

DICK'S SPORTING GOODS, INC.

DIRECTORS' CODE OF ETHICS AND BUSINESS CONDUCT

(Effective as of January 17, 2017)

Introduction

Dick's Sporting Goods, Inc. and its subsidiaries (collectively, the "Company") are committed to acting with integrity and preserving and protecting the reputation of the Company. The Company has adopted the Directors' Code of Ethics and Business Conduct (this "Code") to help ensure it maintains the highest standards of ethical conduct.

This Code is not a comprehensive document intended to address every ethical issue that members of the Company's Board of Directors (the "Directors") may face, nor is it a summary of all laws and policies that apply to the business. This Code is intended to promote ethical behavior, highlight certain policies that apply to the business and encourage communication when a potential issue arises.

Each Director is required to adhere to this Code and to other applicable laws and policies. Directors who also serve as employees of the Company must also comply with the Dick's Sporting Goods employee Code of Ethics and Business Conduct.

The Company strives to embody the competitive spirit of the true athlete, and the following Core Values provide a framework of conducting the business and operations within that same spirit. Directors should be committed to being:

- Ethical
- Disciplined
- Professional and Collaborative
- Problem Solvers
- Philanthropic

Conflicts of Interest

Directors must avoid any action or relationship that creates, or even appears to create, a conflict of interest. A "conflict of interest" occurs when someone's private interest interferes, or appears to interfere, with the Company's interests. Conflicts of interest also may arise when a Director, or a member of his or her family, receives personal benefits, such as gifts, as a result of his or her position as a Director with the Company. This Code does not attempt to set out every potential conflict of interest, and Directors should use good judgment at all times to avoid relationships that could create a real or perceived conflict of interest.

If a Director believes he or she has an actual or potential conflict of interest, the Director shall notify as promptly as practicable the Chair of the Corporate Governance and Nominating Committee which will review the question and determine the appropriate course of action.

Directors involved in any conflict of interest or potential conflict will not participate in any deliberations and decisions relating to the matter that gives rise to the conflict.

Corporate Opportunities

Directors are prohibited from (a) taking for themselves personally, opportunities that are discovered through the use of corporate property, information or position; (b) using corporate property, information, or position for personal gain; and (c) competing with the company. Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Confidentiality

Directors must maintain the confidentiality of information entrusted to them by the Company, its customers and its vendors, 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, customers or vendors, if disclosed.

Fair Dealing

Directors must always 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 or misrepresentation of material facts or any other unfair dealing or practice.

Protection and Proper Use of Company Assets

Directors must protect the Company's assets and ensure their efficient use. Company assets must be used for legitimate business purposes. Theft, carelessness and waste of Company assets are prohibited.

Compliance with Applicable Laws

Directors must comply with all applicable laws, rules and regulations, including insider trading laws, in the jurisdiction applicable to either the Company or its business.

Transactions in the Company's securities are governed by all applicable laws, and the Company's insider trading policy. For more information regarding insider trading, please review the Company's Insider Trading Policy.

Encouraging the Reporting of any Possible Illegal or Unethical Behavior

Directors must promptly report any suspected violation of this Code or any applicable law or policy, to the chairperson of the Governance and Nominating Committee. The Company strictly prohibits acts of retaliation against any person for reporting a possible violation in good faith.

Compliance Procedures

Any Director with a concern or question regarding this Code, or about a suspected violation of the provisions of this Code, should contact the chairperson of the Governance and Nominating Committee.

Alleged violations of this Code will be investigated by the Governance and Nominating Committee or its designees and appropriate action will be taken in the event of any violations.

Waiver

In extremely limited circumstances, the Company may find it appropriate to waive a provision of this Code. Any waiver of this Code for Directors may be made only by the Board of Directors or the Governance and Nominating Committee and will be disclosed in accordance with applicable law and the requirements of the New York Stock Exchange.

Annual Certification

Directors must certify annually that they have read and are in compliance with the current version of this Code.

Amendment and other Modifications

The Company continually reviews its policies and reserves the right to modify, supplement, amend or delete any provisions of this Code or any other Company policy. Changes to this Code or other policy will be disclosed in accordance with applicable law and the requirements of the New York Stock Exchange.