

ENCORE CAPITAL GROUP, INC.
CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS
Amended through April 18, 2014

GENERAL

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) and shall be comprised of two or more directors as determined by the Board, each of whom shall be an independent director (as defined by all applicable Nasdaq and SEC rules and regulations) and each of whom is free from any relationship that, in the opinion of the Board, would interfere with the exercise of the director’s independent judgment as a member of this Committee. Notwithstanding the foregoing sentence, if the Committee consists of three or more members, it may include one director who is not independent and not a current officer or employee, or family member of an officer or employee, if the Board determines that membership is required by the best interests of the Company and its stockholders. The non-independent member may not serve for more than two years, and his/her presence on the Committee will be disclosed in the Company’s proxy statement for the next annual meeting disclosing the nature of the relationship and reasons for the determination.

The Committee is authorized to take those actions it deems necessary to fulfill its duties, which may include retaining search firms or advisors to identify and evaluate director candidates, developing and recommending to the Board matters related to corporate governance and/or overseeing the evaluation of the Board and management. This authority, including the authority to approve fees and terms, is held exclusively by the Committee. The Company will provide for appropriate funding, as determined by the Committee, for the payment of compensation to any consultants or advisors employed by the Committee.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE DUTIES AND RESPONSIBILITIES

1. Make recommendations to the Board concerning the size and composition of the Board.
2. Identify, screen and evaluate proposed candidates for the Board of Directors, including candidates nominated by the Company’s stockholders complying with the nomination procedures set forth in the Company’s Bylaws, as amended, and as otherwise required by applicable law.
3. Establish and from time to time review and modify as necessary the factors to be considered in selecting candidates for the Board.
4. Recommend to the Board nominees to fill vacancies on the Board.
5. Recommend to the Board prior to the annual meeting of stockholders a slate of nominees for election to the Board by the stockholders of the Company at the annual meeting.

6. To the extent deemed appropriate by the Committee, retain third party search firms or other advisors to identify and evaluate director nominee candidates.
7. Review and reassess the adequacy of this Charter from time to time and recommend any changes to the Board. The Chairman of the Committee may represent the entire Committee for purposes of this review.
8. Annually review the Board committee structure and recommend to the Board for its approval directors to serve as members of each committee.
9. Recommend to the Board a process to review the effectiveness of the Board and its members, and to oversee that review process.
10. Develop and recommend to the Board a succession plan for the CEO role, and periodically to review that succession plan.
11. The Committee may make recommendations to the Board regarding governance matters, including, but not limited to, the Company's certificate of incorporation, bylaws, and the charters of the Company's other committees.
12. Perform such other duties and functions consistent with this Charter and applicable law as may be deemed necessary or appropriate by the Board or this Committee.

COMMITTEE MEETINGS

The Committee will meet periodically as necessary to carry out its duties and responsibilities and to act upon matters falling within its responsibility. A majority of the total number of members of the Committee will constitute a quorum for the conduct of business at all Committee meetings. A majority of the members of the Committee are empowered to act on behalf of the Committee. Minutes will be kept of each Committee meeting. The Committee will report regularly to the Board regarding the execution of its duties and responsibilities, including any material matters covered at any Committee meeting.