



**CHARTER OF THE
AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
CURO GROUP HOLDINGS CORP.**

PURPOSE

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CURO Group Holdings Corp., a Delaware corporation (the “**Company**”), is appointed by the Board for the purpose of:

- assisting the Board in its oversight of (a) the integrity of the Company’s financial statements, (b) the qualifications, independence and performance of the Company’s independent registered public accounting firm (the “**Independent Auditor**”), (c) the design and implementation of the internal audit function, and, once in place, the performance of the Company’s internal audit function and (d) the Company’s compliance with legal and regulatory requirements (including requirements relating to financial reporting and internal controls);
- preparing an audit committee report, when required by the U.S. Securities and Exchange Commission (the “**SEC**”), that is in compliance with Item 7(d) of Schedule 14A and Item 407(d)(3)(i) of Regulation S-K for inclusion in the Company’s annual meeting proxy statement; and
- performing such other functions as provided in this Audit Committee Charter (this “**Charter**”).

In fulfilling the purposes described herein, the Committee shall endeavor to maintain free and open communication among the Company’s directors, the Independent Auditor, the members of the Company’s senior management as disclosed by the Company from time to time pursuant to Item 401(b) and Item 401(c) of Regulation S-K (“**Senior Management**”) and other Company employees.

COMMITTEE MEMBERSHIP

A. Committee Members

The members of the Committee (collectively, the “**Members**” and each, individually, a “**Member**”) shall be appointed by the Board and shall serve at the discretion of the Board. Any Member may be removed from the Committee, with or without cause, by the Board. The Committee shall consist of at least three (3) Members, each of whom shall be a member of the Board.

B. Membership Requirements

Members of the Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations of the SEC and the New York Stock Exchange (“**NYSE**”):

1. Each Member must meet the independence requirements of the rules set forth in the NYSE Listed Company Manual, as they may be amended from time to time (such listing standards, the “**NYSE Rules**”);
2. Each Member must meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under the Securities and Exchange Act of 1934, as amended (the “**Act**”), subject to the exemptions provided in Rule 10A-3(c) under the Act;
3. Each Member of the Committee must be financially literate, as determined by the Board in its business judgment, and otherwise comply with all financial-literacy requirements of the NYSE Rules;
4. At least one (1) Member must, through appropriate education and/or experience, have accounting or related financial management expertise, as interpreted by the Board in its business judgment. A Member that is an “audit committee financial expert”, as set out in Item 407(d)(5)(ii) of Regulation S-K, will be presumed to have the requisite accounting or related financial management expertise; and
5. No Member of the Committee may simultaneously serve on the audit committees of more than three (3) public companies (including that of the Company), unless the Board determines that such simultaneous service would not impair the ability of such Member to effectively serve on the Committee and the Company discloses such determination in its annual meeting proxy statement.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof or as otherwise permitted by applicable law, the rules of the SEC and the NYSE Rules. Any such compensation shall be approved by the Board.

DUTIES AND RESPONSIBILITIES

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe, and shall have all powers necessary and proper to fulfill all such duties and responsibilities. The Committee shall:

A. Financial Statement and Disclosure Matters

1. Review the policies and procedures adopted by the Company to fulfill its responsibilities regarding the fair and accurate presentation of financial statements

in accordance with generally accepted accounting principles (“**GAAP**”), applicable rules of the SEC and the NYSE Rules.

2. Review the Company’s accounting and financial reporting processes.
3. Review audits of the Company’s financial statements.
4. Review and discuss with Senior Management and the Company’s Vice President of Internal Audit: (a) the Independent Auditor’s responsibilities under generally accepted auditing standards and the responsibilities of Senior Management in the audit process, (b) the overall audit strategy, (c) the scope and timing of the annual audit, (d) any significant risks identified during the Independent Auditor’s risk assessment procedures and (e) when completed, the results, including significant findings, of the annual audit.
5. Review and approve the Company’s Annual Report on Form 10-K (the “**10-K**”) and Quarterly Reports on Form 10-Q (the “**10-Qs**”).
6. Review and discuss with the Independent Auditor, Senior Management and the Company’s Vice President of Internal Audit any information regarding consultation and technical advice opinions sought by Senior Management from any other accounting firm with respect to the accounting treatment of a particular event or transaction.
7. Review and discuss reports from the Independent Auditor regarding: (a) all critical accounting policies and practices to be used by the Company; (b) all alternative treatments of financial information within GAAP that have been discussed with Senior Management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the Independent Auditor; (c) other material written communications between the Independent Auditor and Senior Management, such as any management letter or schedule of unadjusted differences; and (d) any other matters regarding which the Independent Auditor is required, or chooses, to discuss or report to the Committee under applicable standards of the Public Company Accounting Oversight Board (“**PCAOB**”) or otherwise.
8. Review all certifications required to be made by the Company’s Chief Executive Officer and Chief Financial Officer (the “**CFO**”) in connection with the Company’s periodic reports under the Act or pursuant to Sections 302 and 906 of the Sarbanes-Oxley Act (“**SOX**”).
9. Meet to review and discuss with Senior Management and the Independent Auditor the Company’s annual audited financial statements and quarterly financial statements in the 10-K and 10-Qs, respectively, as well as the specific disclosures made under the section entitled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” of such reports.

