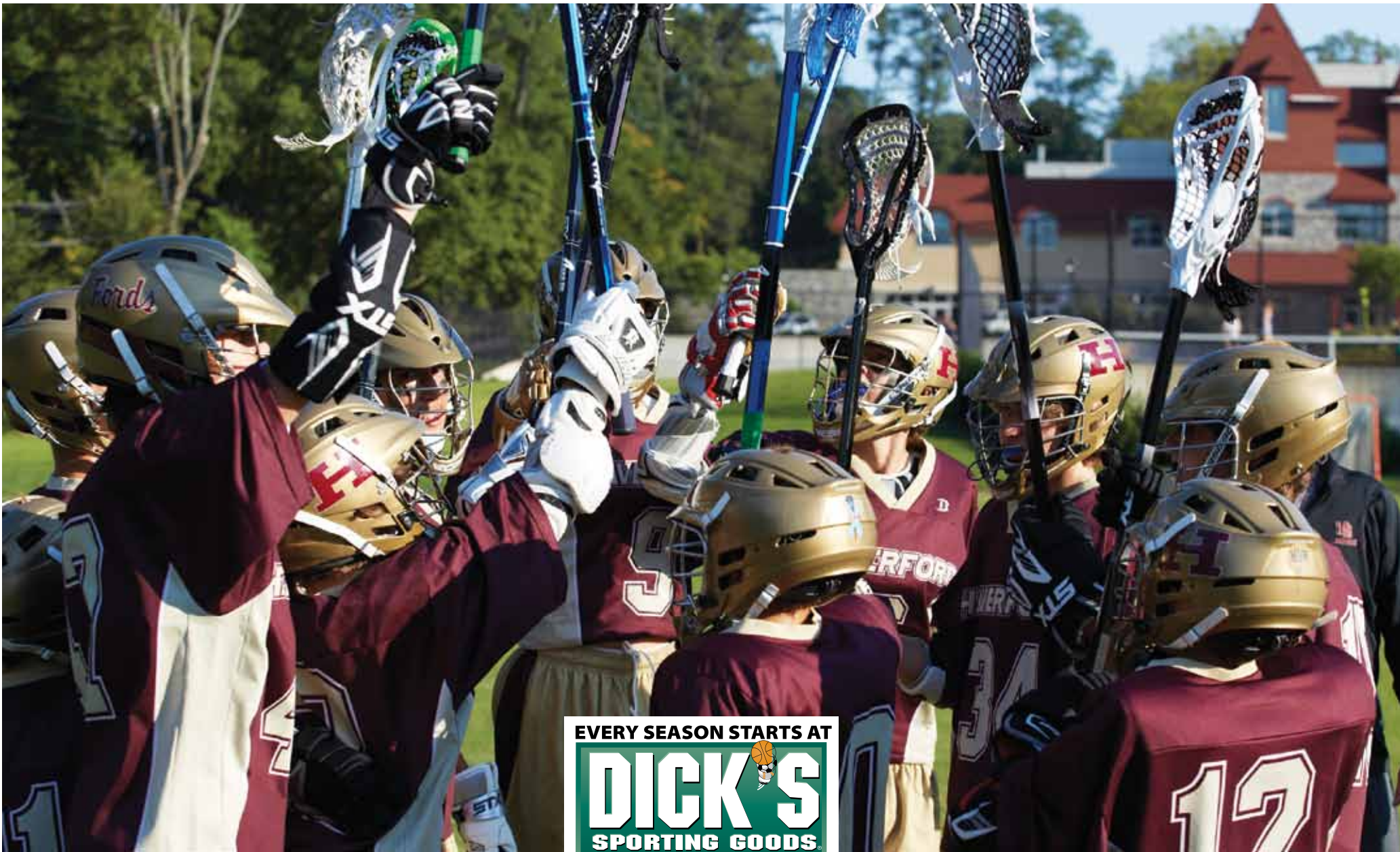
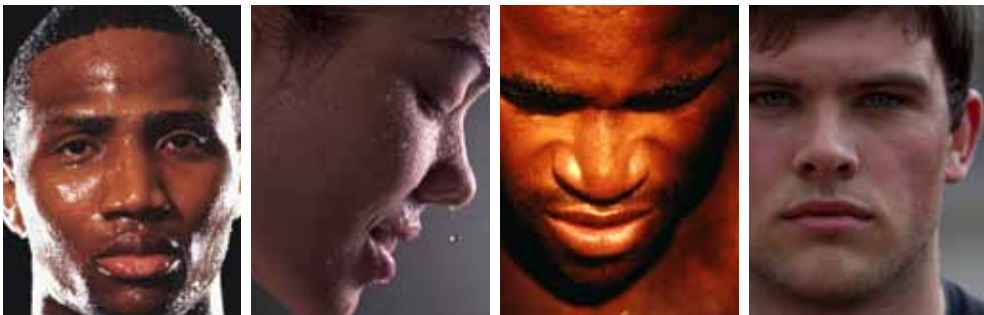


THE RULES OF THE GAME



THE DICK'S SPORTING GOODS CODE OF BUSINESS CONDUCT AND ETHICS



EACH OF US MUST DO OUR PART TO PREVENT OR CORRECT UNFAIR PLAY.



