



## **EZCORP, INC.**

### **COMPENSATION COMMITTEE**

#### **CHARTER**

The Board of Directors of EZCORP, Inc. has formed the Compensation Committee (the "Committee") for the primary purpose of analyzing, advising and (as appropriate) approving executive compensation and organizational development matters, and otherwise assisting the Board in its overall responsibility to enable the Company to attract, retain, develop and motivate qualified executives and employees who will contribute to the long-term success of the Company

#### **COMPOSITION AND QUALIFICATIONS**

The Committee shall be comprised of three or more directors as determined by the Board of Directors. At least two of the members of the Committee (the "Independent Members") shall be "independent" under the standards for compensation committee members and shall otherwise satisfy the other requirements and qualifications for compensation committee membership 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. The Independent Members shall constitute a subcommittee of the Committee (referred to as the "Independent Subcommittee"), which shall have the exclusive authority to approve all matters that, under any applicable legal or regulatory requirement, requires the approval solely of "independent directors," "non-employee directors" or "outside directors."

The members of the Committee shall be designated by the Board, and each 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 a majority vote of the Board. Unless a Chair is designated by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair will preside over all sessions of the Committee and will set the agenda for Committee meetings.

#### **AUTHORITY**

The Committee shall have the authority to retain and consult with special legal, compensation or other consultants to advise the Committee as circumstances may dictate. 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.

#### **MEETINGS**

The Committee shall meet as frequently as circumstances dictate.

## **RESPONSIBILITIES AND DUTIES**

The Committee (or the Independent Subcommittee, as appropriate) shall have the power, authority and responsibility to take the following actions:

- Assisting management and the Board in identifying, developing and evaluating potential candidates for senior executive positions, including the members of the Office of the Chairman (consisting of the Executive Chairman and the Chief Executive Officer) and overseeing the development of senior executive succession plans.
- Reviewing and approving, on an annual basis, the corporate goals and performance objectives with respect to compensation for the members of the Office of the Chairman. The Committee shall evaluate the performance of such officers in light of these established goals and objectives and based upon these evaluations shall set such officers' annual compensation, including salary, bonus and equity and non-equity incentive compensation.
- Reviewing and approving, on an annual basis, the Incentive Compensation Plan, including the performance objectives necessary to achieve payouts under such plan.
- Reviewing and approving, on an annual basis, the compensation structure for the Company's Executive Officers. The Committee shall review the Chief Executive Officer's evaluation of performance of the Executive Officers and shall approve the annual compensation, including salary, bonus targets and equity and non-equity incentive compensation, for all Executive Officers based upon the performance evaluation and the initial recommendations from the Chief Executive Officer.
- Reviewing and approving the Company's equity incentive compensation and other stock-based plans and recommending changes in such plans to the Board as needed. The Committee shall have and shall exercise all the authority of the Board of Directors with respect to the administration of such plans, and shall have the power and authority to delegate such administrative duties to designated Company employees or committees.
- Advising senior management with respect to the quality of the workforce to carry out the Company's strategic goals. This responsibility should include assessing the effectiveness of employee programs and advising management on human resources strategies.
- Providing research of competitive compensation levels for non-employee directors and making annual recommendations to the Board of Directors concerning appropriate non-employee director compensation plans.
- Reviewing and discussing with management the Company's annual Compensation Discussion and Analysis (CD&A) and recommending to the Board that the CD&A be included in the Company's Annual Report on Form 10-K, as filed with the Securities and Exchange Commission.
- Reviewing the adequacy of this Charter on an annual basis and recommending any proposed changes to the Board of Directors.

Any references to "Committee" above shall be deemed to be references to "Independent Subcommittee" if the applicable matter falls within the exclusive authority of the Independent Subcommittee, as described under "Composition and Qualifications" above.

## **REPORTS**

The Committee, after each Committee meeting, shall report its actions and any recommendations at the next regularly scheduled meeting of the Board of Directors.