

DICK'S SPORTING GOODS



CODE OF ETHICS AND BUSINESS CONDUCT



Edward W. Stack

“
**LET’S ALL
 PROMISE TO
 PLAY THIS
 GAME FAIRLY.**
 ”



Dear Teammates:

My father, Dick Stack, started our company with one other employee, his brother, and \$300 he borrowed from my great-grandmother to open his first store in Binghamton, New York. Today, DICK’S Sporting Goods and its subsidiaries employ tens of thousands of team members globally. Together, we generate billions of dollars in revenue thanks to our loyal customers and committed team of Associates who serve them every day. Overall, we want to reward our customer’s loyalty and return value to our shareholders while playing the game fairly.

This Code of Ethics and Business Conduct provides a guide to understand the rules of our business and of professional conduct. It provides principles to ensure we follow the law, examples to assist us in resolving potential issues and contact information to seek advice or report concerns.

Please read this Code as you would any other important playbook as we updated it to reflect our growing and evolving business. You must review this Code every year, complete training and sign an acknowledgment that you understand and agree to follow it.

This Code applies to everyone at the Company, regardless of job, title or seniority. Each of us must do our part to prevent, report or correct unfair play. Talk to your manager or HR representative if you have any questions. You can also submit your question anonymously to our Ethics Hotline at 1-866-814-2749 or via our [website](#). We treat reports of suspected violations as confidentially as possible and no one who honestly reports a suspected violation will be subject to retaliation.

Let’s all promise to play this game fairly. I pledge to follow this Code and to conduct business in an honest and ethical manner every day. As a valuable teammate, I know you will do the same.

Sincerely,

Edward W. Stack
 Chairman and Chief Executive Officer



“
**WE EACH
 MUST DO
 OUR PART**
 ”

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CHAPTER 1

UNDERSTANDING THE RULES OF THE GAME



OUR PURPOSE

DICK’S Sporting Goods and its subsidiaries (collectively, the “Company” or “DICK’S”) have a mission to be recognized by our customers as the #1 sports and fitness specialty omni-channel retailer that serves and inspires athletes and outdoor enthusiasts to achieve their personal best through the relentless improvement of everything we do. DICK’S and its Associates are Driven, Skilled, Committed and Passionate, which we refer to as our “Core Values.” We make a lasting impact on our communities through sport because we believe that SPORTS MATTER and support programs that inspire and enable sports participation. We do all of this while emphasizing integrity and fair play because, above all, we are committed to building ethical, professional and meaningful relationships with our customers, Associates, vendors, shareholders and communities.

OUR SHARED RESPONSIBILITIES

Following this Code of Ethics and Business Conduct (the “Code”) helps each of us live our Core Values in the work we do every day. We want to avoid even the appearance of wrongdoing at all times.

Many problems are easily avoided by simply using good judgment and seeking guidance when questions arise. We each have the responsibility to ask questions and disclose ethical concerns to our leaders.

Failing to comply with this Code has consequences – it can damage the Company’s reputation, your reputation and your teammates’ reputation. It may even subject you or your teammate to legal consequences. The Company has to enforce this Code and will take any disciplinary action necessary, including potential termination of employment. We will also refer cases to the government or police to investigate if appropriate.

“HONESTY IS THE BEST POLICY”

Remember, honesty is the best policy. If you find that you have violated this Code, whether by mistake or otherwise, it is best to report it. Your prompt report may help avoid more serious problems. We often consider if you voluntarily report your own violation and cooperate in the investigation when determining disciplinary action.

ADDITIONAL RESPONSIBILITIES OF MANAGERS

As a team leader, you must lead by example when following and enforcing this Code. Help us to create a culture that emphasizes our Core Values and rewards ethical behavior. Look for opportunities to routinely discuss ethical conduct, difficult decisions or other challenging situations with your team members. If you are unsure of the answer to a question, contact Compliance or any other resource listed in Chapter 2. Ensure that your team members complete required training for this Code.