Dear Associates and Colleagues

My father started the company that would become Dick's Sporting Goods, Inc. with \$300 he borrowed from his grandmother to open his first shop in Binghamton, New York. Today, the company and its subsidiaries (*collectively, the "Company"*) employ nearly 30,000 individuals. The growth and success of our Company is due not just to our relentless pursuit of improvement, but also to our unwavering adherence to playing the game fairly. Our competitive spirit has always driven us to excel and grow in the sporting goods industry. However, we must never allow that competitive spirit or pressure to "make the numbers" to compromise our commitment to integrity.

As an Associate, Officer or Director 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. Just as we expect any Team Sports Sales Associate to understand what equipment is approved for league play, we expect all of you, as well as our business partners, to understand what business conduct is acceptable and what falls outside the rules of the game.

Our Code of Business Conduct and Ethics provides an outline to help you understand the rules of our business and of professional conduct. It provides guiding principles to show you how to act legally and ethically, examples to assist you in resolving potentially troublesome issues and contact information to help you seek advice or report concerns.

Please read this Code carefully and thoroughly, as it was updated to reflect our growing and evolving business. You will be asked to complete training and formally acknowledge that you have read this Code, understand it and agree to abide by it.

The principles of this Code apply to everyone at the Company, regardless of job function or seniority. Each of us must do our part to prevent or correct unfair play. I encourage you to discuss any questions or concerns you may have about this Code or any activity at our Company with your Team Leader or other representatives listed in this Code. If you prefer, you may address your report or question anonymously to our Ethics Hotline at 1-866-814-2749 or via the internet at <https://www.compliance-helpline.com/DicksEthicsHotline.jsp>. Our Company will treat reports of violations as confidentially as possible and no one who reports a suspected violation in good faith will be subject to retaliation for making such a report.

I pledge to follow this Code and to conduct business in an honest and ethical manner every day, and I know you will do the same.

Sincerely,


Edward W. Stack
Chairman and Chief Executive Officer

Effective January 1, 2013

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1 UNDERSTANDING THE RULES OF THE GAME

1.1 OUR CORE VALUES

DICK'S SPORTING GOODS, INC. EMBODIES THE COMPETITIVE SPIRIT OF THE TRUE ATHLETE, WHO SEEKS TO WIN BY BEING DRIVEN, SKILLED, COMMITTED AND PASSIONATE.

To honor that spirit, Dick's Sporting Goods, Inc. and its subsidiaries (*collectively, the "Company" or "Dick's"*) have adopted the following Core Values as setting the Rules of the Game for conducting our business and operations:

- We are committed to building ethical, professional and meaningful relationships with our customers, Associates and vendor partners.
- We generate solutions and decisions that are made in the best interest of our company through innovative thinking and debate.
- We foster a collaborative work environment, encouraging open communication, teamwork and learning that inspire trust and respect for others.
- We are disciplined in our business practices while creatively developing strategies intended to optimize shareholder value.
- We contribute to the welfare of our communities through proactively advocating active and healthy lifestyles and the advancement of youth sports.



1.2 OUR SHARED RESPONSIBILITIES

Reading and adhering to this Code helps each of us to embody the Company's Core Values in the work we do every day. We want to avoid even the appearance of impropriety at all times.

WE ARE EACH RESPONSIBLE FOR ACTING WITH INTEGRITY AND FOR PRESERVING AND PROTECTING THE REPUTATION AND INTEGRITY OF OUR COLLEAGUES AND OF THE COMPANY. WE WANT TO AVOID EVEN THE APPEARANCE OF IMPROPRIETY AT ALL TIMES.

Many problems are easily avoided by simply using good judgment and seeking guidance when questions arise. Each of us has an individual responsibility to raise awareness by asking questions, making appropriate disclosures and bringing potential problems to the attention of our leaders.

If you become aware of a situation that may involve a violation of this Code or any applicable law or policy, you have a duty to your colleagues and the Company to report it. The ways in which to communicate these violations or suspected violations are addressed in detail in the Asking Questions and Reporting Violations section of this Code.

Failure to comply with this Code or any other applicable law or policy can have severe consequences for both the Company and the people involved. Non-compliance can damage the Company's good name, your reputation and the reputation of your colleagues, and, in some cases, it can subject those involved to civil suits and/or criminal prosecution.

Dick's will impose disciplinary action for violations of this Code or any applicable law or policy, up to and including termination of employment. We will also refer cases to government authorities if appropriate.

If you find that you have violated this Code or any applicable law or policy, whether by mistake or on purpose, it is best to report it. If you voluntarily report your own error and cooperate in the investigation, Dick's will take that into account when considering disciplinary action. An unintentional error made in good faith that is voluntarily and promptly reported may not be punishable, and your prompt report may help avoid more serious problems.



1.3 ADDITIONAL RESPONSIBILITIES OF TEAM LEADERS

If you are a manager of people (a *“Team Leader”*), you have additional responsibilities when it comes to following this Code and living our Core Values. You are expected to set an example. Where possible, you should look for opportunities to routinely communicate and discuss ethical conduct, difficult decisions or other challenging situations with your team members.

