

**AUDIT COMMITTEE CHARTER  
OF  
FIRSTCASH, INC.**

**(Effective as of April 23, 2019)**

**I. Composition of the Audit Committee**

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of FirstCash, Inc. (the “Company”) shall be comprised of at least three directors each of whom (i) is “independent” under the rules of the applicable stock exchange on which the Company’s stock is then listed (the “Stock Exchange”) and the U.S. Securities and Exchange Commission (the “SEC”), (ii) does not accept any consulting, advisory or other compensatory fee from the Company other than in his or her capacity as a member of the Board of the Company (the “Board”) or any committee of the Board, (iii) is not an “affiliate” of the Company or any subsidiary of the Company, as such term is defined in Rule 10A-3 under the Securities Exchange Act of 1934, as amended, and (iv) must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. 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 effectively serve on the Committee.

Each member of the Committee must be financially literate (i.e, able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement), as such qualification is interpreted by the Board in its business judgment, or must become financially literate within a reasonable period of time after his or her appointment to the Committee. In addition, the Committee shall have at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, which results in the member’s financial sophistication, as such qualification is interpreted by the Board in its business judgment, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities. In addition, at least one member of the committee shall be an “audit committee financial expert” (as defined in Item 407(d)(5)(ii) of Regulation S-K), as such qualification is interpreted by the Board in its business judgment.

The Board shall determine the number and identity of the members of the Committee in a manner consistent with the rules of the Stock Exchange; provided, that, the Committee shall consist of three or more members. Candidates to fill vacancies in the Committee shall be appointed by the Board. The Board shall designate one member of the Committee as its chairperson. Members of the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board may at any time remove one or more members of the Committee for any reason or no reason.

**II. Purposes of the Committee**

The purposes of the Committee are to:

1. oversee the accounting and financial reporting processes of the Company and the audits of the financial statements of the Company;
2. assist board oversight of (i) the integrity of the Company’s financial statements, (ii) the Company’s compliance with legal and regulatory requirements, (iii) the independent auditors’

qualifications and independence, and (iv) the performance of the independent auditors and the Company's internal audit and control functions; and

3. prepare the report required to be prepared by the Committee pursuant to the rules of the SEC for inclusion in the Company's annual proxy statement.

The function of the Committee is oversight. The management of the Company is responsible for the preparation, presentation, and integrity of the Company's financial statements. Management is responsible for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. The independent auditors are responsible for planning and carrying out a proper audit of the Company's annual financial statements, reviews of the Company's quarterly financial statements prior to the filing of each quarterly report on Form 10-Q, and other procedures. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards.

The independent auditors for the Company are accountable to the Committee, as representatives of the stockholders. The Committee is directly responsible for the appointment, retention, compensation and oversight of the work of the independent auditors (including resolving disagreements between management and the independent auditors regarding financial reporting). The independent auditors shall report directly to the Committee.

The independent auditors shall submit to the Committee annually a formal written statement of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditors: (i) the audit of the Company's annual financial statements and the reviews of the financial statements included in the Company's Quarterly Reports on Form 10-Q or services that are normally provided by the independent auditors in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent auditors, in the aggregate and by each service.

### **III. Duties and Powers of the Committee**

To carry out its purposes, the Committee shall have the following duties and powers:

1. **with respect to the independent auditors,**

(i) to directly appoint, retain, compensate, oversee, evaluate, and terminate the independent auditors engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including having the sole authority to approve all audit engagement fees and terms, and each such independent auditor must report directly to the Committee, provided that the auditor appointment shall be subject to stockholder approval;

(ii) to pre-approve, or to adopt appropriate procedures to pre-approve, all audit and non-audit services to be provided by the independent auditors, and the related fees and terms (or to delegate, in accordance with applicable law, to one or more designated members of the Committee, the authority to do

the same; provided that any such decision made pursuant to the foregoing delegation shall be presented to the Committee at its next regularly-scheduled meeting);

(iii) to review and discuss the written statement from the independent auditor delineating all of the independent auditor's relationships with the Company as required by applicable independence standards, as may be modified or supplemented, and, based on such review, assesses the independence of the auditor;

(iv) to obtain, at least annually, a written report by the independent auditor describing, to the extent permitted under applicable auditing standards: (A) the independent auditor's internal quality-control procedures; (B) any material issues raised by the most recent quality control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (C) all relationships between the independent auditor and the Company or any of its subsidiaries;

(v) review and discuss, at least annually, with the independent auditor the foregoing report and the independent auditor's work throughout the year and evaluate the independent auditor's qualifications, performance and independence, including a review and evaluation of the lead partner on the independent auditor's engagement with the Company, the required periodic rotation of the lead partner, and present its conclusions to the Board and, if so determined by the Committee, recommend that the Board take additional action to satisfy itself of the qualifications, performance and independence of the independent auditor;

(vi) to obtain, review and discuss the report from the independent auditors; which shall be delivered prior to and within 90 days of the filing of the audit report with the SEC, which sets forth any audit all critical accounting policies and practices used, all alternative treatments of financial information within GAAP related to material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors, and any material written communications between the independent auditors and management, such as any "management" letter or schedule of unadjusted differences;

(vii) to discuss with management the timing and process for implementing the rotation of the lead audit partner, the concurring partner and any other active audit engagement team partner;

(vi) to instruct the independent auditors that the independent auditors are ultimately accountable to the Committee, as representatives of the stockholders;

(vii) to investigate any matter brought to its attention with full access to all books, records and facilities and personnel of the Company; and

(viii) to establish clear hiring policies for the Company's hiring of current or former employees of the independent auditors.

