



# CODE OF CONDUCT AND BUSINESS ETHICS







# Our mission

**PROG builds fintech solutions to empower individuals on their personal financial journey.**



# Contents

- A Message from our leadership . . . . . 1
- Introduction . . . . . 2
- **Leading with success in our workplace . . . . . 3**
- How to Raise a Concern . . . . . 4-5
- Environmental, Health, and Safety . . . . . 6
- Harassment . . . . . 7
- Discrimination . . . . . 8
- Non-Retaliation . . . . . 9
- Conflict of Interest . . . . . 10-11
- Corporate Opportunities . . . . . 12
- Gifts and Entertainment . . . . . 13
- Protection and Proper Use of Assets . . . . . 14
- Records and Information Management . . . . . 15-16
- **Leading with success for our customers . . . . . 17**
- Competition and fair dealing . . . . . 18
- Confidentiality . . . . . 19
- **Leading with success in our communities . . . . . 20**
- Insider trading . . . . . 22-22
- Anti-corruption . . . . . 23
- Social media . . . . . 24-25
- Government relations, political activities, and Legal Matters . . . . . 26
- Corporate Communications & Media . . . . . 27
- Public Speaking . . . . . 27
- Waiver . . . . . 27
- Glossary . . . . . 28
- Resources and important numbers . . . . . 29



# A message from our CEO

For more than 20 years, PROG Holdings has been committed to engaging in ethical business practices while providing fair and transparent financial products and unparalleled service to our customers. Innovating while growing and deepening relationships with our customers and partners is critically important to the success of our business, but it is equally as important to do so in a legal and ethical manner.

This Code of Conduct and Business Ethics outlines key business practices and ethical principles to provide guidance on making the right decisions in your day-to-day activities. While this Code is not meant to be all encompassing and may not cover every issue that arises, it should be used alongside our corporate policies and procedures to set expectations for everyday conduct and decision making at PROG.

All employees are required to understand and comply with the guidelines outlined in this Code, and should report any suspected violation of our Code, policies and procedures (including violations of accounting or corporate governance policies), and/or any external laws or regulations governing our business.

If you witness a potential violation, or have questions about whether or not a situation is compliant with our Code of Conduct and Business Ethics, please see the How to Raise a Concern section below [Page 4] for guidance on how to proceed, and please see our Non-Retaliation Policy below [Page 9].

We must all work together to ensure that PROG Holdings continues to “Do the right thing – period” at every opportunity. Thank you for your dedication and support as we strive to remain an ethical leader in our industry and in the communities, we serve.

**STEVE MICHAELS**

PRESIDENT & CHIEF EXECUTIVE OFFICER



# Introduction

## **LAW AND REGULATIONS**

Obeying laws and regulations and acting ethically are two foundations on which PROG Holdings (the “Company”) is built. Therefore, we expect all employees to respect and obey applicable laws, rules, and regulations, as well as to make the right decision when ethical situations arise. Although we do not expect employees to know the details of all laws, rules, and regulations applicable to the Company, it is important to know enough to determine when to seek advice from your supervisor, the Compliance Department, or other appropriate personnel. Please reach out to any of the many resources available to you if you have questions.

## **EMPLOYEE RESPONSIBILITIES**

Our employees are expected to perform their jobs with professionalism and integrity. Employees and members of the Board of Directors must understand and comply with the Code of Conduct and Business Ethics (“Code”), company policies, and applicable laws, rules, and regulations. We have a responsibility to communicate with each other and our customers about the standards we’ve put in place in order to ensure our Company remains an ethical leader in our industry.

## **SUPERVISOR RESPONSIBILITIES**

Supervisors are required to understand, uphold, and communicate to their employees the values and concepts contained in the Code. By being approachable, our leaders create an environment that encourages feedback so no issue, concern, or question goes without follow-up and resolution.

## **OPEN DOOR POLICY**

All employees have the right and responsibility to ask questions about issues and situations that are unclear. The Company has an open-door policy that affords each employee honest and respectful communications with their supervisor and appropriate personnel.







Leading with  
success in our  
**workplace.**



# How to Raise a Concern

By speaking up and asking questions, we can work together on solutions that make our Company stronger. It is important to communicate any behaviors that potentially conflict with the Code, our policies or applicable laws and regulations.

All Company employees and partners must strive to avoid even the appearance of improper behavior. If you are in a situation that you believe may violate or lead to a violation of the Code, or if you become aware of actual or suspected violations, you must report it.

When you submit a report, you may choose to remain anonymous or provide your name and contact information if you wish.

All reports of possible violations of the Code, other Company policies, or laws and regulations, will be investigated promptly.

The Company will always employ its best efforts to ensure reports are treated confidentially. Appropriate corrective action will be taken if violations are discovered.

We will not tolerate retaliation against anyone who reports, in good faith, actual or suspected illegal or unethical conduct.

