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**REGIONAL MANAGEMENT CORP.  
CODE OF BUSINESS CONDUCT AND ETHICS**

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**INTRODUCTION TO OUR CODE OF BUSINESS CONDUCT AND ETHICS**

Integrity, honesty, and sound judgment are fundamental to the reputation and success of Regional Management Corp. (“RM” or the “Company”). The policies outlined in this Code of Business Conduct and Ethics (the “Code”) are designed to ensure that all directors, officers, and employees of the Company not only conduct themselves lawfully at all times but also maintain the highest ethical standards in every aspect of their dealings with other employees, the business community, customers, and government authorities.

No employee should be misguided by any sense of false loyalty to the Company or a desire for profitability that might cause him or her to disobey any applicable law or Company policy. Violation of law or Company policy will constitute grounds for disciplinary action, including, when appropriate, termination of service.

The material contained in this Code, the Team Member Handbook, and any other policies which we may promulgate from time to time serve as a guide for directors, officers, and employees when faced with legal or ethical questions. The Code and such other materials are not all-inclusive, and the Company expects directors, officers, and employees to use their own judgment at all times to follow the high ethical standards to which the Company is committed.

The Company takes this Code very seriously. All employees must follow the ethical and compliance standards set forth in this Code and are obligated to report, in a timely fashion, any possible violations of law or of our ethical standards that they may witness or have a reasonable basis to believe exist. Reporting in good faith possible ethical violations by others will not subject you to reprisal. In fact, an employee retaliating against or punishing another employee for reporting suspected unethical or illegal conduct or any questionable situation could well be acting in violation of the law. As discussed below, all reports and inquiries will be handled confidentially to the greatest extent possible under the circumstances.

It is the responsibility of directors, officers, and employees to read carefully and understand this Code, but we do not expect this Code to answer every possible question a director, officer, or employee may have in the course of conducting business. To this end, directors, officers, and employees should keep in mind the following steps as they consider a particular problem or concern:

- **Always ask first, act later.** If you are unsure of what to do in any situation, seek guidance before you act.

- **Make sure you have all the facts.** In order to reach the right solutions, we must be as fully informed as possible.
- **Ask yourself – what specifically am I being asked to do?** Does it seem unethical or improper? This question will enable you to focus on the specific question you are faced with and the alternatives you have. Use your judgment and common sense. If something seems unethical or improper, it probably is.
- **Clarify your responsibility and role.** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- **Discuss the problem with your supervisor.** This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor’s responsibility to help solve problems.
- **Seek help from individuals other than your supervisor.** In situations where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, consider discussing the issue with a member of the Ethics Committee. In the case of accounting, internal accounting controls, or auditing matters, consider discussing the issue with the Chief Audit Executive, the Chief Financial Officer, or the Audit Committee of the Board of Directors (the “Board”). Interested parties may also communicate directly with the Company’s non-employee directors by following the procedures set forth in “Communications with Independent Directors” in the Company’s Corporate Governance Guidelines which are posted on our web site, [www.regionalmanagement.com](http://www.regionalmanagement.com).

Employees who fail to comply (either in letter or spirit) with these policies, including supervisors or managers who fail to detect or report wrongdoing, may be subject to disciplinary action, up to and including termination of employment. The following are examples of conduct that may result in discipline:

- actions that violate a Company policy;
- requesting that others violate a Company policy;
- failure to promptly disclose a known or suspected violation of a Company policy;
- failure to cooperate in Company investigations of possible violations of a Company policy;
- retaliation against another employee for reporting a good faith integrity concern; and
- failure to demonstrate the leadership and diligence needed to ensure compliance with Company policies and applicable law.

It is important to understand that a violation of certain of these policies may subject the Company and the individual director, officer, or employee to civil liability and damages, regulatory sanction, and/or criminal prosecution.

## **PROCEDURES FOR MAKING COMPLAINTS**

If you believe you or another employee may have violated the Code, Company policy, or an applicable law, rule, or regulation, it is your responsibility to report the violation immediately to your supervisor or manager, a member of the Ethics Committee, or the Ethics and Compliance Hotline. Similarly, if you are a supervisor or manager and have received information from an employee concerning activity that he or she believes may violate the Code or that you believe may violate the Code, you should report the matter to a member of the Ethics Committee or the Ethics and Compliance Hotline.

All reports and inquiries will be handled confidentially to the greatest extent possible under the circumstances. Employees may choose to remain anonymous, though in some cases that could make it more difficult to follow up and ensure resolution of their inquiry. As mentioned above, no director, officer, or employee will be subject to retaliation or punishment for good faith reporting of suspected unethical or illegal conduct by another director, officer, or employee as provided in this Code or for coming forward to alert the Company of any questionable situation. Furthermore, any person who participates in retaliation against such director, officer, or employee will be subject to disciplinary action, up to and including termination of employment.

