UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

February 27, 2023
Date of Report
(Date of earliest event reported)

SYNCHRONY FINANCIAL

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation) 001-36560 (Commission File Number) 51-0483352 (I.R.S. Employer Identification No.)

777 Long Ridge Road Stamford, Connecticut (Address of principal executive offices)

06902 (Zip Code)

(203) 585-2400
(Registrant's telephone number, including area code)
N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:				
	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)			
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)			
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))			
	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))			
Securities Registered Pursuant to Section 12(b) of the Act:				

Title of each class Common stock, par value \$0.001 per share Depositary Shares Each Representing a 1/40th Interest in a Share of 5.625% Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series A

Trading Symbol(s)
SYF
SYFPrA

Name of each exchange on which registered New York Stock Exchange New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this ch	napter) or
Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).	
Emerging growth company	П

	Emerging growth company	ш
If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended t	ransition period for complying with any new	v or
revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.	, ., .,	

Item 7.01 Regulation FD Disclosure.

This investor presentation is designed to serve as a general information resource and, as such, updates various, previously disclosed company data for the full year ended December 31, 2022 where available. Such data speaks only as of December 31, 2022, and we undertake no obligation to update or revise such data in the future.

The information contained in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly stated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being furnished as part of this report:

<u>Number</u>	<u>Description</u>
99.1	Synchrony Investor Presentation
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SYNCHRONY FINANCIAL

Date: February 27, 2023 By: /s/ Jonathan Mothner

Name: Jonathan Mothner

Executive Vice President, General Counsel and Secretary

Title: Secretary

EXHIBIT INDEX

Number <u>Description</u>

99.1 104

Synchrony Investor Presentation
The cover page from this Current Report on Form 8-K, formatted in Inline XBRL



Investor Presentation

February 2023





Disclaimers

Cautionary Statement Regarding Forward-Looking Statements

This presentation contains certain forward-looking statements as defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are subject to the "safe horbor" created by those sections. Forward-looking statements may be identified by words such as "expects," "intends," "anticipates," "plans," "believes," "seeks," "seeks," "seeks," "setimates," "willi," "should," "may" or words of similar meaning, but these words are not the exclusive means of identifying forward-looking statements are based on management's current expectations and assumptions, and are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. As a result, actual results could differ materially include global political, economic, business, competitive, market, regulatory and other factors and risks, such as: the impact of macroeconomic conditions and whether industry trends we have identified develop as anticipated, including the future impacts of the novel cornovirus disease ("COVID-19") outbreak and measures taken in response thereto for which future developments are highly uncertain and difficult to predict; retaining existing partners and attracting new partners, concentration of our revenue in a small number of partners, and promotion and support of our products by our partners; cyber-attacks or other security breaches; disruptions in the operations of our and our outsourced partners' computer systems and data centers; the financial performance of our partners; the sufficiency of our allowance for credit losses and the accuracy of the assumptions or estimates used in preparing our financial statements, including those related to the CECL accounting guidance; higher borrowing costs and deverse financial market conditions impacting our funding and liquidity, and any reduction in our credit ratings; our ability to grow our deposits in the future; damage to our reputation; our ability to securitize our lonn receivables, occur

For the reasons described above, we caution you against relying on any forward-looking statements, which should also be read in conjunction with the other cautionary statements that are included elsewhere in this presentation and in our public filings, including under the heading "Risk Factors Relating to Our Business" and "Risk Factors Relating to Regulation" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as filed on February 9, 2023. You should not consider any list of such factors to be an exhaustive statement of all the risks, uncertainties, or potentially inaccurate assumptions that could cause our current expectations or beliefs to change. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as otherwise may be required by law.

Statistical and Other Data

This presentation contains various statistical and other data relating to current and future market sizes and growth opportunities for Synchrony's business and the industries in which Synchrony operates. These data were sourced from third parties and also Synchrony internal analysis and involve a number of assumptions and estimates. Although we believe the information sourced from third parties to be reliable, we have not independently verified such information and cannot guarantee its accuracy or completeness. In addition, all reference to cardholders and applications are for consumer only.

Non-GAAP Measures

The information provided in this presentation includes measures which are not prepared in accordance with U.S. generally accepted accounting principles ("GAAP"). For a reconciliation of these non-GAAP measures to the most directly comparable GAAP measures, please see the appendix that follows.



