

Rent-A-Center Code of Business Conduct and Ethics

INTRODUCTION

Purpose

The Code of Business Conduct and Ethics (the “Code of Conduct”) has been adopted by Rent-A-Center, Inc.’s Board of Directors and is designed to help reduce the risk of unethical and illegal conduct by providing a clear statement of the standards Company Coworkers must follow. This Code of Conduct is intended to provide a broad overview of basic ethical principles that guide our conduct. In some circumstance, we maintain more specific policies on the topics referred to in this Code of Conduct. Should you have any questions regarding these policies, please review your employee handbook or contact the Company’s Compliance Officer.

Who is Covered

The Code of Conduct applies to all Coworkers, including executive officers, of Rent-A-Center, Inc. and its subsidiaries.

Setting the Tone

Our executive officers are responsible for creating a culture and environment in which ethical and legal behavior is respected and expected. Executive officers must ensure that their actions and directions are above reproach. Management is responsible for setting an example by their own conduct and for ensuring that proper attention is given to, and controls are in place for, promoting compliance with the Code of Conduct. Violation of the Code of Conduct may result in disciplinary action, varying from reprimand to termination of employment.

Amendments and Waivers

Any amendments or waivers, including any implicit waivers, of the Code of Conduct that apply to the Company's principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, must be approved by the Board. Additionally, the Company will publicly disclose such waivers or amendments in accordance with the rules and requirements of the Securities and Exchange Commission and The Nasdaq Stock Market.

RESPECT FOR PERSONAL ACCOUNTABILITY

Personal Accountability for All Coworkers

Personal accountability is the foundation of our commitment to Respect. Coworkers must always do the right thing and prevent, take reasonable action to prevent, or promptly report to your supervisor or other Company officer violations of our policies or the law. All Coworkers are responsible for following these guiding principles:

Be honest and fair – Never manipulate or misrepresent. Treat people with dignity and respect in all circumstances.

Be responsible for your conduct – Read and understand the Code of Conduct and the policies and procedures that apply to your job. Commit yourself to doing the right thing at all times.

Get Help when you need it – Seek guidance and assistance whenever you are in doubt about the right thing

to do. Immediately raise concerns that you or others may have about possible violations of Company policies or the law.

Don't be improperly influenced – No one has the right or authority to require or influence you to do the wrong thing. If you are asked to do something that you believe is a violation of RAC policy or the law, don't do it. Get Help before taking any action that may be wrong.

Report concerns and suspected misconduct – Report suspected violations to your supervisor, member of management, Coworker Relations, Human Resources, the Compliance Hotline, or the Company's Compliance Officer. For additional information about reporting, see "How To Report Ethics Concerns and Suspected Misconduct," below.

Personal Accountability for Management Coworkers

Management-level Coworkers have additional responsibilities:

Lead by example – In all dealings, conduct yourself in a manner that avoids even the appearance of unethical conduct. When ethical issues are brought to your attention, deal with them swiftly and appropriately.

Talk about your expectations – Let your Coworkers know that honest and ethical conduct is important to you. Encourage discussion about ethics matters. Encourage your Coworkers to report possible ethics violations or misconduct. Make clear that reporting is a responsibility, not an option.

Put ethics first – When conflicts arise between ethics and business objectives, put ethics first.

Prevent retaliation – Never retaliate against a Coworker for reporting an ethics concern or suspected violation, asking questions about ethics, or assisting or participating in an investigation of alleged misconduct. Take steps to ensure that Coworkers you supervise do not retaliate either.

Accountability for Reporting, Assisting and Participating in Investigations

The responsibility to report ethics concerns and suspected misconduct is critical to the effectiveness of the Code of Conduct. Reporting is a responsibility, not an option. In addition, all Coworkers must assist and participate in a full, accurate and timely manner in any Company investigation of an alleged violation of the Code of Conduct or the law.

How to Report Ethics Concerns and Suspected Misconduct

If possible, Coworkers should report ethics concerns and suspected misconduct (including violations of this Code of Conduct) to their immediate supervisor. Coworkers are not, however, required to "follow the chain of command" when reporting. Ethics concerns and suspected misconduct may be reported to any member of management at any level of the Company, without fear of retaliation.

At times, it may not be feasible to report ethics concerns or suspected misconduct to management. For that reason we provide other reporting options, such as the third-party reporting hotline.

To the extent permitted by law and the circumstances of the particular report, the Company will keep reports confidential. Confidentiality, however, cannot be guaranteed.

