

Hibbett Sports, Inc.
Code of Business Conduct and Ethics
(amended May 20, 2020)

INTRODUCTION

Purpose

This Code of Business Conduct and Ethics (this “Code”) of Hibbett Sports, Inc. (the “Company” or “Hibbett”) contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations; we adhere to these higher standards. Directors also must comply with the applicable requirements and restrictions imposed by the Nasdaq Stock Market (“Nasdaq”).

This Code applies to all of our directors, officers and associates. We refer to all persons covered by this Code as “Company associates” or simply “associates.” We also refer to our Chief Executive Officer and President, our Chief Financial Officer, our Chief Accounting Officer and our Controller as our “senior financial officers.”

Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you to contact your supervisor for help first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact one of the other parties listed on page 8 of this Code. You may remain anonymous and will not be required to reveal your identity in calls to the Company’s Ethics and Compliance Hotline or when sending a written report by mail, although providing your identity may assist the Company in addressing your questions or concerns.

Violations of this Code

All associates have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact one of the other parties listed on page 8 of this Code. You may also report known or suspected violations to The Network, our Ethics and Compliance Hotline that is available 24 hours a day, 7 days a week at 1-877-888-0002. You may remain anonymous and will not be required to reveal your identity in reporting your concerns.

It is Company policy that any associate who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. An associate accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Associates who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

Policy Against Retaliation

The Company prohibits retaliation against an associate who seeks help or reports known or suspected violations. Any reprisal or retaliation against an associate, because the associate sought help or filed a report, will be subject to disciplinary action, including potential termination of employment.

Waivers of this Code

Waivers of this Code for associates may be made only by an executive officer of the Company. Any waiver of this Code for our directors, executive officers or senior financial officers may be made only by our Board of Directors (the “Board”) and will be disclosed to the public as required by law or the rules of the Securities Exchange Commission (the “SEC”) and Nasdaq.

CONFLICTS OF INTEREST

Identifying Potential Conflicts of Interest

A conflict of interest can occur when an associate’s private interest interferes, or appears to interfere, with the interests of the Company as a whole. The best policy is to avoid private interests that influence your ability to act in the interests of the Company or that make it difficult to perform your work objectively and effectively. Conflicts of interest are prohibited as a matter of Company policy, except as approved under guidelines established by the Board, as described later in this Code.

Identifying potential conflicts of interest may not always be clear-cut, but the following list provides some typical examples. Unless specific approval is granted under Company guidelines:

- **Outside Employment.** No associate should be employed by, serve as a director of, or provide any services to a company that is a customer, supplier or competitor of the Company, unless specifically approved by the Company’s President and Chief Executive Officer.
- **Improper Personal Benefits.** No associate should obtain any personal benefits or favors of material value to the associate because of his or her position with the Company.
- **Financial Interests.** No associate should have a significant financial interest (ownership or otherwise) in any company that is a material customer, supplier or competitor of the Company, unless the transaction has been specifically approved by the Company’s President and Chief Executive Officer. A “significant financial interest” means (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the associate.
- **Loans or Other Financial Transactions.** No associate should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier or competitor of the Company, unless specifically approved by the Company’s President and Chief Executive Officer. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions with which the Company may do business.
- **Service on Boards and Committees.** No associate should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company, unless specifically approved by the Company’s President and Chief Executive Officer.

The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an associate’s objectivity in making decisions on behalf of the Company. For purposes of this Code, “family members” include your spouse or life partner, parents, children (whether such relationships are by blood or adoption), siblings, in-laws and step-relations and anyone who resides in your home (other than a tenant or employee).

If any of the foregoing circumstances apply to a director, executive officer or principal financial officer, then specific approval (when allowed) must be obtained from our Board or the Audit Committee.

If you are uncertain whether a particular company is a material customer, supplier or competitor, please contact the Chief Financial Officer for assistance.

Director Conflicts of Interest

Directors must avoid any conflicts or appearance of any conflicts of interest between the director and the Company. “Conflicts of interest” can, but are not limited, to occur when:

- A director’s personal interest is adverse to—or may appear to be adverse to—the interests of the Company as a whole.
- A director, or a person closely related to a director¹, receives improper personal benefits as a result of his or her position as a director of the Company.

A director shall also recuse him or herself from any Board decision involving another firm or company with which the director is affiliated.

