



**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE  
BOARD OF DIRECTORS  
OF  
CURO GROUP HOLDINGS CORP.**

**PURPOSE**

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CURO Group Holdings Corp., a Delaware corporation (the “**Company**”), is appointed by the Board for the purpose of:

- providing oversight and recommendations for Board governance;
- identifying and nominating individuals qualified to serve as members of the Board and committees of the Board; and
- performing such other functions as provided in this Nominating and Corporate Governance Committee Charter (this “**Charter**”).

In fulfilling the purposes described herein, the Committee shall endeavor to maintain free and open communication among the Company’s directors, the members of the Company’s senior management as disclosed by the Company from time to time pursuant to Item 401(b) and Item 401(c) of Regulation S-K (“**Senior Management**”) and other Company employees.

**COMMITTEE MEMBERSHIP**

A. Committee Members

The members of the Committee (collectively, the “**Members**” and each, individually, a “**Member**”) shall be appointed by the Board and shall serve at the discretion of the Board. Any Member may be removed from the Committee, with or without cause, by the Board. The Committee shall consist of at least two (2) Members, each of whom shall be a member of the Board.

B. Membership Requirements

Members of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations of the Securities and Exchange Commission (the “**SEC**”) and the New York Stock Exchange (“**NYSE**”):

1. Each Member shall meet the independence requirements of the rules set forth in the NYSE Listed Company Manual, as they may be amended from time to time (such listing standards, the “**NYSE Rules**”).

2. Members of the Committee may not receive any compensation from the Company, except the fees that they receive for service as a member of the Board or any committee thereof or as otherwise permitted by applicable law, the rules of the SEC and the NYSE Rules. Any such compensation shall be approved by the Board.

## **DUTIES AND RESPONSIBILITIES**

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe, and shall have all powers necessary and proper to fulfill all such duties and responsibilities. The Committee shall:

### **A. Board Composition, Evaluation and Nominating Activities**

1. Recommend to the Board for approval, the guidelines with the criteria to be used by the Committee to identify individuals qualified to become directors, including such specific minimum qualifications, if any, that the Committee believes are necessary for one or more of the Company's directors to possess (such criteria, as approved by the Board, the "**Director Criteria**").
2. Search for, identify, evaluate, select and recommend to the Board for approval, candidates to fill new positions or vacancies on the Board and the class of directors in which any such individuals should serve, consistent with the Director Criteria.
3. Periodically review and make recommendations to the Board regarding the size of the Board, the practices of the Board, the compensation payable to the Board as well as the composition of the Board with respect to the qualifications set forth in the Director Criteria.
4. Review the appropriateness of continued Board membership for any director that significantly changes professional responsibilities from those held when elected to the Board.
5. Develop and review periodically the guidelines for considering stockholder nominees for election to the Board that are consistent with the Company's bylaws.
6. Review and consider any director candidates recommended by stockholders, provided such stockholder recommendations are made in compliance with the Company's certificate of incorporation, bylaws, and stockholder nomination guidelines, as well as in accordance with applicable laws, rules and regulations.
7. Evaluate the performance of individual members of the Board eligible for re-election, and select and recommend to the Board for approval, the director nominees by class for election to the Board by the stockholders at the annual

meeting of stockholders or any special meeting of stockholders at which directors are to be elected.

8. Consider the Board's leadership structure, including the appointment of a lead independent director of the Board, either permanently or for specific purposes, and make such recommendations to the Board with respect thereto as the Committee deems appropriate.
9. Review and assess the independence, financial literacy, financial expertise, risk management experience and risk management expertise of directors and director nominees against the independence requirements of the NYSE Rules, applicable rules and regulations promulgated by the SEC and other applicable laws.

B. Board Committees

1. Review the structure, composition, size, compensation payable to, purpose, operations and charter of each committee of the Board and make recommendations, if any, to the Board for changes to its committees.
2. Recommend to the Board persons to be members and chairpersons of its various committees.
3. Recommend to the Board the creation of additional committees from time to time as deemed necessary or appropriate.

C. Corporate Governance

1. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company (the "**Corporate Governance Guidelines**").
2. Review the Corporate Governance Guidelines approved by the Board and their application, and recommend any changes to the Board for its consideration.
3. Review directors' compliance with the requirements of the Corporate Governance Guidelines relating to service on other boards or audit committees of publicly traded companies, and approve such exceptions or other actions as may be appropriate with respect to such service.
4. Oversee the Company's corporate governance practices, which shall include reviewing the adequacy of the Company's corporate governance framework, including the Company's certificate of incorporation and bylaws, and recommending to the Board for approval any changes deemed necessary or advisable.
5. Oversee the conduct of the annual performance evaluation of the Board and its committees (including this Committee) and present the results to the Board.