“ LEAD BY EXAMPLE ”

CHAPTER 2

PLAYING BY THE RULES OF THIS CODE



This Code applies to all Associates and Officers of the Company. Contractors working on-site must also abide by this Code. This Code is intended to promote ethical behavior and highlight certain laws and other policies that apply to our business. We want our team members to communicate candidly and to do the right thing. The policies mentioned in this Code, together with common sense and your own sense of right and wrong, are meant to guide your business decisions.

Where local country laws contain requirements that conflict with this Code, those local law requirements apply for Associates working in those countries.

ASKING QUESTIONS AND REPORTING VIOLATIONS

We should always try to do the right thing, even when nobody's looking. If you are unsure about what to do, **ASK BEFORE ACTING**. If you become aware of a possible violation of this Code, you have a duty to report it. Here are a few options:

- Discuss the matter with your Manager;
- Raise the matter with your departmental Senior Vice President;
- Contact Compliance (Compliance@dcsq.com);
- Contact your Human Resources Representative;
- Call the Ethics Hotline at 1-866-814-2749;
- Submit a report to the Ethics Hotline via the Internet at: <https://www.dickssportinggoods.ethicspoint.com/>
- or
- Mail correspondence to:
Attn: Compliance Department
345 Court Street
Coraopolis, PA 15108

The Ethics Hotline is staffed by an outside company and is available 24/7. Reports to the Ethics Hotline may be made anonymously. We will investigate and react to every report.

ZERO-TOLERANCE FOR RETALIATION

We know that doing the right thing can be difficult, but we don't want you to worry about your employment being adversely affected. DICK'S strictly prohibits retaliation against anyone for honestly reporting a possible violation. You don't have to be right, but you do have to provide all information you have in an honest and direct way.

Need more information? Review the Whistleblower Policy.



Q: I'm being asked to do something at work that doesn't feel right. I'm not sure that it's illegal or even against Company policy, but it makes me feel uneasy. I really don't feel comfortable talking to my manager about it. I feel trapped. What can I do?

A. We all have a responsibility to make sure that we're protecting the DICK'S Sporting Goods family of brands by ensuring that every Associate is doing the right thing. You can contact Compliance@dcsq.com, any member of Compliance or even the Ethics Hotline to report violations or ask questions about a potential issue. Reports can be made 24 hours a day/7 days a week. Reports submitted to the Hotline may be provided anonymously if necessary.

Q: My report involves my manager and other Associates on my team. Can't they gang up on me and get me fired?

A: The Company prohibits any Associate from retaliating against anyone who properly made a report in good faith. Our commitment to Zero Tolerance for Retaliation means that you will not get in trouble for reporting something that you, in good faith, believe to be a violation of the Code, law or Company policy.

CHAPTER 3

PLAYING AS PART OF A TEAM



FAIR TREATMENT IN EMPLOYMENT

We strive to treat our teammates with integrity and respect at all times.

DICK'S is an Equal Employment Opportunity employer. We are committed to giving equal employment opportunities to qualified individuals regardless of race, color, creed, religion, ancestry, national origin, citizenship, age, sex (including pregnancy, childbirth, breastfeeding and related medical conditions), physical or mental disability, medical condition, marital status, domestic partnership status, veteran status, military status, gender identity or expression, sexual orientation, genetic characteristics or information, family care or medical leave status and any other category protected under federal, state or local law. Employment decisions will not be based on these characteristics.

We want our work environment to be positive, productive and characterized by respect. We also want it to be free of all forms of inappropriate workplace behavior and unlawful discrimination or harassment. Harassment includes offensive behavior that interferes with another's work environment or that would create an offensive, intimidating or hostile work environment. Conduct will be considered harassment regardless of whether it is done physically or verbally and whether it is done in person or by other means (such as notes, social media postings, emails or text messages). Potentially offensive behavior includes unwelcome sexual advances or remarks. It may also include slurs, off-color jokes or disparaging comments about subjects such as race, color, age, disability, national origin, sex, sexual orientation or other protected categories. Keep in mind that the key to determining whether or not a behavior is offensive generally depends on how it is perceived, not how it was intended. People often have different views about what is offensive. The fact that some people may not be offended by certain behavior does not mean that it is acceptable.



