

Charter of the Nominating and Corporate Governance Committee of the Board of Directors of Franchise Group, Inc.

(Revised and effective as of September 3, 2020)

I. STATUS

The Nominating and Corporate Governance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Franchise Group, Inc. For purposes of this Charter, the “Company” means Franchise Group, Inc. and all of its operating subsidiaries.

II. PURPOSE

The purpose of the Committee is to ensure effective governance of the Company by recommending to the Board appropriate candidates to serve as Board and committee members of the Company. The Committee will also take a leadership role in shaping the corporate governance of the Company.

III. MEMBERSHIP

The Committee shall be composed of three or more members of the Board, each of whom must satisfy the independence requirements under the listing standards of The NASDAQ Stock Market as in effect from time to time and as interpreted by the Board in its business judgment. The Committee members shall be appointed by the Board upon the recommendation of the Committee and shall serve for such term or terms as the Board may determine and until their successors shall be duly qualified and appointed and may be removed by the Board in its discretion.

IV. STRUCTURE AND OPERATIONS

The Board shall designate one member of the Committee as its chairperson. The Committee shall meet in person or telephonically at least three times per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee shall generally report to the Board at the next regularly scheduled Board meeting following a Committee meeting. To the extent not expressly reserved to the

Committee by the Board or by applicable law, rule or regulation, the Committee shall have the authority to delegate any of its responsibilities to subcommittees consisting of one more members as the Committee may deem appropriate, provided that the subcommittees are composed entirely of independent directors under the standards described above.

V. DUTIES AND RESPONSIBILITIES

The following are the duties and responsibilities of the Committee:

Director Candidate Identification and Recommendation to the Board

1. Identify, evaluate and recruit candidates to fill any vacant or newly created positions on the Board;
2. Establish and periodically review criteria for the selection of new directors to serve on the Board;
3. Periodically review the composition, skills and qualifications of the current members of the Board, and recommend to the Board suggested changes in size or composition of the Board, including reviewing the appropriateness of membership when directors change responsibilities and recommending to the Board whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term or age limits;
4. Recommend to the full Board candidates to be nominated by the Board for election at an annual or special meeting of stockholders or to be appointed by the Board to fill any vacant or newly created positions on the Board; and
5. Evaluate candidates for nomination to the Board, including those recommended by stockholders in writing. The Committee shall adopt procedures for the submission of recommendations by stockholders as it deems appropriate.

Oversight of Corporate Governance

1. Develop and recommend to the Board a set of corporate governance policies, practices and guidelines (the "Corporate Governance Guidelines") as appropriate to the Company and review the Corporate Governance Guidelines at least annually and recommend changes as necessary; and
2. Serve as a resource for the Board in addressing any corporate governance issues or matters that may arise or that may otherwise be delegated to it.

Oversight of Corporate Responsibility

1. Review on a periodic basis, the Company's environmental, social, and governance ("ESG") strategies, activities and policies for purposes of risk management, long term business strategy and otherwise and make recommendations to the Board regarding the same; and
2. Review and report to the Board on a periodic basis the Company's ESG disclosure in public documents and other communications to stockholders.

Oversight of Board Matters

1. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers (including the other boards on which they serve and charitable contributions), and whether a candidate has special interests or a specific agenda that would impair his or her ability to effectively represent the interests of all stockholders;
2. Recommend to the Board members of the Board to serve on the committees of the Board, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations to the Board regarding the removal of any member from any committee;
3. Recommend to the Board members of the Board to serve as the chairpersons of the committees of the Board;
4. Recommend to the Board an independent director to serve as Lead Director if and when the Chairman of the Board is not independent;
5. Establish, monitor and recommend to the Board the purpose, structure and operations of the various committees of the Board, and the qualifications and criteria for membership on each committee of the Board and, as circumstances dictate, make any recommendations to the Board regarding periodic rotation of directors among the committees and the imposition of any term limitations of service on any committee of the Board;
6. Review and reassess, on at least an annual basis, its own performance and the adequacy of this Charter, and recommend any proposed changes to the Board for approval; and
7. Take any and all other actions as may be required by federal securities laws or other applicable laws or regulations regarding the nomination of directors.

VI. NOMINATING CRITERIA

The Committee shall seek candidates to serve as Board and committee members of the Company who possess the background, skills and expertise to make a significant contribution to the Company and its stockholders. The nominating criteria should reflect at a minimum all applicable laws, rules, regulations and listing standards. In addition, the criteria should identify other appropriate skills and characteristics required for Board membership, including a potential candidate's integrity, character, education, business experience, accounting and financial expertise, age, diversity (including gender diversity), reputation, civic and community relationships, knowledge and experience in matters impacting the various industries of the Company.

Desired qualities to be considered include one or more of the following:

1. leadership experience in business or administrative activities, including, but not limited to, individuals with diverse and various backgrounds, various and relevant career experience, relevant technical skills, industry knowledge and experience, cybersecurity and technology knowledge, financial expertise (including expertise that could qualify a director as an "audit committee financial expert," as that term is defined by the rules of the Securities and Exchange Commission), or local or community ties;
2. breadth of knowledge about issues affecting the Company; and
3. ability to contribute special expertise to Board or committee activities.

All Board and committee members should have:

1. personal integrity;
2. loyalty to the Company and concern for its success and welfare;
3. the ability and willingness to apply sound and independent judgment;
4. an awareness of a director's vital part in the Company's good corporate citizenship;
5. time available for meetings and consultation on Company matters;
6. the commitment to serve as a director for a reasonable period of time; and
7. the willingness to assume the fiduciary responsibilities of a director.

Individuals serving on the Board and committees will be independent directors as such term is defined in the listing standards of The NASDAQ Stock Market.

The Committee will review the above nominating criteria at least annually and recommend any appropriate changes to the Board for consideration.

VII. NOMINATING PROCESS

If the Committee determines to recommend the addition of one or more Board or committee members, or if a vacancy occurs on the Board or committees that the Company is required to fill or that the Committee determines should be filled, the following procedures shall be generally followed in identifying, evaluating and recruiting director candidates to the extent the Committee deems necessary or appropriate:

1. the Committee will initiate a search for candidates;
2. an initial slate of candidates will be identified;
3. inquiries into the background and qualifications of the initial slate will be conducted;
4. the Committee will discuss the initial slate and determine one or more preferred candidates;
5. the preferred candidate(s) will be interviewed by the Committee chairperson;
6. the Committee will meet to consider and approve the final candidate;
7. the Committee will seek Board endorsement of the final candidate; and
8. a formal invitation to the final candidate to become a director will be extended by the Committee chairperson following Board endorsement.

Qualified candidates recommended by the Company stockholders will be considered by the Committee. Candidates recommended by stockholders will be evaluated in the same manner as other candidates. Stockholders may recommend candidates to the Committee by following the instructions in the Company's last annual meeting proxy statement.

VIII. PERFORMANCE EVALUATION

The Committee shall produce and provide to the Board an annual performance evaluation of the Committee, comparing the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board any improvements to the Committee's Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the

chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

IX. RESOURCES AND AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of search firms, independent legal advisors, experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such advisors, experts or consultants retained by the Committee.