



**BREAD FINANCIAL HOLDINGS, INC.
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 Bread Financial Holdings, Inc. (the “*Company*”). The Code supplements (i) Bread Financial’s 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*”).

This 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 this Code with the Chair 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 their 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 Chair of the Board and the Chair of the Nominating & Corporate Governance Committee so they can review the situation and determine an appropriate course of action. Such action may include recusal from deliberations, voting or chairing of applicable portions of Board or Committee meetings.

Directors must also advise the Chair 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 the opportunity.

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 their 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, they should, to the extent legally permissible, provide the Chair of the Board and the Company's Chief Legal Officer 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, directors shall protect (through oversight) the Company's assets and oversee their efficient, effective and proper use.

6. Compliance with Laws, Rules and Regulations

Directors shall comply with and 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 a separate written insider trading policy that has been adopted by the Board and certified to by 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 Bread Financial's Code of Ethics and other Company policies to appropriate personnel or through use of the Ethics Helpline; and (iii) informs associates that the Company will not allow retaliation for any of such reports made in good faith.

8. Compliance

Any suspected violations of this Code must be reported promptly to the Chair 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.

**Code of Ethics for the Board of Directors
Compliance Statement**

I certify that I have received, read and understand the Code of Ethics for the Board of Directors and agree to comply with the provisions set forth in the Code.

Date: _____

By: _____

Name: _____

Title: Director