

RELATED PARTY TRANSACTION POLICY

(As revised through April 2019)

All “related party transactions” involving Atlanticus Holdings Corporation or its subsidiaries shall be approved in advance or through ratification by (a) a majority of the independent members of the Company’s Board of Directors or (b) a majority of the members of a committee of the Company’s Board of Directors consisting solely of independent directors, such as the Audit Committee or the Nominating and Corporate Governance Committee. In deciding whether to approve a related party transaction, the directors should consider whether the transaction is on terms and conditions that are reasonable under the circumstances and in the best interests of shareholders.

For purposes of this policy a “related party transaction” is one in which the Company is a participant and that, individually or taken together with other transactions with a “covered person” (as defined below) or group of related covered persons, exceeds, or is reasonably likely to exceed, \$120,000 in amount in any fiscal year and in which any of the following individuals (a “covered person”) has a direct or indirect material interest:

1. any director or executive officer;
2. any nominee for election as a director;
3. any securityholder who is known by the Company to own of record or beneficially more than 5% of any class of the Company’s voting securities; or
4. any immediate family member of any of the foregoing persons, including any child; stepchild; parent; stepparent; spouse; sibling; mother-, father-, son-, daughter-, brother-, or sister-in-law; and any person (other than a tenant or employee) sharing the same household.

For purposes of this policy, a material interest in a transaction shall not be deemed to exist when a covered person’s interest in the transaction results from (a) the covered person’s (together with his immediate family’s) direct or indirect ownership of less than a 10% economic interest in the other party to the transaction, and/or the covered person’s service as a director of the other party to the transaction, or (b) the covered person’s pro rata participation in a benefit received by him solely as a security holder.

A transaction shall be deemed to involve the Company if it involves a vendor or partner of the Company or any of its subsidiaries and relates to the business relationship between the Company or any of its subsidiaries and that vendor or partner.

Not less often than annually, the Company shall require each of its directors and executive officers to identify in writing to the Company each person who, relative to such director or executive officer, is identified in clause (3) or (4) of the definition of “covered person.” Utilizing the results of this process, the Company shall review its appropriate records to determine whether there are any related party transactions with any covered person and to confirm that any required approvals have been obtained.

This Policy is intended to require approval for any transaction that could require disclosure pursuant to Regulation S-K, Item 404(a) and should be interpreted consistent with that Item.