



## **CURO GROUP HOLDINGS CORP. CORPORATE GOVERNANCE GUIDELINES**

### **I. General Philosophy**

The Board of Directors (the “**Board**”) of CURO Group Holdings Corp. (the “**Company**”) sets high standards for the Company’s and its subsidiaries’ employees, officers and directors. Implicit in this philosophy is the importance of sound corporate governance. The following guidelines have been approved by the Board and, together with applicable laws and regulations, the Company’s Amended and Restated Certificate of Incorporation (“**Certificate of Incorporation**”), Amended and Restated Bylaws (“**Bylaws**”), Code of Business Conduct and Ethics, Whistleblower Policy and the charters of the various committees of the Board, provide the framework for the governance of the Company. The Board recognizes that from time-to-time it may be appropriate to change its corporate governance practices and will review these guidelines and other aspects of the Company’s governance as it deems necessary in the best interests of the Company or as required by any applicable laws or regulations.

### **II. Responsibilities of the Board**

The Board, by itself or through its committees, shall: (i) review corporate performance; (ii) oversee and evaluate management’s systems for internal controls, financial reporting and public disclosure; (iii) establish and oversee corporate governance standards; (iv) oversee and evaluate the performance and compensation of the chief executive officer (“**CEO**”) and the other officers subject to Section 16(b) of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and the related rules promulgated thereunder; (v) plan for effective succession of the CEO; (vi) set standards for director qualifications and nominate director candidates for election to the Board; (vii) be apprised of relations with stockholders and other interested parties; (viii) set a tone for a climate of corporate trust and confidence; and (ix) promptly disclose waivers of the Company’s codes of ethics for executive officers, principal accounting officers or directors as required by applicable laws or regulations.

### **III. Director Qualifications**

The Nominating and Corporate Governance Committee (the “**Governance Committee**”) is responsible for reviewing the requisite skills and characteristics of members of the Board. Nominees for directors will be recommended to the Board by the Governance Committee in accordance with its charter and the Company’s policy on director nominations.

#### **A. Independence**

In accordance with listing standards of the New York Stock Exchange (“**NYSE**”), the Company requires that a majority of its directors be independent. An “independent” director is a director who the Board affirmatively determines has no material relationship with the Company.

In making this determination, the Board must consider the independence qualifications of NYSE listing standards, in addition to other factors that the Board considers relevant from time-to-time. In addition, a majority of the Audit Committee members shall satisfy the additional independence requirements set forth by Section 10A(m)(3) of the Exchange Act, Rule 10A-3 promulgated under the Exchange Act and Section 3 of the Sarbanes-Oxley Act of 2002. Each member of the Compensation Committee shall also qualify as a “non-employee director” under Section 16 of the Exchange Act and as an “outside director” under Section 162(m) of the U.S. Internal Revenue Code. Directors shall have an affirmative obligation to inform the Executive Chairman of the Board and the Company’s Chief Legal Officer of any material changes in their circumstances or relationships that may impact their designation by the Board as “independent.”

## **B. *Director Qualities***

The following is a list of the general qualities directors should demonstrate and the criteria that the Board, through its Governance Committee, considers in evaluating candidates for election to the Board:

- The highest personal and professional ethics and integrity.
- Proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment.
- Skills that are complementary to those of the existing Board.
- The ability to assist and support management and make significant contributions to the Company’s success.
- An understanding of the fiduciary responsibilities that are required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.

Each director should maintain an acceptable level of attendance, preparedness and participation with respect to meetings of the Board and its committees.

## **C. *Board Leadership Structure***

1. **Chairman of the Board.** The Board has the flexibility to decide whether it is in the best interests of the Company, at any given point in time, for the roles of the Company’s Chief Executive Officer and Chairman of the Board to be separate or combined. The Governance Committee will periodically assess the Board’s leadership structure and make recommendations to the Board with respect thereto.

2. **Lead Independent Director.** In the event that the Chief Executive Officer of the Company also serves as Chairman, or if the Chairman is not independent, the Board shall designate an independent, non-employee director as Lead Independent Director, who shall be identified as such in the Company’s annual proxy statement. The duties of the Lead Independent Director will include chairing executive sessions of the non-management and independent

directors, serving as the principal liaison between the Chairman and the non-management and independent directors, and ensuring that he or she is available for consultation and direct communication with stockholders or other interested parties, if requested.

#### **D. *Tenure and Retirement Policy***

There are no limits to the number of terms a director may serve on the Board as the Company wishes to take full advantage of the valuable contributions of directors who have been able to develop, over a period of time, insight into the Company and its operations and, therefore, provide an increasing contribution to the Board as a whole. Similarly, the Board does not believe it to be in the Company's best interests to establish a mandatory retirement age for directors. The Board has determined that the knowledge, expertise and continuity provided by experienced directors is more valuable than ensuring new Board members by setting specific term or age limits. Before recommending the nomination of each incumbent director for an additional term, the Governance Committee will review each director's overall performance by assessing each director's independence, attendance, experience, qualifications, contributions to and insight into the Company.

### **IV. Structure and Functioning of the Board**

#### **A. *Size of the Board***

Subject to the terms of the Certificate of Incorporation, the Board shall consist of at least seven members as may be fixed from time-to-time by resolution of the Board. While the Board need not adhere to a fixed number of directors, the number of directors should be a sufficiently large group to address the important issues facing the Company while being small enough to encourage personal involvement and discussion.

#### **B. *Meetings of the Board***

The Board shall hold an annual meeting for the purpose of organization and the transaction of any business immediately after the annual meeting of the stockholders (the "**Annual Meeting**"), provided a quorum of directors is present.

