



DICK'S Sporting Goods, Inc. Anti-Corruption Policy

I. Scope:

The Policy applies to all Company officers, directors, and teammates (collectively, “Teammates”). The Company’s agents, consultants, contractors and any other third-party representatives acting on the Company’s behalf (collectively, “Representatives”) are expected to comply with all applicable anti-corruption laws and adhere to the principles in this Policy.

II. Purpose/ Summary:

Dick’s Sporting Goods, Inc., its subsidiaries and affiliates (the “Company”) strive to maintain the highest possible ethical standards. The Company seeks to avoid even the appearance of impropriety in the actions of its officers, directors, teammates and agents. The U.S. Foreign Corrupt Practices Act (the “FCPA”), and the laws of many other nations prohibit bribery of Government Officials (as defined in Section III.E). Likewise, U.S. and foreign laws prohibit bribery of private parties in various commercial contexts. This Anti-Corruption Policy (the “Policy”) seeks to establish a standard of conduct that will satisfy all anti-corruption laws applicable to the Company.

Violating anti-corruption laws, such as the FCPA, may subject the Company, Teammates and Representatives to substantial civil and criminal penalties. As a result, Teammates who violate the Policy will be subject to disciplinary action, up to and including termination. Representatives who violate applicable anti-corruption laws will be subject to appropriate action, up to and including termination of all commercial relationships with the Company and disclosure of violations to enforcement officials. Teammates who suspect the Policy was violated must immediately notify their manager/supervisor, the Company’s General Counsel, or the Dick’s Sporting Goods Ethics Hotline at 1-866-814-2749 or via the web at <https://dickssportinggoods.ethicspoint.com/>.

Leadership of the Company fully supports any Teammate who declines an opportunity or advantage in a business transaction, where engaging or participating in the transaction would place the Company at legal or compliance risk. If you are in any doubt as to whether a transaction is proper, you must seek guidance from the Company’s General Counsel.

III. Policy Details:

- A. General Prohibition Against Bribes.** The Company prohibits any Teammate from, directly or indirectly, offering, paying or authorizing the payment of bribes to any Government Official, in order to assist in obtaining, retaining or directing business to any party or to obtain an improper advantage (e.g., a tax rate lower than allowed by law). The Company also prohibits

Teammates from, directly or indirectly, accepting or soliciting bribes or anything of value from any Government Official.

- B. Private Sector Bribery and Fraud.** The Company strictly prohibits all forms of bribery, dishonesty and fraud, as these can cause the Company and its reputation significant harm regardless of whether Government Officials are involved. Bribery, dishonesty and fraud can take many forms. Examples of improper behavior 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.
- C. Warning Signs of Bribery.** A Teammate cannot deliberately turn a blind eye or consciously disregard warning signs or "red flags" suggesting a possible bribery scheme. Rather, Teammates must look for "red flags," and investigate when they are discovered. See Exhibit A for examples of "red flags." If a Teammate knows or has a good faith belief that an improper payment occurred, or will occur, he or she must immediately report such concerns to the General Counsel. Of particular concern are payments to Representatives when a Teammate suspects that the Representative may pass on part of those payments to Government Officials or as a bribe to a private party. Procedures to guard against these types of indirect payments are discussed in Section III.H below.
- D. Examples of Bribes.** Bribery takes many forms. Bribes include "anything of value" given to influence official action or to secure an improper advantage, and may include:
- Money (in any form, including cash or any cash equivalent)
 - Gifts, meals, travel or entertainment (including tickets to sporting events)
 - Discounts
 - Offers or promises of employment
 - Promises to pay anything of value
 - Personal favors
 - Providing benefits to family members or close associates of Government Officials
 - Payments to prevent governmental action, such as the imposition of a large tax or fine
 - Payments to obtain confidential information about business opportunities, bids or the activities of competitors
 - Payments to obtain the right to open an office, to secure a zoning ruling or to influence the award of a government contract
 - Payments to resolve governmental disputes (e.g., the resolution of tax deficiencies or a dispute over duties payable)
 - Payments to resolve commercial litigation in foreign courts
- E. Government Official.** The definition of "Government Official" includes a government official in the traditional sense, such as the head of a government ministry or agency, but also

