

# CONN'S, INC.

## CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER, PRESIDENT AND SENIOR FINANCIAL PROFESSIONALS

### **The Purpose of the Code**

The Board of Directors of Conn's, Inc. (along with its subsidiaries, the "*Company*") has adopted this Code of Ethics for Chief Executive Officer, President and Senior Financial Professionals (the "*Code of Ethics*"). This Code of Ethics applies to the Chief Executive Officer, President and the senior financial officers, including the Chief Financial Officer, Secretary/Treasurer and Controller and all members of the finance and accounting department of the Company (the "*Financial Professionals*"). This Code of Ethics is intended to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in the reports and documents that the Company's files with, or submits to, the Securities and Exchange Commission (the "SEC"), and in other public communications made by the Company;
- compliance with applicable governmental laws, rules, and regulations;
- prompt internal reporting of violations of this Code of Ethics; and
- accountability for adherence to this Code of Ethics.

The Company's Code of Business Conduct and Ethics for Employees, which this Code of Ethics is intended to supplement, sets forth the fundamental principles and key policies and procedures that govern the conduct of the Company's business. The Financial Professionals are bound by the requirements and standards set forth in the Code of Business Conduct and Ethics for Employees as well as those set forth in this Code of Ethics and other applicable policies and procedures of the Company.

### **General**

As a public company, it is critical that the Company's filings with the SEC be accurate and timely. Depending on their position with the Company, employees may be called upon to provide information to assure that the Company's public disclosures are complete, fair, timely filed and understandable. The Company expects its employees to take this responsibility very seriously and to provide prompt and accurate answers to inquiries by management related to the Company's public disclosure requirements.

The Company's policy is to record and report factual information honestly and accurately. Conduct violating this policy is a serious offense and will subject an individual to disciplinary action by the Company, including termination and/or possible criminal and civil penalties.

Investors count on the Company to provide accurate information about its businesses and to make responsible business decisions based on reliable records. Every individual involved in creating, transmitting or entering information into the Company's financial and operational records is responsible for doing so fully, accurately and with appropriate supporting documentation. No employee may make any entry that intentionally hides or disguises the true nature of any transaction. For example, no individual may understate or overstate known liabilities and assets, record false transactions and/or revenue or record them early, defer or accelerate the proper period for recording items that should be expensed, or process and submit false or inaccurate invoices.

Compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles is necessary at all times. In order to achieve such compliance, the Company's records, books and documents must accurately reflect all transactions and provide a full account of the Company's assets, liabilities, revenues and expenses. Knowingly entering inaccurate or fraudulent information, or failing to enter material information, into the Company's accounting system is a violation of this Code of Ethics and may be illegal. In addition, it is the responsibility of all employees to give their full cooperation to the Company's internal auditors and its independent auditors.

### **Responsibilities of Financial Professionals**

The Company's finance and accounting department bears a special responsibility for promoting integrity throughout the Company, with responsibilities to stakeholders both inside and outside the Company. The Financial Professionals have the responsibility to adhere to these principles themselves and also to promote a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's financial results and condition.

Because of this special role, the Financial Professionals are bound by the following Code of Ethics. Accordingly, each of them 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 SEC 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;
- 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 this Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

### **Waivers**

Waivers of this Code of Ethics may be made only by the Board of Directors and must be disclosed to the Securities and Exchange Commission on a current report or Form 8-K, within the required time period (four days from the date the waiver is granted), or, if permitted by applicable securities laws, the Company's website.

### **Violations of this Code of Ethics**

Violations of the Code of Ethics, including failures to report potential violations by others, may result in severe disciplinary action, up to and including termination of employment. Reports of a violation, or possible violation, of this Code Ethics may be made by:

- Calling the hotline number established by the Company for that purpose, **855-311-9572**, which is monitored by **EthicsPoint**. This policy and the hotline number are also posted on the Company's website.
- A Web Portal has also been established by the Company and **EthicsPoint** has setup a unique web link for easy access. The portal can be found at *[www.connscares.ethicspoint.com](http://www.connscares.ethicspoint.com)*.

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Retaliation in response to a good faith report of a suspected violation is prohibited.

### **No Rights Created**

This Code of Ethics is a statement of certain fundamental principles, policies and procedures that govern the Company's Financial Professionals in the conduct of the Company's business. It is not intended to and does not constitute an employment contract or assurance of continued employment, and does not create any rights in any employee, customer, supplier, competitor, stockholder or any other person or entity.

**ACKNOWLEDGMENT**

I have received and read the Code of Ethics for Chief Executive Officer, President and Senior Financial Professionals of Conn's, Inc. I agree to comply with the standards contained in such Code and related policies applicable to me.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Date