Create an open working environment that encourages team members to come to you with any questions or concerns. When a team member approaches you, make sure you respond promptly. If you are unsure of the answer to a question, refer the question to your Human Resources Manager, the Legal Department or anyone else mentioned in the reporting procedures discussed in the Asking Questions and Reporting Violations section of this Code. Promptly responding to team member concerns fosters trust and benefits everyone.

As a Team Leader, you must closely monitor what is happening with your team.

IF YOU BECOME AWARE OF ANY CONDUCT THAT MAY VIOLATE THIS CODE OR ANY APPLICABLE LAW OR POLICY, YOU MUST REPORT IT IMMEDIATELY.

Not reporting a violation or suspected violation by one of your team members, when you know about it or should have known, shows poor sportsmanship and will result in discipline, including termination of employment and recovery of damages in appropriate cases.





2 PLAYING BY THE RULES OF THIS CODE

This Code applies to all Associates, Officers and Directors of the Company. This Code is not a comprehensive document intended to address every ethical issue that we might face, nor is it a summary of all laws and policies that apply to our business. Rather, it is intended to promote ethical behavior, highlight certain laws and other policies that apply to our business and encourage our Associates, Officers and Directors to communicate candidly whenever there is any doubt about the best course of action in a particular situation. The policies set forth in this Code, 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 TO OTHER APPLICABLE LAWS AND POLICIES, IS REQUIRED.

Associates, Officers and Directors of the Company who violate this Code, or who fail to report known or suspected violations of this Code, will be subject to appropriate disciplinary action.

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



2.1 ASKING QUESTIONS AND REPORTING VIOLATIONS

If you are unsure what to do during the course of conducting your business activities, do not simply guess and move forward. Take the time to seek guidance. Just because something is legal does not necessarily mean it is ethical or in the best interests of you or the Company. If something does not feel right, it probably isn't.

REMEMBER—WHEN IN DOUBT, ASK BEFORE ACTING.

If you become aware of a possible violation of this Code or any applicable law or policy, you have a duty to report it.

To ask questions about a situation or to report a suspected violation or other concern, you have the following options:

- Discuss the matter with your Team Leader
- Raise the matter with your departmental Senior Vice President
- Contact the Senior Vice President, Human Resources
- Contact the Compliance Department
- Contact the Legal Department
- Call the Ethics Hotline at 1-866-814-2749
- Submit a report to the Ethics Hotline via the Internet at: <https://www.compliance-helpline.com/DicksEthicsHotline.jsp>

The Ethics Hotline is staffed by an outside company and is available 24 hours a day, seven days a week. Reports to the Ethics Hotline and submissions via the Internet may be made anonymously, although maintaining anonymity may limit our ability to investigate.

We will investigate and react to each instance efficiently, confidentially and effectively.

2.2 ZERO-TOLERANCE FOR RETALIATION

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.

Good faith does not mean you have to be right, but it does mean you are providing all of the information you have and that you believe it to be true.

The Company will not tolerate retaliation of any type against someone who reports a suspected violation or other concern in good faith. Any associate that engages in retaliation of any kind will be subject to discipline, up to and including termination. If you have any additional questions regarding the Company's stance on retaliation, please review the Company's Whistleblower Policy.

If you believe that you have been the subject of retaliation, contact your Human Resources team, the Legal Department or the Ethics Hotline.

Q
IF I REPORT A VIOLATION, WILL I GET IN TROUBLE IF MY CONCERN TURNS OUT TO BE WRONG?

A
No. 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. If you believe it to be true in good faith, you are protected, even if what you believed to be true is not.





3 PLAYING AS PART OF A TEAM

3.1 FAIR TREATMENT IN EMPLOYMENT

Our Core Values show our dedication to treating each other, our customers, our vendors and our other business partners with integrity and respect at all times.

Dick's is an Equal Employment Opportunity employer and we are committed to giving equal employment and promotional opportunities to qualified individuals, regardless of race, color, creed, ancestry, age, sex, religion, national origin, disability, veteran status, gender identity or expression, sexual orientation, genetic information and any other category protected under federal, state or local law. Employment decisions will not be based on these characteristics.

WE ALL SHARE A RESPONSIBILITY TO ENSURE THAT OUR WORK ENVIRONMENT IS POSITIVE, PRODUCTIVE AND CHARACTERIZED BY RESPECT.

We must all be committed to maintaining a work atmosphere that is 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, 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, national origin or sexual orientation. We will treat harassment as we do any other form of misconduct and it will not be tolerated.

The Company's policies regarding Equal Employment Opportunity, Anti-Discrimination and Anti-Harassment are also contained in your Associate handbook.

If you believe that you or someone else has experienced discrimination or harassment, you should report the situation to your Team Leader, your Human Resources team, the Ethics Hotline or any of the other outlets identified in this Code.





3.2 FAIR TIME AND PAY

We understand that you work hard for the Company and we are committed to compensating you fairly for your dedication. The Company will comply with all applicable federal, state, local and international laws and regulations related to Associate work time and compensation. This includes our commitment to follow the rules related to matters such as Associate breaks, off-the-clock work, overtime pay, minimum-wage requirements, employment of minors and maximum work week hour requirements.