Q&A

Q: My co-worker and I are good friends, but often don't see eye to eye on social or political issues. We often share posts from social media and make jokes about headlines in the news at work. Other Associates seem to really get a kick out of our discussions. It's all in good fun; no harm, no foul, right?

A: *Not necessarily. Off-color jokes or jokes involving race, politics or other sensitive topics may be offensive to your co-workers or nearby customers. Even a well-meaning joke among friends can cause issues on the job. It's best to avoid off-color jokes at work.*

If you believe that you or someone else experienced discrimination or harassment, you must report the situation to your Human Resources Representative, Compliance, the Ethics Hotline or any of the other outlets identified in this Code. You should feel free to report any suspected violation of this Code or other law or policy without fear of your employment being adversely affected. DICK'S strictly prohibits acts of retaliation against any person for reporting a possible violation in good faith.

Need more information? Review the Associate Handbook for the Company's policies regarding Equal Employment Opportunity, Anti-Discrimination and Anti-Harassment and the Whistleblower Policy.

FAIR TIME AND PAY

We understand that you work hard for the Company and it's important that you get paid appropriately. The Company complies with all applicable laws and regulations related to work time and compensation. This includes our commitment to follow the rules related to matters such as breaks, off-the-clock work, overtime pay, minimum-wage requirements, employment of minors, scheduling and maximum work week hour requirements.

As part of our team, you must comply with all policies and procedures related to timekeeping, pay and wage and hour requirements. You, ultimately, share in the responsibility for ensuring that you receive any pay and other entitlements owed to you.

SAFE AND HEALTHY PLAY

Our Associates are our most valuable resource and our success depends on protecting our teammates. Health and safety are top priorities in all of our locations. We strive to minimize work-related injuries and illnesses and can do so by:

- Following all applicable health and safety laws and regulations;
- Complying with all Company policies and safety procedures in our local facilities;
- Conducting ourselves in a safe manner; and
- Taking all reasonable precautions when handling dangerous or unsafe equipment and materials.

You must immediately report anything that jeopardizes the health and safety of our workplace. If you feel that you or someone else is in immediate danger, call the police or fire department first and then notify any of the other reporting resources identified in this Code.

RESTRICTED INFORMATION; NO EXPECTATION OF PRIVACY

All of our teammates and vendors must handle sensitive or restricted information with care. We have policies and procedures in place to protect both physical and electronic information. To determine if information is Restricted or Unrestricted and for the corresponding safeguards for the information, review the Company's Information Classification Guidelines. Remember, any information you create using a Company device (*e.g. laptop, desktop, cell phone, tablet, etc.*) belongs to the Company, not to you. The Company can review any information (*photos, videos, text messages, emails, documents*) on a Company device or system at any time. You should not create anything on your Company device or system that you want to keep private.

Need more information? Review the Information Classification Guidelines; Employee Handbook; Mobile Workplace Policy – Company Provided Devices; and the Mobile Workplace Policy – Personally Owned.



Q&A

Q: My manager asked me to clear out our department file cabinets, which are stuffed with a bunch of old papers. I really don't feel like sorting through all of this information. I'm just going to keep all of the documents at my desk and routinely dump everything in the confidential shred bins in the office until everything is gone. Problem solved!

A: Save the shred bins for the sensitive documents containing confidential information, including personally identifiable customer information! Otherwise, sensitive information must be filed in a secure location. We have a duty to protect all restricted information. By leaving the documents laying out on your desk, you increase the risk of sensitive information falling into the wrong hands.

CHAPTER 4

PLAYING HARD FOR OUR SHAREHOLDERS



AVOIDING CONFLICTS OF INTEREST

We have an obligation to each other, our shareholders and our vendors to make all business decisions in the best interest of the Company. A conflict of interest may occur if we have a bias or a personal interest that interferes with our ability to make an objective business decision. We should avoid any actions or relationships that create, or even appear to create, a conflict of interest.

Anytime there is a situation where your potential actions or relationships may create the potential for a bias or personal interest that impacts the Company, you must report the situation to Compliance using the Conflict of Interest Questionnaire. Your disclosure will ensure the action or relationship is documented and the Company can put the proper protections in place to protect you and the business from potential risk.

