

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of NIKE, Inc. (the “Company”) is to:

- *discharge the Board’s responsibilities relating to compensation of the Company’s executive officers and directors;*
- *oversee the administration of the Company’s executive compensation plans;*
- *evaluate the performance of the Chief Executive Officer (“CEO”); and*
- *oversee the Company’s talent management and development for executive officers and senior management, including with respect to succession planning.*

MEMBERSHIP

The Compensation Committee shall consist of at least two directors. All members of the Committee must meet the applicable independence requirements of the New York Stock Exchange (“NYSE”) , as determined by the Board in the exercise of its business judgment, all other applicable legal requirements and any additional requirements that the Board deems appropriate. The Committee members shall also qualify as “non-employee directors” within the meaning of Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The chair and the members of the Committee shall be appointed by the Board. The Board may appoint or remove members of the Committee at any time.

MEETINGS

The Committee shall meet with such frequency and at such intervals as it determines is necessary to carry out its duties and responsibilities. The Committee may request any officer or employee of the Company attend meetings of the Committee as it determines appropriate or advisable, consistent with the maintenance of the confidentiality of compensation discussions.

Members of the Committee may participate in a meeting of the Committee either in person or by means of remote communication.

The Committee shall report regularly to the Board on matters within the Committee’s responsibilities, and shall maintain minutes of Committee meetings.

DUTIES AND RESPONSIBILITIES

The Committee will have the following duties and responsibilities:

TALENT MANAGEMENT AND DEVELOPMENT

1. Recommend to the Board the selection of corporate officers.
2. Periodically review the succession plans and leadership development programs for the executive officer positions, including the Company’s development and succession management efforts.
3. Review and provide guidance to management regarding the Company’s policies, programs, practices and disclosures related to talent management and development for executive officers and senior management.

COMPENSATION PROGRAM MANAGEMENT

4. Review the Company's overall philosophy and practices regarding executive compensation.
5. Review and approve employment, severance, change-in-control, termination, and retirement agreements and cash incentive compensation plans for executive officers.
6. Review and make recommendations to the Board with respect to significant retirement and benefit plans subject to the terms of the plans.
7. Review and make recommendations to the Board with respect to adoption and amendment of equity compensation plans, and discharge any responsibilities imposed on the Committee by any of these plans.
8. Administer and interpret equity compensation plans and executive incentive compensation plans pursuant to the terms of the plans.

RISK OVERSIGHT

9. Oversee risks associated with the Company's compensation philosophy and programs and executive succession and development, and review and discuss with management the Company's policies and practices with respect to the assessment and mitigation of these risks.

EXECUTIVE AND DIRECTOR COMPENSATION AND PERFORMANCE

10. Annually review and approve corporate goals and objectives relevant to the compensation of the CEO.
11. Annually evaluate the performance of the CEO against approved goals and objectives, and, based on the evaluation, review and approve the CEO's compensation.
12. Administer and monitor compliance with the Company's clawback policy for executive officers.
13. Annually review the performance of the Company's executive officers (other than the CEO) and review and approve the compensation of such executive officers.
14. Review and make recommendations to the Board with respect to the compensation of directors.
15. Review and make recommendations to the Corporate Responsibility, Sustainability & Governance Committee with respect to any shareholder proposal that relates to executive or director compensation.

ANNUAL REPORTING REQUIREMENTS

16. Review and discuss with the Company's management the Company's Compensation Discussion and Analysis ("CD&A") prepared in accordance with Securities and Exchange Commission regulations and, based on the review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's proxy statement and annual report on Form 10-K.
17. Produce the annual Compensation Committee Report for inclusion in the Company's proxy statement and annual report on Form 10-K.

OTHER RESPONSIBILITIES

18. Annually evaluate, in consultation with the Corporate Responsibility, Sustainability & Governance Committee, the performance of the Committee and report the results of the evaluation to the Board.
19. Review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.

20. Present to the Board such comments and recommendations as the Committee deems appropriate within the context of this charter, and perform such other duties and functions from time to time as may be required by law or assigned by the Board.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority, in its sole discretion, to select, retain, obtain, or terminate the advice of a compensation consultant, independent legal counsel or other adviser (“Adviser”) as it deems appropriate to assist with the execution of its duties and responsibilities as set forth in this Charter, only after taking into consideration all factors relevant to the Adviser’s independence from management (including the factors specified in Section 303A.05(c) of the NYSE Listed Company Manual). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser (and receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable compensation to the Adviser).

Except as limited by law, regulation or the rules of the NYSE, the Committee may, in its discretion, form and delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee or to one or more Company officers or employees.