Other examples of conflicts that directors also must avoid include:

- Relationship of Company with third-parties. Directors may not receive a personal benefit from a person or firm which is seeking to do business or to retain business with the Company, unless such a relationship is fully disclosed by the interested director and approved by the vote of the directors disinterested in the transaction.
- Compensation from non-Company sources. Directors may not accept compensation (in any form) for services performed by the director for the Company from any source other than the Company.
- Gifts. Directors may not offer, give or receive gifts from persons or entities that deal with the Company in those cases where any such gift is being made in order to influence a director’s actions as a member of the Company’s Board, or where acceptance of the gifts could create any appearance of a conflict of interest.
- Personal use of Company assets. Directors may not use Company assets, labor or information for personal use unless approved by disinterested directors, or as part of compensation.

Further, it is the responsibility of each director and prospective director to disclose to the Board any relationship that could impair his or her independence or any conflict of interest with the Company. Each director shall complete an annual questionnaire providing information necessary for the Company to assist the Board in reconfirming each director’s independence and making required disclosures in the Company’s Proxy Statement, where applicable.

Related Party Transactions

¹ Persons closely related to a director can also include: a director’s immediate family members; entities that the director serves as an officer, director, or in a position of an equivalent authority, any other person with whom the director has a close relationship, or as may be defined by regulation or law as may be amended.

Conflicts of interest that may arise among certain senior company personnel deserve special attention. In order to protect its interests and comply with SEC and stock exchange rules, the Company will review all transactions in which the following persons (known as “related parties”) have a direct or indirect interest:

- the Company’s executive officers, directors or nominees for election as a director,
- greater than 5 percent beneficial owner of the Company’s common stock, or
- immediate family members of an executive officer or director, or of any nominee for director,

in each case, where the Company is a participant and the amount involved may be expected to exceed \$120,000 in any fiscal year. This requirement covers any arrangement or relationship, including indebtedness and guarantees, and the \$120,000 threshold is the total amount involved in any series of similar or related transactions.

Disclosure of Conflicts of Interest & Related Party Transactions

The Company requires that associates disclose any situations that reasonably would be expected to give rise to a conflict of interest:

- Associates who are not related parties must report potential conflicts of interest to their supervisor or to the Chief Financial Officer. The conflict is prohibited unless and until approved by such persons.
- Related parties must disclose interested transactions (as described above) and any other potential conflicts of interest to the Board of Directors (the “Board”). Directors or nominees should address their disclosures to the Audit Committee and the Nominating & Corporate Governance Committee, while others should address their disclosures to the Audit Committee, except for compensation matters of executive management, which should be addressed to the Compensation Committee.

Detailed procedures for dealing with related party transactions (including standing pre-approval for certain types of transactions) may be established by the Board. In their absence, the following provisions apply:

- The applicable committee shall review the material facts of all interested transactions that require the committee’s approval and either approve or disapprove of the entry into the transaction.
- If advance committee approval of an interested transaction is not feasible, then the transaction shall be considered and, if the committee determines it to be appropriate, ratified at the committee’s next regularly scheduled meeting.

It is the policy of the Board that all interested transactions with related parties be subject to approval or ratification in accordance with these procedures.

Corporate Opportunities

Associates, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board. No associate may use corporate property, information, or position for improper personal gain, and no associate may compete with the Company directly or indirectly. Associates, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Confidential Information

Associates have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers. Associates have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. An associate's obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Chief Financial Officer.

COMPANY RECORDS

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business. Company records are the property of the Company, not the associate who creates them.

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record-keeping policy. Ask your supervisor if you have any questions.

ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

As a public company we are subject to various securities laws, regulations and reporting obligations. Both federal law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations which may be filed with, or submitted to, the SEC and other regulators or disseminated publicly. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

The Company's senior financial officers and other associates working in the Accounting Department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These associates must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts. Any direct or indirect attempt to fraudulently influence, coerce, manipulate or mislead the Company's independent public accountants is strictly forbidden and will be deemed a severe violation of this Code.

Any associate or interested party who has a concern about the Company's compliance with securities laws, financial reporting, accounting, internal controls or auditing matters should communicate that concern directly to the Chief Financial Officer, outside legal counsel or to the Company's Audit Committee (through the Audit Committee chairman). Such communications may be confidential or anonymous, and may be e-mailed or submitted in writing to the addresses shown at the end of this Code. While you need not identify yourself to report your concerns, providing specific information will facilitate a thorough investigation.

