



CHARTER OF THE RISK AND COMPLIANCE COMMITTEE OF THE BOARD OF DIRECTORS OF CURO GROUP HOLDINGS CORP.

PURPOSE OF THE COMMITTEE

The purpose of the Risk and Compliance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of CURO Group Holdings Corp. (the “**Company**”) shall be to assist the Board in its oversight function with respect to:

- overseeing the development and implementation of systems and processes designed to identify, manage and mitigate reasonably foreseeable material risks to the Company;
- assisting the Board and the other Board committees in fulfilling their oversight responsibilities for the risk management function of the Company;
- assisting the Board in overseeing the Company’s compliance management system, and overseeing management’s identification and evaluation of the Company’s principal legal and regulatory compliance risks as more fully articulated below;
- ensuring that the Company has an effective compliance program reasonably designed to achieve compliance with the laws, regulations and internal policies applicable to the Company’s business;
- overseeing commitment to the Company’s compliance management system;
- ensuring the effectiveness of the Company’s change management processes, including responding timely and satisfactorily to any variety of change, internal or external, to the Company;
- monitoring the compliance and regulatory risks facing the Company and its subsidiaries, and ensuring there are appropriate policies, procedures and controls to identify and mitigate same, including implementation of corrective action undertaken as such issues are identified;
- engaging in such activities as it deems necessary or appropriate in connection with the foregoing and the more detailed description set forth below.

In assessing risk and compliance, the Committee shall assess risk and compliance of the Company and its subsidiaries.

The Committee’s role is one of oversight. It is not the responsibility of the Committee to conduct risk or compliance assessments or manage risk or compliance; rather, the Committee is responsible for reviewing management’s processes for assessing and managing risk and compliance, management’s implementation of controls and processes for mitigating identified risks, and for providing guidance to management with respect thereto. In performing its duties under this Charter, the Committee recognizes the responsibilities delegated to other committees by the Board and understands that other Board committees may emphasize specific risk monitoring through their respective activities.

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. The Committee shall consist of at least two Members, each of whom shall be a member of 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. Any Member may be removed from the Committee, with or without cause, by a majority vote of the Board.
- B. **Membership Requirements.** A majority of the Committee 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 (the “**NYSE Rules**”), or if there are only two Members, at least one Member must meet such independence requirements. At least one Member of the Committee must also serve as a Member of the Company’s Audit Committee.
- C. **Compensation.** Members of the Committee may not receive 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 Securities and Exchange Commission and the NYSE Rules. Any such compensation shall be approved by the Board.

STRUCTURE AND MEETINGS

- A. **Procedures; Minutes.** 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. The Committee shall determine its own rules and procedures. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practicable, be communicated to Members sufficiently in advance of each meeting to permit meaningful review. The minutes and the attachments considered necessary will be filed with the books and records of the Company.
- B. **Actions at Meetings.** The Committee will meet as often as it determines to be necessary and appropriate, but not less than four times 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 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.

AUTHORITY AND RESOURCES

- A. **General.** The Committee is granted the authority and resources necessary to discharge its responsibilities or to investigate any matter brought to its attention.
- B. **Access.** The Committee shall be given full access to senior management, as well as the Company's books, records and facilities. The Committee may invite to its meetings any director, officer or employee of the Company or such other person as it deems appropriate to carry out its responsibilities and provide pertinent information as the Committee requests.
- C. **Delegation of Authority.** The Committee may establish subcommittees consisting of one or more members, other directors and management to carry out such duties as the Committee may delegate.
- D. **Advisors.** The Committee has the authority to retain such outside advisors, including legal counsel or other experts, as it deems appropriate, and to approve the fees and expenses of such advisors.

RESPONSIBILITIES

The Company's Chief Compliance Officer or appropriate designee will provide formal written reports to the Committee on at least a quarterly basis on the following matters and will report promptly to the Committee any concerns relating to the discovery of any material risk or failure to resolve any material risk already identified.

Responsibilities Related to Risk

- A. **Identification of Risks.** Assist the Board and the other Board committees in overseeing the identification and review of risks that could have a material impact on the Company, including assessment of the potential impact of material risks.
- B. **Risk Management Systems.** Oversee the development and implementation of sound risk management systems and processes necessary for the Company to identify, monitor, manage, control, timely report and mitigate material risks, considering industry best practices. Review and assess, on a periodic basis, the design and effectiveness of the risk management systems, controls and processes so that amendments and changes are incorporated as appropriate and report the results of any amendments and changes to the Board. Review and assess, on a periodic basis, the various insurance coverages maintained by the Company.

