
REGIONAL MANAGEMENT CORP.

WHISTLEBLOWER POLICY

The Audit Committee of the Board of Directors of Regional Management Corp. (the “Company”) has established the following procedures for the receipt, retention, investigation, and treatment of complaints and concerns regarding accounting, internal accounting controls, auditing, and other legal matters.

A. Scope of Matters Covered by the Policy

1. The procedures set forth in this policy relate to complaints and concerns (“Reports”) of employees and other interested parties, including shareholders, of the Company and its subsidiaries (each referred to in this policy as a “Complainant”) regarding:

(a) accounting, internal accounting controls, or auditing matters (an “Accounting Allegation”), including, without limitation:

1. fraud or deliberate error in the preparation, review, or audit of financial statements of the Company;
2. fraud or deliberate error in the recording and maintaining of the Company’s financial records;
3. deficiencies in, or non-compliance with, the Company’s internal control over financial reporting;
4. misrepresentation or false statements regarding a matter contained in the Company’s financial records, financial statements, audit reports, or any filings made with the Securities and Exchange Commission (including periodic or current reports);
5. deviation from full and fair reporting of the Company’s financial condition and results;
6. substantial variation in the Company’s financial reporting methodology from prior practice or from generally accepted accounting principles;
7. issues affecting the independence of the Company’s independent registered public accounting firm;
8. falsification, concealment, or inappropriate destruction of corporate or financial records;

(b) non-compliance with applicable legal and regulatory requirements or the Company's Code of Business Conduct and Ethics (a "Legal Allegation"); and

(c) retaliation against employees and other persons who make, in good faith, Accounting Allegations or Legal Allegations (a "Retaliatory Act").

2. In the discretion of the Audit Committee, responsibilities of the Audit Committee created by these procedures may be delegated to the chairperson of the Audit Committee or to a subcommittee of the Audit Committee. In the discretion of the Company's Chief Audit Executive or the Company's Ethics Committee, responsibilities of the Chief Audit Executive and/or the Ethics Committee created by these procedures may be delegated to a deputy of such persons, so long as the Chief Audit Executive and the Ethics Committee maintain oversight of and ensure the execution of the responsibilities created by these procedures. The Chief Audit Executive and the Ethics Committee are permitted to prepare and implement such other policies and procedures as are consistent with and designed to carry out the mandates of this policy.

3. This policy is intended to ensure that the Company operates in compliance with any and all applicable laws and regulations. As such, this policy is intended to reinforce the Company's existing obligations under the law and is not intended to create any additional obligations beyond those required by law.

B. Procedures for Making Complaints

1. In addition to any other avenue available, any employee may, in his or her sole discretion, report to the Audit Committee, to the Chief Audit Executive, or to the Company's Ethics and Compliance Hotline openly, confidentially, or anonymously, any Accounting Allegation, Legal Allegation, or Retaliatory Act:

(a) in writing to Regional Management Corp., Attn: Audit Committee Chairman or Chief Audit Executive, 979 Batesville Road, Suite B, Greer, South Carolina 29651;

(b) by calling 800-224-2330 at any time; or

(c) by accessing www.regionalmanagement.ethicspoint.com and submitting a message.

2. Any other interested party may report to the Audit Committee, to the Chief Audit Executive, or to the Company's Ethics and Compliance Hotline any Accounting Allegation, Legal Allegation, or Retaliatory Act, as set forth in Section B.1. above. Any such Report must be accompanied by the name of the person submitting the Report.

3. The Reports should include sufficient facts and specific information to allow for proper assessment and investigation, including, for example, the names of individuals suspected of violations, the names of any other potentially affected parties, the relevant facts of the violations, how the Complainant became aware of the violations, any steps previously taken by the Complainant, who may be harmed or affected by the violations, and, to the extent possible, an estimate of the misreporting or losses to the Company as a result of the violations. Under no

circumstances should any Complainant undertake his or her own investigation concerning any Accounting Allegation, Legal Allegation, or Retaliatory Act, as doing so may compromise the integrity of the Company's investigation and jeopardize the prompt and appropriate resolution of the issue reported.