In addition to any other avenue available, any director, officer, or employee may, in his or her sole discretion, make a complaint or report a violation by:

- writing to Regional Management Corp., Attn: Audit Committee Chairman or Chief Audit Executive, 979 Batesville Road, Suite B, Greer, South Carolina 29651;
- calling (800) 224-2330 at any time; or
- accessing [www.regionalmanagement.ethicspoint.com](http://www.regionalmanagement.ethicspoint.com) and submitting a message.

In addition, employees may anonymously report complaints regarding other accounting, legal, or retaliatory allegations in the above manner. Please refer to the Company's Whistleblower Policy.

## **CONFIDENTIAL INFORMATION**

The Company regularly comes into possession of Confidential Information (as that term is defined below) in the course of the Company's business. The Company is strongly committed to protecting Confidential Information, whether entrusted to the Company by a customer or business partner, generated within the Company, or obtained from some other source. The Company is also strongly committed to avoiding the misuse, or the appearance of misuse, of such information, whether in connection with the trading of securities or otherwise.

In the course of his or her participation in the work of the Company, a director, officer, or employee of the Company may obtain or have access to information concerning the business, affairs, operations, strategies, policies, procedures, and organizational matters, as well as personnel matters related to any present or former employee of the Company, including

compensation arrangements, terms of agreements, financial structure, financial position, financial results, or other financial affairs, actual or proposed transactions, or other confidential information related to the business of the Company, its investors, its affiliates, or other third parties. Such information may have been or may be provided in written or electronic form or orally. All such information, from whatever source obtained and regardless of the Company's connection to the information, is referred to herein as "Confidential Information." Confidential Information excludes information that has been made generally available to the public. However, information that, when viewed in isolation, may be publicly known or can be accessed by a member of the public will constitute Confidential Information for these purposes if such information has become proprietary to the Company through the Company's aggregation or interpretation of such information.

Confidential Information must be handled with the appropriate level of sensitivity and, subject to legal and contractual constraints, may only be disclosed in furtherance of the business of the Company in a manner which at all times is intended to serve the interests of the Company. In no event may Confidential Information be disclosed for a director, officer, or employee's personal gain.

Any Company personnel who fail to comply, either in letter or spirit, with these important policies may be subject to disciplinary action, up to and including termination of employment. The Company may pursue appropriate legal action against present or former employees to enforce these policies.

## **CONFLICTS OF INTEREST**

A conflict of interest may occur when an individual's private interest interferes in any way or even appears to interfere with the interests of the Company as a whole. A conflict of interest may arise when a director, officer, or employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest may also arise when a director, officer, or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, such persons are of special concern, and loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer are expressly prohibited.

Business decisions and actions must be based on the best interests of the Company. Employees may not have outside interests that conflict or appear to conflict with the best interests of the Company. Employees are expected to act solely for the benefit of the Company and must not be influenced by a personal interest that may result from other individual or business concerns. Conflicts of interest are to be scrupulously avoided and, if unavoidable, must be disclosed to the Ethics Committee at the earliest opportunity. If you have any uncertainty about whether your actions or relationships present a conflict of interest, contact a member of the Ethics Committee for guidance.

## **Family Members and Close Personal Relationships**

Conflicts of interest may arise when doing business with organizations in which employees' family members have an ownership or employment interest. Family members include spouses, parents, children, siblings, and in-laws. Employees may not conduct business on behalf of the Company, and may not use their influence to get the Company to do business, with family members or an organization with which an employee or an employee's family member is associated unless specific written approval has been granted in advance by the Ethics Committee.

## **Other Situations**

Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. Any director, officer, or employee who becomes aware of a conflict of interest or a potential conflict of interest should bring it to the attention of a supervisor, manager, or other appropriate personnel or a member of the Ethics Committee.

## **CORPORATE OPPORTUNITIES**

Except as may be otherwise contemplated in the Company's Certificate of Incorporation, it is the Company's policy that directors, officers, and employees may not take opportunities for themselves that are discovered through the use of Company property, information, or position or use Company property, information, or position for personal gain. Furthermore, directors, officers, and employees may not compete with the Company, directly or indirectly. Directors, officers, and employees have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **PROTECTION AND PROPER USE OF COMPANY ASSETS**

Theft, carelessness, and waste have a direct impact on the Company's profitability. Directors, officers, and employees have a duty to safeguard Company assets and ensure their efficient use. Company assets should be used only for legitimate business purposes, and directors, officers, and employees should take measures to ensure against their theft, damage, or misuse.

Company assets include intellectual property, such as patents, copyrights, trademarks/branding, business, and marketing plans, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy.