Differentiated Business Model...

DEF DEEP CONSUMER LENDING EXPERTISE

\$1.2T
Purchase Volume since IPO

4

9K+

Consumer Attributes Used for Underwriting and Cyber Security

BROAD REACH

460K+

100Ms across our CareCredit, Home, Car Care and MySynchrony Networks

Agile Build Teams

Digital Applications

BALANCED PORTFOLIO **OUT OF PARTNER SPEND**

PURCHASE VOLUME BY PLATFORM



Health Furnishings Discount Stores

YEAR-END RECEIVABLES 8 26% NON-PRIME

... Driving Strong Financial Results

BALANCED GROWTH SINCE YEAR OF IPO1 AT STRONG RISK-ADJUSTED RETURNS

ANNUAL GROWTH IN LOAN RECEIVABLES

ANNUAL GROWTH IN NET INTEREST INCOME

10%

ANNUAL GROWTH IN DILUTED EARNINGS PER SHARE

ROBUST FUNDING, CAPITAL AND LIQUIDITY

80%+

12.8%

TIER 1 CAPITAL + CREDIT LOSS RESERVE RATIO* (vs~11% target)

8

TANGIBLE BOOK VALUE PER SHARE (+46% vs 2Q20**)

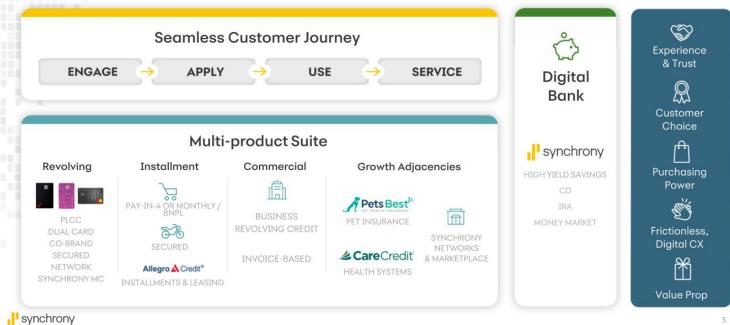




1

Synchrony ** Tangible book value (TBV) is a non-GAAP measure, also referred to as Tangible common equity (TCE); see non-GAAP reconciliation at the end of this presentation

Diverse Suite of Digital Products and Experiences...



... Addresses Broad Range of Consumers' **Financing Needs**

ILLUSTRATIVE PRODUCT JOURNEY **INSTALLMENT PLCC DUAL CARD TRANSACTIONAL TOP OF WALLET EXPANDED UTILITY BUILDING CREDIT ESTABLISHED CREDIT** STRONG CREDIT • Revolving credit line · Pay-over-time flexibility · Revolving credit line with broad utility · Closed-end, one-time loan · Partner rewards · Expanded rewards · Pay-over-time options • Pay-over-time options • Brand affinity · Brand loyalty synchrony

Efficient Partner Model Builds Broad Cardholder Base ...

BROAD, MASS-MARKET REACH









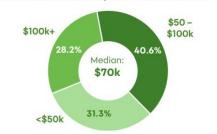


PRODUCTS WITH WIDE APPEAL

Loan Mix Shifting as Younger Borrowers Adopt Cards



Accounts Across Broad Spectrum of Income Levels³





lifetime value of an account⁶

LOW COST, HIGH VALUE



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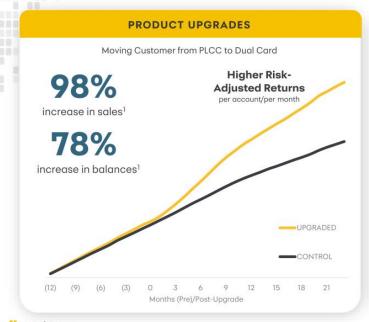
... Across Deep and Diversified Industry Platforms