COMPLIANCE WITH LAWS AND REGULATIONS

Each associate has an obligation to comply with all laws, rules and regulations applicable to the Company operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, patents, trademarks and trade secrets, information privacy, insider trading, illegal political contributions,

antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Chief Financial Officer.

COMPLIANCE WITH INSIDER TRADING LAWS

Company associates are prohibited from trading in the stock or other securities of Hibbett while in possession of material, non-public information about Hibbett. In addition, Company associates are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell stock or other securities of Hibbett on the basis of material, non-public information. Company associates who obtain material non-public information about another company in the course of their employment are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade based on such information.

Insider trading is a crime, penalized by fines of up to \$5,000,000 and 20 years in jail for individuals. In addition, the SEC may seek the imposition of a civil penalty of up to three times the profits made or losses avoided from the trading. Insider traders must also forfeit any profits made, and are often subjected to an injunction against future violations. Finally, insider traders may be subjected to civil liability in private lawsuits as well as disciplinary action by the Company, up to and including termination of employment. Employers and other controlling persons (including supervisory personnel) are also at risk under U.S. securities laws. Controlling persons may, among other things, face penalties of the greater of \$2,000,000, subject to an annual inflation adjustment, or three times the profits made or losses avoided.

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. Examples of information that is generally considered “material” include:

- Financial performance, especially earnings, or any event that could have a significant impact on financial results.
- Company projections and strategic plans.
- Potential acquisitions or mergers with another company.
- Potential sale of Company, Company assets or subsidiaries.
- Significant changes in sales trends.
- Significant changes or developments in supplies or inventory.
- Significant changes or developments with key vendor.
- Significant new product announcement.
- Stock splits, public or private securities/debt offerings or changes in the Company’s dividend policies.
- Significant labor disputes or negotiations.
- Changes in senior management.
- Significant exposure due to actual or threatened litigation or the resolution of such litigation.
- Governmental, accounting or other regulatory activities that could impact the business.
- Significant pricing changes.
- Impending bankruptcy or financial liquidity problems.
- Significant cybersecurity events, including cyber-attacks that result in security breaches or business disruption.

The laws against insider trading are specific and complex. Any questions about information you may possess or about any dealings you have had in the Company’s securities should be promptly brought to the attention of the Company’s Investor Relations department.

PUBLIC COMMUNICATIONS AND REGULATIONS REGARDING FAIR DISCLOSURE

Public Communications Generally

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Company's Investor Relations department. The Investor Relations department will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

Compliance with Regulation FD

In connection with its public communications, the Company is required to comply with a rule under the federal securities laws referred to as Regulation FD (which stands for "fair disclosure"). Regulation FD provides that, when we disclose material, non-public information about the Company to securities market professionals or stockholders (where it is reasonably foreseeable that the stockholders will trade on the information), we must also disclose the information to the public. "Securities market professionals" generally include analysts, institutional investors and other investment advisors.

To ensure compliance with Regulation FD, we have designated the following officials as "Company Spokespersons:"

- Chief Executive Officer and President
- Chief Financial Officer
- Senior Vice President and Chief Merchant

Only Company Spokespersons are authorized to disclose information about the Company in response to requests from securities market professionals or stockholders. If you receive a request for information from any securities market professionals or stockholders, promptly contact the Investor Relations department to coordinate a response to such request.

Company associates who regularly interact with securities market professionals are specifically covered by Regulation FD and have a special responsibility to understand and comply with Regulation FD. Contact the Investor Relations department if you have any questions about the scope or application of Regulation FD.

EMPLOYMENT PRACTICES

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies are available from the Company's Vice President of Human Resources. Company associates must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association and privacy. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact your supervisor or the Company's Vice President of Human Resources if you have any questions about the laws, regulations and policies that apply to you.

Harassment and Discrimination

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, sex (including pregnancy), age, disability, veteran status, gender identity, sexual orientation or other characteristic protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-associates.

If you have any complaints about discrimination or harassment, report such conduct to the Company's Vice President of Human Resources or call the Hibbett Ethics and Compliance Hotline (The Network) at 1-877-8880002. If additional assistance is needed, contact the Company's Vice-President of Human Resources. All complaints will be treated with sensitivity and discretion. The Company's Vice President of Human Resources and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of employment. The Company strictly prohibits retaliation against an associate who, in good faith, files a compliant.

Any member of management who has reason to believe that an associate has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Company's Vice President of Human Resources immediately.

