



AllianceData.

Supplier Code of Conduct

Alliance Data Systems Corporation and its subsidiaries (collectively, “**Alliance Data**”) seek at all times to conduct business with integrity and in a lawful and ethical manner. We also expect our suppliers, contractors, consultants and vendors, and their employees, agents and subcontractors (collectively, “**Suppliers**”), to share our commitment to ethics and compliance when doing business with us.

This Supplier Code of Conduct (the “**Code**”) sets forth the basic requirements that all Suppliers must comply with when doing business with Alliance Data. The Code helps us ensure that Alliance Data and the Suppliers who help us achieve our success, conduct business with the utmost integrity. Much like our associates are held to a Code of Ethics, we expect the same from you as a Supplier.

Who Must Follow the Code?

Each of our Suppliers must follow the Code when conducting business with or on behalf of Alliance Data. Unethical behavior by even one Supplier could lead to reputational harm for both Alliance Data and the Supplier.

Suppliers shall not take any action, or fail to take action, that the Supplier would reasonably expect to violate an Alliance Data policy or result in an associate violating an Alliance Data policy. Failure to comply with the Code may result in a range of corrective action that may include termination of a Supplier’s contract.

Treating Others with Dignity and Respect

Alliance Data is committed to a work environment **free of harassment, discrimination or abuse** of any type, including on the basis of race, color, religion, religious dress and grooming, gender, pregnancy, age, national origin, disability, sexual orientation, marital status, citizenship, veteran status, gender identity, transgender status or any other status protected by law or Alliance Data policy. Harassment can take the form of repeated, unwelcome physical, visual or verbal behavior, which creates an offensive working environment. Alliance Data does not condone or tolerate harassment of any kind in the workplace. This policy applies to all persons employed by or under contract with Alliance Data, and prohibits harassment by any associate, Supplier or client of Alliance Data, as well as by any person otherwise doing business with or on behalf of Alliance Data.

Alliance Data treats its associates and all our partners with professionalism, dignity and respect. We will not tolerate the use of child or forced labor, slavery or human trafficking by any Supplier.

Alliance Data also expects that Suppliers treat other Suppliers with respect and dignity. We all serve a purpose to help Alliance Data and its clients achieve their goals. Sometimes this might require partnership with other Suppliers. Alliance Data expects each person, no matter his or her role, to work together and treat each other with dignity and respect to achieve what is necessary.

Complying with Laws, Rules and Regulations

General. Alliance Data is required to comply with all federal, national, state, provincial and local laws, rules and regulations that affect our business. We expect our Suppliers to understand and comply with any laws, rules and regulations that apply to them.

Anti-Bribery and Anti-Corruption. Any and all forms of corruption, such as bribery, extortion or embezzlement are strictly prohibited. Bribery is offering, soliciting or accepting anything of value, directly or indirectly, in order to induce or reward the improper performance of an activity to gain or provide an improper business advantage. Prohibited payments include those designed to:

- induce the recipient to award a contract to Alliance Data (even if Alliance Data ultimately isn't awarded the contract);
- obtain advantageous treatment (e.g. tax, customs, permits or license) that would not otherwise be available to Alliance Data); or
- circumvent or cause non-enforcement of laws or regulations applicable to Alliance Data.

Securities/Insider Trading. On rare occasions, Suppliers may be aware of possible new clients or business expansion plans. Suppliers are required to comply with all securities laws and must not use the information for insider trading purposes or otherwise in violation of securities laws.

Accounting and Financial Reporting. Suppliers must maintain and ensure accurate financial and operating records and reporting that apply to Alliance Data work.

Labor and Employment. Suppliers must comply with all applicable legal and regulatory requirements and will generally apply sound employee relations practices. Working hours, wages and benefits will be consistent with laws and industry standards, including those pertaining to minimum wages, overtime, other elements of compensation and legally mandated benefits.

Unfair Business Practices. Suppliers must comply with all applicable antitrust, trade-regulation, and competition laws. Engaging in bid collusion or partnering with other Alliance Data Suppliers regarding price-fixing are not acceptable practices.

Confidentiality

It is important to Alliance Data that everyone protects and preserves confidential data and assets. Suppliers are required to sign a mutual non-disclosure agreement prior to engaging in discussions with Alliance Data, and certain employees, subcontractors and consultants of a Supplier who will be doing work for Alliance Data are required to sign a Non-Disclosure and Invention Assignment Agreement before starting their assignment. Suppliers should also review the confidentiality section of their contract to ensure their understanding of the confidentiality provisions. Discussions with Alliance Data about possible upcoming needs that it may have for Suppliers are considered confidential information between the Supplier and Alliance Data.