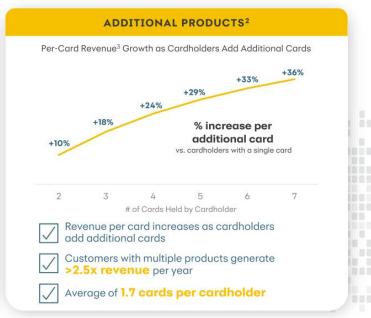
DIGITAL	HEALTH & WELLNESS	HOME & AUTO	DIVERSIFIED & VALUE	LIFESTYLE
amazon PayPal venmo verizon qurate	Pets Best ¹⁾ Pets Best ¹⁾ AspenDental	DISCOUNT: TIRE ASHLEY	belk Fleet 1 Farm TJX sam's club (>) JCPenney	Sweetwater PANDÖRA

8



Drive Value by Deepening Customer Relationships





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Proprietary Data and Multidimensional Underwriting Enable Greater Predictive Precision for a Similar Level of Risk



Knowing who the customer is and why they are shopping enables us to make better credit and fraud decisions



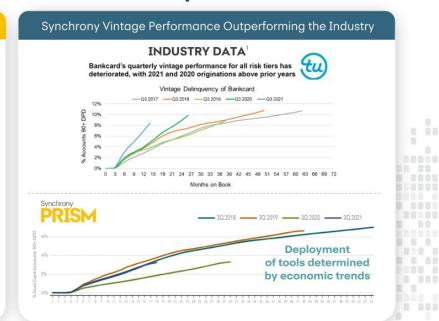
Constantly Innovating To Make Better Decisions and Enhance the Customer Experience

(Illustrative Example

Synchrony develops a new proprietary acquisition model that outperforms a previous third-party solution, separating risk better. Synchrony has three options to deploy the new model:

- Increase approval rate 75bps and hold losses flat
- 2 Hold approval flat and reduce losses by 40bps
- 3 Some combination of driving approval rate and loss benefit

The decision is not a singular event; at any point we can move between the options above to optimize the outcome.





Utilize Many Levers to Manage Risk and Optimize Outcomes



Credit Levers Available to Manage Exposure

PORTFOLIO COMPOSITION



Acquisitions

- Proactive acquisition offers (prescreen and quick-screen)
- PLCC marginal cutoffs
- Line assignment



Product Offerings

 Product mix between Dual Card, PLCC, Secured Card, Synchrony Installments, and Pay in 4 to modify exposure and utility

PORTFOLIO MANAGEMENT



Account Management

- Proactive account upgrades
- Delinquent and overlimit authorizations
- Credit line increases
- Credit line decreases
- Account closures



Collections and Recovery

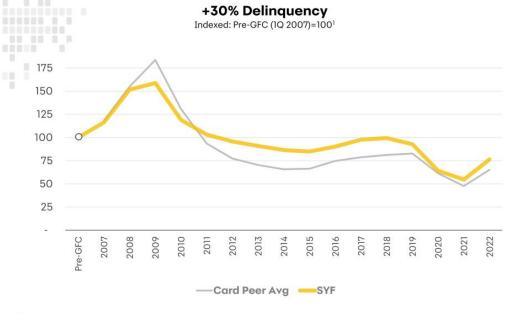
- · Collection segmentation
- Contact and collection strategies
- · Settlement offers
- Charge-off placement strategies
- Debt sales vs. liquidation strategies



Deliver Consistent Loss Performance Over Time

+30% Delinquency

Indexed: Pre-GFC (1Q 2007)=1001



- √ Less volatility through cycles
- ✓ PRISM tools enable approval of more borrowers for similar level of risk
- ✓ Underwrite to Risk-Adjusted Margins at a partnership level
- √ Aggregated portfolio delivers a 5.5%-6.0% net loss rate in a steady environment

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Digital Bank Serves as Funding Foundation

STRONG RELATIONSHIPS









STABLE FUNDING OVER TIME



Stable Deposit Vintages

80%+ balances > 3 years

Customer Satisfaction

Industry-leading customer satisfaction scores1

Retail Deposits (\$B)

-Customer Retention

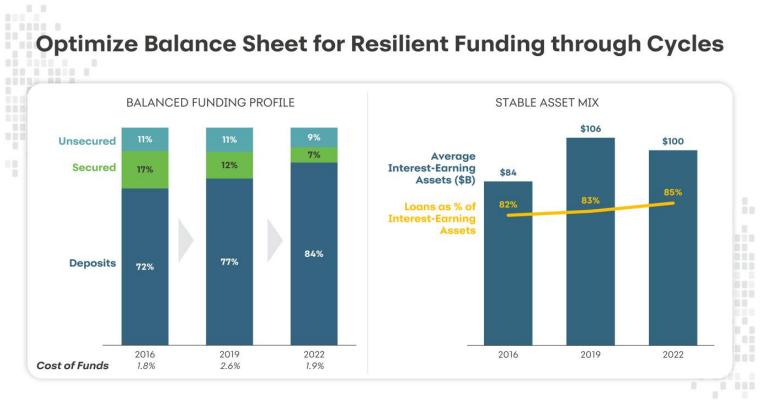
-Cost of Total Interest-Bearing Deposits

