

EZCORP, INC.

AUDIT COMMITTEE

CHARTER

The Board of Directors of EZCORP, Inc. has formed the Audit 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 by the Company;
- The qualifications, independence and performance of the Company's independent auditors;
- The performance of the Company's internal audit function; and
- The establishment and maintenance of processes to assure compliance with all applicable laws, rules and regulations, as well as Company policies, including a process for the receipt of complaints and concerns regarding management fraud and accounting, internal control or auditing matters.

COMPOSITION AND QUALIFICATIONS

The Audit 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 other 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 Audit 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 Audit Committee.

At least one member of the Audit 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").

The members of the Audit Committee shall be designated by the Board and shall serve until such member's successor is duly designated or until such member's earlier resignation or removal. Any member of the Audit 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 Audit Committee shall designate a Chair by majority vote of the full Audit Committee membership. The Chair will preside over all sessions of the Audit Committee and will set the agenda for Audit Committee meetings.

AUTHORITY

The Committee shall have the authority to retain and consult with special legal, accounting or other consultants to advise the Committee as circumstances may dictate. In addition, the Committee shall be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the Company's independent auditors. The Committee shall determine the appropriate funding needed by the Committee and have sole authority to approve (i) compensation to the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

MEETINGS

The Committee shall meet quarterly, or more frequently as circumstances dictate. As part of its function of fostering open communication, the Committee shall meet regularly with management, the Company's Director of Internal Audit and the independent auditors. The Committee will periodically meet separately and privately with each of these groups to discuss matters warranting attention or private consideration by the Committee. Such meetings will include quarterly consultation with the independent auditors and management to review the Company's financial statements and reports consistent with the Committee's responsibilities.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee shall have the power and authority necessary to comply with all applicable laws, rules and regulations, including the responsibility and duty to take the following actions:

Document/Report Review

- Review and update this Charter at least annually or more frequently should conditions dictate.
- Conduct a review of 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.
- As considered necessary, discuss with management and the independent auditors any reports or financial information.
- Meet with the Director of Internal Audit and review reports and management's response as considered necessary.
- Advise the Board concerning the results of the Committee's review procedures.

- Review and approve the disclosures regarding the Committee and its function contained in the Company's Annual Report on Form 10-K.

Independent Auditors

- Approve in advance all audit, review or attest engagements required under applicable securities laws to be provided by the independent auditors, including fees and terms, and assure that the independent audit firm reports directly to the Committee.
- Pre-approve all permissible non-audit services to be performed by the independent auditors, and not less than annually, confirm with management and the independent auditors that all non-audit services performed by the independent auditors 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 audit firm, 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 auditors.
- Consider, at least annually, the independence of the independent auditors, including whether the independent auditors' performance of permissible non-audit services is compatible with their independence; obtain and review the independent auditors' written statements required by ISB Standard No. 1 describing any relationships between the independent auditors and the Company; discuss with the independent auditors 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 auditors.
- Discuss with the independent auditors any matters required to be discussed applicable auditing standards.
- Periodically communicate with the independent auditors, 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.

Financial Reporting Processes

- Review and evaluate the propriety of the Company's disclosure controls and procedures and the internal and external financial reporting processes, in consultation with management and the independent auditors.
- Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer, in connection with their certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, regarding (a) significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting and (b) fraud involving management or other employees who have a significant role in the Company's internal control over financial reporting.
- Consult with the independent auditors and management concerning the quality and appropriateness of accounting principles applied in financial reporting.

- Consider and approve, if appropriate, major changes to the Company's accounting principles and practices as suggested by any governmental body, the independent auditors, management or the internal auditing department.

Process Improvement

- Discuss the basis and appropriateness of significant judgments necessary to the preparation of financial statements with management and the independent accountants.
- Review with the independent auditors any significant difficulties encountered during the course of the audit and any restrictions on the scope of work or access to required information.
- Determine if there has been any significant disagreement between management and the independent auditors concerning accounting principles, significant judgments or other matters. Work with management and the independent auditors to resolve any disagreements.
- Review with the independent auditors their recommendations concerning changes to, or improvements in, internal control and financial reporting practices and assess management's responses to such recommendations.
- Perform an evaluation of the Committee's performance at least annually to determine whether it is functioning effectively.

Internal Audit and Risk Management

- Review any appointment or replacement of the senior internal auditing officer.
- Review any significant reports to management prepared by the internal auditing department and management's responses.
- Review with the Company's senior internal auditing officer, and the independent auditor as necessary or appropriate, (a) the annual internal audit plan, including any changes in the planned scope of the internal audit, (b) the internal audit department's responsibilities, budget, staffing and organizational structure and (c) the performance of the internal audit department.
- Meet periodically with management to review the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, and discuss policies with respect to risk assessment and risk management.

Ethics and Legal Compliance

- Review annually and provide recommendations to the Board of Directors concerning the Company's Code of Conduct and policies and procedures regarding compliance with the Code of Conduct and applicable laws and regulations.
- Review, as deemed necessary, with the Company's counsel any legal matter that could have a significant impact on the Company's financial statements.
- 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 auditors 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.
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board of Directors deems necessary or appropriate.