

**CHARTER
OF THE
NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF
RENT-A-CENTER, INC.**

PURPOSE

The function of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors of Rent-A-Center, Inc. (the “*Company*”) is to assist the Board of Directors (the “*Board*”) in fulfilling its responsibilities by (i) identifying individuals believed to be qualified to become members of the Board, consistent with criteria approved by the Board, (ii) recommending to the Board candidates for election or reelection as directors, and (iii) overseeing, reviewing and making periodic recommendations to the Board concerning the Company’s corporate governance policies. The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in the Section entitled “Responsibilities and Duties.”

COMPOSITION OF THE COMMITTEE

The Committee shall be comprised solely of three or more directors as determined by the Board, each of whom shall meet the independence requirements under the listing of standards of The Nasdaq Stock Market, Inc. (“*Nasdaq*”). If any member of the Committee ceases to meet the requirements discussed above, such member will no longer be permitted to serve as a member of the Committee and will be removed from the Committee. In such instance, the Board will appoint a new member to the Committee meeting the foregoing requirements. The Committee and its chairperson shall be appointed by the Board and shall serve at the pleasure of the Board for such term as the Board may decide or, with respect to an individual Committee member, until such Committee member is no longer a Board member or has resigned from the Committee. In such instance, the Board will appoint a new member to the Committee meeting the requirements set forth above.

MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it deems necessary in order to fulfill its responsibilities, but not less frequently than annually. In lieu of a meeting, the Committee may also act by unanimous written consent. As necessary or desirable, the Committee may request that members of the Board, management and Company advisors be present at meetings of the Committee.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

Nominating Responsibilities

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable with respect to the size and composition of the Board or any committee thereof.
2. Identify individuals believed to be qualified to become Board members.
3. Evaluate and recommend to the Board for nomination candidates for election or reelections as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders.
4. In the event of a vacancy on the Board, or if the Committee becomes aware of an impending vacancy, and the Board determines that such vacancy should be filled by the Board, evaluate and recommend to the Board a qualified individual for appointment to the Board or as a replacement on the Board.
5. Take into consideration, as the Committee deems appropriate, relative factors for determining the qualifications of a candidate to serve as a director. These factors may include judgment, skills, diversity, experience with business and other organizations of comparable size or industry, applicable law and stock exchange rules, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. In considering such candidates, the Committee shall consider the candidate's other obligations and time commitments and his or her ability to attend meetings in person. All new directors must be committed to equal employment opportunity. No director shall also be a director, consultant or employee of or to any competitor of the Company (i.e., a company in the rent-to-own business).
6. Review with the Board, from time to time, the appropriate characteristics, skills and experience for the Board as a whole and its individual members.

Corporate Governance Responsibilities

7. Review and maintain knowledge of corporate governance "best practices" as well as the requirements established by Nasdaq, the Sarbanes-Oxley Act of 2002, and other applicable laws and regulations concerning the members of the Board and its committees.
8. Make recommendations to the Board regarding any requested waivers under either the Company's Employee Code of Business Conduct and Ethics or the Company's Code of Business Conduct and Ethics for Members of the Board of Directors (together, the "***Code of Ethics***") for matters involving (i) members of the Board, (ii) the principal executive officer, principal financial officer, principal accounting officer or controller or persons performing similar functions, or (iii) or any other executive officers of the Company.
9. Periodically review the Company's corporate governance policies, including without limitation, the Code of Ethics, and recommend to the Board modifications to the policies as appropriate.

10. Review all “related party transactions” (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K) on an ongoing basis. All such transactions shall be approved by the Committee.

11. Consult with the other Committees of the Board regarding corporate governance matters as the Committee deems appropriate.

12. Advise the Board regarding committee charters and the need for new or modified committees, where appropriate.

13. Oversee the development of a management succession plan and make recommendations to the Board and management as the Committee deems appropriate.

General Responsibilities

14. Conduct and review with the Board annually an evaluation of the Committee’s performance with respect to the requirements of this Charter.

15. Review, update and assess the adequacy of this Charter from time to time as the Committee deems appropriate, and recommend any proposed modifications to this Charter to the Board for its approval, if and when appropriate.

16. Report regularly to the Board, including with respect to matters discussed at the meetings of the Committee and actions taken by the Committee at such meetings.

In addition to the foregoing, the Committee shall perform such other functions and have such other powers as it shall deem necessary to the efficient discharge of the foregoing and as otherwise may be delegated to the Committee by the Board from time to time.

The Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain independent legal counsel, search firms or other advisors. The Committee shall have the sole authority to approve the fees and other retention terms with respect to such advisors. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors engaged or employed by the Committee. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to delegate duties to a sub-committee, composed of members of the Committee.

Approved by the Board of Directors on May 18, 2005, superseding the Charter of the Nominating Committee previously approved on March 17, 2004.