The non-management directors shall hold regularly-scheduled executive sessions at which no members of management are present. At each such executive session, the directors will choose one of our non-management directors to preside over such session. For purposes of these guidelines, "non-management" directors mean those directors who are not executive officers, and includes such directors who are not independent by virtue of a material relationship, former status or family membership, or for any other reason.

Other regular meetings may be held at any time as may be determined from time-to-time by resolution of the Board.

### **C. *Agendas at Meetings of the Board***

The Board should establish agendas for each meeting, specifying the date of the meeting and the subjects to be covered.

### **D. *Board Committees***

The Board has created five standing committees to assist the Board in fulfilling its duties: the (i) Audit Committee, (ii) Compensation Committee, (iii) Governance Committee, (iv) Risk and Compliance Committee and (v) Strategy and Corporate Development Committee.

Each committee operates under a written charter approved by the Board. These charters will address each committee's purpose, duties and responsibilities as well as qualifications for committee membership, committee structure and operations and reporting to the Board. Each committee assesses the adequacy of its charter at least annually and recommends any proposed changes to the Board for approval. The committee chairpersons regularly report the decisions, actions and recommendations of their respective committees to meetings of the full Board. The committees may hold meetings in conjunction with the full Board and all non-committee directors are invited to attend committee meetings.

### **V. *Director Responsibilities***

Directors must exercise sound business judgment and act in what they believe, in good faith, to be the best interests of the Company. In discharging this obligation, directors may reasonably rely on the honesty and integrity of the Company's management as well as that of its independent auditors and legal counsel.

In order to effectively oversee the management of the Company, all directors are expected to attend meetings of the Board and meetings of committees of the Board of which they are members. Directors are expected to be prepared for these meetings and to be able to devote the time required. Information and data that are important to the understanding of the business to be conducted at a Board or committee meeting will generally be distributed sufficiently in advance of the meeting.

#### **A. *Meetings of Stockholders***

The Board does not have a formal policy regarding the attendance of directors at meetings of stockholders; however, it encourages all directors to attend each annual meeting of stockholders.

#### **B. *Membership on Other Boards***

Directors may serve on up to three additional boards of public companies unless this limitation is waived or the service is otherwise permitted by the Board. The Board expects individual directors to use their judgment, in light of their other commitments, in accepting directorships of *non-public* corporations or charitable organizations and to ensure that sufficient time and attention will be devoted to Company matters.

### **C. *Conflicts of Interest***

Directors have an obligation to promptly disclose any potential conflict of interest to the Executive Chairman of the Board and the Company's Chief Legal Officer and to recuse themselves from any discussion or decision affecting their personal, business or professional interests.

### **VI. Director Access to Management and Outside Advisors**

Directors shall have reasonable access to management. Any meetings or contacts that a director wishes to initiate should be arranged through the Chief Executive Officer, unless, due to the nature of the issue, doing so would not be appropriate. In such instances, the arrangements may then be made in some other manner. Directors should use their judgment to ensure that any such contact is not disruptive to the Company's business operations.

In addition, the Board, or the non-management directors as a group, shall have the authority and ability to conduct investigations with access to all books, records, facilities and personnel of the Company and its subsidiaries. The Board, or the non-management directors as a group, shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel, accountants or other experts or consultants, as it deems appropriate, without seeking approval of management. The Company shall provide adequate funding to the Board, or the non-management directors as a group, to engage such advisors and shall fund other ordinary administrative expenses that are necessary or appropriate for the Board in carrying out its duties.

### **VII. Director Compensation**

The Board believes that director compensation for the Company's non-employee directors should generally be competitive with that paid to non-employee directors of public corporations of similar attributes. The Board does not intend to separately compensate anyone other than the non-employee directors for service on the Board or any of its committees. The amount of director compensation shall be determined by the Board based upon the recommendation of the Compensation Committee.

Compensation may include annual retainers for Board and committee service, Board and committee chair fees, fees for attending Board and committee meetings, equity-based awards and reimbursement for reasonable out-of-pocket expenses.

### **VIII. Director Orientation and Continuing Education**

All new directors will be provided with a comprehensive set of materials on the operations and finances of the Company and shall have the opportunity to meet informally with members of senior management. All directors will be supported in their endeavors to receive ongoing education in subjects relevant to their duties as a director and the business of the Company.

## **IX. Board Interaction with the Public**

The Board believes that management speaks for the Company. Individual members of the Board may, from time-to-time, communicate with various constituencies that are involved with the Company, but it is expected that members of the Board would do this with the knowledge of management and, in most instances, only at the request of management.

## **X. Communications with Non-Management Members of the Board by Interested Parties**

In cases where interested parties wish to communicate directly with the Company's non-management directors, messages can be sent to the Chief Legal Officer at CURO Group Holdings Corp., 3615 North Ridge Road, Wichita, Kansas 67205. The Chief Legal Officer or Legal Department will review all incoming communications from interested parties (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material) and route such communications to the appropriate member(s) of the Board consistent with the instructions provided by each such member of the Board to the Chief Legal Officer with respect to how the director would like such direct communications to him or her to be handled.

## **XI. Annual Performance Evaluation**

The Governance Committee will facilitate an annual assessment of the functioning of the Board and its committees in accordance with the charter of the Governance Committee. Each standing committee will complete an annual self-evaluation pursuant to its respective committee charter. The Governance Committee will review the performance of individual Board members typically in connection with a director's proposed nomination for a subsequent term.

A copy of the charters of the standing committees of the Board are available on the Company's website at <https://ir.curo.com/corporate-governance/committees>.

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