Frictionless

Digital banking customer experience







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Maintain Prudent Capital Position While Driving Value for Shareholders

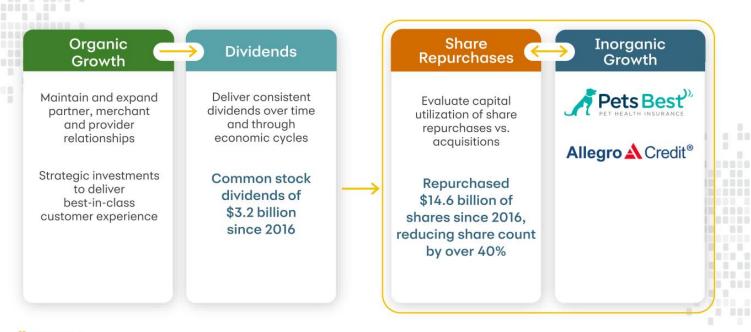




Reflects the sum of our "Tier 1 Capital" and "Allowance for Credit Losses," divided by our "Total Risk-Weighted Assets". Tier 1 Capital and Risk-Weighted Assets are adjusted to reflect the fully phased-in impact of CECL.

synchrony ** Tangible book value (TBV) is a non-GAAP measure, also referred to as Tangible common equity (TCE); see non-GAAP reconciliation at the end of this presentation

Execute a Disciplined Capital Allocation Strategy

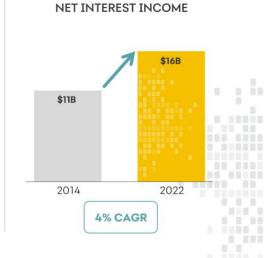


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Well Positioned to Deliver Sustainable Growth ...

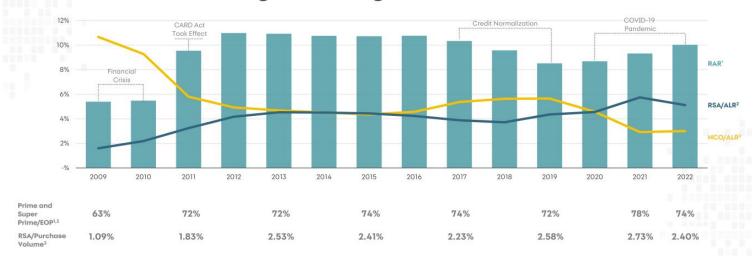








... and Resilient Risk-Adjusted Returns through Evolving Environments



LONG-TERM ~2.5+% ROA
TARGETS: ~28+% ROTCE



* Risk-adjusted return (RAR) defined as net interest income minus retailer share agreements (RSA) and net charge offs (NCOs), divided by average loan receivables (ALR)

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Long-Term Financial Framework Should Deliver Double-Digit EPS Growth in a Normalized Operating Environment



