

ONEMAIN HOLDINGS, INC.

**CHARTER OF THE RISK COMMITTEE
OF THE BOARD OF DIRECTORS**

Adopted as of July 5, 2018

I. Purpose of the Committee

The purposes of the Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of OneMain Holdings, Inc. (the “Company”) shall be to (a) oversee the development and implementation of systems and processes designed to identify, manage and mitigate reasonably foreseeable material risks to the Company, (b) assist the Board and the other Board committees in fulfilling their oversight responsibilities for the risk management function of the Company, and (c) engage in such activities as it deems necessary or appropriate in connection with the foregoing and the more detailed description set forth below. In assessing risk, the Committee shall assess risk of the Company and its subsidiaries as a whole.

The Committee’s role is one of oversight. Management of the Company is responsible for developing and implementing the systems and processes designed to identify, manage and mitigate risk. In performing its duties under this Charter, the Committee recognizes the responsibilities delegated to other committees by the Board and understands that other Board committees may emphasize specific risk monitoring through their respective activities and that the Company’s management is ultimately responsible for the management of risks.

The Board may amend or terminate this charter at any time.

II. Composition of the Committee

The Committee shall consist of two or more directors as determined from time to time by the Board. The members of the Committee, including the chairperson of the Committee (if there be one, the “Chairperson”), shall be designated by the Board; *provided* that if the Board does not so designate a Chairperson, the members of the Committee may designate a Chairperson.

Any vacancy on the Committee shall be filled by the Board in accordance with the terms of 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,” respectively). No member of the Committee shall be removed except by the Board in accordance with the terms of the Company’s Certificate of Incorporation and Bylaws.

III. Meetings and Procedures of the Committee

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter and which may be fixed orally and modified from time to time as the Committee deems appropriate. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. The

Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

IV. Duties and Responsibilities of the Committee

The Committee shall have authority, and is entrusted with the responsibility, to:

- a. Assist the Board and the other Board committees in overseeing the identification and review of risks that could have a material impact on the Company.
- b. Oversee the development and implementation of sound risk management systems and processes necessary for the Company to identify, monitor, manage, control, timely report and mitigate material risks, taking into account industry best practices.
- c. Review with management the operating environment to continuously assess and monitor material risks, which may include risks identified by regulators and, if applicable, rating agencies, and that appropriate actions are taken to manage risk exposure, including risk related to credit risk, financial risk, operational risk, insurance risk, strategic risk, reputational risk, compliance risk and legal risk and adverse developments related thereto.
- d. Review with management and approve objectives, risk categories, risk appetite, risk tolerance levels, and appropriate delegation of oversight, reporting, and operating responsibilities across all functions.
- e. Oversee the development and implementation of appropriate enterprise-wide strategies and policies to identify, monitor, manage, control, timely report and mitigate material risks, including financial and non-financial, on and off-balance sheet, and current and contingent exposures.
- f. Assess the potential impact of all material risks, including material risks affecting capital requirements and capital management, short-term and long-term liquidity requirements, and operational strategies and objectives.
- g. Monitor and review management's assessment of the adequacy of capital and liquidity in light of the Company's risk profile and make recommendations to management and the Board of Directors regarding same.

- h. Review with management strategies to mitigate risk (including communication of risk management policies to the Company's employees) and conduct activities within approved tolerance levels, reflecting the nature, scale and complexity of the operations and the risk tolerance and risk appetite established by the Board.
- i. Oversee and monitor operations so that risk management functions are supported by adequate management resources and information and assess whether reporting systems developed by management provide timely, accurate and meaningful reports to the Board, other appropriate Board committees and management, taking into consideration any delegation of responsibilities and safeguarding of assets.
- j. Review and assess, on a periodic basis, the design and effectiveness of the risk management systems and processes so that amendments and changes are incorporated as appropriate and report the results of any amendments and changes to the Board.
- k. As requested by the Board, review with management material risks related to significant transactions or activities presented to the Board for action that may pose material risks to the Company, and report to the Board the Committee's assessment of management's risk analysis for the Board's consideration.
- l. Periodically meet with and review the activities of the Company's Chief Risk Officer.
- m. Coordinate its oversight activities with the Board's Compliance Committee (if such a committee exists) to avoid overlap in responsibilities, where possible.
- n. Coordinate the discussions and activities of the Board and its other committees with respect to oversight and understanding of risks facing the Company.
- o. Perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, governing law and regulation, or as the Committee or the Board deems necessary or appropriate in light of the purposes and responsibilities described in this Charter, and as shall otherwise become necessary or required by law or regulation.

V. Delegation of Authority

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members.

VI. Evaluation of the Committee

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address such matters that the Committee considers relevant to its performance in such manner as the Committee deems appropriate.

The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

VII. Outside Advisers

In performing its duties and responsibilities, the Committee shall be entitled to rely on the advice, reports and opinions of management, counsel, accountants, auditors and other experts and advisors. The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts and advisors, as it deems appropriate. The Committee shall receive appropriate funding, as determined by the Committee, from the Company to pay any fees incurred in selecting or retaining any counsel, experts or advisors (including consultants).

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