



## **EZCORP, INC.**

### **AUDIT AND RISK COMMITTEE**

#### **CHARTER**

##### **PURPOSE**

The Board of Directors of EZCORP, Inc. (the "Company") maintains the Audit and Risk Committee (the "Committee") for the primary purpose of assisting the Board in fulfilling its responsibilities to provide oversight with respect to:

- The reliability and integrity of the financial statements and other financial information provided by the Company to any governmental body or the public;
- The Company's auditing, accounting, financial reporting and disclosure policies, practices and processes;
- Systems of internal control implemented and maintained by the Company;
- The qualifications, independence and performance of the Company's independent auditors;
- The performance of the Company's internal audit function;
- The establishment and maintenance of processes to assure compliance with all applicable laws, rules and regulations and all Company policies; and
- The Company's risk management framework, including operational, information security, compliance, regulatory, financial, strategic, reputational and other risks.

While the Committee has the oversight responsibilities and duties set forth in this Charter, the Company's management is responsible for designing, implementing and maintaining effective disclosure controls and procedures, adequate and effective internal control over financial reporting, and an effective risk management program.

##### **STRUCTURE AND OPERATIONS**

###### *Composition and Qualifications*

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be "independent" under the standards for audit committee members and shall otherwise satisfy the requirements and qualifications for audit committee membership, all as set forth in the applicable provisions of the Securities Exchange Act of 1934 and the rules promulgated thereunder, the applicable provisions of the Nasdaq Listing Rules and any other applicable legal or regulatory requirement. In addition, no director may serve as a member of the Committee if such director serves on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such director to serve effectively on the Committee.

All members of the Committee shall have sufficient financial experience and ability to enable them to discharge their responsibilities. At least one member of the Committee shall, in the judgment of the Board, have past employment experience in finance or accounting, requisite professional certification in accounting or any other comparable experience or background which results in the individual's financial sophistication and shall otherwise satisfy the requirements of an "audit committee financial expert," as defined by applicable rules of the U.S. Securities and Exchange Commission (the "SEC").

#### *Appointment and Removal of Members*

The members of the Committee shall be appointed by the Board. An appointed member shall serve until such member's successor is duly appointed or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by the Board.

#### *Designation and Duties of Committee Chair*

The Board shall designate one member of the Committee to act as Chair of the Committee. The Chair will preside over all sessions of the Committee, will set the agenda for Committee meetings and will perform such other duties and responsibilities as may be designated from time to time by the Committee. If the Chair is absent for any meeting of the Committee, the members present at such meeting (assuming they constitute a quorum) shall select one of their number to preside over such meeting.

#### *Resources*

The Committee shall have the authority to retain and consult with special legal, accounting or other consultants to advise the Committee, as the Committee deems necessary, appropriate or desirable. The Committee shall determine the appropriate funding needed by the Committee and have sole authority to approve compensation to any advisers employed by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee is delegated all authority of the Board as may be necessary, appropriate or desirable to fulfill the purposes of the Committee. The Committee may form and delegate some of all of its authority to subcommittees when it deems appropriate.

#### *Meetings*

The Committee shall meet as frequently as the Committee deems necessary, appropriate or desirable. Such meetings will include, at minimum, quarterly consultation with management and the Company's registered independent public accounting firm (the "Independent Auditor") to review the Company's financial statements and reports consistent with the Committee's responsibilities. Meetings of the Committee may be called by the Chairman of the Board or any Committee member.

The Committee shall meet regularly in separate executive sessions with the Independent Auditor, the head of the Company's Internal Audit function (the "Internal Auditor") and such other members of management as the Committee deems appropriate to discuss matters warranting attention or private consideration by the Committee.

The Committee may request any officer or employee of the Company or any representative of the Independent Auditor, the Company's outside counsel or any of the Company's other

advisors to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.

#### *Reports to Board*

The Committee shall report its actions and any recommendations to the Board after each Committee meeting.