We encourage Coworkers to identify themselves when making reports, but ethics concerns and suspected misconduct may be reported anonymously. If the reporting Coworker does not identify himself or herself, however, the Company may not be able to fully investigate and respond to the concern. Coworkers making anonymous reports should contact our third-party reporting hotline.

No Retaliation for Good Faith Reporting or Participating in Investigation

Good faith reporting of an ethics concern or suspected misconduct will not result in retaliation. Nor will assisting or participating in the investigation of alleged misconduct or asking questions about compliance with the Code of Conduct. "Good faith" does not mean that a report must ultimately be determined to be correct. Good faith does, however, require that the Coworker be truthful when making a report, assisting or participating in an investigation, or asking a question.

RESPECT FOR COWORKERS

Harassment and Discrimination

Our Coworkers are our most important resource and deserve to be treated with dignity and respect. Harassment and unlawful discrimination interfere with work performance and create an environment we will not tolerate. All Coworkers must follow these principles:

- Our workplaces will be free from harassment, intimidation and abuse.
- We will recruit, hire, develop, promote and compensate without regard to gender, race, color, religion, sexual preference, national origin, marital status, age, disability, veteran status or other protected class.
- Inappropriate or unwelcome sexual behavior, including verbal, visual or physical behavior, will not be tolerated, whether the harasser or the victim is a Coworker, contractor, agent, supervisor, customer, guest or vendor.

To promote equal opportunity, Company management will establish, maintain and enforce policies and procedures governing how Coworkers and applicants will be treated. All Coworkers are expected to thoroughly understand the employment practices policies and procedures that apply to their job duties and follow them in dealing with Coworkers and applicants.

Wage and Hour Practices

Coworkers will be paid in compliance with federal and state laws. "Working off the clock" is strictly prohibited. All time worked by hourly Coworkers must be accurately recorded and paid according to applicable law. No RAC Coworker has the authority to ask or require another Coworker to work without being lawfully compensated.

Coworker Privacy

We will protect Coworker privacy. Only RAC Coworkers with a work-related reason may access Company personnel records. Employment-related matters, including termination, are confidential and may be communicated to other Coworkers on a strict need-to-know basis only. Outside inquiries for employee-related information must be directed to Human Resources.

Health and Safety

We are committed to providing a safe and healthy working environment. Coworkers are expected to understand and abide by all safety policies and procedures and supervisors are expected to monitor and enforce compliance with our safety-related policies and procedures. We do not permit violence or threatening behavior in our workplace. Coworkers will be free from the influence of illegal or controlled substances. Coworkers shall immediately report accidents or unsafe conditions to an appropriate supervisor or member of management.

RESPECT FOR CUSTOMERS

Customer Service

We expect all customers to receive outstanding customer service, consistent with our Mission and Core Values. We will be professional and business-like in all interactions with customers. We will provide customers with truthful and accurate information. We take pride in providing a pleasant shopping environment and products that are “rent ready.”

Collection Practices

Collecting past due payments is a vital and necessary part of our business. We regard collections as a form of customer service and we will abide by the principles of customer service stated above. Intimidating, harassing or abusive collection practices will not be tolerated. When it is necessary to go to a customer’s home we will respect the privacy and sanctity of their home. Collection activities will be conducted in accordance with our policies and applicable law.

Customer Privacy

We collect and retain “personal customer information¹” in connection with our business. We will use this information for business purposes only. “Personal customer information” will be disclosed to third-parties only as permitted by our policies. Customer information will be disposed of according to our policies.

Customer Diversity

All customers must be treated with the same high level of respect and courtesy regardless of their gender, race, color, religion, sexual preference, national origin, marital status, age, disability, veteran status or other protected class. Refusing to provide products or services based on these characteristics is strictly prohibited. Jokes or comments related to gender, race, color, religion, sexual preference, national origin, marital status, age, disability, veteran status or other protected class are always inappropriate and prohibited.

Advertising

Our advertising will be truthful, tasteful and free of misleading information. We will comply with applicable advertising laws.

RESPECT FOR STAKEHOLDERS

Financial Integrity

We are a public company and as a result file reports and other documents with the Securities and Exchange Commission and The Nasdaq Stock Market. In addition, we issue press releases and make other public statements that include financial and other information about our business, financial condition and results of operations. Shareholders expect the financial information we provide to be honest and accurate. We will ensure that the disclosures we make in reports and documents that we submit to the Securities and Exchange Commission and in other public communications are full, fair, accurate, timely and understandable. Financial books, records and accounts will accurately reflect transactions and events and conform to generally accepted accounting principles. No document or record may be falsified for any reason. We require cooperation and open communication with our internal and outside auditors. No undisclosed or

