

Dick's Sporting Goods, Inc. and its subsidiaries (collectively, the "Company") have long enjoyed and value our reputation as a highly competitive company that conducts business with uncompromising honesty and integrity.

As an associate of the Company, you play a critical role in our continued success, and it is important for you and your team members to conduct business in both a legal and ethical fashion. Our Code of Business Conduct and Ethics outlines the policies, procedures, and guidelines that you must follow in your work. It was written to help guide us in regard to both the ethical and legal aspects of doing business.

Our competitive spirit has always driven us to excel and to drive toward dominating the sporting goods industry. However, we must never allow that competitive spirit or "making the numbers" to compromise our commitment to integrity.

Thank you for all you do to contribute to the Company's success and reputation.

Sincerely,

/s/ Tim Kullman

Tim Kullman
Executive Vice President, Finance, Administration and Chief Financial Officer
of Dick's Sporting Goods, Inc.

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Introduction

As an associate, officer or director of Dick's Sporting Goods, Inc. or one of its subsidiaries (collectively, the "Company"), you have a responsibility to help preserve and protect the reputation and integrity of the Company. The Company has long enjoyed and values its reputation of adhering to the highest principles of fairness and integrity in its business relationships. We want to avoid even the appearance of impropriety at all times.

In doing your job, you are responsible for abiding by the Company's policies and all local and national laws in all states and countries in which the Company does business. You are responsible for knowing and following the laws and policies that relate to your job, including the policies in the Code of Business Conduct and Ethics (the "Code") and all other Company policies, including but not limited to Policy and Procedure manuals, Associate Handbooks, etc. Violating these policies may result in corrective action including, without limitation, termination of employment of your services with the Company, recovery of damages and the filing of criminal charges.

Many problems can be easily avoided by simply using good judgment and seeking guidance when questions arise. It is your responsibility to raise awareness by asking questions, making appropriate disclosures and bringing potential problems to the Company's attention. It is important to report all violations or suspected violations of this Code of Business Conduct and Ethics. The ways in which to communicate these violations or suspected violations are included in Violations – Reporting and Consequences Section of the Code.

It is against Company policy for any associate, officer or director to take any action against another associate, director, officer, vendor, customer or any other third party, who has lawfully provided information to a government agency, caused information to be provided to a government agency, or otherwise assisted in an investigation regarding any conduct, which the associate, officer or director reasonably believes constitutes a violation of an applicable law and/or Company policy.

This Code applies to all directors, officers and associates of the Company. The Code is not a comprehensive document intended to address every ethical issue that an associate, officer or director might face, nor is it a summary of all laws and policies that apply to the Company's business. Rather, it is intended to provide focus on areas of ethical risk, provide guidance to associates, officers and directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help foster a culture of honesty and accountability.

Any amendments to the Code, or any waivers of the Code which apply to directors or executive officers, shall be promptly disclosed to stockholders in accordance with applicable laws and regulations.

Conflicts of Interest

A conflict of interest exists when your private interests interfere with, or even appear to interfere with, the best interests of the Company. As an associate, officer or director of the Company, you must be free of any actual or perceived conflict of interest to assure that you are able to exercise independent judgment with regard to the Company's best interests.

A conflict of interest arises when you have a direct or indirect interest in, or relationship with, any organization or individual that may disrupt our organization or affect your objectivity and independent judgment or conduct in carrying out your duties and responsibilities. This includes having a financial interest, position or relationship with any person, firm or corporation with which the Company does business. This policy also applies to your immediate family (defined as a spouse, parent, sibling, child, or any other person, whether or not related by blood or marriage, living in the same household). You or your family may own stock in publicly traded companies which do business with the Company provided that you do not own a sufficient number of shares of stock to exercise control over that company. If a member of your immediate family is employed by a vendor, supplier or competitor of the Company, you must report this to the Legal Department.

In dealing with our customers, suppliers, or competitors, we must not engage in activities that may make it difficult to perform our work objectively and effectively or, directly or indirectly, cast doubt or create even the appearance that we cannot act with complete objectivity concerning the best interest of the Company.

