

Corporate Governance Guidelines

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1.0 POLICY OVERVIEW, PURPOSE, AND SCOPE

The following Corporate Governance Guidelines have been adopted by the board of directors (the “Board”) of OneMain Holdings, Inc. (the “Company”) to assist the Board in the exercise of its responsibilities. These Corporate Governance Guidelines reflect the Board’s commitment to monitor the effectiveness of policy and decision making at both the Board and management level, with a view to enhancing the long-term shareholder value.

These Corporate Governance guidelines are not intended to change or interpret any federal or state law or regulation, or the Company’s certificate of incorporation and bylaws, as have been and may, from time to time, be amended and/or restated (the “Certificate of Incorporation and Bylaws”).

2.0 RELATED POLICIES, PROCEDURES, AND FORMS

This policy assumes a familiarity with the following:

<i>POLICY/PROCEDURE/FORM</i>	<i>Reference</i>	<i>POLICY/PROCEDURE/FORM</i>	<i>Reference</i>
N/A			

3.0 POLICY REQUIREMENTS

INDEX OF TOPICS

- [3.1 Board of Directors](#)
- [3.2 Board Meetings](#)
- [3.3 Executive Sessions](#)
- [3.4 Committee Matters](#)
- [3.5 Leadership Development](#)

Corporate Governance Guidelines

3.1 BOARD OF DIRECTORS

The business and affairs of the Company is managed by or under the direction of the Board.

A. Role of Directors

A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance.

A director who is unable to attend a meeting (which it is understood may occur on occasion) is expected to notify the chairperson ("Chairperson") of the Board or the Chairperson of the appropriate committee in advance of such meeting.

B. Selection of the Chairperson of the Board

The Board does not require the separation of the offices of the Chairperson and the Chief Executive Officer. The Board is free to choose its Chairperson in any way that it deems best for the Company at any given point in time.

C. Size of the Board

The Board must have at least three and no more than eleven directors. This range permits diversity of experience without hindering effective discussion or diminishing individual accountability. The size of the Board, however, may be increased or decreased if determined appropriate by the Board in accordance with the terms of the Certificate of Incorporation and Bylaws. For example, it may be desirable to increase the size of the Board to accommodate the availability of an outstanding candidate for director.

D. Selection of New Directors

1. The Board is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of shareholders.
2. The Nominating and Corporate Governance Committee is responsible for:
 - Identifying, screening and recommending candidates to the Board for Board membership.
 - Considering the advice and recommendations from others as it deems appropriate, including candidates recommended by shareholders, when formulating its Board membership recommendations.
 - Considering the needs of the Board and the qualifications of the candidate submitted by shareholders.
 - Establishing procedures, from time to time, regarding shareholder submission of candidates.

E. Board Membership Criteria

The Nominating and Corporate Governance Committee is responsible for assessing the appropriate balance of criteria required of Board members.

The Nominating and Corporate Governance Committee may apply several criteria in selecting nominees. At a minimum, the Committee shall consider:

Corporate Governance Guidelines

- Whether each such nominee demonstrates, by significant accomplishment in his or her field, an ability to make a meaningful contribution to the Board’s oversight of the business and affairs of the Company and
- The nominee’s reputation for honesty and ethical conduct in his or her personal and professional activities. Additional factors which the Committee may consider include a candidate’s specific experiences and skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Committee considers appropriate in the context of the needs of the Board.

F. Other Public Company Directorships

The Company does not have a policy limiting the number of other public company boards of directors upon which a director may sit, in general. However, the Nominating and Corporate Governance Committee shall consider the number of other public company boards and other boards (or comparable governing bodies) on which a prospective nominee is a member.

Although the Company does not impose a limit on outside directorships, it recognizes the substantial time commitment associated with Board membership and expects that Board members are fully committed to devoting all such time as is necessary to fulfill their Board responsibilities, both in terms of preparation for, and attendance and participation at meetings.

