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1.0 POLICY OVERVIEW, PURPOSE AND SCOPE

OneMain Holdings, Inc. (the "Company") is committed to:

- Conducting our business in accordance with applicable laws, rules and regulations and the highest standards of business ethics.
- Full and accurate financial disclosure in compliance with applicable law.

This Code of Ethics applies to the Company's principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions) and such other persons who are designated by the Board of Directors of the Company or an appropriate committee thereof (each, a "Senior Officer" and collectively, the "Senior Officers") and defines the principles and guidelines that govern the performance of Senior Officers' duties.

2.0 RELATED POLICIES, PROCEDURES AND FORMS

This policy assumes a familiarity with the following:

| POLICY/PROCEDURE/FORM | Reference | POLICY/PROCEDURE/FORM | Reference |
|-------------------------------------|-------------------------|------------------------------|------------------|
| Code of Business Conduct and Ethics | BP 6101 | | |

3.0 POLICY REQUIREMENTS

INDEX OF TOPICS

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3.7 Ownership and Approvals

3.1 COMPLIANCE WITH LAWS, RULES AND REGULATIONS

- A. Senior Officers must:
1. Comply with applicable laws, rules and regulations governing the conduct of the Company's business.
 2. Engage in and promote honest and ethical conduct.
 3. Abide by the Code of Business Conduct and Ethics and other Company policies and procedures that govern the conduct of Company business.
 4. Report any suspected violations according to [Section 3.4 Compliance with the Code of Ethics](#).
- B. Senior Officers' leadership responsibilities include:
1. Creating a culture of high ethical standards and commitment to compliance,
 2. Maintaining a work environment that encourages team members to raise concerns and
 3. Promptly addressing team member compliance concerns.

3.2 CONFLICTS OF INTEREST

- A. A conflict of interest occurs when private interests interfere in any way, or even appear to interfere, with the interests of the Company. Senior Officers' obligations to conduct the Company's business in an honest and ethical manner include the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- B. No Senior Officer shall make any investment, accept any position or benefits, participate in any transaction or business arrangement or otherwise act in a manner that creates or appears to create a conflict of interest unless the Senior Officer makes full disclosure of all facts and circumstances to, and obtains the prior written approval of the Nominating and Corporate Governance Committee of the Board of Directors of the Company (the "Nominating Committee").

3.3 DISCLOSURES

- A. It is Company policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in all other public communications made by the Company.

- B. Senior Officers are required to promote team member compliance with this policy and to abide by Company standards, policies and procedures designed to promote compliance with this policy.

3.4 COMPLIANCE WITH THE CODE OF ETHICS

- A. If a Senior Officer knows of or suspects a violation of applicable laws, rules or regulations or this Code of Ethics, they must immediately report that information to the General Counsel or any member of the Nominating Committee.
- B. No one is subject to retaliation because of a good faith report of a suspected violation.
- C. The General Counsel reports material violations of this Code of Ethics to the Nominating Committee or the Board of Directors.
- D. Violations of this Code of Ethics may result in disciplinary action, up to and including discharge. The Board of Directors determines, or designates appropriate persons to determine, appropriate action in response to violations of this Code.

3.5 WAIVERS OF THE CODE OF ETHICS

- A. To seek a waiver of this Code of Ethics, a Senior Officer must make full disclosure of the particular circumstances to any member of the Nominating Committee and the General Counsel.
- B. Amendments to and waivers of this Code of Ethics are publicly disclosed as required by applicable law and regulations.

3.6 NO RIGHTS CREATED

- A. The Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Officers in the conduct of the Company's business.
- B. It is not intended to and does not create any rights in any team member, customer, tenant, landlord, supplier, competitor, shareholder or any other person or entity.

3.7 OWNERSHIP AND APPROVALS

- A. This policy, and any material amendments, is approved by the Company's General Counsel and the Board of Directors or Board delegated committee.
- B. This policy is reviewed annually, except as otherwise determined by the Company's General Counsel or the Board of Directors.

4.0 DEFINITIONS

N/A

5.0 AUTHORIZATION/APPROVALS

N/A

6.0 REVISION HISTORY

| Revision Date | Revision Description |
|---------------|--|
| 4/29/2019 | The Board completed its annual review of this policy on 4/29/2019 with no material changes to content. |
| 4/30/2018 | The Board completed its annual review of this policy on 4/24/2018. Updates are made to add the Code of Business Conduct and Ethics to the Related Policies section, and to add template language to the Controls and Monitoring and Policy Ownership and Approvals sections. |
| 5/26/2017 | The Board of Directors conducted the annual review of this policy and approved its content on 4/24/2017. |