## THERE ARE MANY WAYS TO SHARE YOUR CONCERNS AND REPORT ACTUAL OR SUSPECTED VIOLATIONS.

- **Your immediate supervisor**—They are usually in a good position to understand and respond to your concern
- **The People team (Human Resources)**—If you're uncomfortable reaching out to your manager, you can submit a confidential Help Case to the People Team by selecting "Ethics/Employee Concern" as the case type in [People Hub](#) (Workday)
- **Compliance**—You can notify the Company's Compliance Department using the following email address: [compliance@progleasing.com](mailto:compliance@progleasing.com)
- **Reporting Hotline**—This option allows you (anonymously, if you wish) to ask questions or share your concerns 24 hours a day, 7 days a week. Just call 1-844-703-1795 or online at [prog.ethicspoint.com](http://prog.ethicspoint.com)



## What does “good faith” mean?

Sharing a concern in good faith means that you honestly believe that there may be a violation of our Code, our policies or the law.

**Retaliation? Not here.** The Company does not allow any form of retaliation against anyone who reports a concern, makes a complaint in good faith or cooperates in an investigation. If you believe you have been retaliated against, reach out to the People team (Human Resources), the Reporting Hotline, or Compliance.

(Continued on following page)



# How to Raise a Concern (Cont.)

The Company thoroughly investigates every concern for which there is a basis.

## **DURING THE INVESTIGATION PROCESS, THE COMPANY:**

- Appoints an independent and objective investigator(s).
- Conducts interviews of individuals with information and reviews relevant documents.
- Reaches conclusions from the gathered facts.
- Recommends corrective action when appropriate.
- Provides feedback to the person who raised the original concern.
- Maintains the confidentiality and privacy of those involved in the matter.





# Environmental, Health, and Safety

## We maintain a safe & healthy work environment

The Company is committed to providing our employees, customers, and visitors with a safe environment by promoting health and safety and by complying with applicable laws, rules, and regulations. It is the responsibility of each employee to complete the necessary health and safety training and to report any unsafe conditions or practices to their Supervisor, the People Department, or by contacting the Reporting Hotline.

A safe environment also means a secure environment. The Company does not tolerate threats, intimidation, retaliation, or violence of any kind. Weapons and other dangerous devices are prohibited at all times on Company and customers' property. In addition, this prohibition extends to parking lots and Company owned vehicles, or vehicles rented on behalf of the Company, unless otherwise provided by applicable law. Drug and alcohol abuse can have a serious impact on safety and performance in the workplace. The Company has a no-tolerance policy for employees who consume, are under the influence of alcohol or illegal drugs, or misuse prescription drugs during working hours.

### What if...



A coworker appears to be under the influence of drugs or alcohol while at work. What should I do?

Immediately contact your supervisor about the concern. Take appropriate steps to ensure the safety of yourself, your coworkers, and anyone else who could potentially be at risk of harm or injury.





# Harassment

## We treat others with respect

The Company believes that employees should be treated fairly and with dignity by providing a work environment (on or off premises at Company sponsored social activities and events) that is free from conduct that can be considered harassing, discriminatory, intimidating, and/or disruptive, including sexual harassment.

Harassment may be directed at an individual or it may simply occur in their presence.

### EXAMPLES OF HARASSMENT INCLUDE, BUT ARE NOT LIMITED TO:

- Hostile or threatening communications toward an individual or group based on a protected characteristic
- Bullying, such as verbal threats, nicknames, profanity, or slurs
- Joking about someone's ethnic background
- Posting or circulating materials that degrade or express hate against someone because of gender, race, sexual orientation, or ethnicity
- Discussing sexual activities, advances, or desires
- Displaying or discussing lewd jokes, obscene pictures, cartoons, posters, or objects; and/or unwelcome and unwanted hugging or touching

If you believe that you or any other employee has been subject to any form of harassment you must report the issue immediately. Please see the How to Raise a Concern section for reporting options [Page 4].



## What if...

Someone posts a picture at their desk that you feel is inappropriate. You complain to your Supervisor, but are told that you are being too "sensitive." What should you do?

You should not have to work in an intimidating, hostile, or offensive environment. You should report the incident to the Reporting Hotline so that it will be investigated appropriately. Retaliation or threats of retaliation for reporting incidents of harassment will not be tolerated.



Remember our company value:

**We value people  
above all else.**





# Discrimination

## We maintain a positive work environment

The Company maintains a diverse and inclusive work environment where differences are valued and respected. Employees should feel encouraged and supported.

### THE COMPANY PROHIBITS ANY FORM OF DISCRIMINATION AND CONDUCT BASED ON GROUNDS PROTECTED BY APPLICABLE LAWS WHICH MAY INCLUDE THE FOLLOWING:

- Race
- Gender identity
- Age
- Military duty
- Color
- Gender expression
- Religion
- Genetic information
- Sex
- National origin
- Disability
- Any other factor protected by applicable law
- Sexual orientation
- Pregnancy, childbirth, or related medical conditions
- Veteran status

If you believe that you or any other employee has been subject to any form of discrimination you must report the issue immediately. Please see the How to Raise a Concern section for reporting options [Page 4].