Conflicts of Interest

Both Alliance Data and Suppliers must avoid any activity, interest or relationship that would create, or might appear to create, a conflict of interest. A full and timely disclosure of any potential conflicts is necessary to avoid problems.

Suppliers are required to notify Alliance Data's Corporate Ethics Office if any Alliance Data associate is also an employee, owner or part owner, contractor, subcontractor or independent contractor of the Supplier. Suppliers are also required to notify Alliance Data's Corporate Ethics Office if an employee of the Supplier is a relative of an associate of Alliance Data. A relative means a spouse, domestic partner, sibling, parent or anyone acting in the role of a parent, in-law, child, aunt or uncle, grandparent, grandchild, niece or nephew, or anyone sharing the same household.

Supplier representatives and their employees may have outside businesses beyond the realm of the contract between Alliance Data and the Supplier. Suppliers are prohibited from soliciting Alliance Data associates and contractors to purchase goods or services outside the scope of their contract with Alliance Data.

Suppliers should review their contract to ensure they understand their obligations related to conflicts of interest and working with competitors of Alliance Data.

Giving Presentations and Other Outside Activities

Suppliers who wish to publicly present, speak, draft articles or create publications solely or in conjunction with Alliance Data associates regarding services performed for Alliance Data must receive written preapproval from Alliance Data before doing so. The request will need to be approved by management and the legal and corporate affairs departments in the applicable line of business.

Giving of Gifts and Entertainment

Suppliers should not offer gifts and entertainment to Alliance Data associates in an attempt to improperly influence Alliance Data's behavior or choices. Alliance Data has placed the following restrictions on what an Alliance Data associate may accept from a supplier or other business relationship. Unless otherwise prohibited, Alliance Data associates may accept gifts and entertainment not to exceed **\$250.00** from a single source in a 12-month period. Acceptable gifts and entertainment include:

- Occasional meals with a business associate
- Ordinary sports, theatre, and other cultural events
- Other reasonable and customary gifts and entertainment
- Participation in business-related functions
- Promotional items of nominal value, such as pens, calendars, paperweights and coffee mugs
- Gift cards or certificates with a value of \$25 or less

Other gifts or entertainment or those above the \$250 threshold are not permitted without approval. Alliance Data associates are required to secure approval of their manager and the Corporate Ethics Officer before accepting these gifts.

Please be aware that Alliance Data's lines of business may have a stricter policy for giving and receiving gifts. Please ask prior to giving gifts.

Supplier On-Site Visits

All Suppliers must check in at the security desk when visiting Alliance Data. Alliance Data does not issue ID badges to Supplier representatives. Meetings should be scheduled in advance. Alliance Data does not support drop-in visits from Suppliers. Suppliers must be escorted by an Alliance Data associate at all times – a Supplier located on-site is not an appropriate escort. Visitor badges must be returned to the security desk at the end of the on-site visit.

Please be mindful that Alliance Data occasionally has clients and prospective clients visit our locations, so please be mindful of your conversations and dress. Alliance Data is a business casual workplace.

Non-Use of Alliance Data Name

Please familiarize yourself with Alliance Data's marketing and publicity provisions within the Supplier contract to ensure you remain in compliance.

Charitable Donations/Sponsorship

Suppliers are under no obligation to participate in or provide donations for charitable events sponsored by Alliance Data or its associates. Such participation will not be used to measure for or against Supplier performance.

Unauthorized Activity

Suppliers should not engage in any activity on behalf of Alliance Data without Alliance Data's prior permission. This includes, but is not limited to, projects or presentations outside the scope of your engagement, sponsorships, political contributions, charitable donations or lobbying.

Questions

Any questions regarding this Code should be directed to Alliance Data's Corporate Ethics Office at CorporateEthics@alliancedata.com.

Reporting a Violation

Suppliers are asked to report a violation of the Code to either:

- their assigned Relationship Owner (*i.e.*, engagement owner) at Alliance Data
- the Corporate Ethics Office by email at CorporateEthics@alliancedata.com or by phone at 214.494.3507 (for callers outside the U.S. and Canada, the country code is 01).

Any suspected violation must be reported in good faith. It is unacceptable to file a report you know to be false.