
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12



SYNCHRONY FINANCIAL

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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SYNCHRONY FINANCIAL
777 LONG RIDGE ROAD
STAMFORD, CT 06902

Your **Vote** Counts!

SYNCHRONY FINANCIAL 2024 Annual Meeting

Vote by June 10, 2024
11:59 PM ET



V42398-P04625

You invested in SYNCHRONY FINANCIAL and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 11, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

June 11, 2024
11:00 AM Eastern Time

Virtually at:
www.virtualshareholdermeeting.com/SYF2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations
1. Election of Directors Nominees:	
1a. Brian D. Doubles	☑ For
1b. Fernando Aguirre	☑ For
1c. Paget L. Alves	☑ For
1d. Kamila Chytil	☑ For
1e. Arthur W. Coviello, Jr.	☑ For
1f. Roy A. Guthrie	☑ For
1g. Jeffrey G. Naylor	☑ For
1h. Bill Parker	☑ For
1i. Laurel J. Richie	☑ For
1j. Ellen M. Zane	☑ For
2. Ratification of Selection of KPMG LLP as Independent Registered Public Accounting Firm of the Company for 2024.	☑ For
3. Advisory Vote to Approve Named Executive Officer Compensation.	☑ For
4. Approval of Synchrony Financial 2024 Long-Term Incentive Plan.	☑ For
5. Approval of an Amendment to the Company's Amended and Restated Certificate of Incorporation to Reflect Recently Amended Delaware Law Provisions Regarding Officer Exculpation.	☑ For

NOTE: All shares will be voted as instructed. In the absence of instructions, all shares will be voted with respect to registered stockholders that return a signed proxy card, in accordance with the Board of Directors recommendations. At their discretion, the proxies are authorized to vote upon any other matter as may properly be presented at the meeting or any adjournments or postponements thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".