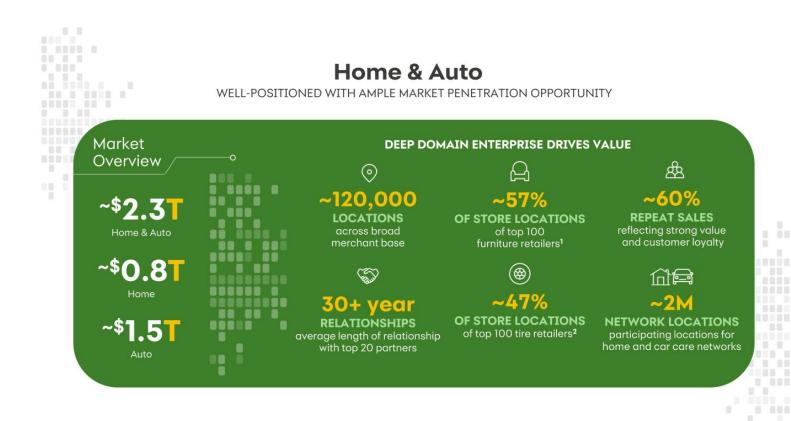




APPENDIX

Home & Auto

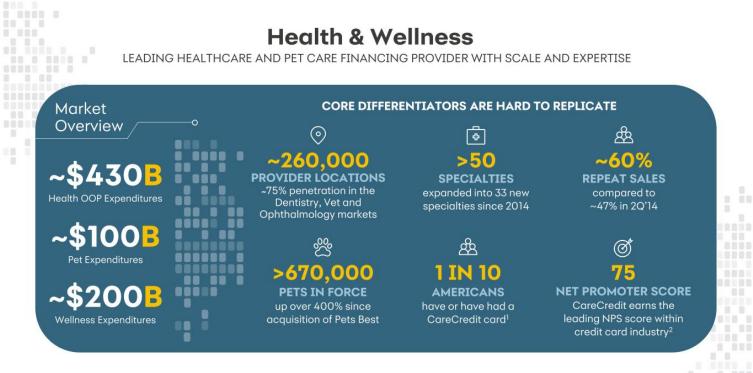
WELL-POSITIONED WITH AMPLE MARKET PENETRATION OPPORTUNITY



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Health & Wellness

LEADING HEALTHCARE AND PET CARE FINANCING PROVIDER WITH SCALE AND EXPERTISE



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Diversified & Value

DELIVER OMNICHANNEL EXPERIENCES AND EVERYDAY VALUE ACROSS SCALED RETAIL PARTNERS



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Lifestyle

STRONG FOUNDATION, POSITIONED FOR GROWTH



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Digital

HIGHLY ENGAGED CUSTOMERS, DEEPLY INTEGRATED PRODUCTS AND PARTNERSHIPS



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Footnotes

All metrics are as of and for the period ending December 31, 2022 except where noted.

Differentiated Business Model

- As of December 2020.
- As of December
 As of June 2021.

Driving Strong Financial Results

- 1. Reflects compound annual growth rates from 2014 to 2022; average risk-adjusted return reflects simple average of full-year results from 2014 to 2022.
 2. Risk-adjusted return (RAR) defined as net interest income minus retailer share agreements (RSA) and net charge offs (NCOs), divided by average loan receivables (ALR).

- Efficient Partner Model Builds Broad Cardholder Base
 1. Among top U.S. consumer credit card issuers as of November 2022. Source: Argus, internal analysis.
- Among active accounts.
 Self-reported income, August 2021 to July 2022.
- Source: Internal analysis, 2021. Based on representative large retail partner. Cost to acquire excludes offer/reward costs. Source: Argus, 2020.
- Lifetime value representative of large retail partner account and is based on a vintage 10-year estimate of net finance charges + net late fees + interchange loyalty costs net losses. Source: Internal analysis, 2021.

- Drive Value by Deepening Customer Relationships
 1. Estimated value based upon performance tracking from upgrade targeting campaigns utilizing Synchrony-built proprietary models. Source: Internal analysis, 2021.
- Source: Internal analysis.
- Per-card revenue reflects annual net finance charges and late fees.

Proprietary Data and Multidimensional Underwriting
1. Includes active and inactive accounts as of June 30, 2021.

Constantly Innovating to Make Better Decisions & Enhance the Customer Experience 1. Source: TransUnion, 90+ day delinquency rate by month.

Deliver Consistent Loss Performance Over Time

"Card Peer Average" reflects average 30+ day delinquency rates at the following business units: Capital One Financial Corporation – Credit Card Business, Domestic Card; Discover Financial Services – Credit Card; Citigroup – Personal Banking & Wealth Management, U.S. Personal Banking, Branded Cards and Retail Services; JPMorgan Chase & Co – Consumer & Community Banking, Credit Card. Source: Company filings.



Footnotes

Digital Bank Serves as Funding Foundation 1. Source: Internal analysis, October 2022.

And Resilient Risk-Adjusted Returns through Cycles

- a Resiment Risk-Adjusted Rechiffs drough Screen (Classification of Prime & Super Prime refers to VantageScore credit scores of 651 or higher for 2019-2022, and FICO scores of 661 or higher for periods prior to 2019.