## **INFORMATION SYSTEMS**

Directors, officers, and employees are prohibited from using the Company's information systems in a manner that would result in any violations of this Code. Other violations, including but not limited to intentionally disrupting operations, accessing unauthorized files, using the system for personal gain, and the unauthorized copying of proprietary software, are also prohibited.

## **POLITICAL CONTRIBUTIONS**

Contributions of Company assets or personal assets on behalf of the Company to political parties or candidates for public office are prohibited unless federal or local laws clearly authorize such contributions. Any such potential exceptions should be authorized by the Ethics Committee prior to making the contribution.

## **FAIR DEALING**

Each director, officer, and employee shall endeavor to deal fairly with the Company's customers, competitors, business partners, and employees. No director, officer, or employee shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

No bribes, kickbacks, or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favorable action. Such payments, even if made indirectly through a consultant, contractor, or other intermediary, are prohibited. In addition to payments and gifts, offering employment opportunities may also violate anti-bribery laws. The Company and the director, officer, or employee involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of this Code or applicable laws.

## **SEXUAL AND OTHER HARASSMENT**

Company employees are entitled to the right to work in a business atmosphere that promotes equal opportunities and prohibits any form of harassment based upon race, color, religion, sex, national origin, gender identity and/or orientation, age, disability, pregnancy, genetic information, Vietnam Era and/or veteran status, or any other characteristic protected by applicable law(s).

Sexual harassment includes any unwelcome advances and any other verbal, visual, or physical conduct of a sexual nature that meets any of the following criteria:

- Submission to such conduct is made either explicitly or implicitly as a condition of employment;
- Submission to such conduct is used as basis for employment decisions; or
- Such conduct is unreasonably interfering with an employee's work performance or creates an intimidating, hostile, or offensive work environment.

Company employees and directors are expected to conduct themselves at all times in a manner that prevents and avoids harassment and to report such conduct to management.

## **COMPLIANCE WITH LAWS, INSIDER TRADING, AND OTHER MATTERS**

The Company operates strictly within the bounds of the laws, rules, and regulations that affect the conduct of our business. All employees are expected to know and to follow the law.

Supervisors, managers, or other appropriate personnel must ensure that employees understand and are informed of the requirements relating to their jobs. They must also be available to answer employee questions or concerns and, when necessary, to guide them to other subject matter experts, including the Company's General Counsel. There are serious consequences for failing to follow any applicable laws, rules, and regulations, up to and including termination of employment and potential criminal and civil penalties.

### **Governmental Filings and Responding to Governmental and Regulatory Requests**

It is Company policy to cooperate with all reasonable requests concerning Company business from U.S. federal, state, and municipal governmental agencies, such as the Federal Trade Commission, the Consumer Financial Protection Bureau, the Securities and Exchange Commission, and the Department of Justice, and from regulatory organizations such as the New York Stock Exchange. Employees must immediately forward any such requests, including requests for interviews or access to documents, to the General Counsel and to the Chief Compliance Officer and wait for instructions before proceeding.

In addition, employees are not normally permitted to contact any regulatory entity or any governmental authority on behalf of the Company without prior approval of the General Counsel or the Chief Compliance Officer. With respect to filings made with U.S. federal, state, and municipal governmental agencies, it is Company policy that the General Counsel must generally be consulted prior to the submission of the filing with such agencies.

Notwithstanding the foregoing, nothing in the Code or other Company policy or agreement prohibits any director, officer, or employee from reporting possible violations of law or regulation to any federal, state, or local governmental agency or entity (the "Government Agencies"), or communicating with Government Agencies or otherwise participating in any investigation or proceeding that may be conducted by Government Agencies, including providing documents or other information, and no authorization of, or notification to, the Company shall be required for any director, officer, or employee to take any such actions.

### **Insider Trading**

All directors, officers and employees are prohibited from:

- buying or selling RM's securities at any time when in possession of material, non-public information (including transactions in securities held through employee benefits plans, such as 401(k) plans);
- buying or selling securities of any other company at any time when in possession of material, non-public information obtained as a result of the employment or relationship of the director, executive officer, or employee to the Company; and
- disclosing material, non-public information to any other person (including spouses, relatives, friends, co-habitants, or business associates) who then trades in securities or passes the information on further ("tipping") or starting rumors related to material, non-public information.

Generally, information is “non-public” if it has not been effectively made available to investors generally, and information is “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell, or hold a security or where it is likely to have a significant effect on the market price of the security. Both positive and negative information may be material.

