



PROG
Holdings, Inc.

CODE OF CONDUCT

Updated 3/21/22

Our mission

**Provide simple
and affordable
purchase options for
credit challenged
consumers.**



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A message from our leadership

Since 1999, the Company has been committed to engaging in ethical business practices, providing quality products, and focusing on uncompromised service to our customers. Serving our customers the right way is critically important to successfully grow the business. Achieving results, the right way, both legally and ethically is equally as important. This is vital as we continue to build for the future and work hard to make the Company a great company for our customers and our employees.

Acting in a compliant manner, both ethically and legally, is a critical requirement for the long-term success of the Company. Compliance, however, goes beyond completing your training on time – it requires making good decisions, identifying risks that may adversely affect the business, and asking questions if unsure about the path forward. Specifically, we must comply with applicable laws and Company policies, safeguard Company assets, treat each other with respect and dignity, honor our commitments, and take responsibility for our actions.

This Code of Conduct (the “Code”) outlines our key business practices and ethical principles, including policies and procedures which provide guidance on making the right decisions in our day-to-day activities that all employees, officers, and directors must understand and follow. The Code of Conduct is not meant to be all encompassing and does not cover every issue that may arise, but instead sets our Company expectations.

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 of Conduct, or if you become aware of actual or suspected violations, you must report it to any one of the resources provided to you including the **Reporting Hotline available 24 hours a day/7 days a week at 1-844-703-1795, proleasing.ethicspoint.com**, or the Compliance & Ethics Team or contact the Human Resources Team. When you submit a report, you may choose to remain anonymous or provide your name and contact information if you wish. We will not tolerate retaliation against anyone if actual or suspected illegal or unethical conduct is reported in good faith. We are confident about the direction the Company is heading and about our commitment to always act in a legal and ethical manner, make the right decisions, ask for help if unsure, and walk away from a business opportunity if it cannot be done in the right way for ourselves and our customers. Thank you for your dedication and support in making the Company an ethical leader in our industry and the communities we serve.

STEVE MICHAELS

CHIEF EXECUTIVE OFFICER

MARVIN FENTRESS

GENERAL COUNSEL

ALFRED SPENCER

CHIEF COMPLIANCE OFFICER



Introduction

Obeying the law and acting ethically are two foundations on which the Company is built. Therefore, we expect all employees to respect and obey applicable laws, rules, and regulations, as well as make the right decision when ethical questions 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, Human Resources, the Compliance Department, or other appropriate personnel. Please reach out to any of the many resources available to you if you have any questions.

EMPLOYEE RESPONSIBILITIES

Our employees are expected to perform their jobs with professionalism and integrity. Employees must understand and comply with the Code, Employee Handbook, company policies, and applicable laws, rules, and regulations. We have a responsibility to complete all required training and 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 our Code of Conduct. By being approachable, our leaders create an environment that encourages feedback and reporting in order to make certain that 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.

NON-RETALIATION

The Company will not tolerate retaliation against anyone who reports in good faith, actual or suspected unethical or illegal behavior. Retaliatory acts can include, but are not limited to demotions, harassment, or loss of employment.

VIOLATIONS AND HOW TO REPORT

By speaking up and asking questions, we can work together on solutions that make our Company stronger. It is important to communicate any potential behaviors that conflict with our Code, our policies or applicable laws and regulations. You may report any actual or suspected violations to Human Resources, the Compliance Department, or anonymously by contacting the 24-hour anonymous ethics and harassment **Reporting Hotline: 1-844-703-1795 or progleasing.ethicspoint.com.**



Leading with
success in our
workplace.



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, Human Resources, 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 zero-tolerance policy for employees who consume, are under the influence of, or have present in their system, alcohol or illegal drugs, or who 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.

The Company has a zero-tolerance policy for employees who consume alcohol and drugs on company premises, use illegal drugs, or are under the influence of drugs and alcohol during working hours. Prohibited drug use includes the misuse of prescription drugs.



We treat others with respect

The Company believes that employees should be treated fairly and with dignity by providing a work environment (both 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 occur in his or her 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

Employees must report any form of harassment or discrimination to the **Reporting Hotline 1-844-703-1795** or **progleasing.ethicspoint.com**



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 **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.



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 in order to create value and drive professional and personal growth.

We make employment decisions based on merit, and without regard to any characteristic that is protected by law. We represent a blending of employees with diverse experiences, cultures, and backgrounds, and we are committed to respecting each other.

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

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



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 facility 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.



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.

DID YOU KNOW? The Non-Discrimination & Anti-Harassment Policy and the Equal Employment Opportunity Policy are located in the Employee Handbook and on ProgNation.



