

## CONN'S, INC.

### COMPLIANCE COMMITTEE CHARTER

#### **The Purposes of the Compliance Committee**

The purposes of the Compliance Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Conn's, Inc. (the "*Company*") shall be to oversee the Company's implementation of its compliance management system and other compliance plans, policies and procedures and to send a clear "tone from the top" regarding the importance of absolute compliance with all state and federal consumer finance laws governing its business. The Committee is to be the direct recipient of all relevant information from the compliance department and to provide a clear, independent reporting structure encouraging transparency within the Company and to perform any other duties as directed by the Board.

#### **Committee Membership**

The Committee shall be comprised of at least two members of the Board. Appointment to the Committee shall be made on an annual basis by the full Board upon recommendation by the Nominating and Corporate Governance Committee. The Chairman of the Board shall name the Chairman of the Committee. Committee members may be replaced by the Board. If the CEO of the Company is concurrently serving on the Board, he or she will be a member of the committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

#### **Compliance Committee Meetings**

The Committee shall meet as often as it determines to be necessary or appropriate, but not less frequently than quarterly. 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 shall meet periodically in separate executive sessions with the Company's Chief Compliance Officer and/or other members of management as it deems appropriate. 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 Committee members and the members of the Board who are not members of the Committee, accompanied by any recommendations to the Board approved by the Committee. The Chair shall report the

Committee's actions, recommendations, or findings to the Board at the next regularly scheduled meeting following a Committee meeting. The Secretary of the Company shall permanently file the minutes of all meetings of the Committee in the Company's corporate record books.

### **Outside Advisors**

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, regulatory and other advisors. The Committee shall have the sole authority to retain and terminate any consultant, independent legal counsel or other advisor to the Committee (collectively, "**Advisors**"), as deemed necessary, including the sole authority to approve such Advisor's fees and other terms of engagement. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisor, and the Company shall provide for funding for the reasonable compensation of such Advisor.

### **Compliance Committee Responsibilities**

The Committee shall:

1. Oversee the Company's compliance with state and federal consumer financial laws and the adequacy and effectiveness of the Company's compliance management system.
2. Oversee the Company's participation in any governmental audit or investigation related to regulatory compliance.
3. Review and discuss with Management the Company's consumer credit and collections litigation, financial risk exposures arising from consumer credit and collections litigation, and steps Management has taken to defend and mitigate exposure from such consumer credit and collections litigation, it being understood that it is the responsibility of Management to assess and manage the Company's exposure arising from consumer credit and collections litigation.
4. Annually evaluate the performance of the Committee and assess the adequacy of the Committee charter and recommend any proposed changes to the Board for approval.
5. Approve the appointment, dismissal and replacement of the Company's senior compliance officer.

Compliance with the following laws and regulations shall not be the responsibility of the Compliance Committee, but shall instead reside with the Committee or Department identified below: financial reporting and financial audit matters – Audit Committee; labor, wage and hour – Human Resources Department; Securities and Exchanges Commission – Legal Department; OSHA / workplace safety – Risk Department; corporate taxation – Tax Department.