



EZCORP, INC.

NOMINATING COMMITTEE

CHARTER

PURPOSE

The Board of Directors of EZCORP, Inc. (the "Company") has formed and maintains the Nominating Committee (the "Committee") for the primary purpose of assisting the Board with respect to the selection and nomination of candidates for election or appointment to the Board.

STRUCTURE AND OPERATIONS

Composition and Qualifications

The Committee shall be comprised of at least two directors as determined by the Board, each of whom shall be "independent" under the standards set forth in the Nasdaq Listing Rules and any other applicable legal or regulatory requirement.

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 designated 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 such advisors or consultants as the Committee deems necessary, appropriate or desirable, including search firms to be used to identify director candidates. The Committee shall have sole authority to negotiate and approve the engagement terms (including compensation arrangements) applicable to any advisers, consultants or search firms retained by the Committee, as well as 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 or 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 to fulfill the Committee's responsibilities. Meetings of the Committee may be called by the Chairman of the Board or any Committee member.

The Committee may meet in separate executive sessions with such 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 Company's independent accountants, outside counsel or 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:

Director Nomination and Evaluation

- Make recommendations to the Board regarding the size and composition of the Board and its committees, within any limits prescribed by the Company's Bylaws, taking into account the size and breadth of the Company's business and the need for Board diversity.
- Review periodically the skills, characteristics, background and experience required of Board members, as set forth in the Qualification Guidelines for Directors attached as Exhibit A, and recommend changes to the Board as necessary, appropriate or desirable.
- Identify and evaluate qualified individuals to become Board members, and make recommendations to the Board regarding the nomination of appropriate candidates.
- Assess and make recommendations to the full Board with respect to each continuing and prospective director's independence and qualification to serve on the Board and its respective committees.
- Review and make recommendations to the Board regarding changes in a Board member's status that may impact his or her independence, rise to the level of a significant conflict of interest, or affect the continued appropriateness of his or her Board membership.
- Evaluate the performance of each director before recommending to the Board his or her nomination for an additional term as director.

- Periodically consider the membership of the Board’s committees (including the Committee), and recommend to the Board such changes as are deemed necessary, appropriate or desirable.

Other Board and Committee Processes

- Oversee an orientation program to familiarize new directors with the Company’s business and operations.
- Periodically conduct an evaluation of the performance of the Board as a whole and of individual members of the Board based on such criteria and performance factors as the Committee may determine.
- 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.

EXHIBIT A

Qualification Guidelines for Directors

Each director should have demonstrated notable or significant achievements in business, education or public service; should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the Company's stockholders. The following are qualifications, experience and skills for Board members that are important to the Company's business and its future:

- *Leadership experience* — Directors should demonstrate extraordinary leadership qualities. Strong leaders bring vision, strategic agility, diverse and global perspectives and broad business insight to the Company. They demonstrate practical management experience, skills for managing change and deep knowledge of industries, geographies and risk management strategies relevant to the Company's business. They have experience in identifying and developing the current and future leaders of the Company.
- *Finance experience* — Each director should possess an understanding of finance and related reporting processes.
- *Strategically relevant experience* — Directors should have business experience that is relevant to the Company's strategic goals and objectives, including geographical and product expansion. The Company values experience in its high priority growth areas, including new or expanding geographies or customer segments and existing and new technologies; understanding of the Company's business environments; and experience with, exposure to or reputation among a broad subset of the Company's customer base.
- *Government experience* — The Company's business is subject to a variety of legislative and regulatory risks. Accordingly, the Company values experience in the legislative, judicial or regulatory branches of government or government relations.