You must make every effort to fully 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.

If you believe that you have not received pay or time owed to you, you must report the situation immediately through any of the outlets identified in this Code.

3.3 SAFE AND HEALTHY PLAY

Our Associates are our most valuable resource and our success is dependent upon protecting that resource.

HEALTH AND SAFETY ARE TOP PRIORITIES IN ALL OF OUR LOCATIONS AND AT ALL LEVELS OF OUR ORGANIZATION.

This means that we strive to achieve zero work-related injuries and illnesses. To prevent workplace injury and illness, we must:

- Follow all applicable health and safety laws and regulations.
- Comply with all Company policies and safety procedures in our local facilities.
- Conduct ourselves in a safe manner.
- Take all reasonable precautions when handling dangerous or unsafe equipment and materials.

You must immediately report any behavior or condition that jeopardizes the health and safety of our workplace. If you feel that you or someone else is in immediate danger, call the local authorities.

3.4 PRIVACY

We respect the privacy of all our Associates, Officers and Directors and expect you to show the same respect. We have physical, electronic and procedural safeguards in place to keep information secure.

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 an employment or other reference inquiry about former Associates, Officers or Directors, forward the inquiry to your Human Resources team. Do not release or confirm any information regarding a former Associate, Officer or Director. The Human Resources team will confirm only the dates of employment, last position held and final salary. No further information will be provided unless additional disclosure is required by law.

We also want you to be aware of what you personally can and cannot consider private while performing Company business. Any information, whether personal or business related, generated at the Company, on the Company's systems or during the course of conducting Company business belongs to the Company. This information is subject to review by the Company, is not "private" and may be subject to discovery in the event of a lawsuit.

This means if you create information using Company devices (*e.g. laptop, desktop, Company paid cell phone/smartphone, iPad, etc.*) or the record is created or saved on a Company server or system it does not belong to you and it can be used by the Company for any reason.

Q

I WORK PART-TIME AS A PLAYERS ASSISTANT FOR GOLF GALAXY.

LAST WEEK, OUR STORE WAS REALLY OVERWHELMED WITH PREPARING FOR AN UPCOMING VISIT BY COMPANY EXECUTIVES. MY GENERAL SALES MANAGER TOLD ME THAT PAYROLL WAS TIGHT FOR THE MONTH, BUT HE REALLY NEEDED ME TO STAY ON TO FINISH CORRECTING SIGNAGE IN THE STORE. HE ASKED IF I MINDED CLOCKING OUT AND THEN STAYING ON TO FINISH THE JOB. I FELT SO BAD FOR HIM THAT I DID. WAS THAT OK?

A

No. In asking you to work off the clock, your General Sales Manager violated our company policies related to fair pay and, potentially, state and federal wage and hour laws. In complying with his request, you have also violated our policies related to fair pay and accurately reporting your time worked. You should immediately report this situation to your Human Resources representative, the Legal Department or the Ethics Hotline (*by phone or the Internet*).



4 PLAYING HARD FOR OUR SHAREHOLDERS

4.1 AVOIDING CONFLICTS OF INTEREST

We have an obligation to each other, our shareholders and our business partners to make all business decisions solely on the basis of our sound business judgment. 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 in the best interest of the Company.

WE SHOULD AVOID ANY ACTIONS OR RELATIONSHIPS THAT CREATE, OR EVEN APPEAR TO CREATE, A CONFLICT OF INTEREST.

It is not possible to draw up an all-inclusive list of actions and relationships that might result in a conflict of interest or the appearance of a conflict of interest. The following guidelines should help indicate areas where conflicts of interest are most likely to occur.

If you are engaged or wish to be engaged in activities that would create a conflict of interest or give the appearance of a conflict of interest, you should report those activities to the Legal Department. Many conflicts can be efficiently resolved to the best interests of the Associate and the Company.





You may also work with charitable, civic, religious or social organizations whose activities do not conflict or compete with the business interests of the Company as long as it does not interfere with your performance or require the disclosure of confidential Company information.

4.1.1 PERSONAL INTERESTS

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 make it appear that we cannot act with complete objectivity concerning the best interests of the Company.

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

- **Loaning 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.**
- **Investing or engaging in any outside business activity that is competitive with the Company's business.**
- **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.**
- **Taking advantage of personal opportunities that are discovered or made available through the use of Company resources or information.**
- **Using Company property or information for personal gain.**
- **Violating the policies discussed under the Gifts, Entertainment and Trips, and Vendor Samples, sections of this Code.**

You or your family may own stock in publicly traded companies that do business with the Company, provided that you do not own a sufficient number of shares of stock to exercise control over that company.

Subject to the foregoing, you may maintain concurrent employment outside of the Company as long as it does not interfere with your ability to perform your primary job with Dick's, create scheduling conflicts or require the disclosure of confidential Company information.



4.1.2 BUSINESS WITH FAMILY AND FRIENDS

The conflict of interest policies contained in this Code also apply to your immediate family (*your spouse, parent, sibling, child or any other person, whether or not related by blood or marriage, living in the same household*).

