

**GWG HOLDINGS, INC.**  
**NOMINATION AND**  
**CORPORATE GOVERNANCE COMMITTEE CHARTER**

(as adopted by the Board of Directors on October 28, 2013)

**Introduction**

The primary focus of the Nomination and Corporate Governance Committee (the “Committee”) of GWG Holdings, Inc. (the “Company”) is on the broad range of issues surrounding the composition and operation of the Board of Directors (the “Board”) of the Company, and the various committees thereof. The Committee provides assistance to the Board in the areas of membership selection, committee selection and rotation practices, evaluation of the overall effectiveness of the Board, and review and consideration of developments in corporate governance practices. The Committee’s goal is to assure that the composition, practices and operation of the Board contribute to value creation and effective representation of the Company’s stockholders.

**1. Appointment, Qualification and Removal**

The Committee shall consist of two or more directors as determined by the Board, or such greater number if so required by applicable law, rule or regulation, each of whom shall be an “independent director,” as such term is defined by The NASDAQ Market Listing Rule 5605(a)(2), and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee.

The members of the Committee shall be elected annually by the Board. Committee members may be removed for any reason or no reason at the discretion of the Board, and the Board may fill any Committee vacancy that is created by such removal or otherwise. The Committee’s chairperson shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chairperson upon the affirmative vote of a majority of the directors serving on the Committee.

The Committee may form and delegate authority to subcommittees as it may deem appropriate in its sole discretion.

**2. Structure and Meetings**

The chairperson of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee shall report its actions and recommendations to the Board.

### **3. Goals and Responsibilities**

In furtherance of its purposes, the Committee shall:

- Evaluate the composition, organization and governance of the Board, determine future requirements and make recommendations to the Board for approval;
- Determine desired Board and committee skills and attributes and criteria for selecting new directors;
- Review candidates for Board membership consistent with the Committee's criteria for selecting new directors and annually recommend a slate of nominees to the Board for consideration at the Company's annual stockholders' meeting;
- Review candidates for Board membership, if any, recommended by the Company's stockholders;
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible director candidates;
- Evaluate and consider matters relating to the qualifications and retirement of directors;
- Develop a plan for, and consult with the Board regarding, management succession; and
- Advise the Board generally on corporate governance matters.

In addition, the Committee shall, if and when deemed appropriate by the Board or the Committee, develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate. The Committee shall also advise the Board on (a) committee member qualifications, (b) appointments, removals and rotation of committee members, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board. Finally, the Committee will perform any other activities consistent with this Charter, the Company's Certificate of Incorporation, Bylaws and governing law as the Committee or the Board deems appropriate.

The Committee will review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

### **4. Committee Resources**

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.