

# ***PROG Holdings, Inc.***

## **CODE OF ETHICS FOR CHIEF EXECUTIVE AND SENIOR FINANCIAL OFFICERS AND EMPLOYEES**

**(Adopted on October 16, 2020)**

PROG Holdings, Inc. (the “Company”) has adopted this Code of Ethics (“Code”) that applies to its Chief Executive Officer, Chief Financial Officer, Controller and senior accounting employees (the “Covered Officers and Employees”). This Code has been designed to deter wrongdoing and to promote honest and ethical conduct and sets forth specific policies to guide the Covered Officers and Employees in the performance of their duties. The Company’s Code of Business Conduct and Ethics, which this Code is intended to supplement, sets forth the key policies, practices and procedures that govern the conduct of all Company employees, officers, directors and franchisees. Each Covered Officer and Employee is bound by the requirements and standards set forth in the Code of Business Conduct and Ethics, as well as those set forth in this Code and other applicable policies and procedures. Under this Code, each Covered Officer and Employee is expected to:

1. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. Disclose to, and seek the prior written approval of, the Audit Committee of the Company’s Board of Directors regarding any material transaction or relationship that reasonably could be expected to give rise to an actual or apparent conflict of interest between personal and professional relationships;
3. Promote ethical behavior among his peers and employees under his supervision;
4. Be committed to the full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and other regulators and in other public communications made by the Company;
5. Comply with applicable governmental laws, rules and regulations, as well as the listing standards of the New York Stock Exchange; and
6. Promptly report any possible violation of this Code to the Audit Committee of Company’s Board of Directors.

Each Covered Officer and Employee will be held accountable for his adherence to this Code. Failure to observe the provisions of this Code may result in disciplinary action, up to and including termination of employment. Violations of this Code may also constitute violations of law and may result in civil and criminal penalties for the Covered Officer and Employee and/or the Company. Any waiver or amendment of this Code for the benefit of a Covered Officer may be made only by the Audit Committee.

**ACKNOWLEDGMENT OF UNDERSTANDING**

I acknowledge that I have read and understand the PROG Holdings, Inc. Code of Ethics for Chief Executive and Senior Financial Officers and Employees. I understand the standards and policies contained in the Code and that there may be additional policies or laws that may pertain to my position.

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 potential violation of this Code either directly to the Audit Committee of the Company’s Board of Directors or by calling the Reporting Hotline at 1-844-703-1795. I understand that I will not be retaliated against for reporting violations of the Code.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

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Position

\_\_\_\_\_  
Date