IF A MEMBER OF YOUR IMMEDIATE FAMILY IS EMPLOYED BY A VENDOR, SUPPLIER OR COMPETITOR OF DICK'S, YOU MUST REPORT THIS TO THE LEGAL DEPARTMENT.

If a member of your family proposes to engage or engages in any activity that would be a conflict for you (were you to engage in the same activity), you are required to report that activity to the Legal Department.

4.1.3 GIFTS, ENTERTAINMENT AND TRIPS

Dick's prides itself on conducting its business honestly and transparently. While exchanging gifts and entertainment can foster good working relationships with our vendors, suppliers and business partners, we must exercise caution when engaging in such activity.

REMEMBER, BY PROVIDING OR ACCEPTING GIFTS, ENTERTAINMENT OR TRAVEL, WE MAY MAKE IT DIFFICULT TO MAKE SOUND, OBJECTIVE BUSINESS DECISIONS.

Or we may make it appear that we show favoritism toward certain vendors, partners, Associates or other business partners. We must bear these principles in mind when accepting or offering gifts or entertainment.



In general, we may only offer or accept gifts or entertainment that are:

- **Less than U.S. \$100.00 in value**
- **Tasteful and professionally appropriate**
- **Unsolicited**
- **Infrequent**
- **Lawful**
- **No "strings" attached**

With respect to gifts or entertainment (**other than meals**) of significant value (**\$100.00 or more**), you should complete a Gifts and Entertainment Authorization Form and obtain approval from your departmental Senior Vice President before you give or accept them. For Senior Vice Presidents and other senior executives, advance approval should be obtained from the Chief Executive Officer, President, General Counsel or Chief Risk and Compliance Officer.

THE GIFTS AND ENTERTAINMENT AUTHORIZATION FORM IS AVAILABLE ON THE COMPANY'S INTRANET OR BY CONTACTING THE LEGAL DEPARTMENT.S.

Failure to obtain advance approval or report giving or accepting any such gifts or entertainment may result in severe disciplinary action.

The Company recognizes, based on the nature of the sporting goods business, that vendors or other business partners may occasionally extend invitations to attend special events such as the Super Bowl or the Olympics to our Associates. If you receive such an invitation and wish to accept it, you must provide a written request describing the event or activity and its business purpose, along with the written approval of your departmental Senior Vice President to the Chief Executive Officer, President, General Counsel or Chief Risk & Compliance Officer, who will review the request and provide approval to attend if the event reasonably compliments our business relationship. Approval must be obtained before attending or participating in the event.

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.

4.1.4 VENDOR SAMPLES

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 TO THE VENDOR.

From time to time, if it relates to your job function, it may be appropriate for you to field test an item. Before you take an item for field-testing, you must obtain written approval from your departmental Vice President using the Company approved Vendor Field Test Authorization Form. The time period for field-testing will be limited and all merchandise must be returned.

Keeping vendor samples for personal use without returning them to the Company is unacceptable for a number of reasons. Most importantly, it is a form of theft and a violation of this Code. It also makes those samples unavailable to your colleagues, should they be needed to perform business related activities, and detracts from the pool of samples the Company regularly uses for Company sponsored charity functions. Associates found to be keeping vendor samples for personal use will be subject to disciplinary action.



4.2 MAINTAINING FINANCIAL INTEGRITY

We must all do our part to ensure that the Company's financial statements are accurate and complete. Our shareholders, among others, rely on us to do so. Remember that the records you create as part of your daily responsibilities have an impact on the financial information that the Company as a whole may disclose.

WE MUST, THEREFORE, ENSURE THAT ALL OF THE RECORDS WE CREATE AND SUBMIT, INCLUDING TIME CARDS, EXPENSE REPORTS, INVENTORY REPORTS AND SALES DATA, ARE TRUE, FAIR AND ACCURATE.

At all times, we must act according to our internal control structure.

All transactions affecting the Company, directly or indirectly, must be recorded properly, accurately and timely, and 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. 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.

We may never establish unrecorded funds or assets for any purposes. We must never authorize or condone the use of any "off book" accounting, unrecorded bank accounts, "slush funds," or any other device that could 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 the Chief Executive Officer, General Counsel, Chief Risk and Compliance Officer, Chief Financial Officer or via the Ethics Hotline.



4.4 AVOIDING INSIDER TRADING

With few exceptions, it is illegal for Associates, Officers and Directors to trade in the Company's securities (*e.g. stock*), either personally or on behalf of others, on the basis of material nonpublic information. Furthermore, with few exceptions, it is also illegal for Associates to communicate material nonpublic information about the Company to persons outside of the Company who may trade on that information. These activities are commonly referred to as "Insider Trading." If you violate laws governing Insider Trading, you may face substantial penalties, including civil fines, criminal fines and imprisonment.

Information about Dick's is considered "nonpublic" if it has not been effectively disclosed to the public. Information is considered "material" if it is information that a reasonable investor would consider important in deciding whether to buy, sell or hold Dick's securities.