encompasses *any officer or employee* of any foreign government agency or instrumentality, such as an employee of a state-owned or controlled business. The term Government Official also includes any officer or employee of a public international organization, or any department or agency thereof, such as an employee of the World Bank, as well as a political party member or party official, a political party itself, or any candidate for political office.

If you have any doubts as to whether a person is a Government Official, you should contact the General Counsel.

- F. Reasonable and Bona Fide Business Expenditures.** The Company may pay for Government Officials' legitimate business expenses, such as travel and lodging expenses, if they are directly related to the promotion, demonstration or explanation of products or services, or to the execution or performance of a contract. These expenditures, made in furtherance of a legitimate business promotion or a contractual obligation, must be reasonable in value, given in good faith and for a bona fide purpose, and permitted under the written laws of the local jurisdiction.

Teammates must consult with the General Counsel before making or authorizing any Representative to make these types of payments. If there are no practical means to consult with the General Counsel before making such direct or indirect payments, Teammates are permitted to make or authorize such payments for reasonable and bona fide business expenses incurred by or on behalf of a Government Official, provided that:

- (i) the value of the payment does not exceed USD \$100,
- (ii) the payment is permitted under the written laws of the local jurisdiction,
- (iii) any payment exceeding USD \$100 is promptly reported to the General Counsel,
- (iv) the payment is clearly and accurately documented in the Company's records, and
- (v) the Teammate making or authorizing the payment has considered whether the payment could be viewed as a payment intended to improperly influence a decision by the Government Official (factors to consider in this regard include the proximity of the payment to an important decision that is expected to be made by the Government Official with respect to the Company and the significance of the payment relative to the Government Official's salary (if approximate salary information is available)).

In addition, any such expenses will be paid directly to providers, not to the Government Official personally, or, in the event that a reimbursement is required, will be paid only upon presentation of a receipt.

- G. Payments for Entertainment or Gifts.** Entertainment (including meals) and gifts may be

provided to Government Officials and private individuals to promote goodwill and not as a quid pro quo for any official government action or favorable treatment. Entertainment and gifts should be of modest or nominal value (USD \$100 or less), small in relation to the Government Official's salary (if approximate salary information is available) and local standards, reasonable under the circumstances, and infrequent. Gifts may be given as a courtesy, as a token of regard or esteem, as a tribute or honor, or to promote goodwill, and must be non-cash (e.g., no traveler's checks, money orders, gift cards or similar cash equivalents). Gifts should be presented openly and with complete transparency. Such permissible small tokens could include a fruit basket, flowers or gifts of nominal value.

In all instances, payments for entertainment and gifts may only be made if the payment is:

- (i) Disclosed on a Gifts and Entertainment Disbursement form and provided to the General Counsel for approval prior to gift disbursement;
- (ii) Clearly and accurately documented in the Company's records; and
- (iii) Given in connection with a recognized gift-giving event, such as a funeral or holiday.

H. Doing Business with Representatives. The Company may not pay any money or give anything of value to any Representative, including, by way of example, an agent fee or commission, if the circumstances indicate that all or a portion of the money or valuable item will or may be passed on to a Government Official to influence official action or obtain an improper advantage. To protect the Company against the risk of these indirect bribes, it is imperative that the Company ensure that it does business only with qualified and reputable Representatives who comply with applicable anti-corruption laws and will abide with the principles in this Policy.