10. Recommend to the Board that the Company's audited financial statements be included in the 10-K.
11. Review and discuss the Company's earnings press releases (including type and presentation of information, paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), as well as financial information and earnings guidance provided to the public, analysts and ratings agencies. The Committee may discuss these matters generally and need not discuss these matters in advance of each earnings release or each instance where earnings guidance is provided.
12. Prepare and approve the report required by the rules of the SEC to be included in the Company's annual meeting proxy statement in accordance with the requirements of Item 7(d) of Schedule 14A and Item 407(d)(3)(i) of Regulation S-K.
13. In compliance with the Company's Related Person Transactions Policy, review and oversee all related party transactions that are required to be disclosed pursuant to Item 404 of Regulation S-K on an ongoing basis and, if appropriate, approve any such transactions.
14. Review and discuss with the Independent Auditor the Independent Auditor's evaluation of the Company's identification of, accounting for, and disclosure of its relationships with related parties, including any significant matters arising from the audit regarding the Company's relationships and transactions with related parties.
15. Meet separately, periodically, in executive sessions with Senior Management, the Company's Vice President of Internal Audit and the Independent Auditor.

B. Matters Regarding Oversight of Independent Registered Public Accounting Firms

1. Be directly responsible for the appointment of, and the review and approval of the compensation, retention and termination of, any Independent Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Each such Independent Auditor shall report directly to the Committee.
2. Oversee the work performed by the Independent Auditor for the purpose of preparing or issuing an audit report or related work.
3. Establish a clear understanding with Senior Management and the Independent Auditor that the Independent Auditor is accountable to the Committee and the Board.
4. Receive and review a formal written statement from the Independent Auditor delineating all relationships between the Independent Auditor and the Company,

receive and review the other written disclosures and the letter from the Independent Auditor required by applicable requirements of the PCAOB regarding communications with the Committee concerning independence, and discuss with the Independent Auditor its independence, in each case consistent with PCAOB Ethics and Independence Rules 3520 and 3526, each as may be modified or supplemented.

5. At least annually, review and evaluate the qualifications, performance and independence of the Independent Auditor, considering any relevant input of Senior Management and the Company's Vice President of Internal Audit, and consider whether there should be a rotation of the Independent Auditor.
6. At least annually, receive and review a formal written statement from the Independent Auditor delineating (i) internal quality control procedures of the Independent Auditor; and (ii) any material issues raised by the most recent internal quality control review, peer review or PCAOB review or inspection of the Independent Auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years, with respect to one or more independent audits carried out by the Independent Auditor, and steps taken to deal with any such issues.
7. Actively engage in a dialogue with the Independent Auditor with respect to any disclosed relationship or services that may impact the quality of the audit services or the objectivity and independence of the Independent Auditor.
8. Take appropriate action to oversee and ensure the independence of the Independent Auditor.
9. Establish policies that are consistent with applicable laws regarding the hiring of employees and former employees of the Independent Auditor.
10. Establish and implement policies and procedures for review and pre-approval by the Committee of all audit services and permissible non-audit services (including the fees and terms thereof) to be performed by the Independent Auditor, with exceptions provided for *de minimis* amounts under certain circumstances as permitted by applicable law; provided, however, that: (a) the Committee may delegate to one (1) or more Members who meet the criteria for independence set forth in Rule 10A-3(b)(1) under the Act the authority to grant such pre-approvals if the pre-approval decisions of any such delegate Member(s) are presented to the Committee at its next-scheduled meeting; and (b) all approvals of non-audit services to be performed by the Independent Auditor must be disclosed in the Company's applicable periodic reports.
11. Obtain and review a formal written statement from the Independent Auditors regarding the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the Independent Auditors:

