

## **CONSUMER PORTFOLIO SERVICES, INC.**

### **NOMINATING COMMITTEE CHARTER**

*(as approved May 2, 2007, reapproved February 4, 2010)*

#### **Purpose**

The Nominating Committee (“Committee”) is appointed by the Board of Directors to:

- Identify individuals qualified to become Board members.
- Select the nominees for election as directors at each annual meeting of shareholders.

#### **Committee Membership**

The Committee shall consist of at least two directors, each of whom shall meet the independence requirements of applicable law and of the Nasdaq Stock market. The Board appoints the members of the Committee and the chairperson. The Board may remove any member from the Committee at any time with or without cause.

The Committee shall be composed entirely of directors who satisfy the definition of “independent” under the listing standards of The Nasdaq Stock Market (“Nasdaq”). The Committee members will be appointed by the Board and may be removed by the Board at will.

#### **Meetings**

The Committee shall meet as often as its members deem necessary to perform the Committee’s responsibilities. The Committee shall meet periodically in executive session without Company management present. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next quarterly meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Company, or (c) the laws of the state of California.

The Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

#### **Committee Authority**

The Committee shall have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain and terminate outside counsel, any

search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including sole authority to approve the firms' fees and other retention terms.

Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

### **Committee Responsibilities**

The principal responsibilities and functions of the Committee are as follows:

1. Make recommendations to the Board regarding the size and composition of the Board.
2. Develop criteria (such as independence, experience relevant to the needs of the Company, leadership qualities, diversity and ability to represent the shareholders) for the selection of individuals to be considered as candidates for election to the Board.
3. Review and consider shareholder recommended candidates for nomination to the Board.
4. Review the qualifications, including capability, availability to serve, conflicts of interest, and other relevant factors, of possible nominees.
5. Identify, interview and recruit candidates for the Board.
6. Select director nominees to be presented for election at the annual meeting of shareholders.
7. Annually review the composition of each committee and present recommendations for committee memberships to the Board.
8. Annually present to the Board recommendations for appointment to the committees of the Board.
9. Recommend to the Board individuals for election to fill vacancies on the Board, as necessary.
10. Review the charter of the Committee, and recommend any desirable changes to the charter.