Conflicts of interest may include, but are not limited to, the following:

1. Lending money to, or borrowing money from, individuals or companies that do business with or compete with the Company, except transactions with banks or other financial institutions in accordance with normal business practices;
2. Engaging in any outside business activity that is competitive with the Company's business; or
3. Serving on a board of directors of any supplier or competitor of the Company, unless such service has been disclosed to the Company and approved by the Chief Executive Officer.

Conflicts of interest may also include violations of other sections within this Code including but not limited to those documented in Corporate Opportunities and Gifts, Entertainment and Trips.

You may maintain concurrent employment outside of the Company, which is otherwise in accordance with this Code, as long as such employment does not create scheduling conflicts or affect your objectivity and independence of judgment or conduct in carrying out the duties and responsibilities associated with your position at the Company.

The Acknowledgment of Receipt and Compliance with the Code of Business Conduct and Ethics sets forth the means by which any associate, officer or director can communicate to the Company any actual, apparent or potential conflicts of interest to the Company, so that such situations may be resolved effectively and efficiently.

The Company will not directly, or indirectly, extend or maintain credit, arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan to or for any director or officer.

Corporate Opportunities

Any business or corporate opportunities, commissions or other financial arrangements which are offered to you personally or to members of any associate, officer or director's family (including offers of employment to family members) by persons or firms who are customers, vendors, competitors or business partners of the Company must be disclosed to the Legal Department. You must avoid even the appearance that you are using your position at the Company to promote your personal or financial interests or those of your family through persons or entities doing business with the Company.

You may not utilize the resources, information, equipment and facilities owned by the Company for your own personal financial gain or that of any other employer.

Associates, officers and directors who have access to proprietary Company information may not engage in any outside employment that may involve the use of such information, or which would allow them to compete with the Company in any way.

This rule does not apply to charitable, civic, religious or social organizations whose activities do not conflict or compete with the business interests of the Company and which do not interfere with your performance commitment to the Company.

You may not work for or receive compensation or other consideration for personal services from any supplier, vendor, distributor, landlord or competitor of the Company, or any business entity that does or seeks to do business with the Company unless prior written approval is provided by the Legal Department.

Fair Dealing

Each associate, officer and director should endeavor to deal fairly and honestly with the Company's customers, suppliers, vendors, competitors and associates. No one should take unfair advantage of anyone through manipulation, concealment, abuse of confidential or privileged information, falsification, misrepresentation of material facts or any other unfair dealing or practice.

Privacy

The Company respects the privacy of all associates, officers and directors. You are required to handle private information responsibly, and in accordance with the Data Protection Act and any other laws. Records containing personal information about associates, officers and directors must be kept confidential. Access to such records is limited to managers and others with a specific need for the information in the performance of their duties. You must handle private information regarding other associates, officers or directors responsibly and in a manner that will protect the confidentiality of the information.

When you receive a reference inquiry about former associates, forward the inquiry to the Corporate Human Resources Department. Do not release or confirm any information regarding a former associate, officer or director. The Corporate Human Resources Department will confirm only the dates of employment, last position held and final salary. No further information will be provided unless further disclosure is required by law.

Confidentiality

Confidential information is an important asset of the Company and often provides a competitive advantage, which needs to be protected for the benefit of the Company and all associates. Some examples include, but are not limited to: detailed sales and margin figures whether by product or by store; new product or marketing plans; real estate and construction plans; and information about potential acquisitions, divestitures or investments. You must maintain the confidentiality of information entrusted to you by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

At times you may need to exchange information with a vendor or other party who proposes to provide services or in some other way to do business with the Company. Before you provide any confidential or proprietary information to that party, you must obtain a confidentiality agreement from that party to keep the information confidential. You should contact the Legal Department for assistance in obtaining or preparing a confidentiality agreement. If the other party provides you with their own form of confidentiality agreement, you should submit it to the Legal Department for review and approval before you disclose any information to that party or receive any information from them.