ASSOCIATES, OFFICERS AND DIRECTORS MAY NOT TRADE IN DICK'S SECURITIES, OR RECOMMEND THE PURCHASE OR SALE OF DICK'S SECURITIES, IF THEY ARE AWARE OF MATERIAL NONPUBLIC INFORMATION ABOUT THE COMPANY.

Associates, Officers and Directors also may not disclose material nonpublic information to others, including friends and family, business associates, investors and vendors, unless such disclosure is made in accordance with the Company's policies. Simply expressing your opinion or recommendation to buy or trade the Company's securities, if based on material nonpublic information, would violate Company policy and could violate the federal securities laws.

Furthermore, Associates, Directors and Officers may not trade in the securities of companies with which Dick's does business if they are aware of material nonpublic information about such company that the Associate, Director or Officer obtained in connection with his responsibilities for Dick's or in companies in which Dick's has invested. For example, this would apply to material nonpublic information you learn about Dick's vendors, such as Nike, Under Armor, The North Face or our other vendors or in any company in which Dick's has invested.

Q HOW DO I KNOW WHAT PART OF THE INSIDER TRADING POLICY APPLIES TO ME?

A All associates are subject to the general restrictions of the Insider Trading Policy. Furthermore, the Policy also applies to trades by an employee's family members, or other household members, and entities controlled by the employee.



Q WHAT ARE SOME EXAMPLES OF INSIDER TRADING?

A An associate within the Company obtains information related to the Company's upcoming acquisition of a sporting goods retailer. The associate purchases the stock of the company being acquired prior to the public announcement of the acquisition. The associate obtains a monetary gain from the transaction.

4.4 AVOIDING INSIDER TRADING *(continued)*

The Company maintains a Policy on Insider Trading and takes a proactive stance on compliance with all applicable laws and regulatory guidance. In order to assist Associates, Directors and Officers from inadvertently engaging in transactions while in possession of material nonpublic information, the Policy on Insider Trading restricts identified Associates and all Directors and Officers from transactions in the Company's securities during the period beginning fifteen days before the end of each fiscal quarter and ending one full trading day after the Company's earnings release. This period is referred to as a "Blackout Period." All Associates located in the Store Support Center and some Associates in the field are subject to Blackout Periods. Furthermore, certain Associates, and all Directors and Officers, are prohibited from transactions in the Company's securities unless they receive approval from the Company's Chief Executive Officer, Chief Financial Officer or General Counsel. The requirement for approval is referred to as "Pre-Clearance."

You are encouraged to refer to the full text of the Policy on Insider Trading to determine if you are subject to Blackout Periods or Pre-Clearance. The full text of the Policy on Insider Trading is available on the Intranet. You may also contact the Legal Department to obtain the full text of the Policy on Insider Trading.

4.5 PROTECTING PROPERTY AND INFORMATION



4.5.1 CONFIDENTIAL INFORMATION AND TRADE SECRETS

Confidential information is an important asset of the Company and must be protected for the benefit of the Company and all Associates. Some examples of confidential information include the following: projected sales and/or earnings, detailed sales and margin figures whether by product or by store; new product or marketing plans; real estate and construction plans; information about potential acquisitions, divestitures or investments; and personnel information.

YOU MUST MAINTAIN THE CONFIDENTIALITY OF INFORMATION ENTRUSTED TO YOU BY THE COMPANY OR OUR CUSTOMERS AND VENDORS, EXCEPT WHEN DISCLOSURE IS AUTHORIZED OR LEGALLY MANDATED.

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 Non-Disclosure Agreement from that party to keep the information confidential. You should contact the Legal Department for assistance in obtaining or preparing a Non-Disclosure Agreement.

We must all work to ensure the safety of our confidential information. You should maintain all confidential information in a secure and confidential manner by limiting access to locations where such documents are stored or used and marking documents as "Confidential." You should maintain all confidential documents in accordance with the Company's formal Records and Information Management Policy. You should not allow unauthorized individuals to have access to or to use the Company's facilities, offices or equipment. Be mindful of the Company's Policy on Associate Use of Social Networking when posting any work-related content online. For more information regarding the protection of confidential information, please refer to the Information Classification Guidelines posted on the Intranet. You can also request a copy of the Guidelines from the Compliance Department.

You are charged with the duty to keep Company information private even after your employment with the Company ends. You must commit to preserving this information, to protect the Company, your colleagues and business partners.





4.5.2 PHYSICAL PROPERTY

Our Company assets, including our stores, inventory, facilities, equipment, materials, technology, information and cash have been acquired through the hard work of our Associates and through significant investment and expense. Therefore, we must ensure that Company property is only used for proper business or management-approved purposes.

WE HAVE A RESPONSIBILITY TO PROTECT ALL COMPANY ASSETS AGAINST THEFT, DAMAGE OR MISUSE.

Associates who engage in theft, fraud, embezzlement or misappropriation of Company assets will be subject to disciplinary action, including termination.

4.5.3 INTELLECTUAL PROPERTY

Company assets include more than just inventory and equipment. Some of our most valuable assets include Intellectual Property. Intellectual Property refers to intangible assets that are protected by law. Intellectual Property may include our logo, brand, trademarks, patents, copyrights, software, know-how and other intangible property.