Consequently, before the Company enters into a business relationship with any Representative who may interface, directly or indirectly, on the Company's behalf with a Government Official, the following steps must be taken:

- (i) The General Counsel must coordinate a diligence review of the qualifications and reputation of the Representative and prepare or cause to be prepared a file and/or other record of the results of the diligence, including escalation and remediation measures.
- (ii) If the due diligence review results warrant escalation and remediation measures, the General Counsel, and the Teammate principally responsible for the relationship with the Representative, must indicate in writing their approval of the Company entering into the business relationship with the Representative.
- (iii) The written agreement with the Representative must include appropriate anti-bribery and anti-corruption representations, covenants and other provisions.

- I. Risk Assessments.** The Company shall conduct periodic risk assessments of its international operations. As the Company identifies areas of increased risk, the General Counsel shall recommend the implementation of procedures and/or internal controls proportionate to the known risks.
- J. Investments and Acquisitions.** The Company shall cause companies that it “controls”¹ to implement rules and procedures substantially similar to those in the Policy. When acquiring a controlling interest in a company, entering into a joint venture partnership, or entering into a similar arrangement, the General Counsel must be notified sufficiently in advance of the transaction to ensure that the Company can conduct any appropriate anti-corruption diligence and that any agreements related to the transaction contain appropriate anti-corruption language.
- K. Record-Keeping; Expense Reimbursement.** It is the policy of the Company to maintain fair and accurate books and records detailing accounting transactions, including without limitation those that, directly or indirectly, involve gifts or payments to, or on behalf of, Government Officials. The Company prohibits all off-book accounts and slush funds. If a Teammate knows or reasonably suspects that any other Teammate or Representative is making or assisting in the making of false entries in the Company’s books and records, he or she must immediately report such concerns to the General Counsel or the Dick’s Sporting Goods Ethics Hotline at 1-866-814-2749 or via the web at <https://dickssportinggoods.ethicspoint.com/>.
- L. Contributions to Foreign Political Parties, Foreign Political Candidates and Charities.** The FCPA defines Government Official to include candidates for political office, political parties and party officials. Further, charities may serve as a conduit for improper payments to Government Officials. Consequently, contributions or donations to foreign political parties or other foreign political organizations, party officials, political candidates, or charities made on behalf of the Company or companies in which the Company has an interest or in a Teammate’s capacity as a Company official require the prior written approval of the General Counsel. Any foreign political or charitable contributions by the Company must be permitted under applicable law and made to a bona fide organization. In certain instances where there is heightened risk of corruption, the General Counsel may require that diligence be conducted. The General Counsel must be notified if a Government Official solicits a political or charitable contribution from a Teammate, whether directly or indirectly, in connection with any government action related to the Company or any company in which the Company has an interest.

¹ For purposes of Section III.J, “control” shall mean the beneficial ownership of more than 50% of a company’s outstanding voting securities, the ability to designate more than 50% of a company’s board of directors or equivalent governing body, or any other indicia of control that would obligate the Company to implement this Policy at a company in which the Company has an ownership interest.

IV. **Linked/ Related Documents**

[U.S. Foreign Corrupt Practices Act](#)
[DICK'S Sporting Goods Ethics Hotline](#)
[Code of Ethics and Business Conduct](#)
[Corruption Perceptions Index of Transparency International.](#)

See Also Exhibit A below.

V. **Administrative Responsibility:**

- A. **Administering Officer.** Oversight of the Policy shall be the responsibility of the Company's General Counsel, who shall have an adequate level of autonomy from other management and shall be given sufficient resources and authority to carry out this responsibility, including access to the Company's Board of Directors.
- B. **Statement of Compliance.** The Policy will be available to all Teammates via the Policy Repository located on the Company's intranet site and copies will be supplied to Representatives. The Policy will be re-communicated to all Teammates and Representatives whenever there is a material update to the Policy and at such other times as determined by the General Counsel. Teammates will be required to attest that they received and read the Code of Ethics and Business Conduct, which references this Policy, through annual training sign-offs. Representatives will also be required to periodically acknowledge they've received and read the Code of Ethics and Business Conduct.
- C. **Training.** The Company will conduct annual training for all Teammates regarding the Code of Ethics and Business Conduct, which includes content relating to anti-corruption.
- D. **Confidential Reporting of Non-Compliance.**
 - 1. In accordance with the Company's Code of Ethics and Business Conduct, all Teammates and Representatives are required to immediately report any known or suspected violations of the Policy or anti-corruption law to the General Counsel or the Dick's Sporting Goods Ethics Hotline at 1-866-814-2749 or via the web at <https://dickssportinggoods.ethicspoint.com/>.
 - 2. Reports of possible violations will be treated confidentially to the extent reasonably possible. No Teammate who in good faith reports a suspected violation will suffer harassment, retaliation, or other adverse employment consequence.

