



# Nominating and Corporate Governance Committee Charter

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## Nominating and Corporate Governance Committee Charter

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## **1 PURPOSE**

The Nominating and Corporate Governance Committee (Committee) assists the Board of Directors (Board) of Encore Capital Group, Inc. (Company) in fulfilling its oversight responsibilities by considering and recommending qualified candidates for election as directors of the Company, making recommendations to the Board regarding the size and composition of the Board, and developing and recommending to the Board matters related to corporate governance.

The Committee fulfills its responsibilities by carrying out the activities enumerated under the heading “Roles and Responsibilities” in this charter. In carrying out its responsibilities, the Committee has the authority to take those actions it deems necessary to fulfill its duties, which may include (1) retaining search firms or advisors to identify and evaluate director candidates, (2) developing and recommending to the Board matters related to corporate governance and/or (3) overseeing the evaluation of the Board and management. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of compensation to any consultants or advisors employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in the carrying out its duties.

## **2 SCOPE**

This charter covers all of Encore Capital Group, Inc. and its subsidiaries (Encore) in the U.S. and abroad.

## **3 POLICY**

### **3.1 Membership**

The Committee shall be appointed by the Board and shall be comprised of three (3) or more directors, each of whom shall be an independent director (as defined by all applicable NASDAQ and SEC rules and regulations) and each of whom is free from any relationship that, in the opinion of the Board, would interfere with the exercise of the director’s independent judgment as a member of this Committee.

### **3.2 Meetings**

The Committee shall meet periodically as necessary to carry out its duties and responsibilities and to act upon matters falling within its responsibility. A majority of the total number of members of the Committee will constitute a quorum for the conduct of business at all Committee meetings. A majority of the members of the Committee are empowered to act on behalf of the Committee. Minutes will be kept of each Committee meeting. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities, including any material matters covered at any Committee meeting.

## 4 ROLES & RESPONSIBILITIES

Specific responsibilities and duties for the Committee include:

1. Make recommendations to the Board concerning the size and composition of the Board.
2. Identify, screen, and evaluate proposed candidates for the Board, including candidates nominated by the Company's stockholders complying with the nomination procedures set forth in the Company's Bylaws, as amended, and as otherwise required by applicable law.
3. Establish and from time to time review and modify as necessary the factors to be considered in selecting candidates for the Board.
4. Recommend to the Board nominees to fill vacancies on the Board.
5. Recommend to the Board prior to the annual meeting of stockholders a slate of nominees for election to the Board by the stockholders of the Company at the annual meeting.
6. To the extent deemed appropriate by the Committee, retain third-party search firms or other advisors to identify and evaluate director nominee candidates.
7. Annually review the Board committee structure and composition and recommend to the Board for its approval directors to serve as members of each committee.
8. Develop and recommend to the Board a process to review the effectiveness of the Board and its members, and to oversee that review process.
9. Develop and recommend to the Board a succession plan for the chief executive officer role, and periodically to review that succession plan.
10. Review and recommend to the Board any changes in governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.
11. Review and approve (a) any change or waiver in the Company's code of ethics for directors, executive officers, including the president and chief executive officer the general counsel, and senior financial officers (including the principal financial officer and principal accounting officer) and (b) any public disclosure made regarding such change or waiver.
12. Develop, oversee, and periodically update as necessary, a Company orientation program for new directors and a continuing education program for current directors.
13. Periodically review the Company's environmental, social and governance (ESG) strategy, initiatives and policies and receive updates from the Company on significant ESG activities;

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14. Review and reassess the adequacy of this charter from time to time and recommend any changes to the Board. The Chairman of the Committee may represent the entire Committee for purposes of this review.

Perform such other duties and functions consistent with this charter and applicable law as may be deemed necessary or appropriate by the Board or this Committee.