- a. the audit of the Company's financial statements or services that are normally provided by the Independent Auditors in connection with statutory and regulatory filings or engagements;
 - b. assurances and related services not included therein 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;
 - c. tax compliance, tax advice and tax planning services, in the aggregate and by each service; and
 - d. all other products and services rendered by the Independent Auditors, in the aggregate and by each service.
12. Ensure that the Independent Auditor is registered as a public accounting firm with the PCAOB, as provided for in Section 102 of SOX.
 13. Meet with the Independent Auditor prior to its audit to review the planning and staffing of the audit.
 14. Discuss with the Independent Auditor the matters required to be discussed by applicable requirements of the PCAOB and the SEC.
 15. Review with the Independent Auditor any audit problems or difficulties and Senior Management's response to such issues, including any restrictions on the scope of the Independent Auditor's activities or access to requested information, any significant disagreements with Senior Management, any accounting adjustments that were noted or proposed by the Independent Auditor but were "passed" (as immaterial or otherwise), any communications between the audit team and the Independent Auditor's national office with respect to auditing or accounting issues presented by the engagement, any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company, and a discussion of the responsibilities, budget and staffing of the Company's internal audit function.
 16. Review and evaluate the qualifications, performance and independence of the lead (or coordinating) audit partner of the Independent Auditor and oversee the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit at least every five (5) fiscal years, if such rotation is required by SEC or PCAOB rules or regulations.
 17. Review and address any concerns regarding potentially illegal actions raised by the Independent Auditor pursuant to Section 10A(b) of the Act, and cause the Company to inform the SEC of any report issued by the Independent Auditor to the Board regarding such conduct pursuant to Rule 10A-1 under the Act, as required by applicable law.

18. In connection with its review of the Company's annual audit plan, audit and audited financial statements, discuss with Senior Management and the Independent Auditor, (a) major issues regarding accounting principles and financial statement presentation, 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 Senior Management and/or the Independent Auditor 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.
19. Obtain from the Independent Auditor assurance that the Independent Auditor has complied with Section 10A of the Act.

C. Matters Regarding Oversight of the Company's Internal Audit Function

1. Regularly obtain and review assessments of the Company's risk management processes related to financial matters and system of internal controls from the Company's internal audit function.
2. Review and discuss with Senior Management and the Company's Vice President of Internal Audit the annual internal audit plan (including operational, IT and financial audits to be performed), budget, activities, organizational structure and qualifications of the persons performing the internal audit function.
3. To the extent deemed advisable by the Committee, review and approve the engagement of any internal audit service providers considering their qualifications and effectiveness, and approve the scope of their proposed services and the fees and other compensation to be paid to such providers.
4. Review and discuss with Senior Management, the Company's Vice President of Internal Audit and the Independent Auditor, Senior Management's evaluation of the adequacy and effectiveness of internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving Senior Management or other employees with a significant role in such internal controls, and review and discuss with Senior Management and the Independent Auditor disclosure relating to the Company's internal controls, the report of the Independent Auditor on the effectiveness of the Company's internal controls over financial reporting and the required management certifications to be included in or attached as exhibits to the 10-K or 10-Qs, as applicable.

5. Review and discuss with Senior Management (a) the appointment and replacement of the Company's Vice President of Internal Audit and (b) the scope and responsibilities of the Company's Internal Audit Department.
6. Review and discuss with Senior Management and the Company's Vice President of Internal Audit the results and timeliness of internal audits performed by the Company's Internal Audit Department and Senior Management's responses thereto.
7. Review and discuss with the Company's Vice President of Internal Audit periodically, but not less frequent than annually, the internal audit structure, resourcing and performance.

D. Other Matters

1. Assist the Board in oversight of the Company's compliance with legal and regulatory requirements.
2. Discuss with Senior Management the Company's major financial risk exposures and the steps Senior Management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies, with particular focus given to risk assessment and risk management policies related to financial matters and cybersecurity.
3. Review with Senior Management any correspondence with regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.
4. Establish and maintain the Company's whistleblower policy to ensure it establishes appropriate procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing matters, or federal and state rules and regulations, as well as the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
5. Review with Senior Management and the Independent Auditor any fraud, whether or not material, that involves Senior Management or other employees who have a significant role in the Company's internal control over financial reporting.

E. Additional Duties and Responsibilities

1. Review and reassess the adequacy of this Charter annually and submit any recommended changes to the Board for approval.
2. Jointly, with the Nominating and Corporate Governance Committee, review and assess the performance and effectiveness of the Committee at least annually and report the results to the Board.

3. Obtain materials and training as may be necessary to educate the Committee and enable the Committee to carry out its duties.
4. Report regularly to the Board regarding its activities and recommendations. Such reporting 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.
5. Collaborate with the Compensation Committee with respect to performance evaluations of the CFO.
6. Discharge any other duties or responsibilities delegated to the Committee by the Board.
7. Conduct and oversee an annual performance evaluation of the Committee.
8. Take any other actions that the Committee deems necessary or proper to fulfill the purposes and intent set forth in this Charter.