Need more information? Review the Conflicts of Interest Policy and the Conflict of Interest Questionnaire

PERSONAL INTERESTS AND BUSINESS WITH FAMILY AND FRIENDS

You should not use Company property or information for personal gain. You must disclose if a member of your immediate family is employed by a vendor or competitor of DICK’S or if a member of your family proposes to engage in any activity that would be a conflict if you were you to engage in the same activity.

Need more information? Review the Conflicts of Interest Policy; Conflict of Interest Questionnaire; and the Related Party Transactions Policy.



Q: My wife recently accepted a job with a company that sells shoes directly to online customers. The company has a relatively small regional operation and I doubt they’re any competition for DICK’S Sporting Goods. Do I have to let anyone know about her new role?

Q&A

A: Yes! Transparency is key! You should report any close, personal relationships with Company vendors or potential competitors to Compliance for conflict of interest review.

GIFTS, ENTERTAINMENT AND TRIPS

Although accepting gifts and attending events help to build relationships with our vendors, we must exercise caution. Remember, by accepting gifts, entertainment or travel, we may make it difficult to make objective business decisions or we may make it appear that we show favoritism toward certain vendors.

In general, we may only accept gifts or entertainment that are professionally appropriate, lawful and have no “strings” attached.

Gifts or entertainment with a value of \$100 or more require a completed Gifts and Entertainment Receipt Authorization Form along with applicable approvals prior to the receipt of the gift and/or entertainment. Gifts valued under \$100, meals and/or local sporting events with a vendor or business travel expenses including meals, airfare or lodging provided by a vendor do not require a completed form.

You are also responsible for understanding the tax consequences associated with receiving gifts or entertainment from vendors.

In general, we should not give gifts to our vendors. If you find yourself in a situation where you think you need to give a gift to a vendor, please contact Compliance to discuss whether the gift is professionally appropriate and lawful prior to providing any gifts. If such a gift is determined to be appropriate and lawful, then you will need to complete the Gifts and Entertainment Disbursement Authorization Form.

Need more information? Review the Anti-Corruption Policy; the Anti-Corruption Policy FAQ; the Gifts and Entertainment Receipt Authorization Form; the Gifts and Entertainment Disbursement Authorization Form; the Policy on Reporting Items of Value; and the Policy on Reporting Items of Value – FAQ and Chart of Examples.

MAINTAINING FINANCIAL INTEGRITY

Our Company’s financial statements must be accurate and complete. The records you create, including time cards, expense reports, inventory reports and sales data have an impact on the financial information that the Company discloses. We must ensure that all of the records we create and submit are accurate and that we act in accordance with our internal control structure at all times.

Misrepresentations, omissions and/or inaccuracies of any kind may lead to civil or criminal liability for you and the Company. We must never condone the use of any “off book” accounting, unrecorded bank accounts, “slush funds” or anything else that could distort records or reports of the Company’s true operating results and financial condition.

Need more information? Review the Whistleblower Policy and the Anti-Corruption Policy.

AVOIDING INSIDER TRADING

Team members cannot trade on DICK’S stock, personally or for others, using material nonpublic information. We also cannot communicate material nonpublic information about DICK’S to anyone outside the Company (including friends, family, business associates, investors and vendors, to name a few) who may trade on that information. These activities are commonly referred to as “Insider Trading.” If you violate laws governing Insider Trading, you could go to prison and/or pay serious fines.

Insider Trading also restricts team members from trading on the stock of our vendors if you know material nonpublic information about that vendor.

Team members are restricted from any trades in the Company’s stock during the Company’s trading blackout periods and some are restricted from trades until they receive approval from the Company’s CEO, CFO or General Counsel. Our Insider Trading Policy helps explain more so you know if you are one of these restricted team members.

Need more information? Review the Insider Trading Policy.



