

PROG HOLDINGS, INC.

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

CHARTER

(Adopted on October 16, 2020)

I. Purpose and Authority

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) is to assist the PROG Holdings, Inc. (the “*Company*”) Board of Directors (the “*Board*”) in fulfilling its responsibilities with respect to: (1) Board and committee membership, organization, and function; (2) director qualifications and performance; and (3) corporate governance.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and may conduct or authorize studies of matters within the Committee’s scope of responsibilities. The Committee has the sole authority to retain, terminate and receive appropriate funding, as determined by the Committee and at the Company’s expense, for search firms, consultants, independent counsel and other advisers as it determines necessary or appropriate to carry out its duties, and for ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

II. Composition and Membership Requirements

The Committee shall be comprised of three or more directors, the exact number to be determined from time to time by resolution of the Board. Members of the Committee shall be appointed by the Board not less frequently than annually on the recommendation of the Committee, and may be replaced by the Board, with or without cause.

Each member of the Committee shall meet the independence requirements of New York Stock Exchange listing standards, the rules and regulations of the Securities and Exchange Commission (the “*Commission*”) and any categorical independence standards that may be adopted by the Board from time to time.

The Board may designate one or more independent directors, who meet the requirements for membership on the Committee, as alternate members of the Committee who may replace any absent or disqualified member or members at any meetings of the Committee. The Committee may form and delegate its authority to subcommittees consisting of one or more members when appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

III. Meetings and Governance

The Committee shall meet at least three times annually. The Committee will report its activities and findings to the Board on a regular basis. The Committee will meet without management present, as appropriate.

The Board shall select the Chairperson of the Committee on the recommendation of the Committee. The Chairperson will preside, when present, at all meetings of the Committee. One-third 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 any means permitted by applicable law and the Company's by-laws and may take action by written consent.

IV. Duties, Responsibilities, and Activities

The Committee, to the extent it deems necessary or appropriate, shall:

Board Candidates and Nominees

1. Review and develop criteria for the selection of qualified directors.
2. Recommend to the Board prior to the Company's annual solicitation of proxies in connection with its annual meeting of shareholders a slate of nominees for the Board to recommend to the shareholders.
3. Recommend to the Board nominees for appointment to fill any vacancy on the Board.
4. Consider and make recommendations to the Board concerning any nominees for director submitted by the shareholders in accordance with the nomination procedures in the Bylaws and any policies or guidelines regarding shareholder nominees adopted by the Board or Committee.
5. Coordinate and assist with new director orientation and continuing education of the members of the Board.
6. Evaluate and, if appropriate, recommend resignation or other termination of Board membership for individual directors, whether for cause, due to a change in the director's employment or status or development of a conflict of interest or for other appropriate reasons.

Board and Committee Composition and Procedures

7. Make recommendations to the Board regarding the size, composition and structure of the Board.
8. Review and make recommendations to the Board regarding director tenure and retirement.

9. Make recommendations to the Board regarding the structure, responsibilities and membership of the Board's committees.
10. Make recommendations to the Board regarding other matters relating to Board and Committee policies and practices as the Committee deems appropriate.

Corporate Governance

11. Develop and recommend to the Board a set of corporate governance principles, monitor their implementation and recommend such changes to the principles as the Committee may deem appropriate from time to time.
12. Oversee the development and maintenance of an appropriate ethics and compliance program, including a code or codes of ethics and business conduct, and periodically review the effectiveness of the Company's program.
13. Review, approve and/or ratify outside directorships of Board members and the Company's senior management.
14. Make an annual recommendation to the Board for an independent Lead Director in the event the Chairman of the Board is not independent.

Board Performance Evaluation

15. Oversee the evaluation of the performance of the Board, its committees and individual directors, and assist the Board and other committees in conducting self-evaluations.

Succession Planning

16. Review and consider the succession plan of the Board, CEO and senior management.

Other

17. Review and consider the Company's director and officer liability insurance plan from time to time.
18. Perform any other activities in its discretion that are consistent with the Committee's purpose, or as determined necessary or appropriate by the Board.

IV. Evaluation Procedures

The Committee shall review and reassess the adequacy of this Charter periodically and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate the Committee's own performance and report to the Board the results of its evaluation.

V. Limitation of Committee's Role

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or the members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.