- C. **Operating Environment.** Review with management the operating environment to assess and monitor material risks, which may include risks identified by regulators and, if applicable, rating agencies, and to ensure that appropriate actions are taken to manage risk exposure, including risk related to operational risk, insurance risk, strategic risk, risk related to business disruption and continuity, reputational risk, compliance risk and legal and regulatory risk (including risk associated with changes in laws and regulations) and adverse developments related thereto.
- D. **Enterprise Risk.** Oversee the development and implementation of appropriate enterprise-wide strategies and policies to identify, monitor, manage, control, timely report and mitigate material risks.
- E. **Risk Mitigation.** Review with management strategies to mitigate risk (including communication of risk management policies to the Company's employees) and conduct activities within approved tolerance levels, reflecting the nature, scale and complexity of the operations and the risk tolerance and risk appetite established by the Board.
- F. **Reporting Systems.** Oversee and monitor operations so that risk management functions are supported by adequate management resources and information and assess whether monitoring and reporting systems developed by management provide timely, accurate and meaningful reports to the Board, other appropriate Board committees and management, taking into consideration any delegation of responsibilities and safeguarding of assets.
- G. **Significant Transactions.** As requested by the Board, review with management material risks related to significant transactions or activities presented to the Board for action that may pose material risks to the Company, and report to the Board the Committee's assessment of management's risk analysis for the Board's consideration.
- H. **Coordination with Other Committees.** Coordinate the discussions and activities of the Board and its other committees with respect to oversight and understanding of risks facing the Company, including by consulting with the Company's Audit Committee as the Committee deems appropriate (or as the Audit Committee requests) and by periodically (at least annually) presenting a report to the Audit Committee which discusses material risks identified by the Company as well as the Committee's guidelines and policies regarding the process by which the Committee assesses and manages legal, regulatory and other risks to the Company.

Responsibilities Related to Compliance

- I. **Compliance Matters.** The Committee shall have oversight responsibility for matters of non-financial compliance, including the Company's compliance management system, overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure; and material reports or inquiries from government or regulatory

agencies. In overseeing the Company's overall compliance program, the Committee shall include a review of, with the appropriate members of management, the organizational structure, staffing and implementation and management's assessment of the effectiveness of the Company's compliance programs related to the Company's principal legal and regulatory compliance risks, the related policies and procedures and the adequacy of the resources for those programs, including systems, controls, capital, and human resources commensurate with the Company's size, complexity and risk profile. The Committee shall have continuous oversight of the Company's monitoring and independent audits.

- J. **Compliance Program, Policies and Procedures.** The Committee shall oversee the Company's compliance efforts with respect to relevant programs, policies and procedures and relevant laws and regulations. The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures, along with relevant education and training, that are designed to be: (i) responsive to the various compliance and regulatory requirements and risks facing the Company; (ii) communicated in an effective manner to the Company's employees; and (iii) developed to support lawful and ethical business conduct by the Company's employees. The Committee shall also monitor the Company's efforts to implement legal obligations arising from settlement agreements and other similar documents or orders and shall review and issue any reports required by settlement agreements or other relevant legal obligations.
- K. **Code of Business Conduct and Ethics and Whistleblower Policy.** The Committee shall periodically review the Company's Code of Business Conduct and Ethics (the "Code") and the Whistleblower Policy and shall recommend appropriate revisions to the Board. The Committee shall review with senior management matters arising in relation to the Code and shall review any requested waivers of the Code and recommend to the Board whether a particular waiver should be granted to an officer or director.
- L. **Investigations.** The Committee shall oversee the investigation of, and may also request the investigation of, any significant instances of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that matters related to financial noncompliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.
- M. **Compliance Risk Assessment Plan.** The Committee shall regularly review the Company's compliance risk assessment plan and risk assessment with the Company's Chief Compliance Officer.
- N. **Review of Complaints.** The Committee shall oversee the review of consumer complaints, service provider relationships and other matters identified through the Company's compliance reporting systems, including the review, investigation and remediation of non-financial compliance matters as necessary.
- O. **Other Duties.** The Committee shall also carry out such other duties as may be

delegated to it by the Board from time-to-time. Notwithstanding anything to the contrary in this Charter, the Audit Committee shall have sole oversight over financial risk and financial compliance (including auditing, financial reporting and disclosures to investors).

OTHER MATTERS

- A. **Annual Assessment.** The Committee shall review and assess the performance and effectiveness of the Committee at least annually and report the results to the Board.
- B. **Charter.** Review and reassess the adequacy of this Charter annually and submit any recommended changes to the Board for approval.
- C. **Amendment.** 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.
- D. **Disclosure.** This Charter will be made available on the Company's website.