## What Should I Do?

I often overhear some of my coworkers making jokes that include racial slurs. Although the jokes aren't directed at me, I am offended by them. Our team is small and I'm worried they will take it out on me if they figure out it was me, but I feel like I should say something.

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Employees are obligated to report violations of our policies even if they are not the target or victim. You can contact the Reporting Hotline where you can choose to report the incident anonymously if you wish.





# Non-Retaliation

## We are fair and truthful

All employees are encouraged to report in good faith any actual or suspected form of discrimination, harassment, or behavior that is inappropriate, unethical, illegal, or violates our Code, Company policies or the law. Information provided must be honest and fair. Any employee can submit a report about a perceived violation of the Code, other Company policies, or laws and regulations and will not be disciplined or penalized in any way for making the report, if the report was made in good faith.

The Company strictly prohibits and does not tolerate retaliation in response to any good faith report or concern. Retaliatory acts may include, but are not limited to harassment and isolation by your Supervisor, demotions and pay cuts, changes in employment, and/or loss of employment.

If you believe that you or any other employee has been subject to any form of retaliation you must report the issue immediately. Please see the How to Raise a Concern section for reporting options [Page 4].

## What if...



I recently reported my Supervisor to the People team, and since then I have been excluded from our department's social activities and lunches.

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**YES!** The Company prohibits retaliation for reporting in good faith, actual or suspected illegal or unethical conduct. After reporting, the Company will investigate thoroughly.

### DID YOU KNOW?

Retaliation is prohibited against anyone who:

- Files a report in good faith
- Helps someone file a report
- Participates in an investigation





# Conflict of Interest

## We act in the best interest of the Company

A “Conflict of Interest” occurs when an individual’s personal interests interfere in any way - or even appear to interfere - with the interests of the Company. Conflicts may arise when an employee, officer, or director takes actions or has interests that may make it difficult to perform work objectively and effectively. Conflicts of Interest also arise when an employee, officer, or director or one of their friends or a member of their family receives improper personal benefits because of the employee’s, officer’s, or director’s position with the Company.

You have an obligation to avoid even the appearance of a conflict. Exceptions may only be made after prior review and approval by authorized members of the Legal Department or, in the case of directors or executive officers, by the Audit Committee of the Board of Directors.

Specifically, undertaking or working for a business that competes with the Company while employed by the Company is a conflict of interest. Certain employees may take on additional part-time work with organizations that are not our competitors or suppliers. While such work does not constitute a Conflict of Interest, the other job must be strictly separate from the employee’s job at the Company and may not interfere with the employee’s performance or work time. Work for other companies, may not be performed during work hours at the Company. If you are unsure about whether activity constitutes a Conflict of Interest, you should consult the Legal Department.

### **FOR THAT REASON, YOU MAY NOT, WITHOUT PRIOR WRITTEN APPROVAL FROM AN AUTHORIZED MEMBER OF THE LEGAL DEPARTMENT:**

- Engage in any competing business with the Company, or
- Engage in the following activities with a competing business, an entity that has a Material Financial Relationship with the Company or an entity with interests which are averse to or conflict with, the interests of the Company:
  - Serve as a director, officer or as a key person
  - Own more than 10% of the stock or other equity interest, or
  - Provide direct consulting, advisory or other services





# Conflict of Interest (Cont.)

## We act in the best interest of the company

The determination of whether a “Material Financial Relationship” exists or whether an interest conflicts with the interests of the Company in a material respect will be made on a case-by-case basis by an authorized member of the Legal Department, or in the case of directors or executive officers, may be made by the Audit Committee of the Board of Directors.

Conflicts of Interest may not always be clear-cut, so if you have a question or become aware of a conflict or potential conflict, please see the How to Raise a Concern section for reporting options [Page 4].



## What if...

Your spouse owns an office supply company with lower prices than others, and you can receive an additional discount because it's your spouse's company. Your duties include ordering office supplies for your department so you order from your spouse's company without authorized prior approval.

### Is this a conflict of interest?

**YES!** Personal relationships in business decisions can be Conflicts of Interest if you receive improper personal benefits from the transactions. You should always avoid even the appearance of a Conflict of Interest. To prevent a Conflict of Interest, always disclose the information to an authorized member of the Legal Department and seek approval before making the decision.





# Corporate Opportunities

Employees, officers and directors are prohibited from

- (a) taking for themselves personal 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. Employees, officers and directors owe a duty to the company to advance its legitimate interests when the opportunity to do so arises.