G. Independence of the Board

The Board shall be comprised of a majority of directors who qualify as independent directors (“Independent Directors”) in accordance with the listing standards of the New York Stock Exchange (the “NYSE”).

The Board shall review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). Following such annual review, only those directors who the Board affirmatively determines have no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) will be considered Independent Directors, subject to additional qualifications prescribed under the listing standards of the NYSE or under applicable law. The Board may adopt categorical standards to assist it in determining director independence. In the event that a director becomes aware of any change in circumstances that may result in such director no longer being considered independent under the listing standards of the NYSE or under applicable law, the directors shall promptly inform the Chairperson of the Nominating and Corporate Governance Committee.

H. Directors Who Change Their Present Job Responsibility

The Board does not believe that directors who retire or change the position they held when they became a member of the Board must necessarily leave the Board. Promptly following such event, the director must notify the Nominating and Corporate Governance Committee, which reviews the continued appropriateness of the affected director remaining on the Board under the circumstances. The affected

Corporate Governance Guidelines

director is expected to act in accordance with the Nominating and Corporate Governance Committee's recommendation following such review.

I. Retirement Age

It is the general policy of the Company that no director having attained the age of 75 years shall be nominated for re-election or reappointment to the Board. The Board, however, may waive this policy in individual cases.

J. Director Tenure

In connection with each director nomination recommendation, the Nominating and Corporate Governance Committee shall consider the issue of continuing director tenure and take steps as may be appropriate to ensure that the Board maintains an openness to new ideas and a willingness to critically re-examine the status quo. An individual director's re-nomination is dependent upon such director's performance evaluation, as well as a suitability review, each to be conducted by the Nominating and Corporate Governance Committee in connection with each director nomination recommendation.

K. Board Compensation

A director who is also an officer of the Company shall not receive additional compensation for such service as a director.

The Company believes that compensation for non-employee directors be competitive and should encourage increased ownership of the Company's shares through the payment of a portion of director compensation in Company shares, options to purchase Company shares or similar compensation. The Compensation Committee will periodically review the level and form of the Company's director compensation, including how such compensation relates to director compensation of companies of comparable size, industry and complexity. Such review will also include a review of both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a director is affiliated and consulting or other similar arrangements between the Company and a director. Changes to director compensation will be proposed to the full Board for consideration.

Director's fees (including any additional amounts paid to chairpersons of committees and to members of committees of the Board) are the only compensation a member of the Audit Committee may receive from the Company; provided, however, that a member of the Audit Committee may also receive fixed amounts of compensation under a retirement plan (including deferred compensation) from the Company for prior service with the Company so long as such compensation is not contingent in any way on continued service.

L. Self-Evaluation by the Board

The Nominating and Corporate Governance Committee will sponsor an annual self-assessment of the Board's performance as well as the performance of each committee of the Board, the results of which will be discussed with the full Board and each committee. The assessment should include a review of any areas in which the Board or management believes the Board can make a better contribution to the Company. The Nominating and Corporate Governance Committee will utilize the results of this self-evaluation

Corporate Governance Guidelines

process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and making recommendations to the Board with respect to assignments of Board members to various committees.

M. Strategic Direction of the Company

It is management's job to formalize, propose and implement strategic choices and the Board's role to approve strategic direction and evaluate strategic results. However, as a practical matter, the Board and management are able to carry out their respective strategic responsibilities better if there is an ongoing dialogue among the Chief Executive Officer, other members of senior management and other Board members. To facilitate such discussions, members of senior management who are not directors may be invited to participate in Board meetings when appropriate.

N. Board Access to Management

Board members shall have access to the Company's management and, as appropriate, to the Company's outside advisors. Board members shall coordinate such access through the Chief Executive Officer and Board members will use judgment to assure that this access is not distracting to the business operation of the Company.