The Company respects the valid Intellectual Property rights of others. In addition we protect all of 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 BUSINESS DUTIES BELONG TO THE COMPANY.

You agree to help the Company document its ownership of this Intellectual Property, assign to the Company all right, title and interest in the Intellectual Property and perform all acts and execute all necessary and appropriate documents to enable the Company to obtain all right, title and interest in and to the Intellectual Property.

Q

I JUST FOUND OUT THAT THE COMPANY IS GOING TO OPEN A NEW STORE IN FLORIDA. I TWEETED ABOUT THE POTENTIAL NEW STORE OPENING. DID I VIOLATE THE SOCIAL NETWORKING POLICY?

A

Maybe. Store openings are considered confidential information if the opening has not been announced publicly by designated Company spokespeople. If the potential new store opening was not public information, by tweeting this, you have violated internal policy and possibly other laws and regulations.





5 PLAYING FAIRLY WITH OUR CUSTOMERS AND BUSINESS PARTNERS

5.1 FAIR DEALING

EACH OF US MUST ALWAYS DEAL FAIRLY AND HONESTLY WITH OUR CUSTOMERS, SUPPLIERS, VENDORS, COMPETITORS AND COLLEAGUES.

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.

5.2 COMPETITORS, ANTITRUST, MONOPOLIES AND ECONOMIC CONDITION

The antitrust laws, also sometimes called fair trade, anti-monopoly, price fixing or competition laws, protect free enterprise systems and encourage vigorous, but fair, competition. Many situations create the potential for unlawful anti-competitive conduct and should be avoided. The laws protect Dick's and your individual ability to succeed based upon our own hard work and acumen.

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.

In addition, you may not make any agreements with a competitor regarding price, terms, conditions of sale, other competitors or vendors. Please remember that often our vendors are also our competitors.

When communicating with vendors, you may not make any agreements on the retail price, promotions or marketing of a product. While vendors may suggest retail pricing, the actual price on our products is our sole decision. Under certain circumstances it is permissible to discuss promotional support from a vendor. Before doing so the Legal Department should be consulted.

Many foreign countries have their own antitrust laws. Penalties for antitrust violations are severe, including fines and imprisonment. 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.



5.2 COMPETITORS, ANTITRUST, MONOPOLIES AND ECONOMIC CONDITION *(continued)*

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

5.3 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. Your decision must never reflect personal interests or biases.

We expect our vendors to be people of integrity who supply excellent quality goods and services, in a timely manner, and at competitive prices.

YOU MUST 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.

5.4 ENTERING INTO CONTRACTS AND OTHER COMMITMENTS

As part of our internal control structure, we have adopted a set of guidelines for the levels of approval authority needed to purchase 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 familiarizing yourself and your team with the Non-Merchandise Goods and Services Policy and for complying with it. You may not enter into any agreement, contract, commitment or similar arrangement that exceeds the authority outlined in the Non-Merchandise Goods and Services Policy.

The full text of the Non-Merchandise Goods and Services Policy is available on the Company Intranet. You can also request a copy of the policy from the Expense Payables Department or the Legal Department.

Q

I HAVE ACCESS TO THE CUSTOMER INFORMATION DATABASE. I MENTIONED TO MY NEIGHBOR THAT I TYPICALLY WORK WITH SCORECARD DATA WHILE AT WORK. MY NEIGHBOR ASKED ME IF I COULD LOOK UP HIS SCORECARD PURCHASE HISTORY FOR HIM. CAN I HELP HIM OUT?

A

No. The access that you have to view customer ScoreCard data is for business purposes only. If your neighbor requires assistance with his ScoreCard, he or she should call Customer Service.

5.5 PROTECTING CUSTOMER PERSONAL INFORMATION

Customers entrust us daily with their personal information so that we can serve them better. In our quest to serve all athletes and outdoor enthusiasts, it is our duty to protect their personal information while the data are in our care.

RESPECTING AND PROTECTING CUSTOMER PRIVACY IS ESSENTIAL TO OUR BUILDING TRUST, OUR BUSINESS STRATEGY AND COMPLYING WITH FEDERAL AND STATE LAW.

Our customers' personal information includes name, mailing address, zip codes, e-mail address, phone number, credit card number, driver's license number and social security number.

We are all responsible for knowing what personal information is, how to protect it and appropriate methods for handling, storing and destroying this data.

We must understand and comply with the Company's various privacy policies, *(available on www.dickssportinggoods.com and through the Compliance Department)* to ensure we respect our customers' privacy.





6 PLAYING PASSIONATELY FOR OUR COMMUNITY

6.1 COMPLYING WITH THE LAW

As a national business leader, we must operate as a responsible corporate citizen, complying with the different laws and regulations applicable in the jurisdictions where we work and live. We cannot tolerate any illegal activities, from our employees, customers or vendors, for any reason.

6.2 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. It is the Company's policy to maintain an active and open public dialogue with its securityholders and potential investors. The Company has developed 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 (SECURITYHOLDERS, BROKERS/DEALERS, ANALYSTS AND OTHER MARKET PROFESSIONALS) AND THE MEDIA.