# Gifts and Entertainment

## We are ethical in accepting or offering gifts and rewards

The Company recognizes that reasonable gifts exchanged with the Company's clients, service providers, and vendors can help build stronger relationships and reflect common social and business customs. There is nothing wrong with establishing good will and creating sound working relationships by giving gifts, but those activities must follow our guidelines in order to avoid the appearance of persuading anyone to act dishonestly or illegally. You have an obligation to avoid even the appearance of a conflict.

In keeping with the spirit of the utmost propriety, we generally prohibit the giving or receiving of gifts without prior approval of Management. Specifically, you may not offer or receive anything intended to influence business decisions or otherwise give or accept anything in a manner inconsistent with accepted business practices and programs approved by Management.

### General Standards:

- You may not authorize or accept gifts, favors, or benefits of anything other than those of nominal value. Gifts of nominal value include items such as t-shirts, pens, mugs, or other gifts. Any exceptions must be approved by a Vice President or above
- Traditional business courtesies (e.g., reasonable and infrequent lunches, dinners, etc.) are acceptable and gifts of nominal value may be accepted
- Gifts and rewards to employees may only be given in accordance with our approved programs

## Was that okay?

A vendor gave my Supervisor a few tickets to see a local sports team. My Supervisor disclosed the gift to his Vice President, who approved of the tickets.



**YES!** Accepting gifts of value from vendors with Vice President approval is permissible.

You may attend business lunches, dinners, and similar outings (sporting events, golf outings, theater, shows, etc.) if those outings conform to the criteria listed previously. Vendor sponsored conferences and seminars, for the purpose of learning how to use software, systems, or for continuing education, may be attended with Vice President approval. Vendor trips that go beyond those described, including those in which the vendor pays for travel and lodging, require greater scrutiny and must be approved by the General Counsel. Company funds may be used only for legitimate business travel purposes. Always follow Company travel policies regarding the use of corporate credit cards, preferred travel vendors, necessary management approvals, receipts, expense reports, and other travel-related matters. Gift, entertainment, and travel-related expenses must be promptly and accurately reported. Be honest and accurate when submitting expense claims for reimbursement, and never use Company funds for personal travel, gifts, entertainment, or to supplement your income.





# Protection and Proper Use of Assets

## We safeguard Company assets

The Company provides employees with the use of facilities, furniture, supplies, equipment, information, and technology to be used only for legitimate business purposes. All employees, officers, and directors should protect Company assets and ensure their efficient use, and protect them from theft, loss, damage, waste, and abuse. Misuse, theft, carelessness, and waste have a direct impact on the Company's profitability and reputation.

We can keep our physical assets safe and secure by following all security rules and procedures such as using your badge when entering facilities and securing valuable equipment.

**ADDITIONALLY, WE CAN KEEP OUR INFORMATION TECHNOLOGY RESOURCES SAFE FROM VIRUSES, MALICIOUS SOFTWARE PROGRAMS, AND INTRUSION ATTEMPTS BY FOLLOWING ALL INFORMATION SECURITY POLICIES, STANDARDS, AND PROCEDURES, INCLUDING:**

- Do not open any unknown email messages or attachments
- Do not install unauthorized software, applications, hardware or storage devices on your Company issued computer or other device
- Do not access the Company's network via unauthorized applications or devices

You are responsible for all activity performed with your assigned user ID and should always create a strong password in accordance with our policies related to acceptable use and password management. Whenever available, you should use Multifactor Authentication to further protect access to Company assets.

## What if...

I will be out of the office on vacation for a week and I would like to have my coworker respond to any emails that come in while I'm gone. Can I give my coworker the password to my email account if I reset it when I return from vacation?



**No!** Your password is, and should remain, private. You should never share the password to your computer or email account. Instead use an out-of-office message to alert people of your absence and direct them to a colleague for help while you're away.

### DID YOU KNOW?

Company assets Include:

**Physical assets** - office furniture and supplies, funds and inventory

**Information assets** - Any data, device, or other component of the environment that supports information-related activities. Assets generally include hardware, software and confidential information.

**Company assets** - name, logo, brand and our customer relationships



# Records and Information Management

## We require honest and accurate record keeping

You must ensure that the Company's business and financial records are accurate and complete. Records and documents that we create and maintain are important Company assets that help the Company satisfy its legal and regulatory obligations and reflect on the Company's credibility and reputation. We must never make false or misleading entries in Company accounts, financial documents, business reports, or other documents. We should also avoid omitting information from Company documents if doing so could be misleading.

You are required to follow our Information Handling and Disposal Standard and Record Retention Schedule Reference Guide to properly retain our business records. Proper records management allows the Company to meet legal and regulatory requirements, and educates employees on how to securely retain and dispose of records that are no longer needed.

At times, active or threatened litigation may require employees to retain records in accordance with a Litigation Hold. Records must be retained during the life of the Litigation Hold, and cannot be disposed of until the hold is released by the Legal Department. Maintaining accurate records and complying with the policy helps us maintain the integrity of our record-keeping and reporting systems.