### **AUTHORITY, RESPONSIBILITIES AND DUTIES**

The Committee shall have the power and authority necessary to comply with all applicable laws, rules and regulations and all provisions of this Charter, including the responsibility and duty to take the following actions:

#### *Financial Reports and Disclosures*

- Review and discuss with management and the Independent Auditor the Company's annual and quarterly financial statements and any other material financial reports as required, including the disclosures made in the Management's Discussion and Analysis of Financial Condition and Results of Operations set forth in the Company's periodic reports filed with the SEC.
- Review and discuss with management and the Independent Auditor, as appropriate, earnings press releases and financial presentations provided to stockholders, analysts and rating agencies prior to their release to the public.
- Review and discuss with management and the Independent Auditor any significant financial reporting issues, the selection and application of accounting standards and principles, and significant accounting estimates or judgments made in connection with the preparation of the Company's financial statements.
- Review and discuss with management and the Independent Auditor Management's Report on Internal Control Over Financial Reporting and the Independent Auditor's report on internal control over financial reporting set forth in the Company's Annual Report on Form 10-K.
- Review with management the quarterly and annual certifications of the Chief Executive Officer and the Chief Financial Officer regarding the design and operation of the Company's disclosure controls and procedures and internal control over financial reporting, including any disclosures of significant deficiencies or material weaknesses and any fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.

#### *Accounting and Financial Reporting Processes*

- Review and evaluate, in consultation with management and the Independent Auditor, the adequacy and propriety of the Company's disclosure controls and procedures and the internal and external financial reporting processes.
- Consult with management and the Independent Auditor concerning the appropriateness of accounting principles applied in financial reporting and significant judgments necessary to the preparation of financial statements.

- Consider and approve, if appropriate, major changes to the Company's accounting principles and practices as suggested by any governmental body, management, the Independent Auditor or the Internal Auditor.
- Establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or auditing matters, as well as for confidential, anonymous submissions by Company employees of concerns regarding questionable accounting or auditing matters.
- Review with the Independent Auditor their recommendations concerning changes to, or improvements in, internal control and financial reporting practices and assess management's responses to such recommendations.
- Discuss with management and the Independent Auditor any correspondence with regulators or governmental agencies or any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- Discuss with management the status of significant tax returns and audits, as well as the Company's overall tax strategy, including areas requiring significant judgment or risk.

#### *Independent Auditor*

- Appoint and replace (as necessary) the Independent Auditor, determine the terms of engagement (including compensation) for the Independent Auditor and generally oversee the work of the Independent Auditor (including reviewing and approving the scope, planning and staffing of the audit, and resolving any disagreements between management and the Independent Auditor regarding financial reporting). The Independent Auditor will report directly to the Committee.
- Approve in advance all audit, review or attest services to be provided by the Independent Auditors, including the compensation and other terms of engagement.
- Approve in advance all permissible non-audit services to be performed by the Independent Auditor, and not less than annually, confirm with management and the Independent Auditor that all non-audit services performed by the Independent Auditor were so pre-approved (other than "*de minimis*" exceptions that are approved by the Committee prior to the completion of the audit).
- Review and evaluate the lead partner of the Independent Auditor, assure compliance with applicable audit partner rotation requirements and present to the full Board the Committee's conclusions with respect to the qualifications and performance of the Independent Auditor.
- Consider, at least annually, the independence of the Independent Auditor, including whether the Independent Auditor's performance of permissible non-audit services is compatible with their independence; obtain and review the Independent Auditor's written communications regarding independence required by the Public Company Accounting Oversight Board Rule 3526 (*Communication with Audit Committees Concerning Independence*); discuss with the Independent Auditor any disclosed relationship or services that may impact their objectivity and independence; and present to the Board the Committee's conclusions with respect to the qualifications and independence of the Independent Auditor.

- Discuss with the Independent Auditor the matters required to be discussed by applicable auditing standards relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.
- Periodically communicate with the Independent Auditor, in meetings separate from management, concerning their evaluation of internal controls, the propriety of the Company's financial statements, the quality of the Company's system of internal control over financial reporting and any other matters deemed necessary to fulfill the Committee's responsibilities.
- Obtain and review at least annually a formal written report from the Independent Auditor delineating the Independent Auditor's internal quality-control procedures and any material issues raised within the preceding five years by the Independent Auditor's internal quality-control reviews, by peer reviews or by any governmental or other inquiry or investigation (including inspections by the Public Company Accounting Oversight Board).

