was adopted by the Company's Board of Directors at their meeting on November 16, 2006.