### **DID YOU KNOW?**

A "Litigation Hold" is a process used to suspend the destruction of records to (i) preserve all information that might be relevant to actual or anticipated litigation, and (ii) avoid destruction or deletion.



(Continued on following page)





# Records and Information Management (Cont.)

We require honest and accurate record keeping

## WHEN DEALING WITH COMPANY BUSINESS RECORDS, WE SHOULD ALWAYS:

- Restrict access to authorized persons and those that have the “need to know”
- Be careful when discussing confidential company information where others might overhear
- Never post confidential Company information on social networking sites
- Never leave printed material containing confidential information in public places
- Dispose of printed records in the secure shred bins that are provided at each location when documents are no longer needed, subject to the Records Retention Policy and Schedule.

If you are unsure if a document is a business record, retain and secure it as if it is a business record, and ask your Supervisor or the Compliance or Legal Departments for guidance and clarification.



## What if...

I recently found several boxes of old files in a closet. The boxes have “terminated” written on them. Can I stack the boxes next to the trash can at my desk, and write “Trash” on them- so that housekeeping will dispose of the boxes later that night?

---

**No!** General employees should not have access to records of current or terminated employees. Before proceeding, contact the Compliance Department. For other confidential documents, confirm that the retention period for documents has expired before disposal, and confidential documents should always be disposed of by placing the paper in a secure shred bin.







**Leading with  
success for our  
Customers.**



# Competition and Fair Dealing

## We conduct business ethically

The Company engages in fair business practices, which means that we conduct business lawfully and ethically at all times when dealing with customers, suppliers, competitors and each other. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. We are honest and fair in our marketing practices and when discussing the quality, features, and availability of our products and services.

Stealing confidential or proprietary information or possessing trade secrets that were obtained without consent, is prohibited. No employee should take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

We are committed to competing fairly by complying with all applicable laws. Violations of these ethical and fair practices could lead to civil or criminal liability for the Company and the employees involved.

### CERTAIN COMPETITION AND UNFAIR ACTIVITIES ARE PROHIBITED INCLUDING:

- Illegal forms of monopolistic practices
- Price fixing
- Bid rigging
- Stealing proprietary information
- Possessing another company's trade secrets without its consent
- Illegal forms of market and customer allocation
- Illegal boycotts

### DID YOU KNOW?

Competition laws may also be referred to as “antitrust,” “monopoly,” “cartel,” and “price fixing” laws. These laws are designed to preserve fair and open competition with our customers, vendors, and competitors.



## What if...

We recently hired an employee who worked for one of our competitors. Is it okay to ask her for proprietary information about that other company?

**NO!** NEVER ask a former employee of a competitor about any information regarding the competitor's trade secrets, and anything else that may be confidential or proprietary to the competing company. The person may be under a Non-Disclosure or Non-Compete Clause. Consult the Legal Department if you have any questions.



# Confidentiality

## We protect company, employee, and customer information

You must protect confidential and proprietary information, including data about our Company, our employees, our customers, and the companies with which we do business. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

- Confidential Data includes any information, which if disclosed, may violate the privacy of customers, Company employees, contractors and/or Third-Party Vendors or partners. Special handling and security controls are required. Examples include: contracts or memos containing financial information
- Customer Personally Identifiable Information – Customer information including name, home address, email address, date of birth, telephone number
- Employee Personally Identifiable Information – Company employee information including name, home address, email address, date of birth, telephone number, performance reviews.

Employees, officers, and directors should maintain the confidentiality of information that has been entrusted to them by the Company or the Company's customers, except when disclosure of that information is authorized by the Company or legally required. We must respect and protect this information against loss, theft, or other misuse while following all applicable laws, regulations, and standards.

The Company expects that each employee will preserve confidential and proprietary information even after their employment or relationship with the Company ends.

## What if...

While at a training event, my coworker texted me on my personal cell phone and asked for an update on a project that involves confidential information. I don't have access to my work laptop and email while I'm at this event. Is it OK to reply to him via text message?

**No!** While we understand that text messaging is a common method of communication, employees must understand that information communicated via text message is not secure and may be subject to disclosure and review by the Company. Text messages should be limited to non-business-related information and should not contain confidential, proprietary, or Material Non-Public Information. However, personal devices may be used to conduct company business when using company-installed and permitted software, including Outlook, Slack, Zoom, etc.



### DID YOU KNOW?

Confidential employee and customer information is information that could be used to identify a specific person, for example: an address, phone number, driver's license number, Social Security Number, credit card number, birth date, or banking and financial information.







Leading with  
success in our  
**Communities.**



# Insider Trading

## We protect inside information

We expect you to abide by applicable insider trading laws. U.S. federal securities laws prohibit the purchase or sale of securities by an employee based upon awareness of “Material Non-Public Information”. These laws also may, depending on the facts and circumstances, prohibit employees who are aware of Material Non-Public Information from disclosing (or “tipping”) that information to any person who might trade while aware of the information. You can be held responsible for the trades of persons who received Material Non-Public Information even if those persons do not trade in Company securities but are aware of the Material Non-Public Information.