Proprietary Rights and Computer Policy

You should consider as confidential and treat as proprietary property of the Company any information, ideas, inventions, developments, refinements, improvements or innovations developed or created as a result of your employment with the Company that are not released to the public. This includes, but is not limited to: technical information, such as computer software, processing system techniques, business information, including information relating to costs, pricing, profit margins, customers, markets and suppliers, and personnel information, including information relating to associates', officers' or directors' salaries, evaluations and promotions.

This information should be released to associates, officers or directors at the discretion of your Department Head and should not be released to anyone outside of the Company unless the Company's Investor Relations Department has released such information to the public.

All inquiries from the media, publications or any other source, should be referred to either the Chief Executive Officer, President, General Counsel, Chief Financial Officer or their designees as appointed from time to time. The Company shall be deemed the owner of all inventions, computer software and discoveries conceived or made by you, either alone or with others, during your employment that relate to or are useful in any businesses in which the Company is engaged.

The use of computers is an integral part of the Company's business. Most of the Company's valuable proprietary business information is maintained on its computer databases. It is important that you protect the Company's proprietary information by keeping confidential and secure all passwords, data and software.

The use of the Company's systems/personal computers, including the Electronic Mail, Internet systems, and voice mail are reserved primarily for conducting Company business. Communications transmitted through these systems should have a business purpose.

The Company reserves the right to monitor, without notice, Internet activity. In addition, the Company reserves the right to monitor and access any electronic mail messages created, sent or received by directors, officers or associates using the Company's electronic mail system. The reasons for which the Company may obtain such access include, but are not limited to: maintaining the system; preventing or investigating allegations of system abuse or misuse; assuring compliance with software copyright laws; complying with legal and regulatory requests for information; ensuring that the Company's operations continue appropriately during an associate's, officer's, or director's absence, and any other purpose deemed appropriate by the Company.

All electronic mail messages and files on the Company's PCs are the property of the Company. The Company may store electronic communications for a period of time after the communication is created. From time to time, communications stored in the system may be deleted, printed or utilized for any purpose.

No one may access, or attempt to obtain access to, another individual's computer and/or electronic communications systems without the appropriate authorization from your Department Head.

All software that resides on PCs owned by the Company must be properly licensed. Only software authorized by, acquired by, and installed by the Information Technology ("IT") Department may reside on any such PC. Software that is acquired with proper licensing, but without the approval of the IT Department cannot be installed on any of the Company's PCs. Unlicensed software of any kind must not be installed on any of the Company's PCs.

These rules have been developed so that the Company can comply with Federal software licensing laws that severely penalize corporations as well as individuals for violations. In addition, they will help to reduce the high risk of introducing viruses or other errors to the Company's PC environment.

Financial Integrity

The Company's financial statements must fairly and accurately present the financial condition of the business. All transactions affecting the Company, directly or indirectly, shall be recorded properly, accurately and timely and shall be documented in the Company's books and records in accordance with the Company's policies and procedures, U.S. generally accepted accounting principles and the rules and regulations of the Federal and States' securities laws.

No Company fund or asset that is not disclosed or recorded shall be established or maintained, directly or indirectly, for any purpose. You are strictly forbidden to use, authorize or condone the use of any "off book" accounting, unrecorded bank accounts, "slush funds," or any other device which may be utilized to distort records or reports of the Company's true operating results and financial condition. If you observe or suspect any such activity, you must report it immediately to either the Director of Internal Audit, the Chief Financial Officer, General Counsel, the President, the Chief Executive Officer or anonymously via the Ethics Hotline.

Reporting the Company's proper financial condition is a fundamental aspect of your employment. Reporting false information is strictly prohibited. Misrepresentations of any nature may lead to severe civil or criminal liability for you and the Company. Misrepresentations may take the form of omissions and inaccuracies, as well as organizing information in a way that is intended to mislead or misinform the recipient.

If you are asked by anyone, including your manager, to falsify any financial information, you should immediately report the issue by contacting either the Director of Internal Audit, the Chief Financial Officer, General Counsel, the President, the Chief Executive Officer or anonymously via the Ethics Hotline.

Disclosure Policy

The Company commits to providing timely, orderly, consistent and credible information consistent and in compliance with legal and regulatory requirements, to enable orderly behavior in the market. It is imperative that disclosure be accomplished evenly during good times and bad and that all parties in the investment community have fair access to this information.

