

**Amended and Restated**

**CHARTER OF THE NOMINATING AND  
CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
World Acceptance Corporation**

**Organization**

The Board of Directors shall from time to time elect from its members a Nominating and Corporate Governance Committee (the "Committee") consisting of not less than three members who meet the independence requirements established by applicable regulations (including stock exchange or market rules), and such other criteria as the Board may establish. One of such Members shall be designated as chairman.

**Meetings**

The Committee will meet at the discretion of the Board of Directors or at the call of the chairman or any two members thereof. The chairman may designate a person, who need not be a member of the Committee, to act as secretary for the Committee. The Committee may ask members of management or others to attend any meeting and provide such information or advice as desired by the Committee.

**Specific Responsibilities**

A. With respect to the Board of Directors, the Committee shall:

- (1) Consider the size, function and needs of the Board.
- (2) Discuss with the Board and establish the criteria for selection of candidates for membership on the Board.
- (3) Review candidates for election as Director.
- (4) 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.
- (5) 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.
- (6) 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 Corporation 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 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 Corporation's long-range goals.
- D. With respect to other duties, Committee shall:
- (1) Consider matters of corporate governance.
  - (2) Review issues with respect to the structure of the meetings of the Board of Directors and the matters to be considered by the Board.
  - (3) Advise the Compensation Committee on matters with respect to changes in Director compensation.
  - (4) Discuss with the Board and establish Director retirement policies.

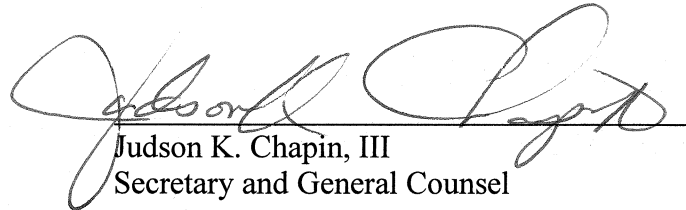
### **Procedural Matters**

A majority of the members, but not less than two, will 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 written consent.

The Committee shall conduct and present to the Board an annual review of the Committee's performance. In addition, the Committee shall review this Charter periodically and recommend any proposed revisions to the Board for its approval.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees. The Committee shall also 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 Corporation shall provide for appropriate funding, as determined by the Committee, for paying fees to outside advisors engaged by the Committee.

Approved, amended and restated at the regularly scheduled meeting of the Board of Directors of World Acceptance Corporation on May 26, 2004.



Judson K. Chapin, III  
Secretary and General Counsel