“Material Non-Public” Information is information that investors likely would consider important in deciding about whether to buy, sell or hold Company securities, such as its common stock. Non-public information that could reasonably be expected to affect the market price of the Company’s securities or information that investors would possess once it is made public is almost always Material Non-Public Information. Information is “non-public” if it has not been widely disseminated to the public through major newswire services, national news services, or public filings with the U.S. Securities and Exchange Commission (“SEC”) or through a Company call or conference that is open to investors on a broad, non-exclusionary basis.



## What if...

I learned that our Company is considering acquiring another publicly-traded company. Is it Ok to buy the stock of this company in expectation of the acquisition?

---

**NO!** Trading on Material Non-Public Information is illegal and a violation of the Code, whether you are trading in the stock of our Company or another company.





# Insider Trading (Cont.)

## We protect inside information

### AS AN EMPLOYEE, YOU MAY HAVE ACCESS TO MATERIAL, NON-PUBLIC INFORMATION THAT MAY INCLUDE:

- Non-public financial results and forecasts
- Impending or actual litigation
- Changes in our executive officers
- Mergers, acquisitions, or sales transactions
- New earnings forecasts or projections
- Changes in the amount of the Company's dividend
- Gaining or losing a retail partner, and/or stock repurchases or debt offerings

Remember, even if you leave the Company, these policies apply to you. If you think Material, Non-Public Information is being used improperly or in violation of our policy or the law, you must report the issue immediately. Please see the How to Raise a Concern section for reporting options [Page 4].

### DID YOU KNOW?

Violations of the U.S. federal securities laws can be prosecuted even when the amount involved is small or when the “tipper” made no profit at all. Persons violating insider trading or tipping rules may be required to disgorge the profit made or the loss avoided by the trading, pay civil or criminal penalties, or serve a jail term of up to ten years.



Remember our company value:

**We do the right thing—period.**



# Anti-Corruption

## We conduct business with integrity

The Company strictly prohibits corruption in any form, including bribery, kickbacks, or any unethical or illegal attempts to influence government officials or trade partners. Depending on the facts and circumstances, U.S. federal and/or state criminal law may prohibit making payments to both U.S. and foreign public officials that appear to be “bribes” or inappropriate “gratuities”. Bribery means giving, offering, or promising anything of value to a public official with the intent to inappropriately influence the official to do, or not do, an official act. Illegal gratuity payments may include “thank you” payments after an official has already taken an action. Many state laws prohibit the same or similar conduct. Anti-bribery laws prohibit U.S. companies and their officers, directors, employees, or agents from offering, paying, promising, or authorizing a payment of anything of value to foreign government officials to inappropriately influence the officials’ actions.

### COMMON CORRUPTION SCENARIOS MAY INCLUDE:

- Mis-characterizing bribes as “commissions,” “subcontracts,” or various “fees” in expense reports and accounting records
- Payments of large commissions to agents and other third parties to secure work
- Payments to charities favored by or associated with foreign government officials
- Payments to foreign customs officials and police officers
- Payments to officials to get building permits or utility service
- Payments to officials to influence contract awards
- Payments to relatives of government officials, payments to third parties selected by government officials

### DID YOU KNOW?

“Anything of value” isn’t just cash; it can be a gift card, stock, a loan, a discount, a job, entertainment, tickets, or even a simple favor.



## What if...

I am going to miss a flight to an important sales opportunity unless I can get through an airport security line more quickly. Can I discreetly offer a security agent a cash “tip” to let me through the precheck line even though I don’t qualify?

**No!** We cannot offer anything of value to government officials to inappropriately influence them in their official acts.





# Social Media

## We communicate responsibility and accurately

Social media websites and applications are useful marketing tools and can help drive our business. While the use of social media may provide employees a positive forum for information sharing, networking, and social interaction, its use can also blur the lines between employees' professional and personal lives. We do not intend to restrict the flow of useful and appropriate information, but instead wish to minimize the risk to our Company and employees.

Employees participating in social media as part of their job responsibilities must follow the policies and procedures prescribed for Company-owned social media networks. This also applies to the use of social media when away from work, including when using a personal computer or device and when using a non-Company hosted social media site, if the individual's employment affiliation is identified, known or presumed.

No employee is authorized to communicate using social media on the Company's behalf without prior approval by the Company. You may not develop and post a social network page or site that appears to represent the Company, or any affiliate, without prior approval and involvement of the Company.

Employees publicly advocating for or promoting the Company and/or its affiliates, whether online or offline, must disclose their status as an employee. For example, when posting about Progressive Leasing online, you can use a hashtag such as #employee or #ProgEmployee to signal your employment with Progressive Leasing.