The goal of the Disclosure Policy is to develop and maintain realistic investor expectations by making all required disclosures on a broadly disseminated basis and being realistic on prospects for future Company performance. Contact the Legal Department to obtain the full text of the Company's Disclosure Policy.

The Chief Executive Officer, President, General Counsel, Chief Financial Officer and their designees as appointed from time to time are the primary Company spokespersons. All requests for information from securities analysts, stockholders, or the general public should be referred to one of those individuals. Without the express approval of the Chief Executive Officer or one of the other spokespersons named above, you are not authorized to speak on behalf of the Company or to respond to specific inquiries from the investment community or the media.

Compliance with Laws, Rules and Regulations (Including Insider Trading Laws)

The Company takes a proactive stance on compliance with all applicable laws, rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies. Accordingly, the Company requires its associates, officers and directors to comply with all applicable laws, rules and regulations, including insider trading.

It is generally illegal for any person, either personally or on behalf of others, to trade in securities on the basis of material, nonpublic information. It is also generally illegal to communicate (to "tip") material, nonpublic information to others so that they may trade in securities on the basis of that information. These illegal activities are commonly referred to as "insider trading."

Penalties for insider trading violations include civil fines of up to three times the profit gained or loss avoided by the trading, criminal fines of up to \$1 million, and imprisonment for up to 10 years. There may also be liability to those damaged by the trading. A company whose directors, officers or associates violates the insider trading prohibitions may be liable for a civil fine of up to the greater of \$1.1 million or three times the profit gained or loss avoided as a result of the insider trading violation. Additionally, a conviction for knowingly committing "securities fraud" or other violations

of the Sarbanes-Oxley Act of 2002, can result in severe fines and be punishable for violators by terms of imprisonment of up to 25 years.

Contact the Legal Department to obtain the full text of the Company's Insider Trading Policy. All associates, officers and directors must comply with this policy.

Gifts and Entertainment; Trips; Samples

As an associate, officer or director of the Company, you (and your family members) should not accept gifts from vendors (or others that you are acquainted with as a result of your employment at the Company).

The Company's policy is that gifts and entertainment either given or received, must be tasteful and of insubstantial value (\$100.00 or less) in general to be acceptable, and cannot violate any laws. Gifts from a vendor or customer may cloud your judgment or create the appearance that you are favoring the vendor or customer who provides such things to you.

The practice of giving or receiving gifts or entertainment in the business context may give rise to problems such as creating discord among employees or appearing as an attempt to influence or even bribe you or the person to whom you provided the gift or entertainment. To avoid even the appearance of impropriety, you and members of your immediate family should not accept or give gifts of substantial value.

An improper benefit may include anything of value offered to you in an attempt to inappropriately influence your business judgment. Similarly, you may not improperly influence any other business or person by offering them gifts or benefits. You should never give or accept a favor or gift with "strings" attached requiring you to return some favor or gift using the Company's assets.

With respect to gifts or entertainment (other than meals) of significant value (\$100.00 or more), you should promptly report these to the Chief Executive Officer, the President or the General Counsel, before you give or accept them. Failure to report your giving or acceptance of any such gifts or entertainment may result in severe disciplinary action. Business customs may require the exchange of gifts in some foreign countries. In such circumstances, the Company will provide the gift, and any gift received in return (of more than nominal value) will become the Company's property. Contact the Legal Department if you are confronted with any such business situation.

You (as well as your family members) should not accept non-business trips at a vendor's expense without prior approval from the Chief Executive Officer, the President or the General Counsel. The Chief Executive Officer, President or General Counsel must approve any trips that combine a mix of business and pleasure.

The Company recognizes, based on the nature of the sporting goods business, that occasionally invitations to attend special events such as the Super Bowl or the Olympics as guests of a vendor may be made available to you. A written memorandum documenting the special event along with the written approval of your Department Head must be submitted to the Chief Executive Officer, the President or the General Counsel before accepting an invitation to attend such an event. The Chief Executive Officer, the President or the General Counsel will review the memorandum and provide approval to attend if such an event reasonably compliments a business relationship.

