

CONN'S, INC.

CREDIT RISK AND COMPLIANCE COMMITTEE CHARTER

The Purposes of the Credit Risk and Compliance Committee

The purposes of the Credit Risk and Compliance Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Conn's, Inc. (the "*Company*") shall be to oversee and assess the effectiveness of the Company's credit risk and underwriting policies and practices in compliance with the risk oversight framework established by the Board of Directors and regulatory requirements. The Committee is not responsible for approving individual loans or transactions with consumers.

Committee Membership

The Committee shall be comprised of at least two members of the Board. Appointment to the Committee shall be made on an annual basis by the full Board upon recommendation by the Nominating and Corporate Governance Committee. The Chairman of the Board shall name the Chairman of the Committee. Committee members may be replaced by the Board.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

Credit Risk and Compliance Committee Meetings

The Committee shall meet as often as it determines to be necessary or appropriate, but not less frequently than quarterly. A majority of the members of the Committee shall 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 unanimous written consent to the fullest extent permitted by the General Corporation Law of the State of Delaware.

The Committee shall meet periodically in separate executive sessions with the Company's Chief Operating Officer, Chief Credit Officer, Chief Compliance Officer and/or other members of management as it deems appropriate. The Committee may require, to the same extent the Board may require, any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall record, or cause to be recorded, minutes of the proceedings of each meeting of the Committee, and shall send, or cause to be sent, such minutes to Committee members and the members of the Board who are not members of the Committee, accompanied by any recommendations to the Board approved by the Committee. The Chair shall report the Committee's actions, recommendations, or findings to the Board at the next regularly scheduled meeting following a Committee meeting. The Secretary of the Company shall permanently file the minutes of all meetings of the Committee in the Company's corporate record books.

Outside Advisors

The Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors. The Committee shall have the sole authority to retain and terminate any consultant, independent legal counsel or other advisor to the Committee (collectively, “*Advisors*”), as deemed necessary, including the sole authority to approve such Advisor’s fees and other terms of engagement. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such Advisor, and the Company shall provide for funding for the reasonable compensation of such Advisor.

Credit Risk and Compliance Committee Responsibilities

The Committee shall:

1. Oversee the administration and assessment of effectiveness of, and compliance with, the Company’s credit risk and underwriting policies and practices.
2. Periodically review and discuss with management matters related to the Company’s credit portfolio and underwriting practices, including, (i) the performance and quality of the Company’s credit portfolio, (ii) the Company’s compliance with such policies and practices, and (iii) any reports related to such matters.
3. Oversee the Company’s compliance with consumer financial protection laws and the adequacy and effectiveness of the Company’s compliance management system.
4. The Committee shall coordinate its oversight of credit risk with the Company’s Audit Committee in such a manner as the committees or their chairs deem appropriate, to assist the Audit Committee in its responsibility of reviewing the financial statements of the Company.
5. Approve any material changes to the Company’s credit policies.
6. Review the scope of internal (or contracted) portfolio review work.
7. Annually evaluate the performance of the Committee and assess the adequacy of the Committee charter and recommend any proposed changes to the Board for approval.
8. Approve the appointment, dismissal and replacement of the Company’s senior compliance officer.

Adopted by the Board of Directors on May 28, 2015

Revised by the Board of Directors on December 2, 2015