O. Attendance of Management Personnel at Board Meetings

The Board encourages the Chief Executive Officer to bring members of management from time to time to Board meetings to:

- Provide management insight into items being discussed by the Board which involve the manager;
- Make presentations to the Board on matters which involve the manager; and
- Bring managers with significant potential into contact with the Board.

Attendance of such management personnel at Board meetings is at the discretion of the Board. Should the Chief Executive Officer desire to add additional members of management as attendees on a regular basis, this should be suggested to the Board for its concurrence.

P. Board Interaction with Institutional Investors, Analysts, Press, and Customers

It is important that the Company speak to team members and third parties with a single voice. As such, the Board Chairperson and management serve as the Company's primary spokespersons. Directors, other than the Chairperson, may not discuss matters relating to the Company's business and affairs with third parties other than management or advisors without the approval of the Chairperson of the Board, the Chief Executive Officer or the General Counsel.

Q. Confidentiality

The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

R. Board Orientation and Continuing Education

The Company provides new directors with a director orientation program to familiarize such directors with, among other things, the Company's business, strategic plans, significant financial, accounting and risk

Corporate Governance Guidelines

management issues, compliance programs, conflicts policies, code of business conduct and ethics, corporate governance guidelines, principal officers, internal auditors and independent auditors.

S. Director Attendance at Annual Meetings of Shareholders

Directors are invited and encouraged to attend the Company's annual meeting of shareholders in person, by telephone or video conference, but the Company recognizes that such attendance may be impractical as a result of personal or business circumstances. As a result, directors are not required to attend the Company's annual meeting.

3.2 BOARD MEETINGS

A. Frequency of Meetings

The Board currently holds at least four regularly scheduled meetings each year, with the actual number of meetings to occur as the Board or its Chairperson deems appropriate. The Board may act at a meeting or by unanimous written consent as the Board or its Chairperson deems appropriate.

B. Selection of Agenda Items for Board Meetings

The Chairperson, Chief Executive Officer, or either of their respective designees may prepare an agenda for Board meetings. Each Board member is free to suggest the inclusion of additional items on the agenda or to raise, at any Board meeting, subjects that are not on the agenda for that meeting.

C. Board Materials Distributed in Advance

Information and materials that are important to the Board's understanding of the agenda items and other topics to be considered at a Board meeting should, to the extent practicable, be distributed by management sufficiently in advance of the meeting to permit prior review by the directors, although the Board recognizes that distributing materials in advance of meetings will not always be feasible in light of timing of transactions and the operation of the business and that, in certain cases, it may not be practical or advisable. Any materials submitted to the Board or its committees should be as concise as possible.

3.3 EXECUTIVE SESSIONS

- A. The Board shall meet at least once a year in executive session without any members of management, whether or not they are directors, or any non-Independent Directors present. There shall be a single presiding director at all executive sessions, with the presiding director to be selected by, and among, such directors as are permitted to participate in executive sessions in accordance with the foregoing sentence (the "Eligible Directors") pursuant to any manner for selecting such presiding director as the Eligible Directors deem appropriate, or,
- B. In the absence of any such designated manner, the presiding directorship rotates, from executive session to executive session, among the non-management directors in alphabetical order (unless the director who would otherwise be presiding director at any applicable session is not present, in which case the next director in alphabetical order presides at such session); provided, however, that the directors meeting in

Corporate Governance Guidelines

executive session formulate and disclose the manner by which a presiding director is selected for each executive session.

- C. If one director is chosen to preside at all executive sessions, his or her name must be disclosed in the annual proxy statement of the Company.

3.4 COMMITTEE MEMBERS

A. Number and Names of Board Committees

The Company shall have three standing committees: (1) Audit, (2) Nominating and Corporate Governance, and (3) Compensation. The purpose and responsibilities for each of these committees shall be outlined in committee charters adopted by the Board. The Board may, from time to time, form a new committee or disband a current committee depending on circumstances. In addition, the Board may form ad hoc committees from time to time, and determine the composition and areas of competence of such committees.