All vendor samples, including no-cost samples are the Company's property unless the vendor has specifically indicated that the sample is for preview purposes only and is to be returned. From time to time, it may be appropriate for you to field test an item. Prior to any field-testing, approval must be obtained from your Department Head. The time period for field-testing will be limited and all merchandise must be returned.

Vendor Relations

You are expected to maintain a high standard of business and personal ethics in your dealings with the public, customers of the Company, vendors, and your fellow associates, officers and directors.

Care should be taken when dealing with any former associate, officer or director of the Company who wishes to enter into a significant business relationship with the Company. In order to ensure that there is no favoritism extended, the proposed transaction should be reviewed with your Department Head before committing to the transaction or course of business.

All contracting and purchasing decisions must be based on quality, service, and price. When deciding among competing vendors, weigh all of the facts impartially. Your decision must never reflect personal interests or biases.

We expect our vendors to be people of integrity who supply excellent quality, with timely deliveries, and at competitive prices. The Company will always employ the highest ethical business practices in source selection, negotiation, and administration of all purchasing activities. We will respect and safeguard the proprietary information and trade secrets of our vendors.

Non-Merchandise Goods and Services Policy

As part of the Company's internal control structure, the Company has adopted a set of guidelines regarding the levels of approval authority related to purchasing non-merchandise products and services as well as the levels of approval authority for entering into any contracts or commitments on the Company's behalf. You are responsible for complying with this policy and no agreements, contracts, commitments or similar arrangements shall be entered into except as provided within and under the guise of the Non-Merchandise Goods and Services Policy. Contact the Legal Department to obtain the full text of the Non-Merchandise Goods and Services Policy.

Security Awareness

All associates, officers and directors should act to protect the Company's facilities and assets, including inventory, documents, property, facilities, offices and equipment, to ensure their efficient use.

You should maintain all confidential information in a secure and confidential manner by limiting access to where such documents are stored or used and consider marking documents as "Confidential." You should shred all confidential documents, if they are no longer needed, subject to the requirements of the Company's records retention policies and procedures and subject to any legal or litigation document retention memoranda. You should not allow unauthorized individuals, including other associates, to have access to or to use the Company's warehouses, offices or equipment.

Any violations may also be reported anonymously via the Ethics Hotline, discussed in Violations – Reporting and Consequences Section of the Code.

Antitrust, Monopolies and Economic Condition

The antitrust laws, also sometimes called fair trade, anti-monopoly and price fixing laws, prohibit any agreement or understanding (whether written, oral, formal, informal or simply tacit) among competitors to (a) fix prices or terms of sale for competing products, (b) divide markets or allocate customers for competing products, (c) supply or refuse to supply particular customers with products, or (d) restrict or increase the production or the availability of products or services. Such agreements or understandings are *per se* illegal. Violating these policies may result in corrective action up to and including, without limitation, termination of employment of your services with the Company, recovery of damages and the filing of criminal charges.

The Company must make its decisions in the marketplace, such as how much to buy, where to buy or sell, with whom to deal, what price to pay, what price to charge and what advertising, promotion and credit terms to offer, without collusion, agreement or understanding with competitors, and without imposing requirements which unduly restrict the freedom of our suppliers and customers to make their own independent decisions.

You must not enter into any understanding, agreement, plan or conspiracy with any competitor limiting or restricting competition with respect to prices, terms or conditions of sale, production, distribution, territories or customers. You must not participate anywhere at any time in, or remain at any discussion with or among competitors concerning prices, factors which determine pricing, divisions or allocations of territories, markets or customers, delivery terms or other terms and conditions of sale or from whom to buy or to whom to sell.

You should avoid any contact with competitors that may raise suspicions that you and a competitor are or might be parties to an illegal agreement. If you are involved with a trade association, you must be particularly alert to the Company's policy of strict compliance with the antitrust laws. This is because trade association activities provide opportunities for communications among competitors that may be improper or give rise to an inference of an illegal agreement.

If you are present at any meeting where you believe improper discussions may be taking place, you should excuse yourself from the meeting and promptly send your notes of the meeting, including a list of the parties present and a summary of the discussion up to the point that you leave, to the Legal Department.