Any Teammate who retaliates against someone who reported a suspected violation in good faith will be subject to discipline up to and including termination.
 - 3. In the Policy, when Teammates are directed to obtain approvals from or otherwise contact the General Counsel and the General Counsel is unavailable, Teammates should be directed to the VP of Global Compliance.

VI. Change Log

Version	Author	Date	Description of Changes
	Compliance/Legal	05/08/2015	Please contact Legal for previous versions of the Anti-Corruption policy.
1.0	Legal (HR)	11/19/2020	Policy updated with new language and to fit the new policy format.

This Policy created to replace the previous DICK'S Sporting Goods, Inc. Anti-Corruption Policy.

Exhibit A

WARNING SIGNS OR “RED FLAGS”

The following is a non-exhaustive list of corruption warning signs or “red flags” under the FCPA. Teammates should review and be familiar with these “red flags.” No one factor demonstrates that a payment is illegal, but the list provides a number of examples that indicate increased risk and need for attention. If you have any questions or concerns about the actions of a Representative or other third party, you should talk to your manager/supervisor, the General Counsel or the VP of Global Compliance.

- A Representative has a reputation for impropriety, or unethical or illegal conduct, or has been the subject of allegations or investigations related to bribery or other dishonest conduct.
- A Representative seeks to perform services without a written agreement, or refuses to agree to anti-corruption contract provisions.
- A Representative requests excessive or unusually high compensation or commissions, or unusual payment or financial arrangements (e.g., substantial and unorthodox upfront payments; payments via third parties or countries other than where the business partner works, particularly those countries that historically have provided special protections for the identity of bank account holders; payments in cash or bearer instruments; “off-the books” payments; payments described in a suspicious manner, such as “payments to get the business”).
- A Representative has family ties or close social or business relationships with Government Officials.
- A Government Official or government customer recommended or insisted the Company use a particular Representative.
- A Government Official is a director, officer, senior employee of, or has an ownership interest in, a Representative.
- A Representative makes misrepresentations or inconsistent statements in the diligence process.
- The transaction involves the use of “shell” companies or other structures that serve no reasonable business purpose.
- A party to the transaction seeks expense reimbursement without adequate documentation or seeks payment for unduly large expenses.
- Any part of the arrangement violates local law or internal Company policy. In addition to the warning signs listed above, several other “red flags” have been identified in U.S.

The U.S. Department of Justice has indicated that the considerations below as particularly relevant to proposed agreements with joint venture partners and other business partners:

- A proposed business partner is owned, directly or indirectly, by a Government Official or a relative of that official.
- The business partner cannot assign significant assets to the joint venture or partnership without the influence of a Government Official.
- The business partner refuses to agree to reasonable financial controls.
- There are rumors the business partner has, in turn, another partner who is a Government Official.

There are two other types of “red flags” or risks that generally apply when conducting business with Government Officials or through third parties that may have relations with Government Officials:

- The transaction involves an industry or line of business that has a history of corruption problems.
- The transaction occurs in a country or part of the world with a high risk of corruption. High risk countries are listed within the Corruption Perceptions Index of Transparency International. The comprehensive listing is posted on the group’s website (<http://www.transparency.org/>).