B. Independence of Board Committees

Each of the Audit Committee, the Nominating and Corporate Governance Committee and the Compensation Committee shall be composed entirely of Independent Directors satisfying applicable legal, regulatory and stock exchange requirements necessary for an assignment to any such committee (subject to the phase-in periods provided for by applicable regulatory and stock exchange requirements).

C. Assignment and Rotation of Committee Members

The Nominating and Corporate Governance Committee is responsible, after consultation with the Board Chairperson, for making recommendations to the Board with respect to the assignment of Board members to various committees. After reviewing the Nominating and Corporate Governance Committee's recommendations, the Board is responsible for appointing the Chairperson and members to the committees on an annual basis.

The Nominating and Corporate Governance Committee shall annually review the Committee assignments and shall consider the rotation of the Chairperson and members from time to time to the extent that the Committee deems appropriate.

3.5 LEADERSHIP DEVELOPMENT

A. Director's Duties

The basic responsibility of the directors is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's officers, outside advisors and independent auditors.

Corporate Governance Guidelines

B. Selection of the Chief Executive Officer

The Board shall be responsible for identifying potential candidates for, and selecting, the Company's Chief Executive Officer. In identifying potential candidates for, and selecting, the Company's Chief Executive Officer, the Board shall consider, among other things, a candidate's experience, understanding of the Company's business environment, leadership qualities, knowledge, skills, expertise, integrity, and reputation in the business community.

C. Evaluation of Chief Executive Officer

The Board, acting through the Compensation Committee of the Company, will annually conduct an evaluation of the performance of the Company's Chief Executive Officer. The Compensation Committee shall establish policies, principles and procedures, as it deems appropriate, for the evaluation of the Chief Executive Officer. Such evaluation shall be based on objective criteria, including performance of the Company, accomplishment of long-term strategic objectives and development of management. The evaluation shall solicit the views of the Independent Directors regarding the Chief Executive Officer's performance. The Chairperson of the Compensation Committee and the Lead Non-Management Director shall communicate the evaluation to the Chief Executive Officer.

D. Succession Planning

The Board shall plan for the succession to the position of the Chief Executive Officer. To assist the Board, if requested by the Board, the Chief Executive Officer shall prepare and distribute to the Board any materials, including recommendations and evaluations of potential successors, that the Chief Executive Officer deems necessary or that the Board shall request from time to time.

4.0 DEFINITIONS

N/A

5.0 CONTROLS AND MONITORING

This policy may be subject to quality controls and monitoring based on its relevance, risk, or regulatory impact to the Company. Such reviews include, Line of Business Quality Control, Manager's Control Assessments, Compliance Monitoring and Testing, and Internal Audits. These reviews help to ensure compliance with the policy and with applicable laws and regulations. Monitoring entities coordinate with the Policy Owner or corresponding department owner to schedule reviews as necessary.

6.0 POLICY OWNERSHIP, APPROVAL, AND EXCEPTION AUTHORITY

6.1 OWNERSHIP AND APPROVALS

A. The Policy Owner for this document are the Company's General Counsel.

B. This policy, and any material amendments, is approved by the Board or delegated committee of the Board.

Corporate Governance Guidelines

- C. This policy is reviewed at least annually, except as otherwise determined by the Company's General Counsel and the Board.

6.2 EXCEPTIONS

Exceptions to this policy are approved by the Board or delegated committee of the Board.

7.0 COMMUNICATION AND TRAINING

7.1 COMMUNICATION

This policy is published on the Company intranet and posted on the Company's website. Team members may subscribe to the policy to receive notification of any policy changes.

7.2 TRAINING

As required

8.0 AUTHORIZATION/APPROVALS

N/A

9.0 REVISION HISTORY

Revision Date	Revision Description
5/26/2017	Converted policy to new company template