If a competitor approaches you regarding any such matters, or if you observe any such meeting or discussion occurring at any trade show, convention or similar gathering, or if you are aware of any telephone conference on which such matters are discussed, you must contact the Legal Department immediately.

Many foreign countries may have their own antitrust laws. Penalties for antitrust violations are severe, including fines and/or incarceration, and the Company may be subject to triple damages. If you are in doubt as to the application of any antitrust laws in the United States or in any other country, you should immediately call the Legal Department.

Never exchange a price list or pricing information with a competitor. While pricing information may be obtained from time to time from customers and other legitimate sources, no third party should be used as a clearing-house for exchanging price information with a competitor.

Never agree with a competitor to sell or refrain from selling in any geographic area. The only exception may be an agreement not to compete in connection with another transaction, and any such agreement must be prepared by or reviewed by the Legal Department.

Never agree with a competitor to sell or refrain from selling to any customers or class of customers or to extend or not to extend particular terms to any customer. Never agree to divide or share a customer's or a potential customer's business with a competitor.

You must not enter into an agreement with a competitor not to sell or buy from certain individuals or firms. As a general rule, you have a legal right to choose your suppliers and customers, and to refuse to buy from or sell to anyone, but you may not do so in concert with a competitor.

The antitrust laws prohibit you from placing restraints or conditions on customers requiring them to buy one product as a precondition to the sale of another product. It may also be illegal for the Company to buy products on the condition that the supplier not deal with a competitor of the Company or to use its size to extract an unlawful discount or advantage from a supplier that the Company knows is not available to its competitors. You should consult the Legal Department if you confront either of these situations.

Compliance with the antitrust laws is a very serious matter. Any violation of these laws and policies may subject you and the Company to severe criminal and civil penalties. Any violation of these laws and policies may also result in termination of your employment at the Company.

Political Activities

The Company's associates, officers and directors are free to engage in political activities on their own time and to contribute to candidates of their choice; however, due to strict federal and state election campaign laws, contributions to political campaigns, domestic or foreign, are prohibited by or on behalf of the Company as a corporate entity.

The Company does not contribute cash, services, goods, or any other items of value to the campaigns of candidates for any elective office or to any political party or "cause" that is political. Consequently, you are not authorized to make any political contribution, whether in cash, goods, use of facilities or otherwise, on behalf of the Company. You may not use the Company's funds, facilities or other resources for any political purpose unless such use is approved in writing in advance by the Legal Department.

Foreign Corrupt Practices Act

The Company strictly prohibits giving or receiving kickbacks, bribes, or payoffs to influence a decision affecting the Company's business or for the personal gain of an associate, officer or director.

It is against Company policy and is a violation of the laws of the United States, including the Foreign Corrupt Practices Act, for the Company or any of its associates, officers or directors or agents to offer, provide, give, pay, promise or authorize the payment of money or anything of value to any foreign, domestic or local government official, candidate, political party or political party official for the purpose of (a) influencing or inducing the action or decision of the recipient in any official capacity or in violation of any lawful duty, or (b) to exert influence on any third party or government agency in order to assist the Company in obtaining, retaining or advancing its business in any country. "Sensitive payments" may, as noted above, result in violation of federal, state, or foreign laws with attendant criminal and civil sanctions and requirements for disclosure. Sensitive payments are strictly prohibited by the Company.

If you are approached or solicited by anyone to receive or make a bribe or kickback or to engage in any improper business practices or you are aware that another associate, officer, director, or agent of the Company has been so approached, you must immediately disclose this information to the Legal Department.

Waivers and Modifications

Generally, waivers of the Company's Code of Business Conduct and Ethics will not be provided. Unless specifically described in one of the subsections of the Code, only the Chief Executive Officer can waive the provisions of the Code of Business Conduct and Ethics relating to non-directors or non-executive officers. In the case of executive officers and directors, only the Board of Directors or a Board Committee may issue waivers. Any waiver for an executive officer or director will be promptly disclosed to stockholders as required by law or stock exchange regulation.