### **SOCIAL MEDIA RULES TO FOLLOW:**

- Be honest and respectful of others
- Use good judgment
- Protect personal information and don't disclose anything that could violate employee or customer privacy
- Protect confidential information and don't disclose anything that could harm business interests
- Comply with policies, laws, and regulations that protect people, privacy, copyrights, and confidentiality
- Speak positively about the Company

### **DID YOU KNOW?**

Social media includes any means of electronic communication or posting of information or content of any sort on the Internet, including your own or someone else's blog, journal or diary, website, social networking web site, web forum, or chat room.



# Social Media (Cont.)

## We communicate responsibility and accurately

Employee conduct – including off-duty social media activity – that is unlawful, inconsistent with the Company’s core values, violates a company policy or the Code, or harms the company’s reputation may result in disciplinary action, up to and including termination. Speech that is defamatory or derogatory will be evaluated on a case-by-case basis and will be subject to appropriate disciplinary measures.

### EXAMPLES OF PROHIBITED CONDUCT INCLUDE (WITHOUT LIMITATION):

- Hate speech of any kind regarding any protected classes
- Speech that is discriminatory, harassing or constitutes a hostile environment, regarding any protected classes
- Threats of violence or threats to employee safety or workplace safety
- Speech that is intended to or has the effect of inciting violence
- Speech that is defamatory

If you learn that someone posted a hostile, angry, or accusatory comment about the Company online, or violated employee conduct standards, you should not engage in the conversation, but should report the issue immediately. Please see the How to Raise a Concern section for reporting options [Page 4].

Except as noted above, this policy does not prohibit you from otherwise expressing personal or political opinions or pursuing legal rights, sharing information about terms and conditions of employment, or engaging in any other protected activity through internal or external social networking channels.

## What should I do?

I have a blog where I talk about my life and my work. Should I be concerned about what I say about my job?

Employees are expected to use good judgment when posting information about the Company, co-workers, and their job. Never post confidential or proprietary information. You are personally responsible for the content you publish online, and should never assume posts are private, or will remain private.





# Government Relations, Political Activities, and Legal Matters

## We are involved in our communities

Doing business with the government, whether federal, state or local, on either a direct or subcontractor basis, imposes special obligations on the Company. Government business proposals must be reviewed by and receive approval from the General Counsel before being accepted. The Company encourages you to participate in the political process, but personal participation, including campaign contributions or support, is completely voluntary. There must also be a distinction between the political activities of employees and those by the Company itself.

- Contributions by an employee to political campaigns where allowed by law must not be made with, or reimbursed by, Company funds.
- Individual political activity must be done on your own time with your own resources.
- Company time, offices, computers, and other resources may not be used to support political campaigns.
- If you engage in individual political activity, please make it clear that you are not representing or acting on behalf of the Company.
- Political participation, campaign contributions, and similar support may only be undertaken on the Company's behalf by the General Counsel or designees.
- If you wish to run for a political office, you must obtain permission from the Legal Department, prior to running to avoid a potential conflict of interest.

Lobbying is a normal, acceptable, and useful part of the legislative process, provided it is conducted in compliance with all applicable legal requirements. It is the Company's policy to strictly comply with all lobbying laws and regulations. You are required to consult with the General Counsel before engaging in or retaining anyone to engage in lobbying about the business of the Company. Lobbying laws do not apply to individual political expression that is not done on behalf of the Company. You may work to influence legislative bodies relating to issues of personal concern as long as you do not mention the Company or use any Company resources (letterhead, e-mail accounts, etc.) that might give the appearance you are acting on the Company's behalf.

**No employee may comment on legal matters, or matters believed to have legal consequences, without the prior consent of the Legal Department.**

### **DID YOU KNOW?**

Proper lobbying activities can educate lawmakers about the Company's legitimate interests. Laws and regulations governing lobbying or attempts to influence government officials vary around the world.





# Corporate Communications & Media

As a public company, it is crucial that only approved Company spokespeople communicate externally to individuals or groups about the Company. This includes, but is not limited to, conversations regarding the businesses, products, employees, legal matters, or any other similar topic with the press or other media members or outlets (including social media), analysts, competitors, or any other similar external groups or individuals.

If you are contacted by an external party requesting any information on the Company, you must immediately refer the inquiry to the Corporate Communications Department for review and response before engaging further on the request, regardless of the topic or timeline. In addition, you should promptly refer to the Company's General Counsel any inquiry you receive from any federal, state or local government agency, commission or other government entity, or from any government official, or from an attorney.

## Public Speaking

You may be invited to speak or present about the Company or your specific role at an in-person and/or virtual conferences, seminars, symposiums, panels, or other similar public events. While we encourage our employees to become thought-leaders in their fields, as a public company we also need to be careful about what information and topics related to the Company are shared externally.

If you receive an invitation to present or share about the Company or your role at any event, you must obtain written approval from the Corporate Communications Department before accepting the invitation. All presentation materials must be submitted to the Corporate Communications Department for review and approval prior to the event.

