

CONN'S, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(AMENDED AND RESTATED MARCH 25, 2014)

The Purposes of the Nominating and Corporate Governance Committee

The purposes of the Nominating and Corporate Governance Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Conn's, Inc. (the "*Company*") shall be to:

- identify qualified individuals to become Board members, and assisting the Board in determining the composition of the Board of Directors and its committees;
- assess Board and committee effectiveness;
- develop and implement the Company's corporate governance guidelines;
- fulfill all other responsibilities and duties required to be performed by a nominations and corporate governance committee under applicable law and regulations, including without limitation, the Sarbanes-Oxley Act of 2002 and the rules and regulations of The Nasdaq Stock Market, Inc. ("*NASDAQ*"); and
- otherwise taking a leadership role in shaping the corporate governance of the Company.

Committee Membership

The Committee shall be comprised of at least two (2) members of the Board, all of whom have been determined by the Board to meet the independence requirements of NASDAQ and any other regulatory requirements. The Board shall appoint members of the Committee annually and as vacancies or newly created positions occur. Members may be removed by the Board at any time. The Chairman of the Board shall name the Chairman of the Committee.

Meetings

The Committee shall meet as often as it determines, but not less frequently than once each year. A majority of the members of the Committee shall constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and

may take action by unanimous written consent to the fullest extent permitted by the General Corporation Law of the State of Delaware.

The Committee may require, to the same extent the Board may require, any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee shall record, or cause to be recorded, minutes of the proceedings of each meeting of the Committee, and shall send, or cause to be sent, such minutes to all members of the Board. The Secretary of the Company shall permanently file the minutes of all meetings of the Committee in the Company's corporate record books. In lieu of a meeting, the Committee may also act by unanimous written consent.

### **Authority**

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors. If it is deemed desirable to retain an independent search firm to assist in identifying director candidates, the Committee shall have the sole authority to retain, at the expense of the Company, and terminate any such firm, including sole authority to approve fees and the terms of such retention. Subject to any limitations under applicable law or regulations, including NASDAQ regulations, the Committee shall also have the authority, to the extent it deems necessary or appropriate, to delegate its duties to a sub-committee composed of one or more members of the Committee.

### **Responsibilities and Duties**

1. Consider and make recommendations to the Board concerning the size and composition of the Board and its committees.
2. Develop and recommend to the Board guidelines and criteria for determining qualifications for the selection of directors and committee members.
3. Review the qualifications of and recommend to the Board a slate of nominees for directors to be submitted to the stockholders for election at each annual meeting of stockholders and nominees for directors to be elected by the Board to fill vacancies and newly created directorships in compliance with the Company's Bylaws, in accordance with the following criteria:
  - (a) Director selection should include a sufficient number of enough independent directors to satisfy the requirements of the rules and regulations of NASDAQ and the Securities and Exchange Commission, and such independent directors should have appropriate skills, experiences and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by independent directors. Subject to the right

of the Committee and the Board to decide otherwise when deemed appropriate, the Chief Executive Officer of the Company generally should be a director and, depending on the circumstances, certain other members of management, as well as certain individuals having relationships with the Company that prevent them from being independent directors, may be appropriate members of the Board.

- (b) Each director should: (i) be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others; (ii) be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper and reasonable performance of the responsibilities of a director; (iii) be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to the Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation and continuing education guidelines); and (iv) have the capacity and desire to represent the balanced, best interest of the stockholders as a whole and not primarily a special interest group or constituency.

4. Review the Board's committee structure and recommend to the Board for its approval directors to serve as members of each committee. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.

5. Review stockholder nominations for directors properly submitted in accordance with the Company's Certificate of Incorporation and Bylaws and regulatory requirements and make recommendations to the Board regarding the Company's responses to such nominations in accordance with regulatory requirements.

6. Provide periodic reports on the Committee's activities to the Board.

7. Annually evaluate the performance of the Committee and assess the adequacy of this Charter and submit any proposed changes to the full Board for approval.

8. Develop and recommend to the Board for its approval an annual self-evaluation process for the Board and its committees. The Committee shall oversee the annual self-evaluation process.

9. Annually complete a self-evaluation of the Committee's effectiveness and provide a report of that assessment to the Board.

10. Review annually any stockholder proposals submitted for inclusion in the Company's proxy statement and recommending to the Board any actions or statements in response.

11. When appropriate and relevant for the Company, conduct a review of the Company's succession planning process for the Chief Executive Officer and any other members of management, and report its findings and recommendations to the Board.

12. Whenever in accordance with the corporate governance policies, practices and procedures of the Company a director is required to submit his or her resignation, evaluate such resignation and formulate a recommendation to the full Board with respect to action thereon.

13. Periodically review and assess the adequacy of the Company's corporate governance policies, practices and procedures, and recommend any proposed changes to the Board for approval.

14. Oversee compliance with the corporate governance policies and procedures and report on such compliance to the Board as often as appropriate;

15. Review and consider any requests for waivers of any of the Company's corporate governance policies and procedures for the Company's directors, executive officers and other senior financial officers, and shall make recommendation to the Board with respect to any such request;

16. Reviews and reports to the Board on a periodic basis with regards to matters of the Company's corporate responsibility performance, such as environmental, workplace or stockholder issues, as appropriate, and the Company's public reporting with regard to these topics.

17. Provide periodic reports on the Committee's activities to the Board.

18. Annually evaluate the performance of the Committee and assess the adequacy of this Charter and submit any proposed changes to the full Board for approval.

19. Perform any other activities required by applicable law, rules or regulations, including the rules of the Commission and NASDAQ, and perform other activities that are consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, and governing law, as the Committee or the Board deem necessary or appropriate.