**2. with respect to financial reporting principles and policies and internal controls and procedures,**

(i) to advise management and the independent auditors that they are expected to provide to the Committee a timely analysis of significant financial reporting issues and practices;

(ii) to consider any reports or communications (and management's responses thereto) submitted to the Committee by the independent auditors required by or referred to by generally accepted auditing standards, as may be modified or supplemented, including reports and communications related to:

- deficiencies noted in the audit in the design or operation of internal controls;
- consideration of fraud in a financial statement audit;
- detection of illegal acts;
- any restriction on audit scope;
- significant accounting policies;
- management judgments and accounting estimates;
- any accounting adjustments arising from the audit that were noted or proposed by the auditors but were passed (as immaterial or otherwise);
- disagreements with management;
- difficulties encountered with management in performing the audit;
- the independent auditors' judgments about the quality of the entity's accounting principles;
- reviews of interim financial information conducted by the independent auditors; and
- the responsibilities, budget, and staffing of the Company's internal audit function;

(iii) to review and assess the adequacy of internal accounting procedures and controls, and any programs that the Company has instituted to correct any control deficiencies noted by management in their periodic review or the independent auditors in their annual review;

(iv) to meet with management, the independent auditors and, if appropriate, the key internal auditing personnel:

- to discuss the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the results of the independent auditor's reviews of the quarterly financial statements;
- to discuss any significant matters arising from any audit, including any audit problems or difficulties, whether raised by management, internal auditors or the independent auditors, relating to the Company's financial statements;

- to discuss any difficulties the independent auditors encountered in the course of the audit, including any restrictions on the scope of the independent auditor's activities or access to requested information and any significant disagreements with management;
- to review the form of opinion the independent auditors propose to render to the Board and stockholders;
- to discuss, as appropriate: (A) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (B) analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements; and (C) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Company;

(v) to inquire of the Company's chief executive officer and chief financial officer as to the existence of any significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data, any material weaknesses in internal controls, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls;

(vi) to discuss with the Company's General Counsel (or person or entity performing such function) any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies;

(vii) to discuss and review the type and presentation of information to be included in earnings press releases as well as the the financial information and earnings guidance provided to analysts and rating agencies;

(viii) to establish 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 Company employees of concerns regarding questionable accounting or auditing matters; and

(ix) to review and approve related party transactions of the Company where appropriate.

### 3. **with respect to reporting and recommendations,**

(i) to prepare any report or other disclosures, including any recommendation of the Committee, required by the rules of the SEC to be included in the Company's annual proxy statement;

(ii) to periodically review and discuss with management the Company's guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management, including discussion of the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures;

(iii) to review and reassess the adequacy of this Charter at least annually and recommend any changes to the full Board;

(iv) to report its activities to the full Board on a regular basis and to make such recommendations with respect to the above and other matters as the Committee may deem necessary or appropriate, including review with the board any issues that arise with respect to:

- the quality or integrity of the Company's financial statements;
- the performance and independence of the Company's independent auditor;
- the performance of the Company's internal audit function; and
- the Company's compliance with legal and regulatory requirements;

(v) to undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report; and

(vi) to advise the Board with respect to the Company's policies and procedures regarding the compliance with the applicable laws and regulations and with the Company's Code of Business Conduct and Ethics.

#### **IV. Meetings of the Committee**

Unless otherwise determined by the Board, and except as required by the Delaware General Corporation Law, this Charter, the Company's Amended and Restated Certificate of Incorporation or the Company's Amended Bylaws, each as may be in effect from time to time, the Committee may determine the procedural rules for meeting and conducting its business and the Committee shall meet and conduct its business in accordance with such rules. The Committee shall make adequate provision for notice of all meetings to members; provided, that, for all purposes, notice of a Committee meeting shall be adequate if such notice would, if given in connection with a meeting of the Board, satisfy the requirements of a properly noticed meeting of the Board as set forth in the Company's Amended Bylaws as may be in effect from time to time.

A majority of the members of the Committee shall constitute a quorum. A majority vote of the members present shall determine all matters; provided, however, that in the event of a tie vote on any issue, the Committee chairperson's vote shall decide the issue. A member shall be permitted to vote on any and all matters involving himself or herself provided the member does not personally benefit financially by such vote.

The Committee shall meet once every fiscal quarter, or more frequently if circumstances dictate, to discuss with management the annual audited financial statements and quarterly financial statements, as applicable. Minutes of each of these meetings shall be kept. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Any director may attend any

meeting of the Committee, unless otherwise determined by the Committee chairperson or otherwise required by the rules of the Stock Exchange or applicable law.

The Committee shall meet separately on a periodic basis with management, key internal auditing personnel (or other personnel responsible for the Company's internal audit function), and the independent auditors to discuss any matters that the Committee or any of these persons or firms believes should be discussed privately. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

#### **V. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee consisting of one or more members.

#### **VI. Resources and Authority of the Committee**

The Committee shall have and may use the resources (including any needed funding to be supplied by the Company) and exercise the authority appropriate to discharge its duties and responsibilities, except as required by the Delaware General Corporation Law, this Charter, the Company's Amended and Restated Certificate of Incorporation, or the Company's Amended Bylaws, each as may be in effect from time to time. Without limiting the generality of the foregoing, the Committee may, from time to time, from time to time, by action in accordance with the second paragraph of Section IV above, select, retain, terminate, and/or approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.

The Company shall pay to any independent auditor employed by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services and to any special counsel or other experts or consultants retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.