

Second Amended and Restated Charter of the Nominating and Corporate Governance Committee of the Board of Directors of AmeriCredit Corp.

Committee Purpose and Responsibilities

The purpose and responsibilities of the Nominating and Corporate Governance Committee (the “NCGC”) are identification of individuals qualified to become members of the Board of Directors (the “Board”) of AmeriCredit Corp. (“AmeriCredit”), consistent with the criteria approved by the Board; recommendation to the Board for selection of director nominees for the next annual meeting of shareholders; development and recommendation to the Board of a set of corporate governance guidelines applicable to AmeriCredit; overseeing the evaluation of the Board and management; and the other specific responsibilities outlined below.

Specific Committee Responsibilities

Corporate Governance Guidelines

To develop Corporate Governance Guidelines and present these to the Board for discussion and approval. To regularly review, monitor and, as appropriate, update the Corporate Governance Guidelines and to ensure that AmeriCredit’s current Corporate Governance Guidelines are publicly disclosed either on AmeriCredit’s website, in AmeriCredit’s proxy or by other reasonable means.

Director Qualification Standards

To develop qualification standards for Board membership, which shall be outlined in the Corporate Governance Guidelines. These shall include AmeriCredit’s principles with respect to Board independence and core competencies. To regularly review, monitor and, as appropriate, update the director qualification standards. To make recommendations to the Board concerning qualifications of individual directors, as set forth in the Corporate Governance Guidelines. To review the independence of AmeriCredit’s directors on an ongoing basis to ensure that Board and committee composition is consistent with these principles.

Director Nominations

To identify and recruit new candidates for the Board, develop a re-nomination review process for current Board members and develop a process to review director nominees received from shareholders. Using these processes, the NCGC will recommend director nominees to the Board for approval, who, if approved, will stand for election by the shareholders at the Annual Meeting. The NCGC will also make recommendations to the Board to fill Board vacancies arising between Annual Meetings.

Committee Appointments

To make recommendations to the Board with respect to committee assignments for Board members, including the chairmanships of the Board committees. In making these recommendations, the NCGC shall take into account any legal or regulatory requirements for committee service to ensure that such requirements are met. The NCGC shall also consult with the Chairman of the Board and, as applicable, the Chairs of the Board Committees with respect to such assignments.

Committee assignments will be reviewed annually by the NCGC. If it becomes necessary to remove a Board member from a committee assignment, the Chair of the NCGC and the Chairman of the Board will approach the Board member to request his or her resignation from the committee and explain the reasons for this request. If the Board member does not offer his or her resignation following this discussion, the matter will be put to a vote of the independent directors of the full Board.

Board and Committee Assessment

To develop and lead an annual process for self-assessment of the Board as a whole and the Board committees. To review committee structures and Board operations, generally, as part of this annual assessment process.

CEO and Executive Succession Planning

To oversee CEO and executive succession planning at AmeriCredit, including the development of both short-term (i.e., emergency) succession plans and long-term succession plans, including leadership development planning. To monitor progress against long-term leadership development and succession plans, reporting to the full Board of Directors on this issue at least annually and more regularly, if appropriate. In addition to overseeing the development of

internal AmeriCredit executive talent, the NCGC will also seek to identify outside candidates that may warrant consideration as part of the overall succession and leadership development process. Although the NCGC oversees the CEO succession planning process and makes recommendations thereon, the full Board of Directors determines the ultimate selection of the CEO.

Code of Business Conduct and Ethics

To develop a Code of Business Conduct and Ethics applicable to the Board of Directors and all officers and employees of AmeriCredit, including a process for the prompt disclosure of any waiver thereof, and present such Code to the Board for approval. To regularly review, monitor and, as appropriate, update the Code of Business Conduct and Ethics and ensure that the current Code is publicly disclosed either on AmeriCredit's website or by other reasonable means.

Orientation and Continuing Director Education

In conjunction with the Chairman of the Board of AmeriCredit, to develop and regularly review a program for the orientation of new Board members so that they can quickly become sufficiently knowledgeable about AmeriCredit to contribute meaningfully to Board discussions and decision-making. To develop continuing education sessions for AmeriCredit directors that are practical and useful.

Director Compensation

To make recommendations to the full Board with respect to AmeriCredit's directors' compensation and to regularly review and, as appropriate, recommend revisions to directors' compensation. In the event that the NCGC finds it helpful to engage a consultant to evaluate director compensation, the consultant shall be retained by the NCGC and shall report directly to the NCGC, which shall have authority to approve the terms of the consultant's engagement, including fees and termination.

Executive Sessions of the Board

At least quarterly, the Board will meet in an executive session attended only by the non-management directors without management present. The Chair of the NCGC will chair the executive sessions. The Chair of the NCGC will also be responsible to receive and review concerns from interested parties regarding the governance of AmeriCredit.

Report to Board

The Committee shall report to the Board and shall make a written report to the Board not later than the next regular meeting of the Board concerning the Committee's recommendations and actions taken at the Committee's last meeting(s).

General

To provide oversight of AmeriCredit's corporate governance policies and practices, including disclosure of AmeriCredit's governance practices in the annual Proxy Statement. To keep abreast of best practices, regulatory changes and other developments in the area of corporate governance so as to effectively fulfill its mandate and responsibilities.

Committee Membership

The NCGC shall consist of three or more directors, each of whom is "independent" in accordance with the rules of the New York Stock Exchange.

Committee Meetings

The NCGC shall meet at the call of the Chair and such meetings may be in person or by conference call. At least a majority of the members of the NCGC must be in attendance for a quorum. The NCGC may also act by unanimous written consent.

Retention of Independent Advisors

Executive Recruiters

If and when needed, the NCGC shall have the sole authority to retain and terminate any search firm to be used to identify or recruit candidates for the Board of Directors or for the positions of Chairman and/or Chief Executive Officer. The NCGC has sole authority to approve the search firm's fees and other terms of the firm's retention.

Other Professional Advisors

If and when needed, the NCGC shall retain any other external advisors it deems appropriate to provide assistance to the NCGC in fulfilling its responsibilities. If management is retaining advisors to assist the NCGC, such decisions must be known and approved by the NCGC in advance of such retention, including the fees and terms of the retention.

Modifications/Updating of this Charter and Related Documents

The NCGC may recommend to the Board from time to time any proposed changes to this charter, to AmeriCredit's Corporate Governance Guidelines and to AmeriCredit's Code of Business Conduct and Ethics.

Adopted by the Committee: June 9, 2005

Ratified by Board of Directors: August 9, 2005