6.2 COMMUNICATING WITH THE PUBLIC *(continued)*

Other than the Company's spokespersons, no Associate, Director or Officer should discuss material nonpublic information outside of the Company. Of course, Associates, Directors and Officers may communicate with vendors, consultants, suppliers, and other similar business contacts if the communication is in the ordinary course of business and is consistent with the Associate's, Director's or Officer's responsibilities for the Company. If you believe you may need to disclose nonpublic information that is material or that is particularly sensitive, you should contact the Legal Department so they can determine if a confidentiality agreement is appropriate in the context.

The Company's primary spokespersons are the Chairman and Chief Executive Officer, President and Chief Operating Officer, EVP- Finance, Administration and Chief Financial Officer, SVP- Chief Marketing Officer and Director- Investor Relations. All requests for information from securities analysts, stockholders, media 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.

The full text of the Disclosure Policy is available on the Intranet. You may also contact the Legal Department to obtain the full text of the Disclosure Policy.

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 follows selected 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 if you wish.

6.3 ENGAGING IN POLITICAL ACTIVITIES

Dick's encourages us to support our communities by participating and upporting political activities that interest us. Because this participation should reflect our own personal viewpoints and interests, it must be on our own time and at our own expense.

6.4 AVOIDING BRIBERY AND CORRUPTION

The Company strictly prohibits giving or receiving kickbacks, bribes or payoffs of any amount to influence a decision affecting the Company's business or for the personal gain of an Associate, Officer, Director or agent acting on the Company's behalf. Participating in these types of transactions can put you and

the Company at significant legal risk and cause devastating reputational damage. The Company maintains a detailed Anti-Corruption Policy, which is available on the Company's Intranet or from the Compliance Department.

Bribery, dishonesty and fraud can take many forms and violate the anti-corruption laws of the United States and other countries. These activities include bribing other companies' officials, theft of Company assets, forgery or alteration of Company documents, embezzlement, "kickbacks," or other fraudulent conduct. All of these, or similar activities that might harm the Company or its reputation, are strictly prohibited.

ANY ASSOCIATE PAYING BRIBES, ENGAGING IN FRAUD, ACCEPTING OR CONDONING A BRIBE, KICKBACK OR OTHER UNLAWFUL PAYMENT OR ATTEMPTING TO INITIATE SUCH ACTIVITIES MAY BE TERMINATED AND SUBJECT TO POSSIBLE CRIMINAL PROSECUTION.

We fully support any Associate, Officer, Director or agent who declines an opportunity or advantage in a business transaction, if engaging or participating in the transaction would place the Company at legal, reputational or other risk. If you are in any doubt as to whether a transaction is proper, you must seek guidance from the Legal Department or the Compliance Department.

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 Company's Chief Risk and Compliance Officer or the Dick's Sporting Goods Ethics Hotline at 1-866-814-2749 or via the web at www.compliance-helpline.com/DicksEthicsHotline.jsp.

6.4.1 THE FOREIGN CORRUPT PRACTICES ACT (FCPA)

There is a very serious, US law prohibiting specific types of bribery of which we must all be aware, the FCPA. The FCPA makes it unlawful to bribe foreign government officials to obtain or retain business. The consequences of an FCPA violation are severe and can include criminal penalties, multi-million dollar fines for the Company and prison time for Associates, Officers and Directors involved in the offense.

The FCPA prohibits paying, offering, promising to pay *(or authorizing to offer or pay)* money or anything of value to a foreign government official to advance or retain business. This prohibition applies not only to Associates, Officers and Directors of the Company, but also to vendors and representatives that do business on the Company's behalf or on behalf of companies in which Dick's has an involvement.

If your duties involve business relationships with foreign vendors or other contacts, it is your responsibility to familiarize yourself with the Company's Anti-Corruption Policy and complete the required on-line training and any other required acknowledgements or certifications.

If you have any concerns or questions about a potential business deal with a government official you must contact the Legal Department or Compliance Department immediately. You may also view the Anti-Corruption Policy by obtaining a copy on the Intranet or by requesting a copy from the Legal Department or Compliance Department.



7 MISCELLANEOUS

7.1 WAIVERS

In extremely limited circumstances, Dick's may find it appropriate to waive a provision of this Code. All waivers require the pre-approval of the General Counsel. In the case of executive officers and directors, only the Board of Directors or a Board Committee may issue waivers. If any waiver is given, Dick's will promptly disclose the waiver to shareholders as required by law or stock exchange regulation.

7.2 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. Changes to this Code or other policy will be communicated to you within an appropriate period of time.

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.

7.3 ACKNOWLEDGMENT

An Acknowledgement of Receipt and Compliance with this 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 understanding of, and continued compliance with, this Code and other Company policies.

7.4 FURTHER CLARIFICATION

You should direct any questions you may have regarding these policies to one of the following individuals/departments: Your Team Leader, Legal Department (Legal.Department@dcsg.com), Senior Vice President of Human Resources, Compliance Department (Compliance@dcsg.com)



EVERY SEASON STARTS AT



**The Dick's Sporting Goods
Code Of Business Conduct And Ethics**

345 Court Street
Coraopolis, PA 15108