

METRIS COMPANIES INC.  
NOMINATING/CORPORATE GOVERNANCE COMMITTEE  
CHARTER

As Amended and Restated  
February 3, 2004

**PURPOSE**

The purposes of the Nominating/Corporate Governance Committee (“Committee”) are to (i) identify and recommend individuals qualified to become members of the Board of Directors (“Board”) of Metris Companies Inc. (“Corporation”); (ii) determine the composition of the Board and its committees; (iii) develop and monitor a process to assess Board effectiveness; (iv) oversee succession planning for the Corporation’s Chief Executive Officer (“CEO”); (v) develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; (vi) oversee implementation of the Corporation’s corporate governance guidelines; and (vii) assist the Board in fulfilling its oversight responsibilities. The full Board shall remain responsible for selecting nominees as directors and recommending them for election by the stockholders.

**MEMBERSHIP**

The Committee shall consist of a minimum of three (3) members of the Board appointed by the Board annually. One member shall serve as Chair of the Committee and all members of the Committee shall serve a one-year term. The Committee shall consist solely of directors who meet the independence requirements of the New York Stock Exchange. Members of the Committee are subject to removal at any time by a majority vote of the Board. Any resulting vacancy may be filled by the Board. Committee meetings will be open to all independent directors of the Corporation.

**DUTIES AND RESPONSIBILITIES**

The Committee is responsible for considering and making recommendations to the Board concerning the appropriate size, function and needs of the Board, including an annual evaluation of Board and its committees effectiveness.

The Committee will:

1. In consultation with the Chairman and CEO, develop qualification criteria for Board members (considering goals for Board composition and individual qualifications), evaluate potential candidates consistent with the Board’s criteria for selecting new directors, and develop policies on the size and composition of the Board.

2. Annually review the appropriate experience, skills and characteristics required of Board members.
3. Review and respond to director nominations or recommendations submitted by the Corporation's stockholders.
4. Recommend to the Board a slate of candidates for presentation at each Annual Meeting of Stockholders and one or more nominees for each vacancy on the Board that occurs between Annual Meetings of Stockholders.
5. Annually review and recommend to the Board qualified members of the Board for membership on committees of the Board, recommend committee members to fill vacancies as needed, and confer with the Chairman and CEO and other current members of each committee. The Committee will consider the desires of the individual Board members when making its recommendation to the Board as to committee membership. In its deliberations, the Committee will also consider whether it would be beneficial to the Corporation to rotate committee members.
6. Review executive succession plans, and ensure that a qualified successor to the Corporation's CEO is at all times identified and an emergency succession plan is in place.
7. Develop and recommend to the Board a set of corporate governance guidelines and procedures designed to improve the Board's performance in its oversight function. The Committee will annually reassess the corporate governance guidelines and procedures and recommend any necessary revisions to the Board.
8. Develop and recommend to the Board a *Code of Conduct and Business Ethics* for all employees and directors of the Corporation. The Committee will annually reassess the *Code of Conduct and Business Ethics* and recommend any necessary revisions to the Board.
9. Develop and recommend to the Board an annual self-evaluation process of the Board, its committees and executive management of the Corporation, and oversee such annual evaluations. The Board and committee evaluations will include a review of the Board's contribution as a whole, and the contribution of each of the committees as a whole, and areas in which the Board and/or management believes a greater contribution is possible. The purpose of the Board and committee evaluations is to assess and, where possible, increase the effectiveness of the Board and its committees.

10. Review annually the proposed list of executive management for presentation to the Board for approval.
11. Conduct an annual performance evaluation of the Committee and provide results of the evaluation to the Board.
12. Provide regular reports of the Committee's activities to the Board.
13. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
14. The Committee will perform such other functions as are required by law, the Corporation's *Amended and Restated Certificate of Incorporation* or its *Amended and Restated Bylaws*, or as requested by the Board, and may take any other action permitted by applicable laws, rules and regulations necessary to accomplish any action authorized by this Charter or to further the goals of the Committee as set forth in this Charter.

## **EVALUATION OF POTENTIAL BOARD CANDIDATES**

In evaluating potential candidates for the Board, the Committee will:

1. Evaluate a candidate's independence from the Corporation's management and other principal service providers, and the effect of any relationships that might impair independence, *e.g.*, business, financial or family relationships with the Corporation's management or other service providers in conjunction with the independence parameters included in the Corporation's corporate governance guidelines.
2. Consider candidates proposed by the Chairman and CEO or by any director in accordance with procedures established by the Committee from time to time.

## **MEETINGS**

The Committee will meet at least annually, and more frequently as circumstances dictate. A majority of the members of the Committee will constitute a quorum for the transaction of business. Meetings of the Committee may be called and convened at the direction of any Committee member. Appropriate minutes of each Committee meeting and action taken will be prepared, with the advice of counsel, and duly filed with the Corporation's records.

## **RELIANCE BY COMMITTEE MEMBERS**

Each member of the Committee will, in the performance of such member's duties, be fully protected in relying in good faith upon the records of the Corporation, and upon information, opinions, reports or statements presented by any of the Corporation's officers, employees or committees of the Board, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence, all to the extent permitted by Section 141(e) of the Delaware General Corporation Law.

## **RESOURCES AND AUTHORITY**

The Committee will have the resources, power and authority to review any matters within its scope of responsibilities and duties as it deems reasonably necessary or appropriate to discharge its responsibilities, including the authority to use internal personnel and to engage external search firms to identify director candidates. The Committee will have sole authority to retain and terminate any such search firm and to approve the fees and other retention terms related to the appointment of such firm.

The Committee will have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.