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 laws or regulations. Good faith doesn't mean that the report must be correct, but it does require the information that is reported to 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 can 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 have been subject to retaliation, you should contact the **Reporting Hotline 1-844-703-1795** or **progleasing.ethicspoint.com**. The Hotline is operated by an independent third party and is available 24 hours a day, 7 days a week, 365 days a year.

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.

DID YOU KNOW?

Retaliation is prohibited against anyone who:

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



Should I report this?

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

Yes!

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



We act in the best interest of the company

A Conflict of Interest occurs when an individual's personal interest interferes in any way - or even appears to interfere - with the interests of the Company. A conflict situation can arise when an employee, officer, or director takes actions or has interests that may make it difficult for them to perform work objectively and effectively. Conflicts of Interest also arise when an employee, officer, or director or one of his or her friends or a member of his or her family receives improper personal benefits because of the employee's, officer's, or director's position with the Company.

Employees 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, engaging in a competing business while employed by the Company is a conflict of interest. In addition, certain employees may take on additional part-time work with organizations that are not our competitors, customers, 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. Also, no additional work may be performed while on the Company's time.

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



We act in the best interest of the company (cont.)

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.



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.



We comply with gift, travel, & entertainment policies

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. Employees 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, employees 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:

- Employees may not authorize or accept gifts, favors, or benefits of anything other than nominal value. Any exceptions must be approved by a Director 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



We comply with gift, travel, & entertainment policies (cont.)

Employees 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 trips require greater scrutiny and must be approved by the General Counsel. Company funds can 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. Always 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.



Was that okay?

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

Yes!

Yes! Accepting gifts of value from vendors with Director approval is permissible.



We safeguard company assets

The Company provides employees with the use of facilities, furniture, supplies, equipment, information, and technology to be used only for their intended business purposes. Employees should always use and maintain Company assets carefully 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 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

Each employee is responsible for all activity performed with their assigned user ID and should always create a strong password in accordance with our policies related to acceptable use and password management.

DID YOU KNOW?

Company assets include:

- Physical assets - office furniture and supplies, funds and inventory
- Technology assets - computer hardware & software, tablets and phones
- Information assets - trademarks, copyrights and other confidential or proprietary information
- PROG Holdings, Inc. assets - name, logo, brand and our customer relationships



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.



We practice honest and accurate record keeping

Employees 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 reflects on the Company's credibility and reputation. We must never make false or misleading entries in any Company accounts, financial documents, business reports, or other documents. We should also avoid omitting any information from Company documents if doing so could be misleading.

Employees are required to follow our Records and Information Management Policy and Schedule to properly retain our business records. Proper records management allows the Company to meet legal and regulatory requirements, and educates the 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 the Litigation Hold Policy. This policy states that all 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 spoliation or deletion.



We practice honest and accurate record keeping (cont.)

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...

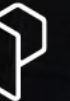
I recently found several boxes of old files in a closet. The boxes have “terminated” written on them. Can I stack the boxes next to the trash can at my desk, and write “Trash” on them- so that housekeeping will dispose of the boxes later that night?

No!

Always 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. If you have an abundance of paper, please contact the Compliance Department on how to properly store the documents until the approved shredding vendor can come to retrieve the documents for proper disposal.



Leading with
success for our
customers.



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. 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.



What if...

we recently hired an employee who worked for one of our competitors. Is it okay to ask her for 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.

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



We protect company and customer information

Employees 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. Employees 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.

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.**



We protect inside information

We expect employees to abide by applicable insider trading laws. U.S. federal securities laws prohibit the purchase or sale of securities by an employee based upon his or her 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. Employees 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 (the “SEC”) or through a Company call or conference that is open to investors on a broad, non-exclusionary basis.

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.

(Continued on following page)



We protect inside information (cont.)

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 major new 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, report it to the **Reporting Hotline**, or to the Compliance & Ethics Department.



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 of Conduct, whether you are trading in the stock of our Company or another company.



Remember our company value:

We do the right thing —period.



We conduct business with integrity

“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 (the “SEC”) or through a Company call or conference that is open to investors on a broad, non-exclusionary basis.

Depending on the facts and circumstances, U.S. federal and/or state criminal law may prohibit making payments to 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. Gratuity payments can 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 corruptly offering, paying, promising, or authorizing a payment of anything of value to foreign government officials for inappropriately influencing the officials’ actions.



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.

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We conduct business with integrity (cont.)

COMMON CORRUPTION SCENARIOS INCLUDE:

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



What if...

Our Company donates a lot of supplies and time to a local charity. I recently was stopped for speeding. Can I remind the officer of our “generous” community involvement?

No!

We cannot use the Company's donations as a means of influencing the officer to do or not to do an official act.



