

# DICK's Sporting Goods Vendor Code of Conduct



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## **Dick's Sporting Goods**

### **Vendor Code of Conduct**

At Dick's Sporting Goods ("DSG"), we believe that adhering to the highest possible standards of integrity and ethical behavior is the only way to succeed, and so we have set the highest standards for the way we conduct business, in areas from corporate and social responsibility to sound business ethics.

This Vendor Code of Conduct ("Code") for vendors, while not exhaustive, is established to provide a guideline of expectations, highlighting some key laws and regulations, as well as outlining minimum requirements that DSG expects its vendors to meet. Because we place such a high priority on ethical and legal conduct, we require all of our vendors to read, understand and comply with our Code and all other conditions of doing business with DSG. Failure to conduct business in a manner that meets these standards could result in a termination of the vendor relationship with DSG. Vendors must take reasonable measures to ensure that its employees act in accordance with this Code.

When we refer to "vendors" in this Code we mean each business enterprise, regardless of its form (such as a corporation or company, partnership, or sole proprietorship) that engages or participates, directly or indirectly, in the sale, consignment, or other provision of goods or services to DSG, its affiliates or subsidiaries. "Vendors" includes agents, subcontractors, and other third parties, and vendors cannot avoid the responsibilities and obligations imposed by this Code by using, or associating with, agents, subcontractors, or other third parties. When we refer to "applicable" law in this Code we mean the law, including regulations, judicial decrees, and other governmental actions that have the force of law, in effect at each location where a vendor conducts operations with respect to, or that affect, the vendor's business with DSG.

### **Compliance with Applicable Laws, Regulations and Practices; Social Accountability**

All vendors must conduct their business activities in full compliance with the applicable laws while conducting business with and/or on behalf of DSG, and must, without limitation (i) comply with all applicable trade controls, as well as all applicable export, re-export, and import laws and regulations; (ii) conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they conduct business; (iii) not participate in international boycotts that are not sanctioned by the United States (U.S.) government or applicable laws; (iv) not participate in bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector; (v) not employ anyone under the legal working age or use forced or involuntary prison labor; (vi) recognize and respect each employee's right to associate with any legally sanctioned organization; the rights of labor unions must be respected; (vii) not discriminate on the basis of any condition or characteristic; and (viii) not use corporal punishment or other forms of physical or sexual harassment or abuse of their employees.

DSG is committed to observing the standards of conduct set forth in the U.S. Foreign Corrupt Practices Act (the "FCPA") and the anti-corruption and anti-money laundering laws of the countries in which DSG operates. Vendors must comply with all applicable anti-corruption and anti-money laundering laws, including the FCPA, as well as laws governing lobbying, gifts and payments to public officials, political

campaign contribution laws, and other related regulations. Vendors must not, directly or indirectly, offer or pay anything of value (including travel, gifts, hospitality expenses, and charitable donations) to any official or employee of any government, government agency, political party, public international organization, or any candidate for political office to (i) improperly influence any act or decision of the official, employee, or candidate for the purpose of promoting the business interests of DSG in any respect, or (ii) otherwise improperly promote the business interests of DSG in any respect.

### **Health, Safety and Human Rights**

Vendors are expected to integrate sound health, safety, human rights and labor rights management practices into all aspects of business, and must, without limitation: (i) provide a safe and hygienic work environment and fully comply with all safety and health laws, regulations, and practices including those applicable to the areas of occupational safety, emergency preparedness, occupational injury and illness, industrial hygiene, physically demanding work, machine safeguarding, sanitation, food and housing; (ii) take adequate steps to minimize the causes of hazards inherent in the working environment; (iii) prohibit the use, possession, distribution, or sale of illegal drugs while on DSG owned or leased property; and (iv) establish standards in accordance with internationally accepted principles on human rights and labor rights.

