

## ALLIANCE DATA SYSTEMS CORPORATION CODE OF ETHICS FOR THE BOARD OF DIRECTORS

The Code of Ethics for the Board of Directors (the “*Code*”) is applicable to directors serving on the Board of Directors (the “*Board*”) of Alliance Data Systems Corporation (the “*Company*”). The Code supplements (i) the Code of Ethics of the Company and its subsidiaries (the “*Alliance Data Code of Ethics*”), which governs the professional and ethical conduct of all associates, officers and directors of the Company and its subsidiaries and (ii) the Company’s Corporate Governance Guidelines, which establish certain governance principles applicable to the Board and its committees (each a “*Committee*”).

The Code is intended to help the Board and each director recognize and deal with ethical issues and risks, provide mechanisms to report unethical conduct and help foster a culture of honesty and accountability.

Each director must comply with the letter and spirit of the Code. Because no code or policy can anticipate every situation that may arise, directors are encouraged to discuss any questions about particular circumstances that may implicate any provisions of the Code with the Chairman of the Board or the Chair of the Nominating & Corporate Governance Committee.

### **Code Provisions**

#### **1. Conflicts of Interest**

Directors must avoid any conflicts of interest with the Company. A conflict of interest exists when a director’s personal or business interests interfere or appear to interfere, in any way, with the interests of the Company. A conflict can arise when a director takes actions or has interests that may make it difficult to objectively and efficiently perform his or her duties to the Company. Conflicts of interest also arise when a director, or a member of a director’s family, receives improper personal benefits as a result of the director’s position with the Company.

Directors must not be influenced by any conflicting interest when they participate in Board or Committee deliberations or decisions. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company must be disclosed promptly to the Chairman of the Board and the Chair of the Nominating & Corporate Governance Committee so that appropriate action is taken. Such action may include recusal from deliberations, voting or chairing of applicable portions of Board or Committee meetings.

Directors must also advise the Chairman of the Board prior to accepting an invitation to serve on another public company board in accordance with the requirements set forth in the Company’s Corporate Governance Guidelines.

#### **2. Corporate Opportunities**

Directors are prohibited from: (i) taking for themselves personally (or directing to third parties to take) a business opportunity that is discovered through the use of Company property, Company

information or their position as a director; (ii) using Company property, Company information or their position as a director for personal gain; or (iii) competing with the Company. A director may, however, pursue an opportunity that relates to the Company's business if the Company's disinterested directors provide their approval upon determining that the Company will not pursue it.

### **3. Confidentiality**

In carrying out their responsibilities to the Company, directors often learn confidential or proprietary information about the Company or other parties who have business dealings with the Company. Each director, during his or her term as a director and after leaving the Board, must maintain the confidentiality of all such information, except when disclosure is authorized or legally mandated. If a director is legally required to disclose any of such information, he or she should (to the extent legally permissible) provide the Chairman of the Board and the Company's General Counsel with prompt notice of such requirement.

### **4. Fair Dealing**

Directors shall seek to deal fairly with the Company's customers, suppliers, competitors and associates, and shall avoid taking unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

### **5. Protection and Proper Use of Company Assets**

In carrying out their responsibilities to the Company (including establishing the Company's policies and practices), directors shall protect the Company's assets and ensure that such assets are used efficiently and for legitimate business purposes.

### **6. Compliance with Laws, Rules and Regulations**

Directors shall comply with, and shall satisfy themselves that appropriate policies and procedures are in place for compliance by associates, officers and directors with, all laws, rules and regulations applicable to the Company, including insider trading laws.

All transactions by directors in Company securities are subject to separate written policies and procedures adopted by the Board and distributed to the directors.

### **7. Encouraging the Reporting of any Illegal or Unethical Behavior**

Directors should promote ethical behavior and take steps to ensure that the Company: (i) encourages associates to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation; (ii) encourages associates to report violations of laws, rules, regulations or the Alliance Data Code of Ethics to appropriate personnel (as described in the Alliance Data Code of Ethics) or through use of the Ethics Helpline; and (iii) informs associates that the Company will not allow retaliation for such reports made in good faith.

## **8. Compliance**

Any suspected violations of this Code should be reported promptly to the Chairman of the Board and the Chair of the Nominating & Corporate Governance Committee or through the Ethics Helpline. Such violations will be investigated and appropriate action will be taken.

## **9. Waiver of the Code**

The Board may consider a waiver of this Code only in extraordinary circumstances when the Board determines that a waiver is necessary or appropriate. Only the Board may grant such a waiver, and any such waiver shall be disclosed in accordance with applicable law or stock exchange rules.

*December 18, 2019*