We communicate responsibly 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. Employees 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, whether online or offline, must disclose their status as an employee. For example, when posting about the Company online, employees can use as hashtag such as **#employee** or **#ProgEmployee** to signal their employment with the Company.

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We communicate responsibly and accurately (cont.)

SOCIAL MEDIA RULES TO FOLLOW:

- Always be honest and respectful of others
- Always use good judgment
- Always protect personal information and don't disclose anything that could violate employee or customer privacy
- Always protect confidential information and don't disclose anything that could harm business interests
- Always comply with policies, laws, and regulations that protect people, privacy, copyrights, and confidentiality
- Always speak positively about the Company

If you learn that someone posted a hostile, angry, or accusatory comment about the Company online, you should not engage in the conversation, and report the information to the Compliance & Ethics Department, or the **Reporting Hotline**.

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.



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. Employees are personally responsible for the content you publish online, and should never assume posts are private, or will remain private.



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 employees 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 and with General Counsel approval must not be made with, or reimbursed by, Company funds.
- Individual political activity must be done on an employee's own time with his or her 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 his/her designees.
- If you wish to run for a political office, you must obtain permission from Human Resources 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. Employees 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 on behalf of the Company. Employees 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.

Only designated Company spokespersons may provide comments to the media. Employees may not provide non-public corporate information to anyone outside of the Company, including the media, unless authorized to do so. In all cases, employees must refer media inquiries to the Chief Compliance Officer. No employee may comment on legal matters, or matters you believe may have legal consequences, without the prior written consent of the Legal Department. Media inquiries regarding legal matters must be referred to 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.



Glossary of terms

REPORTING HOTLINE

The Company's reporting service, administered by a third party where employees can ask questions or raise concerns about any actual or suspected violation of the Code of Conduct or other ethics, policy, and/or compliance matters. It is available 24 hours per day, 7 days per week via phone and internet, and allows for anonymous or self-identified communications.

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

Anything owned by the Company, including physical property, technology, financial, and information assets or records.

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 of Conduct 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.

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

Having internal policies and procedures designed to prevent and detect violations of applicable law, regulations, rules, and ethical standards by employees. It involves legal, risk management, and 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 law such as race, color, pregnancy, religion, sex, sexual orientation, gender identity, national origin, age, disability, veteran status, military duty, genetic information, and/or gender identity.

ETHICAL

Being 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

Honestly believing in what you're doing and/or saying so that a false report is not made.

HARASSMENT

A pattern of physical or verbal conduct which is based upon a characteristic that is protected by applicable law such as race, color, pregnancy, religion, sex, sexual orientation, gender identity, national origin, age, disability, veteran status, military duty, genetic information, and/or gender identity and 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 process that the Company uses to preserve all forms of documents and files that may be responsive to, or relevant to, any litigation, potential litigation, governmental audit, or governmental investigation, that is reasonably anticipated or ongoing.

LOBBYING

To conduct 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 about the Company that has not been made public, which could affect its share price and investment decisions as soon as the information has been made public.

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, firing, 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 someone else.

ZERO TOLERANCE

A way to eliminate undesirable behavior among employees and provide an automatic punishment for violating company policies and rules.



Resources and important numbers

ANONYMOUS REPORTING HOTLINE

1-844-703-1795

progleasing.ethicspoint.com

COMPLIANCE & ETHICS

compliance@progleasing.com

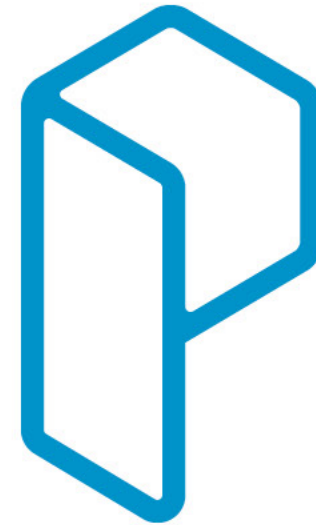
TALENT & CULTURE (HUMAN RESOURCES)

1-844-MY-PRG-HR (697-7447)

hr@progleasing.com

INFORMATION SECURITY

infosec@progleasing.com



Acknowledgement

I acknowledge that I have received and read and I agree to abide by the the Company Code of Conduct (the “Code”). I understand the standards and policies contained in the Code and that there may be additional policies or laws that apply to me. I understand my responsibilities with respect to these standards and policies, and I will comply with these standards and policies.

I understand that any violation of this Code will subject me to disciplinary action up to and including termination of employment and that the Code does not change the “at-will” status of my employment relationship. I agree that I will report any violation or suspected violation of this Code by either contacting the Reporting Hotline or the Compliance & Ethics Department.

YES, I ACKNOWLEDGE.
(CLICK HERE)