 RSA/ALR refers to Retail Share Arrangements as a percentage of Average Loan Receivables; NCO/ALR refers to Net Charge-Offs as a percentage of Average Loan Receivables;

 Prime & Super Prime (EOP refers to Prime & Super Prime loan receivables as a percentage of total Period-end Loan Receivables; RSA/Purchase Volume refers to Retailer Share Arrangements as a percentage of Purchase Volume.

Appendix

The "average length of our relationship" with respect to a specified group of partners or programs is measured on a weighted average basis by interest and fees on loans for the year ended December 31, 2022, for those partners or for all partners participating in a program, based on the date each partner relationship or program, as applicable, started.

- Home and Auto
 1. Source: Furniture Today 2021 Top 100 (Released 5/23/2022).
- 1. Source: Furniture Today 2021 Top 100 (Released 5/20/2022).
 2. Source: Modern Tire Dealer 100 Dealers (July 2022 Digital Edition).

Health and Wellness

- Source: Internal analysis, utilizing 2021 U.S. Census.
 Source: Satmetrix 2021 Net Promoter Benchmark Study of U.S. Consumers, conducted January to March 2021.

- Source: Internal analysis, based on 2021 retail partner filings.
 Consumer only.

- Lifestyle

 1. Reflects time between dealer accepting terms and being approved.

 2. Total partner/dealer locations as of June 2021.

 3. Average dealer locations/storefronts added since January 2019, per year through June 30, 2021.
- 4. Consumer only.

- Digital
- Source: U.S. Census. Source: Partner public filings, 2021.
- 3. Consumer only.



Non-GAAP Reconciliation

The following table sets forth the components of our Tangible common equity and tangible common equity per share

\$ in millions, except per share statistics

	At I	At December 31, Total	
	2016	2019	2022
GAAP total equity	\$14,196	\$15,088	\$12,873
Less: Preferred Stock	12	(734)	(734)
Less: Goodwill	(949)	(1,078)	(1,105)
Less: Intangible assets, net	(712)	(1,265)	(1,287)
Tangible common equity	\$12,535	\$12,011	\$9,747
GAAP book value per share	\$17.37	\$23.31	\$27.70
Less: Goodwill	(1.16)	(1.75)	(2.52)
Less: Intangible assets, net	(0.87)	(2.06)	(2.94)
Tangible common equity per share	\$15.34	\$19.50	\$22.24



Non-GAAP Reconciliation Continued

The following table sets forth the components of our Tier 1 Capital + Reserves ratio for the periods indicated below.

\$ in millions

Tier 1 Capital
Less: CECL transition adjustment
Tier 1 capital (CECL fully phased-in)
Add: Allowance for credit losses
Tier 1 capital (CECL fully phased-in) plus Reserves for credit losses
Risk-weighted assets
Less: CECL transition adjustment
Risk-weighted assets (CECL fully phased-in)

Atl	December 3 Total	1,
2014	2020	2022
\$9,277	\$ 13,525	\$ 12,493
678	(2,686)	(1,719)
\$9,277	\$ 10,839	\$ 10,774
3,236	10,265	9,527
\$12,513	\$ 21,104	\$ 20,301
\$64,162	\$ 80,561	\$ 91,596
12	(2,477)	(870)
\$64,162	\$ 78,084	\$ 90,726



Non-GAAP Reconciliation Continued

The following table sets forth a reconciliation between GAAP results and non-GAAP managed-basis results for 2009

\$ in millions

IN MILITORS	
	Year ended December 31, 2009
Net charge-offs as a % of average loan receivables, including held for sale:	- V
GAAP	11.26 %
Securitization adjustments	(0.59) %
Managed basis	10.67 %
Net interest income as a % of average loan receivables, including held for sale:	
GAAP	16.21 %
Securitization adjustments	1.44 %
Managed basis	17.65 %
Retailer share arrangements as a % of average loan receivables, including held for	
GAAP	3.40 %
Securitization adjustments	(1.80) %
Managed basis	1.60 %
Average loan receivables	
GAAP	\$23,485
Securitization adjustments	23,181
Managed basis	\$46,666
End of period loans	
GAAP	\$22,912
Securitization adjustments	23,964
Managed basis	\$46,876

