

**CHARTER OF THE COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
ONEMAIN HOLDINGS, INC.**

Adopted as of October 15, 2013

I. Purpose of the Committee

The purpose of the Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of OneMain Holdings, Inc. (the “Company”) is to assist the Board in its oversight function with respect to: (i) ensuring that the Company has an effective compliance program reasonably designed to achieve compliance with the laws, regulations and internal policies applicable to the Company’s business; (ii) monitoring the compliance and regulatory risks facing the Company and its subsidiaries, and ensuring there are appropriate policies, procedures and controls to address them; (iii) ensuring the Company maintains cooperative relationships with its regulators; and (iv) identifying changes in existing laws, regulations, and best practices that might require changes to the Company’s compliance program or business practices.

II. Membership, Structure and Organization

1. Members. The Committee shall consist of one or more directors and such members of Company management as is determined from time to time by the Board. If the Committee is composed of one member, the member shall be the Committee Chairperson. If the Committee is composed of more than one member, the Board shall appoint a Committee Chairperson, *provided* that if the Board does not so designate a Chairperson, the members of the Committee, by a majority vote, may designate a Chairperson. The Board may remove any member from the Committee at any time.

2. Meetings and Actions. The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. Meetings of the Committee may be held telephonically or by other electronic means. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum. 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 the Committee requests. The Committee also may act by unanimous consent.

3. Delegation of Authority. The Committee may establish subcommittees consisting of one or more members, other directors and management to carry out such duties as the Committee may delegate.

4. Resources. The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.

5. Agenda, Minutes and Reports. The Chairperson of the Committee shall be responsible for setting the agendas for meetings. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to members sufficiently in advance of each meeting to permit meaningful review. The Chairperson of the Committee will report regularly to the Board, on the Committee's activities, findings and recommendations. The report to the Board may take the form of an oral report by the Chairperson or by any other member of the Committee designated by the Chairperson to make such report. The Corporate Secretary shall assist the Committee in maintaining minutes or other records of meetings and activities.

III. Responsibilities

The responsibilities of the Compliance Committee shall include the following:

1. Compliance Matters Generally. The Committee shall have oversight responsibility for matters of compliance, including the Company's overall program to ensure compliance with applicable laws and regulations and related programs, policies and procedures; provided, however, that the Audit Committee shall have sole oversight over matters of financial compliance (including auditing, financial reporting, and disclosures to investors). The Chief Compliance Officer functionally reports to the General Counsel but also has a direct reporting line to the Committee. The Chief Compliance Officer attends quarterly Committee meetings to report to the Committee on the state of the Compliance Program, any potential issues or any other matters as the Chief Compliance Officer deems necessary or the Committee requests. The Committee may meet with the Chief Compliance Officer in executive session from time to time.

2. Compliance Programs, Policies and Procedures. The Committee shall oversee the Company's compliance efforts with respect to the Company's programs, policies and procedures. The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures that are designed to be responsive to the various compliance and regulatory requirements and risks facing the Company, as well as the Company's Code of Conduct and related internal policies.

3. Other Duties. The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.