¹ “Personal customer information” includes a customer’s name, address, phone number, date of birth, social security number, driver’s license number, signature, employment or education history, e-mail address, credit, debit or bank account numbers, passwords or PIN numbers, or other customer information designated as confidential in our policies and procedures.

unrecorded funds or assets will be established or permitted to exist for any reason. No Coworker should even consider or attempt to rationalize misrepresenting facts or falsifying records, including, for example:

- Making any entry or record intended to hide or disguise the true nature of any transaction;
- Understating or overstating liabilities or assets;
- Deferring or accelerating the recording of revenues or expenses;
- Processing or submitting false or inaccurate expenses or invoices;
- Avoiding or circumventing internal controls; or
- Intentionally violating any policy or procedure related to accounting practices.

Financial Officer Code of Ethics

Because of their special responsibility to stakeholders both inside and outside the Company, the Chief Executive Officer and each member of the Finance Department are also bound by the following Financial Officer Code of Ethics and will acknowledge in writing that he or she will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships;
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure 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 in other public communications;
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies;
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be compromised;
- Uphold the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose;
- Proactively promote and be an example of ethical behavior in the work environment and the community;
- Achieve responsible use of and control over all assets and resources employed or entrusted; and
- Promptly report to the Compliance Officer or the Chairman of the Audit Committee any conduct that the individual believes to be a violation of law or business ethics or of any provision of the Financial Officer Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

Violating any policy related to financial integrity is a serious offense and will subject the Coworker to severe disciplinary action, including and up to termination of employment and possible criminal and civil penalties.

Conflicts of Interest

A "conflict of interest" exists when a person's private interests interferes in any way with the interests of the Company. Coworkers must avoid any activity, association, or relationship that creates even the appearance

or perception of a conflict of loyalties or interests. Any activity, interest, or relationship that might compromise or appear to compromise your duty of loyalty to the Company, must be immediately disclosed in writing to the Company's Compliance Officer. If you are uncertain whether a particular activity, interest or relationship might create a conflict, you should disclose it.

It is impossible to list all of the circumstances that might create a conflict, but Coworkers must be particularly aware of the following types of conflicts.

- **Competitive Conflicts** – Coworkers are prohibited from investing in or working for (as an employee, consultant, board member or otherwise) any of the Company's customers, suppliers, or competitors, without the prior written approval of the Chief Executive Officer or President. The best policy is to avoid any direct or indirect business connection with our customers, suppliers, or competitors except on the Company's behalf. This restriction also applies to investments by a Coworker's immediate family member. Prior written approval is not required, however, if the investment involves (i) less than 1% of a publicly traded security on terms available to the general public, and (ii) no "inside information" is used (see "Securities Trading and Inside Information" below). Executive officers of the Company are prohibited from investing in any competitor, regardless of the amount.
- **Gifts and Entertainment** – Appropriate business gifts and entertainment are intended to create goodwill and a sound working relationship; not to gain an unfair advantage. No gift or entertainment should be accepted by a Coworker (or his or her family member) unless it is:
 - not in cash;
 - not excessive in value under the circumstances;
 - in good taste and consistent with sound business practices irrespective of the value;
 - infrequent;
 - given and received openly and transparently; and
 - does not violate any law or regulation.

Whether a gift or entertainment is excessive in value depends on the circumstances. Even a modest gift may be improper if it is offered or received at a time that suggests an effort to improperly influence a business decision. For example, accepting a gift from a prospective vendor shortly before a business decision will be made regarding that vendor is most likely improper. In addition, no Coworker should offer, give or provide any gift or entertainment unless it satisfies the above criteria.

Any gift or entertainment with a value greater than \$200 but less than \$500 must be disclosed to the Chief Executive Officer or the President in writing (electronic or otherwise), which must include a description of the business relationship, within two business days of receipt.

Any gift or entertainment with a value of \$500 or greater may not be accepted without the prior written approval (electronic or otherwise) of the Chief Executive Officer or the President. A written request for approval must include a description of the business relationship.

A bribe is any gift, payment or other consideration designed to influence another's behavior. Accepting a bribe is strictly prohibited.

- **Family Relationships** – A Coworker may not do business with a family member or a business in which a family member is an officer, director, or principal without the prior written approval of the Chief Executive Officer or the President, or unless pursuant to the Company's policy relating to renting merchandise to family members.
- **Company Opportunities** – Coworkers owe a duty to the Company to advance its legitimate interests

when opportunities arise and not to personally take these opportunities. Coworkers may not (i) compete with the Company, (ii) use Company property, information or their position for personal gain, or (iii) take opportunities that are discovered through the use of Company property, information or their position with the Company.