4. The telephone hotline and website are managed by an outside, independent service provider and allow any employee or other interested party of the Company and its subsidiaries to make a Report. Employees are able to submit a Report on an anonymous and confidential basis and are not required to divulge their names.

C. Treatment of Reports Received by the Chief Audit Executive or the Ethics Committee

1. All Reports sent to the Chief Audit Executive or the Ethics Committee must promptly undergo an initial review by the Chief Audit Executive, who must:

- a. promptly forward to the Audit Committee any Report involving the Company's senior officials or an actual or potential misreporting or loss to the Company that could have a material adverse effect on the Company's reputation or financial statements; and
- b. promptly commence an investigation of all other Reports:
 - i. If the Report contains only unspecified or broad allegations of wrongdoing without appropriate informational support or if the Report appears not to be credible, the Chief Audit Executive, in consultation with the Ethics Committee, will make reasonable efforts to follow up with the Complainant to obtain additional information in order to commence an appropriate investigation. If the Chief Audit Executive is unable to obtain additional information from the Complainant, he/she shall promptly notify the Ethics Committee and may recommend closure of the investigation pending the receipt of additional information. This decision shall be reported to the Audit Committee at its next ordinary meeting and shall, to the extent appropriate, be made known to the Complainant who submitted the Report. The Audit Committee will determine if any additional action is required with respect to the Report, taking into account the factors described in paragraph D.1.b. below; and
 - ii. The Chief Audit Executive shall also promptly investigate other Reports as requested in writing by the Audit Committee. The Chief Audit Executive shall report the findings of the investigations conducted pursuant to this Section to the Audit Committee in accordance with Section C.3.

2. The Chief Audit Executive, the Ethics Committee, and their designees may consult with any member of management who is not the subject of the Accounting Allegation, Legal Allegation, or Retaliatory Act included in the Report and who may have appropriate expertise to provide assistance in connection with the investigation of the Report. The Chief

Audit Executive and the Ethics Committee may also engage independent accountants, counsel, or other experts to assist in the investigation of Reports and analysis of results, if necessary or appropriate.

3. The Chief Audit Executive shall, at every Audit Committee quarterly meeting, present a summary of all the Reports received by, or forwarded to, her/him and all the material developments, findings, and conclusions of investigations since the previous meeting. The Audit Committee may or may not accept such findings and conclusions. The Chief Audit Executive shall provide such additional information regarding any Report or investigation as may be requested by the Audit Committee.

D. Treatment of Reports Received by, or Forwarded to, the Audit Committee

1. All Reports received directly by the Audit Committee or pursuant to Section C.1.a. above must promptly undergo a review by the Audit Committee:

- a. If a Report contains only unspecified or broad allegations of wrongdoing without appropriate informational support or if the Report appears not to be credible, the Audit Committee or its designee will make reasonable efforts to follow up with the Complainant to obtain additional information in order to commence an appropriate investigation. If the Audit Committee or its designee is unable to obtain additional information from the Complainant, the Audit Committee or its designee shall report this finding to the Chief Audit Executive so that an appropriate record of the inability to substantiate the Report can be made pursuant to Section H.1. This finding shall, to the extent appropriate, be made known to the Complainant who submitted the Report.
- b. The Audit Committee shall determine whether the Audit Committee, the Chief Audit Executive, or another member of management should investigate the Report, taking into account, among other factors that are appropriate under the circumstances, the following:
 - i. Who is the alleged wrongdoer? If an executive officer, senior financial officer, or other high management official is alleged to have engaged in wrongdoing, that factor alone may militate in favor of the Audit Committee conducting the investigation.
 - ii. How material is the misreporting or loss? The more material the misreporting or loss to the Company, the more appropriate it may be that the Audit Committee should conduct the investigation.
 - iii. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing would constitute a crime involving the integrity of the financial statements of the Company or would have a material adverse effect on the Company's reputation or financial statements, that factor may militate in favor of the Audit Committee conducting the investigation.

