

THE AARON'S COMPANY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

I. Purpose and Authority

The primary purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) is to assist The Aaron’s Company, Inc. (the “*Company*”) Board of Directors (the “*Board*”) in fulfilling its responsibilities with respect to: (1) Board and committee membership, organization, and function; (2) director qualifications and performance; and (3) corporate governance.

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and may conduct or authorize studies of matters within the Committee’s scope of responsibilities. The Committee has the sole authority to retain, terminate and receive appropriate funding, as determined by the Committee and at the Company’s expense, for search firms, consultants, independent counsel and other advisers as it determines necessary or appropriate to carry out its duties, and for ordinary administrative expenses that are necessary or appropriate in carrying out its duties.

II. Composition and Membership Requirements

The Committee shall be comprised of three or more directors, the exact number to be determined from time to time by resolution of the Board. Members of the Committee shall be appointed by the Board based on the recommendation of the Committee, and may be removed and replaced by the Board, based on the recommendation of the Committee, with or without cause.

Each member of the Committee shall meet the independence requirements of New York Stock Exchange listing standards, the rules and regulations of the Securities and Exchange Commission and any categorical independence standards that may be adopted by the Board from time to time.

The Board may designate one or more independent directors, who meet the requirements for membership on the Committee, as alternate members of the Committee who may replace any absent or disqualified member or members at any meetings of the Committee. The Committee may form and delegate its authority to subcommittees consisting of one or more members when appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

III. Meetings and Governance

The Committee shall meet as frequently as it may determine necessary to carry out its responsibilities, but not less than once per year. The Committee will report its activities and findings to the Board at least annually. The Committee will meet without management present, as appropriate.

One-third of the members, but not less than two, will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by any means permitted by applicable law and the Company's by-laws and may take action by written consent.

The Board shall select the Chairperson of the Committee on the recommendation of the Committee. The Chairperson of the Committee shall be responsible for supervising meetings of the Committee and, in consultation with the other members of the Committee and appropriate officers of the Company, reviewing the agenda therefor. Any Committee member may submit items to be included in the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. Meetings and actions of the Committee will be governed by the same rules applicable to the Board. Meeting agendas and materials should be distributed to the Committee members in advance of each meeting.

IV. Duties, Responsibilities, and Activities

The Committee will exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its shareholders. To the extent it deems necessary or appropriate, the Committee will:

Board Candidates and Nominees

1. Recommend to the Board prior to the Company's annual solicitation of proxies in connection with its annual meeting of shareholders a slate of nominees for the Board to recommend to the shareholders, including an evaluation of incumbent directors who are expected to stand for re-election and any director candidates submitted by the Company's shareholders pursuant to the procedures set forth in the Company's by-laws and described in the Company's proxy statement.
2. Recommend to the Board nominees for appointment to fill any vacancy on the Board.
3. Coordinate and assist with new director orientation and continuing education of the members of the Board.
4. Evaluate and, if appropriate, recommend resignation or other termination of Board membership for individual directors, whether for cause, due to a change in the director's employment or status or development of a conflict of interest or for other appropriate reasons, as determined by the Committee.
5. Conduct an annual evaluation of each director's independence according to applicable exchange listing rules, applicable law and the Company's corporate governance guidelines and present its evaluations to the Board to enable the Board to make a determination on each director's independence.
6. Review any director resignation letter tendered in accordance with the Company's corporate governance guidelines and evaluate and recommend to the Board whether such resignation should be accepted.

Board and Committee Composition and Procedures

7. Make recommendations to the Board regarding the size, composition and structure of the Board.
8. Review and make recommendations to the Board regarding director tenure and retirement.
9. Make an annual recommendation to the Board regarding the structure, responsibilities and membership of the Board's committees, including committee member appointment and removal.
10. Make recommendations to the Board regarding other matters relating to Board and Committee policies and practices as the Committee deems appropriate.

Corporate Governance

11. Develop and recommend to the Board a set of corporate governance guidelines, monitor their implementation and recommend such changes to the guidelines as the Committee may deem appropriate from time to time. The Committee should review these principles at least once a year.
12. Oversee the development and maintenance of an appropriate ethics and compliance program, including a code or codes of ethics and business conduct, and periodically review the effectiveness of the Company's program.
13. Review, approve and/or ratify outside directorships of Board members and the Company's senior management in accordance with the Company's corporate governance guidelines.
14. Make an annual recommendation to the Board for an independent Lead Director in the event the Chair of the Board is not independent.
15. Review and discuss with management the Company's engagement with and responsiveness to shareholder votes on governance matters.
16. Assist the Board in fulfilling its oversight responsibilities relating to corporate responsibility and environmental, social and governance matters.

Board Performance Evaluation

17. Develop and oversee the annual evaluation of the performance of the Board, its committees and individual directors, and assist the Board and other committees in conducting self-evaluations.

Succession Planning

18. Review and consider at least annually the succession plan of the Board, CEO and senior management.

Other

19. Review and consider the Company's director and officer liability insurance plan from time to time.
20. Perform any other activities in its discretion that are consistent with the Committee's purpose, or as determined necessary or appropriate by the Board.

V. Evaluation Procedures

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate the Committee's own performance and report to the Board the results of its evaluation.

VI. Limitation of Committee's Role

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or the members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

Adopted by the Nominating and Corporate Governance Committee and approved by the Board on May 5, 2021.