

H&R BLOCK, INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(as amended and restated November 6, 2014)

I. ROLE OF THE GOVERNANCE AND NOMINATING COMMITTEE

A. The Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) constituted to (i) identify individuals qualified to serve as members of the Board, consistent with criteria approved by the Board, (ii) recommend to the Board the director nominees for the Company’s next annual meeting of shareholders, (iii) develop and recommend to the Board a set of corporate governance principles applicable to the Company, (iv) oversee the process for the Board’s annual self-evaluation, and (v) review, and make recommendations regarding, non-employee director compensation.

II. COMMITTEE COMPOSITION

A. The Committee shall consist of at least three directors, all of whom must meet the independence requirements of the New York Stock Exchange. Committee members shall serve as members until their successors are elected and qualified or until their earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board at any time.

III. MEETINGS

A. The Committee shall hold at least one regular meeting annually, and shall meet more frequently as deemed necessary to fulfill the responsibilities prescribed in this Charter or by the Board. The Board or the chair of the Committee may call special meetings of the Committee. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES

A. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve such search firm’s fees and other retention terms. The Committee shall also have the authority to delegate authority to such subcommittees as the Committee deems appropriate and in the best interests of the Company and its shareholders.

B. The specific responsibilities of the Governance and Nominating Committee shall include:

1. Develop and recommend to the Board policies and processes designed to provide for effective and efficient corporate governance, including

without limitation the Company's Corporate Governance Guidelines, processes for evaluation of the Board, election and re-election of Board members, and board orientation and education.

2. Review and recommend to the Board matters relating to the composition, structure and policies of the Board and the desired criteria to be considered in selecting director nominees, in accordance with the Company's Corporate Governance Guidelines.

3. Identify and recommend to the Board potential director candidates, receive recommendations regarding potential nominees for election as director, review qualifications of identified or recommended candidates, and assist with the recruitment of new directors. On an annual basis, recommend director nominees to the Board for election by the shareholders at the Company's annual meeting of shareholders.

4. Review and recommend for Board approval the action, if any, to be taken with respect to director resignations tendered to the Board as a result of such director's material change in principal employment or major responsibilities, as contemplated by the Company's Corporate Governance Guidelines.

5. Develop or cause to be developed orientation and other educational programs for directors.

6. On an annual basis, or more frequently as circumstances require, recommend for approval by the Board an individual to serve as non-executive Chairman of the Board, such person to serve for a period of one year subject to such individual's prior death, resignation, retirement or removal from office as a director in accordance with the Company's bylaws.

7. On an annual basis, review and recommend for approval by the Board the committees that shall constitute the standing committees of the Board and recommend the directors to serve on and chair such standing committees. As part of such determination, review and recommend for approval by the Board the individuals to serve on the Audit Committee of the Board who shall be designated as being "financially literate" or Audit Committee Financial Experts under applicable rules and regulations.

8. On an annual basis, or more frequently as the Committee deems necessary, review and recommend for approval by the Board the Company's Corporate Governance Guidelines, including amendments thereto as the Committee may deem necessary from time to time.

9. Oversee the process for the annual self-evaluation of the Board and each of its committees. On an annual basis, evaluate the Committee's own performance and effectiveness.

10. Adopt and implement a policy to review and approve or ratify transactions with "related persons" (as defined in applicable rules and regulations of the Securities and Exchange Commission) in accordance with the Company's policies.

11. On an annual basis, review matters of compensation, benefits and other forms of remuneration for non-employee directors and recommend to the full Board annual director retainers and committee chair retainers, the retainer for the non-executive Chairman of the Board, Board and committee meeting attendance fees, and any other compensation and benefits for non-employee directors, including without limitation the granting of deferred stock units or other forms of equity to non-employee directors pursuant to the Company's applicable equity plans.

12. On an annual basis, review compliance with any director stock ownership guidelines or holding requirements.

13. Make reports to the Board on a regular basis concerning Committee actions, findings and recommendations and any other matters the Committee deems appropriate or the Board requests.

14. Review and reassess the adequacy of the Committee Charter on an annual basis, or more frequently as needs dictate, and recommend to the Board any revisions considered appropriate.

15. Review and make recommendations to the Board with respect to any shareholder proposal that relates to corporate governance, including director candidates recommended by a shareholder.

16. Periodically review and reassess the adequacy of the H&R Block, Inc. Political Activities Policy and recommend to the Board any revisions considered appropriate. Additionally, review the annual report prepared in accordance with the H&R Block, Inc. Political Activities Policy.