Q&A

Q: I work very closely with one of our lodge merchandise vendors. This vendor has become a friend and provides samples of newly developed camping gear to the Company for testing. My family and I have a camping trip to Arizona planned for next month. Rather than purchase new merchandise, can I ask the vendor if he can provide me with gear to “test” for my trip? Being well connected really pays off!

A: You may be setting up a potential Conflict of Interest. Although the request for camping gear may not have any ill intent, your request for free gear may be perceived as solicitation of a gift from the vendor. This can put a vendor in an awkward position. We must avoid even the appearance of impropriety at all times.

PROTECTING PROPERTY AND INFORMATION

CONFIDENTIAL INFORMATION AND TRADE SECRETS

There’s a lot to get excited about while working for DICK’S. As tempting as it is to tell everyone about it, there are some things that are best kept to yourself. Confidential information is an important asset of the Company and must be protected. Confidential information can include projected sales and/or earnings; detailed sales and margin figures; new products or marketing plans; real estate and construction plans; information about potential transactions; and personnel information.

At times, you may need to exchange confidential information with another party for legitimate business reasons. That is definitely okay, but before you do, you must obtain a Non-Disclosure Agreement from the Legal Department.

Here are some tips to ensure the safety of our confidential information:

- Limit access to locations where such documents are stored or used;
- Maintain Company records in accordance with the Records and Information Management Policy;
- and
- Be mindful of the Company’s Social Media Policy and think carefully before posting any work-related content online.



Q&A

My team and I stopped by a restaurant after work to celebrate a job well done after the end of the quarter. I didn’t want to carry all of my stuff with me, so I left my ID badge and computer locked in my car on the passenger seat. We won’t be long. It should be fine, right?

A: We must do all that we can to protect our company issued assets from theft, damage or misuse. If you can’t keep your company issued equipment like a phone or laptop in your possession, it’s best to lock it in a safe place out of plain sight.

Remember, you have a duty to keep Company information confidential even after your employment with the Company ends.

Need more information? Review the Information Classification Guidelines; the Records and Information Management Policy; the Records and Information Management Retention Schedule; the Social Media Policy; and the Social Media Policy – FAQ.

PHYSICAL PROPERTY

Our Company assets, including our stores, inventory, facilities, equipment, materials and cash are Company property and must only be used for proper business purposes. We have a responsibility to protect all Company assets against theft, damage or misuse.

INTELLECTUAL PROPERTY

Some of our most valuable assets are intellectual property. Intellectual property means things like our logo, brand, trademarks, patents, copyrights, software, designs, know-how and other intangible property.

We have to protect our intellectual property rights – even those that are not patentable or protected by copyright or trademark laws – to the fullest extent permitted by law.

Any inventions, ideas or original works of authorship you create on Company time and expense or within the scope of your duties belong to the Company.

As part of your work for DICK’S, you agree to:

- Help us document our ownership in this intellectual property;
- Assign to us all rights, titles and interests in this intellectual property;
- and
- Perform all acts and execute all necessary and appropriate documents to enable the Company to obtain all rights, titles and interests in and to the intellectual property.

Need more information? Review the Employee Handbook.

CHAPTER 5

PLAYING FAIRLY WITH OUR CUSTOMERS AND BUSINESS PARTNERS



FAIR DEALING

Each of us must always deal fairly and honestly with our teammates, customers and vendors. No one should take advantage of anyone through manipulation, concealment, abuse of confidential information, falsification, misrepresentation or any other unfair dealing or practice.

ANTITRUST

Antitrust laws in the United States and foreign countries encourage vigorous, but fair, competition. When communicating with competitors, you may not discuss any Company pricing, promotions, costs, strategic or store plans or other competitive marketing information, including relationships with our vendors. Remember that our vendors may also be our competitors. In general, you may not make any agreements with a competitor or vendor regarding the price we charge customers for our products. While vendors may suggest retail pricing, the actual price for our products is our sole decision.

Penalties for antitrust violations are severe, including fines and imprisonment. You should call the Legal Department before meetings with competitors to ask for meeting rules and other safeguards to make sure you comply with antitrust laws.

VENDOR RELATIONS

All contracting and purchasing decisions must be based on quality, service and price. When deciding among competing vendors, weigh all of the facts impartially.