6. Establish and review periodically the guidelines for director orientation and continuing education.
7. Review the disclosure included in the Company's annual proxy statement or annual report on Form 10-K, as required, regarding director independence and qualifications, the director nomination process, board leadership, operations of the Committee, any disclosure required pursuant to Item 407(e)(3)(iv) of Regulation S-K and other corporate governance matters.
8. Review any proposals properly submitted by stockholders for action at the annual meeting of stockholders and make recommendations to the Board regarding action to be taken in response to each such proposal.
9. Oversee and assess the Company's environmental and social responsibility strategies, policies, goals and programs and make recommendations to the Board based on such oversight and assessment.

D. Additional Duties and Responsibilities

1. At least annually review and reassess the adequacy of this Charter, and assist in the review of other committee charters as necessary, and submit any recommended changes to the Board for approval.
2. Review and assess the performance and effectiveness of the Committee at least annually and report the results to the Board.
3. Obtain materials and training as may be necessary to educate the Committee and enable the Committee to carry out its duties.
4. Report regularly to the Board regarding its activities and recommendations.
5. Cooperate and collaborate with the other committees of the Board.
6. Discharge any other duties or responsibilities delegated to the Committee by the Board.
7. Take any other actions that the Committee deems necessary or proper to fulfill the purposes and intent set forth in this Charter.

## **STRUCTURE AND MEETINGS**

The Committee shall conduct its business and meetings in accordance with this Charter, the Company's bylaws and any direction set forth by the Board. A chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the Members. The chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and regularly reporting the Committee's actions to the Board.

The Committee shall determine its own rules and procedures, including designation of a chairperson pro tem in the absence of the chairperson, and designation of a secretary, who need not be a Member of the Committee. The secretary or his or her designee will attend Committee meetings and prepare minutes, indicating which Members of the Committee were present, and summarizing the discussions, decisions, recommendations and agreements reached. The minutes and the attachments considered necessary will be filed with the books and records of the Company and will be available for examination by auditors and regulators as required by law or audit practices. Any member of the Board shall be provided with copies of such Committee minutes, if requested.

The Committee will meet as often as it determines to be necessary and appropriate, but not less than twice each year, at such times and places as the Committee determines. Members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting. The chairperson of the Committee or a majority of the Members may call special meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. A majority of the appointed Members shall constitute a quorum for the transaction of business. The Committee shall act on the affirmative vote of a majority of Members present at a meeting at which a quorum is present. Should there be a tie in the voting on a particular matter, the chairperson of the Committee shall decide the tie with his or her vote. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.

The Committee shall meet periodically with members of Senior Management as deemed appropriate by the Committee. The Committee may invite to its meetings any director, officer, or employee of the Company and such other person as it deems appropriate in order to carry out its responsibilities. The Committee may meet with any person or entity in executive session as desired by the Committee.

The Committee may form subcommittees for any purpose that the Committee deems appropriate; provided, that any such subcommittee be composed entirely of independent directors and have a charter. The Committee may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, any such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or NYSE Rule to be exercised by the Committee as a whole.

## **AUTHORITY AND RESOURCES**

The Committee is granted the authority and resources necessary to discharge its responsibilities or to investigate any matter brought to its attention. The Committee shall be given full access to Senior Management, as well as the Company's books, records, facilities and other personnel. The Committee shall have the authority, in its sole discretion, to select, retain and terminate any of the legal counsel, search firms or other advisors ("**Advisors**") as it determines necessary to

assist with the execution of its duties and responsibilities as set forth in this Charter, and, if necessary, to institute special investigations. The Committee shall have direct responsibility for and shall set the compensation and terms and oversee the work of any Advisors retained by the Committee. The Committee may request any officer, employee or Advisor to attend a meeting of the Committee, meet with any Member of the Committee, or provide any pertinent information to the Committee or to any other person or entity designated by the Committee.

The Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent, after considering relevant independence factors. Unless required by applicable rules and regulations, the Committee is not required to assess the independence of any such Advisor that provides information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payments of:

- compensation to any Advisors employed by the Committee in carrying out its duties, as authorized by the immediately preceding paragraphs; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Nothing herein shall be construed to (a) require the Committee to implement or act consistently with the advice or recommendations of any Advisor to the Committee; or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

## **MINUTES**

The Committee shall maintain written minutes of its meetings in paper or electronic form, which minutes shall be filed with the minutes of the meetings of the Board.

## **AMENDMENTS AND DISCLOSURE**

The Board may amend this Charter from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders. This Charter will be made available on the Company's website.