

**Amended and Restated January 4, 2018**

**World Acceptance Corporation**

**Amended and Restated  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

**Purpose**

The Nominating and Corporate Governance Committee is appointed to assist the Board in discharging its responsibilities relating to (i) identifying and recommending qualified individuals for service on the Board and its committees, (ii) evaluating the composition of the Board and its committees, (iii) reviewing the Company's governance policies and procedures, and (iv) overseeing the evaluation of the Board and its committees.

**Committee Membership**

The Committee shall consist of no fewer than three directors appointed by the Board to serve such terms as determined by the Board. As determined in the business judgment of the Board, each Committee member will meet the independence requirements applicable to members of such a committee, as established by applicable laws, stock exchange and Securities and Exchange Commission rules and regulations, the Company's Governance Policy, and such other criteria as the Board may establish.

Vacancies on the Committee due to death, resignation or for any other reason may be filled by the Board, with such replacement members serving for the balance of the vacant term.

Unless a Chairman of the Committee is appointed by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

**Committee Authority and Responsibilities**

- A. With respect to the Board of Directors, the Committee shall:
1. Consider the size, function, composition and needs of the Board.
  2. Discuss with the Board and establish the criteria for selection of candidates for membership on the Board, including any specific minimum qualifications required for service on the Board, any specific qualities or skills that the Committee believes are necessary for one or more of the Company's directors to possess, and any considerations of diversity in identifying director nominees.
  3. Identify qualified individuals for service on the Board, including by considering the specific experience, qualifications, attributes or skills leading to the selection of each candidate.

4. Review candidates for election as director.
  5. Oversee the search for individuals qualified to become members of the Board, including by evaluating persons suggested by shareholders or others, and supervise appropriate inquiries into the backgrounds and qualifications of possible candidates.
  6. Recommend to the Board nominees to fill vacancies between annual meetings of shareholders and recommend to the Board the list of nominees for whose election proxies are to be solicited and voted at each annual meeting of shareholders.
  7. Conduct a periodic review of both management and nonmanagement director performance and work with the Chairman of the Board and Chief Executive Officer of the Company to remedy any unsatisfactory performance.
- B. With respect to the committees of the Board of Directors, the Committee shall:
1. Monitor and make recommendations to the Board with respect to the functions of the various committees of the Board.
  2. Make recommendations to the Board with respect to the membership of the various committees of the Board including, but not limited to, the membership of the Audit and Compliance Committee and the membership of the Compensation and Stock Option Committee.
- C. With respect to management succession, the Committee shall:
1. Review management succession plans with the Chief Executive Officer.
  2. Select and present to the Board the names of persons to be considered as successor to the Chief Executive Officer, the President, and such other senior executive officers as the Committee may deem appropriate.
  3. Report to the Board any concerns or issues that might indicate that organizational strengths are not equal to the requirements of the Company's long-range goals.
- D. With respect to other duties, Committee shall:
1. Consider matters of corporate governance.
  2. Periodically review and reassess the adequacy of the Company's corporate Governance Policy and Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.
  3. Review issues with respect to the structure of the meetings of the Board of Directors and the matters to be considered by the Board.

4. Advise the Compensation and Stock Option Committee on matters with respect to changes in director compensation.
5. Oversee any process used by the Board and its committees for self-evaluations.
6. Discuss with the Board and establish director retirement policies.

#### **Meetings and Procedural Matters**

- A. The Committee shall meet, in person or by telephone or video conference, as often as it deems necessary or appropriate, but not less frequently than once annually, at such times and places as it shall determine. It shall record the action taken at such meetings. A majority of the members of the Committee shall constitute a quorum. Subject to actions taken pursuant to permitted delegations of authority, the affirmative vote of a majority of the members at a meeting or by unanimous written consent shall constitute action by the Committee.
- B. The Committee may ask members of management or others to attend any meeting and provide such information or advice as desired by the Committee.
- C. The Committee may form and delegate authority to subcommittees when appropriate.
- D. The Committee shall make regular reports to the Board and such recommendations as the Committee deems appropriate.
- E. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- F. The Committee shall have the authority to engage a search firm to assist in identifying director candidates and to engage outside counsel and other advisors, in each case as it deems appropriate, and to set the terms (including fees) of all such engagements. The Company shall provide for appropriate funding, as determined by the Committee, for paying fees to outside advisors engaged by the Committee and for any other activities undertaken pursuant to this Charter.

Approved, amended and restated by the Board of Directors of World Acceptance Corporation on January 4, 2018.