Q&A

Q: I am working on a project where I need to engage a vendor for approximately \$100,000 in services. The project is on a tight deadline. Can I just use the vendor I am most comfortable with that I have already used for previous projects?

A: *Not necessarily. You must consult the Non-Merchandise Procurement Policy on the Company's Policy Repository to see if you need to engage the Non-Merchandise Procurement Group. By following the procedures set forth in the policy, you are helping to ensure the Company uses only reputable vendors for which we will receive the best services at the best prices.*

We have a Non-Merchandise Procurement team that can help you select a vendor to ensure the Company receives the best products at the best prices from vendors of high integrity.

Need more information? Review the Company’s Contract and Non-Merchandise Procurement Policy.

PRODUCT SAFETY

Our customers expect us to sell safe products that comply with applicable laws and regulations. To meet this expectation, the Company maintains policies and procedures to ensure safe products through:

- Vendor requirements, collaboration and communication;
- Private brand product testing;
- Private brand product quality control; and
- Cross-functional product safety teams.

Non-Private Brand vendors that provide products to the Company for sale in our stores are responsible for ensuring their products comply with all applicable product safety laws and regulations.

Need more information? Review the Undue Influence on Laboratories Policy and the Product Safety and Regulatory Compliance Policy or contact Compliance, the Ethics Hotline or ProductSafety@dcs.com.

“ OUR CUSTOMERS EXPECT US TO SELL SAFE PRODUCTS ”

ENVIRONMENTAL RESPONSIBILITY

The Company is committed to minimizing its impact on natural resources and to complying with all applicable environmental laws and regulations. We are proud that our Customer Support Center is a LEED certified building. You can help minimize our environmental impact by ensuring that waste is contained in the proper collection bin, compactor or baler, participating in recycling programs in your location, limiting your use of paper when printing and carpooling or biking to work when possible.

Need more information? Review the Hazardous Waste Policy.



Q&A

Q: I was recently watching a video on YouTube featuring a product that we sell in-store. The product performed poorly and nearly injured the product reviewer during his demonstration. Is there something I should do?

A: We have an obligation to ensure the products we sell to customers are safe. If a product we sell gives you cause for concern, you should contact the Product Safety team at SafeProducts@dcs.com.

Q: I was walking through the footwear deck and noticed an aerosol can of shoe protectant leaking on a display. I promptly cleaned up the leak and threw the defective can in the garbage can. No issues here, right?

A: Almost there! Don't forget, it's unlawful to dispose of hazardous waste materials in regular garbage cans! The Company has designated special bins for the disposal of hazardous waste. Review the Company's Hazardous Waste Management Policy for additional guidance.

CHAPTER 6

PLAYING PASSIONATELY FOR OUR COMMUNITY



COMPLYING WITH THE LAW

We comply with the different laws and regulations that apply where we work and live. As a Company, we cannot and will not tolerate any illegal activities from our teammates, customers or vendors for any reason.

RESPONDING TO AUDITS AND INVESTIGATIONS

Our daily business activities include many processes and procedures that are subject to regular inspection and/or audit by government agencies that regulate our business. Inspectors and auditors from local, state and federal agencies can visit our Stores, Distribution Centers, the Customer Support Center or the Hong Kong Office.

Inspections and audits can include looking at files and documents, reviewing equipment or entire locations and submitting requests for additional information. Inspectors and auditors visiting your location may perform any of the following: price accuracy testing, fire alarm inspection, hazardous waste process and unit inspection, business license review, review of the location's firearms sales processes and many more testing procedures.

We always want to cooperate with auditors and inspectors.

Need more information? Review the Inspector Visits Procedures.

COMMUNICATING WITH THE PUBLIC

The Company is committed to providing fair disclosure of material information about the Company and complying with the legal and regulatory requirements related to the disclosure of material Company information.



Q&A

Q: I was scrolling through my tweets and noticed that one of the people I follow tweeted about a negative experience at one of our stores. I want to help; what should I do?

A: The Company monitors social media sites to identify and address customer service issues. If you notice a customer issue through one of your social networking sites, you can contact Customer Service to alert them.