Although the Committee has the responsibilities, duties and powers set forth in this Charter, the function of the Committee is primarily one of oversight. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete, accurate and in accordance with GAAP. The Committee is not responsible for providing any expert or special assurance as to the financial statements or the work of the Independent Auditor. It is recognized that the Members of the Committee are not employees of the Company, and that 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.

STRUCTURE AND MEETINGS

The Committee shall conduct its business and meetings in accordance with this Charter, the Company's bylaws and any direction set forth by the Board. A chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the Members. The chairperson of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and regularly reporting the Committee's actions to the Board.

The Committee shall determine its own rules and procedures, including designation of a chairperson pro tem in the absence of the chairperson, and designation of a secretary, who need not be a Member of the Committee. The secretary or his or her designee will attend Committee meetings and prepare minutes, indicating which Members of the Committee were present, and summarizing the discussions, decisions, recommendations and agreements reached. The minutes and the attachments considered necessary will be filed with the books and records of the Company and will be available for examination by auditors and regulators as required by law or audit practices. Any member of the Board shall be provided with copies of such Committee minutes, if requested.

The Committee will meet as often as it determines to be necessary and appropriate, but not less than quarterly each year, at such times and places as the Committee determines. Members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting. The chairperson of the Committee or a majority of the Members may call special meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. A majority of the appointed Members, but not less than two Members, shall constitute a quorum for the transaction of business. The Committee shall act on the affirmative vote of a majority of Members present at a meeting at which a quorum is present. Should there be a tie in the voting on a particular matter, the chairperson of the Committee shall decide the tie with his or her vote. The Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.

The Committee shall meet periodically with members of Senior Management as deemed appropriate by the Committee. The Committee may invite to its meetings any director, officer, or employee of the Company and such other person as it deems appropriate in order to carry out its responsibilities. The Committee may meet with any person or entity in executive session as desired by the Committee. The Committee shall meet with the Independent Auditor, at such times as the Committee deems appropriate, to review the Independent Auditor's examination and management report and to fulfill its other responsibilities as set forth in this Charter.

The Committee may form subcommittees for any purpose that the Committee deems appropriate; provided, that any such subcommittee be composed entirely of independent directors and have a charter. The Committee may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, any subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or NYSE Rule to be exercised by the Committee as a whole.

AUTHORITY AND RESOURCES

The Committee is granted the authority and resources necessary to discharge its responsibilities or to investigate any matter brought to its attention. The Committee shall be given full access to Senior Management, as well as the Company's books, records, facilities and other personnel. The Committee shall have the authority, in its sole discretion, to select, retain and terminate any of the Independent Auditor and legal counsel, accountants or other advisors ("**Advisors**"), as it determines necessary to assist with the execution of its duties and responsibilities as set forth in this Charter, and, if necessary, to institute special investigations. The Committee shall have direct responsibility for and shall set the compensation and oversee the work of any Advisors retained by the Committee. The Committee may request any officer, employee, Independent Auditor or Advisor to attend a meeting of the Committee, meet with any Member of the Committee, or provide any pertinent information to the Committee or to any other person or entity designated by the Committee.

Prior to selecting and receiving advice from any Advisors (other than the Company's in-house legal counsel), the Committee must take into consideration all factors relevant to such Advisor's independence, including: (i) the provision of other services to the Company by the person that employs such Advisor; (ii) the amount of fees received from the Company by the person that employs such Advisor, as a percentage of the total revenue of the person that employs such Advisor; (iii) the policies and procedures of the person that employs such Advisor that are designed to prevent conflicts of interest; (iv) any business or personal relationship of such Advisor with any Member; (v) any stock of the Company owned by such Advisor; (vi) any business or personal relationship of such Advisor or the person employing such Advisor with a member of Senior Management of the Company and (vii) any conflict of interest that may arise under Item 407(e)(3)(iv) of Regulation S-K. The Committee may retain, or receive advice from, any Advisor it prefers, including Advisors that are not independent, after considering independence factors. Unless required by applicable rules and regulations, the Committee is not required to assess the independence of any Advisor that provides information that is not customized for a particular company or that is customized based on parameters that are not developed by the Advisor, and about which the Advisor does not provide advice.

The Company shall provide the Committee with appropriate funding, as determined by the Committee, for the payments of:

- compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- compensation to any Advisors employed by the Committee in carrying out its duties, as authorized by the immediately preceding paragraphs; and
- ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Nothing herein shall be construed to (a) require the Committee to implement or act consistently with the advice or recommendations of any Advisor to the Committee; or (b) affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

MINUTES

The Committee shall maintain written minutes of its meetings in paper or electronic form, which minutes shall be filed with the minutes of the meetings of the Board.

AMENDMENTS AND DISCLOSURE

The Board may amend this Charter from time to time in its discretion and consistent with its duties and responsibilities to the Company and its stockholders. This Charter will be made available on the Company's website.