The Company continually reviews its policies and reserves the right to modify, supplement, amend or delete any provisions in this Code. Changes to the Code of Business Conduct and Ethics will be communicated as required by law and will be communicated to you within an appropriate period of time.

This Code does not represent all of the policies of the Company. It is designed to give you guidance to many essential Company policies.

Violations - Reporting and Consequences

The Company proactively promotes ethical behavior, and encourages associates, officers and directors to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. The policies set forth in the Code of Business Conduct and Ethics, together with good common sense and your own sense of right and wrong, are meant to guide your business decisions. Your strict adherence to this Code, and the policies set forth in other Company material, is required. Associates, officers and directors of the Company who violate Company policies, or who fail to communicate knowledge of such violations, will be subject to appropriate disciplinary action, including, without limitation, termination of employment with the Company, and in some cases, may involve potential civil and criminal liability.

You are required to report any violations of the policies set forth in this Code of which you have knowledge or relevant information.

It is against Company policy for you to take any action against another associate, officer or director, vendor, customer or any other third party, which has lawfully provided information to a government agency, caused information to be provided to a government agency, or otherwise assisted in an investigation regarding any conduct, which you reasonably believe constitutes a violation of an applicable law and/or Company policy.

The Company requests that any associate, officer or director suspecting a violation of this Code report it immediately. The Company will investigate and react to each instance efficiently, confidentially and effectively. To report a suspected violation, you are strongly encouraged to:

- ☐ Discuss the matter with your manager
- ☐ Raise the matter with your Department Head or Vice President
- ☐ Contact the Senior Vice President, Human Resources
- ☐ Contact the Director of Internal Audit
- ☐ Contact the Legal Department
- ☐ Call the Ethics Hotline at 1-866-814-2749
- ☐ Submit via the web at
<https://www.compliance-helpline.com/DicksEthicsHotline.jsp>

Reports to the Ethics Hotline and submissions made at <https://www.compliance-helpline.com/DicksEthicsHotline.jsp> may be made anonymously. If you choose to report an incident anonymously, please provide very specific, detailed incident information to allow for appropriate investigation.

An Acknowledgement of Receipt and Compliance with the Code of Business Conduct and Ethics will be provided periodically to all appropriate directors, officers, associates and agents who will be required to certify and affirm their continued compliance with this Code and other Company policies, and any and all amendments made to the Code or such policies from time to time. The Company will appropriately monitor your compliance. Refer to the attachment for this Acknowledgement.

Your compliance with this Code cannot and does not guarantee your continued employment, nor will your employment status as a director, officer or associate under applicable law be altered by this or any other Company documents.

Further Clarification

You should direct any questions you may have regarding these policies to one of the following individuals / departments:

Legal Department

Director of Internal Audit

Senior Vice President of Human Resources

Related Policies

Associate Handbook

Director, Officer or Associate Non-Compete Agreements

Non-Merchandise Goods and Services Policy

**ACKNOWLEDGEMENT OF RECEIPT AND COMPLIANCE
WITH THE CODE OF BUSINESS CONDUCT AND ETHICS**

I have read, understand and agree to the terms and conditions set forth in the Code of Business Conduct and Ethics (the "**Code**").

In addition, to the best of my knowledge, information and belief, I affirm that, (i) I have not engaged in any actions that are or could be considered a violation of the Code or a conflict of interest and (ii) I am not aware of any Associate, Officer or Board Member of the Company or any other person engaging in any actions that are or could be considered a violation of the Code or a conflict of interest: ***(The following section must be completed.)***

☐

None, or

☐

Describe any actual, apparent or potential violation(s) and conflict(s) that you have not previously disclosed in writing to Legal, Internal Audit or Human Resources:

Furthermore, I affirm that I will promptly report any violations of the Code in the future.

I understand that strict adherence to these policies and guidelines is required and that violation is grounds for disciplinary action, including, without limitation, employment termination.

I further understand that these policies and guidelines in no way affect the applicability of other Company policies appearing in manuals, bulletins, handbooks, application for employment forms, etc.

Signature

____/____/____
Date

Print Name

Location/Department