The Company maintains an active and open public dialogue with its shareholders and potential investors. We have a Disclosure Policy to ensure that disclosure of material information is made on a broadly disseminated basis and in compliance with the Federal securities laws and the rules of the New York Stock Exchange.

In general, only the Company’s spokespersons are authorized to speak with the investment community and the media. Other than the Company’s spokespersons, no team member should discuss information on the Company’s behalf.

The Company’s primary spokespersons are the Chairman and CEO, President, CFO, CMO and certain team members on the Investor Relations and communications teams. All requests for information from securities analysts, stockholders, media or the general public should be referred to one of those individuals.

Need more information? Review the Disclosure Policy; the Associate Procedures for Media and PR; the Social Media Policy; and the Social Media Policy – FAQ.

ENGAGING IN POLITICAL ACTIVITIES

DICK’S encourages us to support our communities by participating and supporting political activities that interest us. Because this participation should reflect your own personal viewpoints and interests, it must be on your own time and at our your expense.

AVOIDING BRIBERY AND CORRUPTION

The Company strictly prohibits bribery in any form and at any amount or value. Bribery puts you and the Company at legal risk and causes reputational damage.

Bribery and fraud can take many forms, including but not limited to theft of Company assets, forgery or alteration of Company documents, embezzlement and kickbacks. They all violate the law and can lead to your termination and/or possible criminal prosecution.

If you are in any doubt as to whether a transaction is proper or if something just doesn’t feel right, contact Compliance.

Need more information? Review the Anti-Corruption Policy; the Anti-Corruption Policy FAQ; the Gifts and Entertainment Disbursement Authorization Form; the Gifts and Entertainment Receipt Authorization Form; and the Whistleblower Policy.

THE FOREIGN CORRUPT PRACTICES ACT (FCPA)

The FCPA makes it unlawful to bribe foreign government officials to obtain or retain business. Bribery includes paying, offering or promising to pay (or authorizing to offer or pay) money or anything of value to a foreign government official. This applies to all our team members and vendors and representatives that do business on our behalf. The consequences of an FCPA violation are severe and can include criminal and civil penalties for the Company and prison time. If your duties involve business relationships with foreign vendors or government officials, you should take extra caution in your business dealings and complete our Anti-Corruption training to help you understand when and how a bribe may occur.

Need more information? Review the Anti-Corruption Policy; the Anti-Corruption Policy FAQ; the Gifts and Entertainment Disbursement Authorization Form; the Gifts and Entertainment Receipt Authorization Form; and the Whistleblower Policy.

“ THE COMPANY STRICTLY PROHIBITS BRIBERY IN ANY FORM ”



Q&A

Q: How will I know who is and who isn’t a foreign government official?

A. It doesn’t matter if someone is a foreign government official or not because the Company has a general bribery prohibition. You are not permitted to offer or accept a bribe from anyone at any time regardless of whether or not someone is a foreign government official.

CHAPTER 7

MISCELLANEOUS



WAIVERS

In extremely limited circumstances, DICK’S may find it appropriate to waive a provision of this Code. All waivers require the documented pre-approval of the General Counsel. Only the Board of Directors or a Board Committee may issue waivers for executive officers and directors.

AMENDMENTS AND OTHER MODIFICATIONS

The Company continually reviews its policies and reserves the right to modify, supplement, amend or delete any provisions in this Code or any other Company policy.

Any amendments or other modifications to this Code (*except technical, administrative or other non-substantive updates*) shall be promptly disclosed to shareholders in accordance with applicable laws and regulations.

ACKNOWLEDGMENT

Team members are required to certify and affirm their understanding of this Code through annual training courses.

INFORMATIONAL AND REPORTING CONTACTS

All policies and procedures referred to throughout this Code are available on the Company’s intranet through the Policy Repository. You may also request a copy of any policy or procedure through Compliance at Compliance@dcsg.com.

**EVERY
SEASON
STARTS AT
DICK'S**

DICK'S SPORTING GOODS
CODE OF ETHICS AND BUSINESS CONDUCT