- iv. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all facts surrounding the allegation.

2. If the Audit Committee determines that the Chief Audit Executive or another member of management should investigate the Report, the Audit Committee will promptly notify the Chief Audit Executive or such member of management, as the case may be, in writing of that conclusion. The Chief Audit Executive or such member of management, as the case may be, shall thereafter promptly investigate the Report and shall report the results of the investigation to the Audit Committee in accordance with Section C.3. In the other cases, the Audit Committee shall promptly investigate the Report.

3. The Audit Committee may consult with any member of management who is not the subject of the Accounting Allegation, Legal Allegation, or Retaliatory Act included in the Report and who may have appropriate expertise to provide assistance. The Audit Committee may also engage independent accountants, counsel, or other experts to assist in the investigation of Reports and analysis of results.

E. Results of Investigation

1. Upon completion of the investigation of a Report:
 - a. the Audit Committee, the Chief Audit Executive, or such other member of management, as the case may be, will take such prompt and appropriate corrective action, if any, as in its/his/her judgment is deemed warranted; and
 - b. the telephone hotline service provider, the Audit Committee, or the Chief Audit Executive, as the case may be, will contact, to the extent appropriate and permitted by law and confidentiality obligations, each Complainant who files a Report to inform him/her of the results of the investigation and what, if any, corrective action was taken, as determined in the discretion of the Audit Committee, the Chief Audit Executive, or their designee(s).
2. Where alleged facts disclosed pursuant to this policy are not substantiated, the conclusions of the investigation shall, to the extent appropriate, be made known to the Complainant who made the Report.
3. No action will be taken against any Complainant who makes a Report in good faith, even if the facts alleged are not confirmed by subsequent investigation. However, if, after investigation, a Report is found to be without substance and to have been made for malicious or frivolous reasons, the employees who made the Report could be subject to disciplinary action, up to, and including, termination of employment.

F. Communication of Reporting Avenues to Employees and Other Interested Parties

1. The Company will disclose to employees in the Company's Code of Business Conduct and Ethics that employees may, in their discretion, report to the Audit Committee, Chief

Audit Executive, or Ethics Committee, openly, confidentially, or anonymously, an Accounting Allegation, Legal Allegation, or Retaliatory Act in the manner set forth in Sections B.1. and B.3. The Company will disclose on the Company's website that interested parties may report to the Audit Committee or Chief Audit Executive an Accounting Allegation, Legal Allegation, or Retaliatory Act in the manner set forth in Section B.2. and B.3.

G. Protection of Whistleblowers

1. Neither the Company, the Audit Committee, nor any director, officer, or employee of the Company will discharge, demote, suspend, threaten, harass, or in any manner discriminate or retaliate, directly or indirectly, against any person who, in good faith, makes a Report or otherwise assists the Audit Committee, management, or any other person or group, including any governmental, regulatory, or law enforcement body, in investigating a Report.

2. Unless necessary to conduct an adequate investigation or compelled by judicial or other legal process, neither the Company, the Audit Committee, nor any director, officer, or employee of the Company shall (i) reveal the identity of any person who makes a Report and asks that his or her identity remain confidential, or (ii) make any effort, or tolerate any effort made by any other person or group, to ascertain the identity of any person who makes a Report anonymously.

H. Records

1. The Chief Audit Executive shall maintain a log of all records relating to any Reports of an Accounting Allegation, Legal Allegation, or Retaliatory Act, tracking their receipt, investigation, and resolution and the response to the person making the Report. The Company shall retain copies of the reports and the Chief Audit Executive's log for a period of seven years.

Date of Last Review: February 6, 2019