

**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 are not officers of the Corporation, one of whom 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 shall designate a person, who need not be a member of the Committee, to act as secretary. Minutes of the proceedings of the Committee shall be kept in minute books provided for that purpose. The agenda of each meeting will be prepared by the secretary at the direction of the chairman and, whenever reasonably practicable, circulated to each member prior to the meeting.

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) Conduct such inquiries as it deems necessary into the background and qualifications of possible candidates, including contacting potential candidates to determine their interest.
 - (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 all 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) Consider questions of possible conflicts of interest of members of the Board and of those senior executives of the Corporation who serve on any of the Corporation's committees.
 - (4) Advise the Compensation Committee on matters with respect to changes in Director compensation.
 - (5) 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.

Approved and adopted at the regularly scheduled meeting of the Board of Directors of World Acceptance Corporation on October 24, 2002.

Judson K. Chapin, III
Secretary and General Counsel