- ***Payments to Government Personnel*** – We do not promise, offer or deliver to any federal or state government employee or official any gift, favor or other gratuity that would be illegal. In compliance with the United States Foreign Corrupt Practices Act we do not give anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Our General Counsel can provide guidance in this area.

Use of Company Assets

All equipment (including vehicles), supplies, inventory, software and other assets used in the Company's business must be treated with due care and are to be used for proper business purposes only. Coworkers are responsible for ensuring that all equipment and supplies issued to them are properly used and maintained. Any unauthorized use (which includes any use that is not for a proper business purpose) of Company equipment (including vehicles), supplies, inventory, software or other Company assets is prohibited. Coworkers must never make unauthorized copies of any Company software. Coworkers may not remove any Company equipment or other Company assets from Company premises, except for a business purpose. Limited non-business uses of the Company's telephone and computer systems, which are permitted by Company policy, are not prohibited.

Confidential Information

All Coworkers have an ethical and, in many cases, a legal duty not to disclose confidential, nonpublic, proprietary information about the Company, customers, Coworkers, business partners, suppliers, distributors and others with whom we do business. Coworkers with access to such information during the course of their work are responsible for ensuring that it is not made available to unauthorized persons, including to Coworkers that do not have a legitimate business need to access the information. Coworkers should only discuss confidential, non-public and proprietary information with those persons that have a need to know such information. Protection of the Company's confidential business information is vital to our success and growth in the competitive industry in which we work. In addition, disclosure of certain confidential information, such as competitive information or personnel information, may be illegal. Coworkers shall not use confidential information, obtained in the course of their employment, for the purpose of advancing any private interest or for personal gain. Coworkers' personal obligation not to disclose confidential information continues even after employment ends.

Irrespective of whether information may be confidential, to avoid improper disclosures, requests for information from outside of the Company must be handled in accordance with the Company policy.

Securities Trading and Inside Information

It is both illegal and against Company policy to profit from undisclosed non-public "material inside information" about the Company, any company with which we do business, or any information obtained about any other company by virtue of employment by the Company. If you are in possession of "material inside information" about the Company, any company with which we do business, or any other company, if such information was obtained by virtue of your employment, and such information has not yet been disclosed to the public, you may not purchase or sell any of the securities of the Company or such company or "tip" others to trade in such securities. "Material inside information" is defined as facts that have not been disclosed to the public that could influence a reasonable investor's decision to buy or sell the security. Examples of "material inside information" include, but are not limited to:

- potential mergers, acquisitions or other business opportunities;

- financial and operating results for the month, quarter or year;
- major litigation, legislative or other legal developments;
- a stock split; and
- a change in the dividend policy;

Further, it is your responsibility to be familiar with, and comply with, the Company's Insider Trading Policy.

The restrictions of this policy also apply to your family members and others living in your household. You are responsible for the compliance of such persons with securities laws and Company policy. Even the appearance of improper conduct must be avoided. Coworkers should never recommend that anyone buy, sell or hold Company stock.

RESPECT FOR COMMUNITIES

Comply with the Law

We will comply with all applicable laws, rules, and regulations, both in letter and in spirit. Although not all Coworkers are expected to know details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers, or other appropriate personnel.

Fair Competition

We will compete by providing outstanding products and high level customer service, and by executing our business plan. We will not engage in any illegal or unfair business practice, including the use of a competitor's proprietary or confidential business information, such as customer lists. Under no circumstances will we enter into any agreement that unreasonably restrains competition, including price fixing.

Political Activities

We respect our Coworkers' rights to participate in political activities on their own behalf or on behalf of any cause or candidate they favor. You may not, however, engage in political activities of any nature on Company time or property, or during any other time in which you are acting on the Company's behalf; and the use of the Company's time, equipment, property or other assets in the conduct of political activities of any nature is also prohibited, unless authorized by the Company's Chief Executive Officer, President, General Counsel, or the SVP of Governmental Affairs. All requests by any political group/party, political activity, or political function, for the use of Company property, equipment, assets, or personnel, should be immediately forwarded to the SVP of Governmental Affairs at: RACgovernmentaffairs@rentacenter.com. Company participation, if any, in the political process will be conducted in compliance with all applicable laws and regulations.

Government Inquiries

All information provided in connection with any government inquiry will be truthful. We will never alter or destroy records we know to be relevant to a government inquiry. All government requests for information, other than requests in the ordinary course of business, shall be immediately forwarded to the Legal Department.

Public Communications

Our public communications, including communications with the news media will be truthful. Requests for public statements or interviews shall be immediately directed to the Public Affairs Department.