#### *Internal Audit*

- Review and approve the Company's internal audit function, including (a) purpose, authority, responsibilities and organizational reporting lines, (b) budget and staffing and (c) concurrence in the appointment, removal or reassignment and compensation of the Internal Auditor.
- Review with the Internal Auditor, and the Independent Auditor as necessary or appropriate, the annual internal audit plan, including any changes in the planned scope of the internal audit.
- Review with the Chief Financial Officer, the Internal Auditor and such others as the Committee deems appropriate, the Company's internal system of audit and financial controls and the results of internal audits, including management action plans and management's responses to such plans.
- At least annually, review the internal audit department's charter, independence and access within the Company to perform their work, as well as the performance and effectiveness of the Internal Auditor and the internal audit department.

#### *Risk Management*

- Review and approve the Company's risk appetite and tolerance levels, overall risk management framework and key risk policies relating to the significant risks the Company faces, including strategic, market, product, liquidity, property, financial, operational, credit, security, IT, legal, compliance, regulatory, reputational and other risks, with the objective of ensuring an acceptable balance between risk and return in the decisions made by the Company.
- Oversee management's deployment of an enterprise risk framework, and ensure that its risk management methodologies effectively identify all areas of potential risk.

- Ensure that adequate policies and procedures have been designed and implemented to manage and monitor identified risks and that appropriate action is taken to remediate areas of weakness.
- Receive and review reports from management on the results of risk management reviews and assessments and other risk topics as the Committee deems necessary, appropriate or desirable.

### *Ethics and Compliance*

- Review annually and provide recommendations to the Board concerning the Company's Code of Conduct and policies and procedures regarding compliance with the Code of Conduct, with Company policies and with applicable laws and regulations.
- Review, on a regular basis, the Company's policies and procedures designed to assure compliance with all applicable legal and regulatory requirements, and oversee the Company's implementation, management and maintenance of such policies and procedures, which oversight will include ensuring that the Company:
  - Demonstrates clear expectations about compliance both within the Company and to third-party service providers;
  - Adopts clear policy statements regarding compliance with applicable legal and regulatory requirements;
  - Appoints appropriately qualified and experienced compliance personnel, including compliance officers with appropriate authority and accountability;
  - Maintains a compliance function to set policies, procedures and standards;
  - Allocates resources to the compliance function that are (a) commensurate with (1) the nature of the Company's business (including the scope of the legal and regulatory requirements to which that business is subject), (2) the potential for unfair, deceptive or abusive acts or practices and (3) the size and complexity of the Company's operations and practices, and (b) necessary to mitigate the risk of consumer harm associated with violations of such legal and regulatory requirements; and
  - Addresses consumer compliance issues and associated risks of harm to consumers throughout product development, marketing, account administration and the handling and resolution of consumer complaints and inquiries.
- Require regular audit coverage of compliance matters; review the results of periodic compliance audits; review reports of compliance risks, issues and resolution; and report such matters to the Board.
- Review the status of significant regulatory examinations or reviews relating to the Company.
- Review with the General Counsel any legal matter that could have a significant impact on the Company's financial statements, strategic plan or reputation.

- Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Company (e.g. “whistle-blowers”) of concerns regarding questionable accounting, auditing or other ethical matters.
- Review with management and the Independent Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports that raise material issues regarding the Company’s financial statements or accounting policies.
- Review and investigate any matters pertaining to the integrity of management or adherence to appropriate standards of business conduct as set forth in the Company’s Code of Conduct.
- At least annually, discuss with management the implementation and effectiveness of the Company’s compliance and ethics program.

#### *Other Matters*

- Review and take appropriate action with respect to related party transactions in accordance with the Company’s Policy for Review and Evaluation of Related Party Transactions.
- Perform an evaluation of the Committee’s performance at least annually to assess whether the Committee is functioning effectively.
- Review and update this Charter at least annually or more frequently should conditions dictate.
- Perform any other activities consistent with this Charter, the Company’s Bylaws and governing law, as the Committee or the Board deems necessary, appropriate or desirable.

#### **WEBSITE POSTING**

The Company will make this Charter available on or through the Company’s website, and will disclose in its Annual Report on Form 10-K that a copy of this Charter is available on the Company’s website and will provide the website address.

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*Although the Committee members have the duties and responsibilities set forth in this Charter, nothing in this Charter is intended to create, or should be construed as creating, any responsibilities or liability of the Committee members, except to the extent otherwise provided under federal or state law. In addition, nothing in this Charter is intended to preclude or impair the protection provided in Section 141(e) of the Delaware General Corporation Law for good faith reliance by Committee members on reports or other information provided by others.*