

# CONN'S, INC.

## COMPENSATION COMMITTEE CHARTER

### The Purposes of the Compensation Committee

The purposes of the Compensation Committee (the "*Committee*") of the Board of Directors (the "*Board*") of Conn's, Inc. (the "*Company*") shall be to:

- determine the compensation of the Company's Chief Executive Officer and other executive officers of the Company;
- evaluate the compensation plans, policies and programs applicable to officers of the Company required to file reports under Section 16 of the Securities Exchange Act of 1934, as amended and make recommendations to the Board concerning such plans, policies and programs;
- advise the Board regarding compensation plans, policies and programs applicable to non-employee directors for their services as a director;
- administer the Company's stock option, stock purchase and other plans, which under their terms are to be administered by the Committee;
- review and discuss with the Company's management the Compensation Discussion and Analysis to be included in the Company's annual proxy statement, annual report on Form 10-K or information statement, as applicable (the "*CD&A*"), and make a recommendation to the Board as to whether the CD&A should be included in the Company's annual proxy statement, annual report on Form 10-K or information statement or registration statement, as applicable; and
- fulfill all other responsibilities and duties required to be performed by a compensation committee under applicable law and regulations, including without limitation, The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations of The NASDAQ Stock Market, Inc. ("*NASDAQ*").

### Compensation Committee Membership

The Committee shall be comprised of at least two members of the Board of the Company determined by the Board to meet the independence requirements of NASDAQ and any and all other applicable regulatory requirements; provided, however, one director who is not independent under NASDAQ's rules and is not a current officer or employee or a family member of an officer or employee of the Company, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual's membership on the Committee is required by the best interests of the Company and its stockholders, and the Board discloses, in the proxy statement for the next annual meeting subsequent to such determination, the nature of the relationship and the reasons for the determination. A member appointed under

this exception may not serve longer than two years (as determined under the NASDAQ rules). Each member shall also be an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "*Code*") and a "nonemployee director" for purposes of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended. 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.

### **Compensation Committee Meetings**

The Committee shall meet as often as it determines, but not less frequently than once each year. A majority of the members of the Committee shall constitute a quorum. 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. The Secretary of the Company shall permanently file the minutes of all meetings of the Committee in the Company's corporate record books. In lieu of a meeting, the Committee may also act by unanimous written consent.

### **Compensation Committee Responsibilities**

The Committee shall:

1. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluate the Chief Executive Officer's performance in light of these goals and objectives, and review and recommend to the Board, or determine (subject to ratification by the full Board), the Chief Executive Officer's compensation, including salary, bonus, incentive and equity compensation, based on this evaluation. The Chief Executive Officer shall not be present for voting or deliberations regarding the Chief Executive Officer's compensation.
2. Review the performance of the Company's other executive officers, and review and recommend to the Board, or determine (subject to ratification by the full Board), their compensation, including salary, bonus, incentive and equity compensation.
3. Review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans.
4. Perform the administrative functions assigned to it under the Company's equity-based plans and by the Board, and establish criteria for the granting of options and other incentive awards to the Company's executive officers and other employees, and review and approve the granting of options and other incentive awards in accordance with such criteria. The Committee or the Board may delegate, if permitted under the applicable plans, to the Company's

Chief Executive Officer the authority to grant options and other incentive awards to employees of the Company or of any subsidiary of the Company who are not directors or executive officers; *provided* that the total number of shares granted may not exceed the number of shares that the Committee recommends to the Board, or determines (subject to ratification by the full Board), or any other limit subsequently established by resolution of the Committee or the Board.

5. Review and comply with the requirements of Section 162(m)(4)(C) of the Code, the Treasury Regulations promulgated thereunder, any Internal Revenue Service rulings, pronouncements, procedures or other administrative guidance and all applicable judicial authority relating thereto with respect to the deduction of all performance-based compensation payable to the Chief Executive Officer and other executive officers.

6. Review and discuss with management the CD&A and make a recommendation to the Board as to whether the CD&A should be included in the Company's annual proxy statement, annual report on Form 10-K or information statement, as applicable.

7. Periodically review and make recommendation regarding policies for the administration of executive compensation programs, review on a periodic basis the operation of the Company's executive compensation programs to determine whether they are properly coordinated and review new executive compensation programs to confirm that they provide the appropriate motivation for corporate performance and increased stockholder value.

8. Periodically review and make recommendation regarding management benefits and perquisites, including retirement and termination benefits.

9. Review the Chief Executive Officer suggested contributions and make recommendations to the Board regarding the amount of the Company's profit sharing contribution, if any, to the Company's 401(k) plan on an annual basis.

10. Review director compensation levels and practices, and recommend, from time to time, changes in such compensation levels and practices to the Board.

11. Provide periodic reports on the Committee's activities to the Board.

12. Annually evaluate the performance of the Committee and assess the adequacy of this Charter and submit any proposed changes to the full Board for approval.

13. Review and approve the Stock Ownership Guidelines for officers and directors and monitor compliance with such Stock Ownership Guidelines.

14. Perform any other activities required by applicable law, rules or regulations, including the rules of the Securities and Exchange Commission and NASDAQ, and perform other activities that are consistent with this Charter, the Company's Certificate of Incorporation and Bylaws, and governing law, as the Committee or the Board deem necessary or appropriate.

## 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 compensation 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. Before selecting such Advisor (other than the Company’s in-house counsel), the Committee shall take into consideration all factors relevant to the independence of such Advisor in accordance with all applicable laws, regulation and listing standards of the Securities and Exchange Commission and NASDAQ, including the following:

- the provision of other services to the Company by the person that employs the Advisor;
- the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the compensation Advisor;
- the policies and procedures of the person that employs the Advisor that are designed to prevent conflicts of interest;
- any business or personal relationship of the Advisor with a member of the compensation committee;
- any stock of the Company owned by the Advisor; and
- any business or personal relationship of the Advisor or the person employing the Advisor and any executive officer of the Company.

The Committee may retain, or receive advice from, any Advisor preferred by the Committee, including any that are not independent, after considering the above factors; provided, however, the Committee shall not be required to assess the independence of any Advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice. The Committee shall assess whether any conflicts of interests are raised by the work of such Advisor in accordance with Item 407(e)(3)(iii) or Regulation S-K.

**Amended and Restated by the Board of Directors on March 25, 2014**  
**Revised by the Board of Directors on December 2, 2015**