While it is not possible to compile an exhaustive list, information concerning any of the following items will likely be considered material:

- quarterly or annual results;
- guidance on earnings estimates and confirming such guidance on a later date;
- mergers, acquisitions, tender offers, joint ventures, or changes in assets;
- new products, services, or discoveries;
- developments regarding customers or suppliers, including the acquisition or loss of an important contract;
- changes in control or in management;
- changes in compensation policy;
- change in independent registered public accounting firm or notification that the Company may no longer rely on such firm’s report;
- financings and other events regarding the Company’s securities (e.g., defaults on securities, calls of securities for redemption, repurchase plans, stock splits, public or private sales of securities, changes in dividends, and changes to the rights of securityholders);
- significant write-offs;
- significant litigation or governmental investigations; and
- bankruptcy, corporate restructuring, or receivership.

The term “securities” should be broadly construed and shall include, but not be limited to, common stock, preferred stock, debt securities, such as bonds, notes, and debentures, as well as puts, calls, options, and other derivative instruments.

The rules above apply to all directors, officers, and employees, regardless of whether they are located in the U.S. or abroad. Violation of these rules may expose both the Company and the director, officer, and employee to criminal and civil sanctions. In addition, directors, officers, and employees who involve themselves in the prohibited transactions listed above are subject to immediate termination. It should be noted that persons subject to the Code may not violate the rules above even indirectly. Accordingly, you should assume that your family members may not take any actions which you are prohibited from taking.

The Company has adopted a securities trading policy entitled “Insider Trading Policy.” Each director, executive officer, and Access Employee (as defined in such policy) should read the Insider Trading Policy in its entirety and refer back to it periodically for additional guidance.

If you have any doubts as to the propriety of any transaction, you should seek advice from the General Counsel before undertaking the sale or purchase of any RM or other securities.



## **Prohibition Against Inappropriate Trading Activity**

Whether or not unlawful, you are prohibited from engaging in trading activity in relation to RM's securities that is not consistent with a long-term investment in the Company. Accordingly, you may not engage in activity of the type that is designed to profit from trading (versus investing) activity or that is designed to profit from or hedge against decreases in the value of RM securities. Examples of inappropriate trading activity include any trading activity designed to profit from fluctuations in the price of these securities, such as "day trading" and arbitrage trading, short sales, buying securities on margin (unless arrangements are made to cover any margin calls in cash), and the use of forward contracts, equity swaps, collars, exchange funds, puts, calls, options, and other derivative securities or any instruments designed to increase in value as a result of, or hedge or offset any decrease in, the market value of RM equity securities. These prohibitions apply regardless of whether the equity securities have been granted to the directors, executive officers, or other employees by the Company as part of their compensation or are held, directly or indirectly, by such persons.

## **Disparaging Remarks**

Disparaging statements about the Company or any of its personnel are strictly prohibited. Accordingly, no employee of the Company may make, while in the employ of the Company or at any time thereafter, any oral or written negative, derogatory, or disparaging statement about the Company or about any present or former employee or member of the Company.

Employees who violate this policy may be subject to disciplinary action, up to and including termination of employment. The Company may also pursue appropriate legal action against present or former employees to enforce this policy.

## **ACCURACY OF COMPANY RECORDS AND REPORTING**

The Company's financial information and statements are prepared in compliance with generally accepted accounting principles and statutory accounting practices and procedures for regulatory purposes. Our records must accurately and fairly reflect, in reasonable detail, the Company's assets, liabilities, revenues, and expenses.

The records, data, and information owned, used, and managed by the Company must be accurate and complete. You are personally responsible for the integrity of the information, reports, and records under your control, and you should help ensure that such information, particularly any such information that is filed with the Securities and Exchange Commission, provides full, fair, accurate, timely, and understandable disclosure. Making false or misleading statements to anyone, including internal or external auditors, counsel, other Company employees, or regulators can be a criminal act that can result in severe penalties. You must never withhold or fail to communicate information that should be brought to the attention of higher level management.

To be sure that work-related communications comply with all of our policies and applicable laws, we require review of certain communications. If you are approached by the media, an investor, or an analyst who wishes to publish information or make an external presentation, you should contact

the General Counsel for advice and review. You must also review the “Corporate Communications Policy” for further information related to outside communications about the Company.

## **WAIVERS AND AMENDMENTS**

The Company may grant an exception to some provisions of the Code. Any director, officer, or employee who believes that a situation may warrant an exception or waiver to the Code should contact the Ethics Committee. Any waiver of any provision of this Code for directors or executive officers of the Company must be approved by the Board or a committee of the Board. Any amendment to or waiver of the provisions of this Code that requires disclosure under applicable securities laws and/or stock exchange rules will be disclosed on our website in accordance with applicable law or regulation.

## **DISCLAIMER**

This Code is designed to acquaint directors, officers, and employees with the Company’s policies with respect to business conduct and ethics.

The information contained in this Code is not intended to represent all of the Company’s policies. In addition, directors, officers, and employees should be aware that the Company may revise, supplement, or rescind any policies or portions of this Code at any time as it deems appropriate, in its sole and absolute discretion. This Code is the property of the Company.