VENDOR AND GOVERNMENT RELATIONS

Under no circumstances is it acceptable to offer, give, solicit or receive any form of bribe, kickback or inducement. No one should ever use anything that belongs to the Company for illegal, unethical or improper purposes. Associates should never accept any type of payment from vendors, customers or competitors. For more guidance regarding the acceptance of gifts, entertainment and other gratuities, please see the Conflicts of Interest section in this document.

Company associates and agents are also prohibited from offering anything of value to officials, political parties or candidates in the United States or in foreign countries in return for favors for a company. Associates are required to report promptly to their supervisor any request made by any governmental or political party official or candidate or any representative of such a person for a payment or other benefit covered by this policy and any other actions taken to induce such a payment or benefit.

POLITICAL ACTIVITIES

We do not abuse our corporate standing to influence political issues, nor do we become involved in unethical political activities. We do, however, express our opinion on local and national issues that affect our business.

The Company respects and supports everyone's right to participate in the political process and in political activities. Any decisions on whether or not to contribute time, money or resources to any political activity are entirely personal and voluntary, but must not interfere with employment.

No one should, on the Company's behalf, solicit during work hours or on Company property. This prohibition includes the solicitation of contributors for any political party, organization, committee, candidate, cause, etc.

GETTING MORE INFORMATION AND REPORTING VIOLATIONS

We are committed to operating our business with the highest level of integrity and ethical standards. If an improper practice or irregularity occurs within the Company, we will undertake any necessary corrective action, take appropriate steps to prevent recurrence, and make any necessary disclosure of the improper practices or irregularities to the appropriate governmental authorities.

We need everyone's vigilance to maintain our high ethical standards. Each associate is responsible for reporting to the company any circumstances believed to be a violation of the Code of Business Conduct and Ethics. Those who report violations in good faith will not risk retaliation. However, the reporting of a violation will not excuse the violation itself.

You may report violations in any of several ways. Please use whichever method you feel most comfortable with.

- Report the matter to your supervisor. In cases involving discrimination or harassment, contact the Company's Vice President of Human Resources or call the Hibbett Ethics and Compliance Hotline (Navex Global) at 1-877-888-0002.
- Call the Hibbett Ethics and Compliance Hotline (Navex Global) at 1-877-888-0002.
- Contact Hibbett Management (Mail address: 2700 Milan Court, Birmingham, Alabama 35211, telephone: (205) 942-4292):
 - Vice President of Human Resources
 - Investor Relations department
 - Chief Financial Officer
- Contact the Company's legal counsel:
 - David M. Benck, Senior Vice President & General Counsel
Hibbett Sporting Goods, Inc.
2700 Milan Court
Birmingham, AL 35211
Telephone: (205)-912-7369
- Write to our Audit Committee Chairman in care of the Investor Relations department (2700 Milan Court, Birmingham, AL 35211) (for concerns regarding the Company's compliance with securities law, financial reporting or accounting practices only).

We will hold all reports of possible violations in the strictest confidence. Our Ethics and Compliance Hotline is secure and confidential. E-mail and US mail addressed to the above individuals will also be handled to protect your privacy, to the extent practical and in compliance with our legal obligations. We will promptly investigate all reports of possible violations. If appropriate, we will notify you of our findings if the report was not made anonymously.

Reporting of Financial Concerns to the Audit Committee

Any associate or interested party who has a concern about the Company's compliance with securities laws, financial reporting, accounting, internal controls or auditing matters should communicate that concern directly to the Chief Financial Officer, the Company's outside legal counsel or to the Company's Audit Committee (through the Audit Committee chairman). Such communications may be confidential or anonymous, and may be e-mailed or submitted in writing to the addresses shown above. While you need not identify yourself to report your concerns, providing specific information will facilitate a thorough investigation.

All concerns regarding financial reporting or securities matters, regardless of their method of delivery, will be forwarded to the appropriate directors for their review and will be simultaneously reviewed by the Chief Financial Officer. The status of all outstanding concerns addressed to the Audit Committee will be reported to the full Board.

Note: Concerns sent to the Audit Committee related to non-financial matters will also be directed to appropriate Company management or the Company's outside legal counsel for review.

CONCLUSION

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the parties listed above. We expect all Company associates, of every level, to adhere to these standards.

This Code of Business Conduct and Ethics, as applied to the Company's senior financial officers, shall be our "code of ethics" within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules of the SEC promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.