



**CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
PRA GROUP, INC.**

**A. PURPOSE**

The primary objectives of the Nominating and Corporate Governance Committee (the “Committee”) are to assist the Board of Directors of the Company (the “Board”) in fulfilling its oversight responsibilities by:

- developing and recommending to the Board a set of effective corporate governance policies and procedures applicable to the Company;
- identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each next annual meeting of the Company’s stockholders; and
- ensuring that the Audit, Compensation and Nominating and Corporate Governance Committees of the Board shall have the benefit of qualified and experienced “independent” directors, as that term is defined by the applicable rules and regulations of the Securities and Exchange Commission and the NASDAQ Stock Market.

The Committee shall exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this Charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this Charter. 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 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 provided that such procedures are consistent with the Company’s Certificate of Incorporation, By-Laws, corporate governance principles and standards and any applicable law.

**B. ORGANIZATION**

1. **Composition:** The size of the Committee shall be determined by the Board and shall consist of at least two members. Committee members shall be elected by the Board and those members shall serve until their successors have been duly elected and qualified, subject to their earlier death, resignation or removal. Committee members may be removed by the Board, with or without cause, in the Board’s discretion and

vacancies on the Committee shall be filled by action of the Board. The chairperson of the Committee shall be designated by a vote of the full Board or, if the Board so chooses, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

- 2. Subcommittees:** The Committee is empowered by the Board to form and delegate authority to subcommittees when appropriate.

## **C. STRUCTURE AND MEETINGS**

The chairperson of the Committee will preside at each meeting, set the frequency of meetings and the length of each meeting, and prepare and/or approve an agenda in advance of each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee will meet a minimum of two times per year and more frequently as circumstances require. The Committee may invite to any of its meetings other directors, members of Company management, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee will maintain written minutes of its meetings. At each regularly scheduled meeting of the Board the chairperson of the Committee shall provide the Board with a report of the Committee's activities and proceedings.

## **D. RESPONSIBILITIES AND DUTIES**

The principle responsibilities of the Committee are to:

- 1.** Develop and recommend to the Board appropriate criteria for Board membership, including the characteristics, skills and experience needed for the Board as a whole and its individual members.
- 2.** Review the qualifications of director nominees consistent with the criteria recommended by the Committee and approved by the Board and recommend nominees to the Board for election at the Company's Annual Meeting of Stockholders and to fill vacancies.
- 3.** Make recommendations to the Board as to determinations of director independence.
- 4.** Conduct a performance evaluation of the Board on an annual basis.
- 5.** Consider the performance of incumbent directors and other relevant factors in determining whether to nominate them for reelection.
- 6.** Review with the Company's Chief Executive Officer matters relating to management succession.
- 7.** Maintain a continuing education program for all directors and establish orientation procedures for new directors.

8. Review the procedures and communication plans for stockholder meetings to ensure that the rights of stockholders (including the right to participate) are protected, that required information concerning the Company is adequately presented, and that the meetings promote effective communication between the Company and its stockholders on matters of importance.
9. Annually review and make recommendations to the Board concerning the function, size, composition, leadership, member qualifications and structure of the Board and its committees.
10. Review periodically the Company's Related Party Transaction Policy, make recommendations to the Board concerning changes to such Policy and approve transactions as required by the Policy.
11. Oversee the annual review and placement of the Company's directors' and officers' liability insurance coverage.
12. Develop and recommend to the Board a set of corporate governance guidelines and review and recommend changes to those guidelines, as necessary.
13. Advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees of the Board.
14. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Committee shall perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and By-Laws, and governing law as the Committee or the Board deems appropriate.

#### **E. PERFORMANCE EVALUATION**

The Committee shall conduct an annual performance evaluation, including a review of compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board.

#### **F. COMMITTEE RESOURCES**

The Committee shall have the authority to seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and/or terminate any external legal, accounting or other advisors, including sole authority to approve such advisor's fees.

**G. AMENDMENTS**

This Charter may be amended from time to time by the Board, and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.

*Effective as of February 16, 2017*