



**CHARTER OF THE
NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE OF
UPBOUND GROUP, INC.**

PURPOSE

The function of the Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors of Upbound Group, 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, (iii) recommending to the Board members of the Board to serve on committees, (iv) overseeing, reviewing and making periodic recommendations to the Board concerning the Company’s corporate governance policies, and (v) assist the Board with respect to oversight of environmental, social and governance (“**ESG**”) matters. 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 two or more directors as determined by the Board, each of whom shall meet the independence requirements under the listing standards of The NASDAQ Stock Market LLC (“**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 who meets the foregoing requirements. The members of 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 who meets 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 twice per year. All such meetings may be conducted in person, telephonically or by other communications equipment by means of which all persons participating in the meeting can hear each other. 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, the Company’s management and Company advisors be present at meetings of the Committee.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall:

Nominating and Related 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 reelection 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 the Committee becoming aware of an impending vacancy on the Board and the determination by the Board 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. Furthermore, in the event that the Committee receives written notice from the Secretary of the Company (or his or her designee) that following a vote by the Board a deadlock exists regarding the appointment of individuals to newly created directorships or any vacancies on the Board (collectively, "**Director Vacancies**"), then the Nominating Committee is authorized and directed to fill such Director Vacancies.
5. Consider, as the Committee deems appropriate, relative factors for determining the qualifications of a candidate to serve as a director, including those set forth in the Company's Procedures on Recommending Candidates to the Board. The Committee shall consider all candidates recommended by the Company's stockholders in accordance with the procedures set forth in the Company's Procedures on Recommending Candidates to the Board.
6. Review with the Board, from time to time, the appropriate characteristics, skills and experience of the Board as a whole and its individual members.
7. Evaluate and recommend to the Board the membership of the Board's committees.
8. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.

Corporate Governance and ESG Responsibilities

9. From time to time as appropriate, review with management developments with respect to 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.

10. Make recommendations to the Board regarding any requested waivers under the Upbound Code of Business Conduct and Ethics (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) any other executive officers of the Company.

11. 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.

12. Review and approve or ratify, as applicable, “related person transactions” in the manner set forth in the Company’s Statement of Policy and Procedures for Identification and Review of Related Person Transactions (the “**Related Person Transaction Policy**”). The Committee shall also review, update and assess the adequacy of the Related Person Transaction Policy from time to time as the Committee deems appropriate and recommend any proposed modifications to the Related Person Transaction Policy to the Board for its approval, if and when appropriate.

13. Consult with the other committees of the Board regarding corporate governance matters as the Committee deems appropriate.

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

15. Direct formal succession planning efforts for the Chief Executive Officer, review management’s succession planning process with respect to the Company’s other senior executive management, and make such recommendations to the Board and the Company’s management with respect thereto as the Committee deems appropriate.

16. If the roles of Chairman of the Board and Chief Executive Officer are combined, annually identify and recommend to the Board an independent director to serve as lead director.

17. Assist the Board with respect to its oversight of ESG matters, including receiving periodic reports from the Company’s management on such matters, and periodically reviewing and evaluating the Company’s response to ESG issues and developments including the Company’s policies in respect of such matters.

General Responsibilities

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

19. 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.

20. 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 authority to obtain advice and assistance from internal legal, accounting or other internal advisers. 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 September 20, 2023.