This study was intended to describe the students’ problems in learning English conversation class as the extra curricular activity at Madrasah Aliyah Maarif Sukorejo, Pasuruan. Descriptive qualitative research was used as the design of this study to collect all information to answer the problems. The population research of this study was second year students that contains of 15 students and one English teacher. The data were obtained through the unstructured interview for English teacher and mix questionnaire for the students which were presented descriptively after being classified into related aspects. The result of this study shows that the students face some problems. First that were related to inhibition was that students felt ashamed if they got attention when they were speaking English. Second, some problems that were related to nothing to say was that the students have not any idea to express their opinion when they are learning speaking. Third, some problems that were related to low or uneven participation was that the students felt less in participation when they are learning speaking. Fourth, some problems that were related to mother tongue use was as follows, students were afraid of criticisms by their friends in speaking class. The causes of the problems were, first the causes that was related to inhibition was that students felt ashamed if they got attention because they thought that they became centre of attention in the class. Second, the cause that was related to nothing to say were that the students had not any idea because the students did not master the material. Third, the cause that was related to low or uneven participation was that students less in participation because teacher explains about tenses. The last, the cause that was related to mother tongue use was that students felt afraid of criticism by their friends because they would be regarded as cleverer than others.