## Waiver

Any waiver of this code for executive officers or directors may only be made by the Company's Board of Directors or a Board Committee.





# Glossary of terms

## ANYTHING OF VALUE

Anything that might have value, including cash, gifts, meals, entertainment, business opportunities, and/or Company product.

## ANTITRUST OR COMPETITION LAWS

Laws that are designed to preserve fair and open competition with our customers, vendors, and competitors.

## ASSETS (INFORMATION)

Any data, device, or other component of the environment that supports information-related activities. Assets generally include hardware, software and confidential information.

## BRIBE

Giving, offering to give, or authorizing to give anything of value to someone outside of the Company with the intention to influence a business decision.

## COMPLIANCE

The department and program designed to prevent and detect violations of applicable law, regulations, rules, and ethical standards by employees, and reduce compliance risks through testing internal controls.

## CONFIDENTIAL

Information that is critical to ongoing business operations and could impede or disrupt them if disclosed without authorization or if made public, including personally identifiable information, audit reports, accounting information, business plans, etc.

## CONFLICT OF INTEREST

A situation or the appearance of a situation where personal interests interfere with the Company's interests.

## DISCRIMINATION

Treating an individual differently or less favorably based upon a characteristic that is protected by applicable laws such as race, color, pregnancy, religion, sex, sexual orientation, gender identity, national origin, age, disability, veteran status, military duty, and or genetic information.

## EMPLOYEE

An individual who is employed directly by the Company. All employees are employed on an at-will basis and this employment relationship may only be altered by a written agreement signed by the CEO. The policies contained in the Code and other Company manuals and policies do not constitute an express or implied employment contract and do not alter the at-will basis of employment.

## ETHICAL

Acting in accordance with the policies, laws, rules, and/or regulations for correct conduct.

## FAIR DEALING

Each employee, officer, and director should strive to deal fairly with the Company's customers, suppliers, competitors, and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

## GOOD FAITH

Acting or stating something with sincere belief, honest intent, and without malicious or selfish motive.

## HARASSMENT

A pattern of physical or verbal conduct which a reasonable individual would regard as undesirable or offensive.

## INSIDER TRADING

The illegal practice of using material, nonpublic information, or tipping someone else to use it, to buy or sell stock in a Company to one's own advantage.

## INTEGRITY

Having an uncompromising adherence to high ethical conduct and standards.

## LEGAL HOLD

A litigation hold, or legal hold, is a process used to suspend the destruction of records to (i) preserve all information that might be relevant to actual or anticipated litigation, and (ii) avoid destruction or deletion.

## LOBBYING

Activities aimed at influencing public officials and especially members of a legislative body on legislation

## MATERIAL FINANCIAL RELATIONSHIP

Relationship in which the employee benefits by receiving a salary, royalty, intellectual property rights, consulting fee, ownership interest (e.g., stocks or stock options), or other financial benefit.

## MATERIAL NONPUBLIC INFORMATION

Information that investors likely would consider important in deciding about whether to buy, sell or hold Company securities, such as its common stock. Information is "non-public" if it has not been widely disseminated to the public through major newswire services, national news services, or public filings with the SEC or through a Company call or conference that is open to investors on a broad, non-exclusionary basis.

## OFFICIAL BUSINESS RECORDS

Company documents, files, or other information created, received, or obtained by any employee by any means that has a specific document retention period; records are not specific to any format or media and may take many forms.

## NON-COMPETE CLAUSE (NCC)

An agreement under which an employee agrees not to enter or start a similar business in competition against another employer or company.

## NON-DISCLOSURE AGREEMENT (NDA)

A contract by which one or more parties agree not to disclose confidential information that they have shared with each other as a necessary part of doing business together.

## PROPRIETARY

Also known as a trade secret, is information a company wishes to keep confidential, including secret techniques, processes, and methods used in production or sales.

## RETALIATION

Occurs when an employer punishes an employee for engaging in legally protected activity. Retaliation can include, for example, an adverse employment action such as a demotion, discipline, termination, salary reduction, or reassignment to a different job or shift.

## SOCIAL MEDIA

Forms of electronic communication through which users can create online communities to share information, ideas, personal messages, and other content.

## SUPERVISOR

A person in management who monitors and regulates employees in their performance of assigned or delegated tasks. Supervisors are usually authorized to recommend and/or effect hiring, disciplining, promoting, punishing, rewarding, and other associated activities regarding the employees in their departments.

## THEFT

Taking something for yourself that belongs to the Company or someone else.



# Resources and important numbers

## REPORTING HOTLINE

1-844-703-1795

[prog.ethicspoint.com](http://prog.ethicspoint.com)

## COMPLIANCE

[compliance@progleasing.com](mailto:compliance@progleasing.com)

## PEOPLE TEAM

Submit a confidential Help Case by selecting "Ethics/Employee Concern" as the case type in [People Hub](#) (Workday).