### **Environment Regulations and Protection**

DSG recognizes its social responsibility to protect the environment and expects its vendors to share its commitment by responding to challenges posed by climate changes and working towards protecting the environment. As a part of this commitment, all DSG vendors must, without limitation: (i) act in an environmentally responsible manner; (ii) comply with all applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal, and release to the environment of such materials; (iii) adhere to all applicable laws regarding prohibition or restriction of specific substances, including labeling for recycling and disposal; (iv) and work to minimize vendor's impact on surroundings and global resources.

### **Monitoring and Record Keeping**

Vendors must conduct their business interactions and activities with integrity and must, without limitation, honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. Vendors must create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements. Vendors must maintain necessary documentations to demonstrate their compliance with this Code.

### **Conflicts of Interest**

DSG employees are required to avoid not only conflicts of interest but also activities that could give the appearance that a vendor has somehow improperly influenced an employee in order to receive favorable treatment. Vendors are required to avoid actions that may result in conflicts of interest, which

include offering, providing or reimbursing personal gifts, favors, personal travel expenses, lodging or other housing, services of any kind, excessive meals or entertainment, or any other thing of value to DSG employees.

### **Confidentiality, Security and Privacy**

DSG expects its vendors to protect DSG confidential information just as carefully as it would protect its own confidential information. DSG expects its vendors to comply with applicable security and privacy laws, regulations and retention requirements, and to ensure that they have appropriate technical and security controls in place to protect DSG confidential information. Confidential information means all non-public DSG data, including: business plans, retail pricing strategies, marketing plans, employee personal information, customer personal information and intellectual property. Vendors may not outsource, disclose, share, or use this information outside the requirements defined in their contractual or non-disclosure agreement with DSG. Unauthorized disclosures could harm DSG, breach the vendor contract, or may even be illegal.

### **Global Security and Trade**

DSG relies on vendors to ensure that all products sold to DSG comply with all applicable laws, including the laws that regulate global trade such as laws governing country of origin, importation, customs entry, export, licensing and sale of imported merchandise. Vendors must ensure that all product markings and documentation are true and accurate and that appropriate records are maintained to validate information provided on all documents.

### **Unfair Business Practices and Unauthorized Activities**

Vendors shall not engage in bid collusion or customer or market allocation with other DSG vendors. Vendors shall comply with all applicable antitrust, trade-regulation, and competition laws. Vendors shall not engage in any activity on behalf of DSG, including without limitation projects, transactions, political contributions, charitable donations, lobbying, and appearances before government entities, officials, and representatives.

### **Conflict Minerals**

All private brand manufacturers of DSG, its affiliates and subsidiaries are required to respond timely and accurately to requests regarding conflict mineral usage for products that: (i) include conflict minerals necessary to the functionality or production of the product; or (ii) are contracted to be manufactured by DSG. Full transparency and thorough supply chain due diligence to identify mineral smelters, when applicable, is required as part of doing business with DSG.

### **Embracing Change and Technology**

At DSG, we recognize that changes in technology are constantly enhancing how we interact both with our customers and with our vendors. We expect all of our partners to work with us, to adopt various technology platforms and enable seamless business transactions. This includes the use of eCommerce

platforms, B2B systems, eInvoicing, systems used for the maintenance of electronic records, acceptance of electronic payments, etc.

### **Innovation and Continuous Improvement**

DSG values and expects all vendor partners to provide feedback and input into continuous improvement opportunities for the products or services they provide, through your DSG contacts. All aspects related to cost reduction opportunities, value-added services and other innovation ideas should be shared on a regular basis with the DSG team.

### **Reporting of Violations**

It is DSG's clear expectation that all vendors will promptly report suspected violations of this Code. Vendors may do so anonymously by contacting Dick's Sporting Goods Ethics Hotline at 1-866-814-2749 or via the web at [www.compliancehelpline.com/DicksEthicsHotline.jsp](http://www.compliancehelpline.com/DicksEthicsHotline.jsp).