



SYNCHRONY FINANCIAL (the “Company”) ANNUAL MEETING OF STOCKHOLDERS QUESTIONS AND ANSWERS

Below is a question asked during Synchrony Financial’s 2024 Annual Meeting of Stockholders (the “Annual Meeting”) held on Tuesday, June 11, 2024. We have provided answers to the questions received during the Annual Meeting below. Where we received multiple questions on the same topic, we’ve grouped them together and provided one answer. We also have made minor edits for clarity, corrected typos, removed language that was inappropriate or related to a stockholder’s personal interests, matters, or grievances, and removed names of individuals. Synchrony’s answers to these questions may include forward-looking statements. These statements are subject to risks and uncertainty, and actual results could differ materially. We list the factors that might cause actual results to differ materially in our SEC filings, which are available on our website. We may also refer to non-GAAP financial measures in discussing the Company’s performance. You can find a reconciliation of these measures to GAAP financial measures in our SEC filings.

Question

A shareholder inquired about the Company’s director resignation bylaw (Article II, Section 2.2 of the Company’s Amended and Restated Bylaws). The company has in place a director resignation bylaw that provides the Board post election discretion to determine whether to accept or reject the resignation of an incumbent director who fails to be reelected. Does the bylaw undermine the voting rights of shareholders by allowing the Board to have final say on the unelected director’s status?

The question was addressed by our Chief Risk and Legal Officer, Jonathan Mothner:

We believe that the bylaw does not undermine voting rights by shareholders because it provides the Board of Directors, ultimately, the discretion to address situations where they think exercise of that discretion would be in shareholders’ best interest.