

AMENDED AND RESTATED  
CHARTER  
OF THE  
AUDIT COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
CASH AMERICA INTERNATIONAL, INC.

**Purpose.**

The primary purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Cash America International, Inc. (the “Company”) is to have direct responsibility to:

- assist the Board in fulfilling its oversight responsibilities relating to (1) the Company’s accounting and financial reporting processes and the integrity of its financial statements; (2) the audits of the Company’s financial statements and the appointment, compensation, qualifications, independence and performance of the Company’s independent auditor; (3) the Company’s compliance with legal and regulatory requirements; and (4) the performance of the Company’s internal audit function and internal control over financial reporting;
- serve as an independent and objective party to monitor the Company’s financial reporting process and internal control system;
- review and appraise the audit efforts of the Company’s independent auditor;
- provide an open avenue of communication among the independent auditor, financial and senior management, the internal audit function, and the Board; and
- prepare the report required by the rules of the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

In carrying out its responsibilities, the Committee should pay particular attention to the special issues posed by the unique nature of the Company’s consumer financial services business.

**Composition.**

*Members.* The Committee shall consist of three (3) or more directors as determined by the Board. The Board shall designate a Committee member as the Chair of the Committee.

*Independence.* Each Committee member shall meet the independence requirements as defined in (1) the applicable SEC rules and regulations, as amended from time to time (the “SEC Rules”), and (2) the New York Stock Exchange listing standards, as amended from time to time (the “Listing Standards”).

*Other Requirements.* Each Committee member shall be financially literate, as such qualification is interpreted by the Board using its business judgment. At all times, there shall be at least one Committee member who, as determined by the Board using its business judgment, is an “audit committee financial expert,” as defined in the SEC Rules. No Committee member shall simultaneously serve on the audit committees of more than two other public companies.

*Appointment.* Subject to any requirements of the SEC Rules and the Listing Standards, the Board may appoint and remove Committee members in accordance with the Company’s Bylaws. Committee members shall serve until their successors are duly elected and qualified.

**Authority.**

The Committee shall have the authority to consult with, retain and terminate, at the Company’s expense, independent legal counsel, accounting firms or other consultants or advisors to advise the Committee as circumstances may dictate. The Committee shall have the authority to approve the terms of engagement of, fees payable to and any agreements with such outside advisors. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also meet with the Company’s investment bankers or other financial advisors who represent or advise the Company. The Company will provide for appropriate funding, as determined by the Committee, for payment of (1) compensation to the independent auditor for its audit and audit-related review and attest services; (2) compensation to any advisers engaged by the Committee; and (3) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

**Meetings, Reports and Resources.**

*Meetings.* The Committee shall hold regular meetings at least five times annually, and may also hold special meetings or act by unanimous written consent at such other times as may be required or deemed appropriate by the Committee or as may be permitted under the Company’s Bylaws. As part of its job to foster open communication, the Committee shall meet at least annually with management, the independent auditor, and the head of the internal audit function in separate executive sessions to discuss any matters that the Committee or either of these groups believe should be discussed privately. The Committee may meet in separate executive sessions with other directors without management, or in separate sessions with the Company’s Chief Executive Officer or Chief Financial Officer, or with other Company employees, agents or representatives invited by the Committee. In consultation with other members of the Committee, the Chair of the Committee shall set the agenda to be addressed at each meeting and the length of such meeting. The Chair of the Committee shall ensure that each meeting agenda and materials related to agenda items are circulated to each Committee member sufficiently in advance of the meeting when possible to allow the members to prepare for discussion of the items at the meeting.

*Procedures.* The Committee may establish its own procedures, including the formation and delegation of authority to subcommittees, in a manner not inconsistent with this Charter, the Company’s Bylaws and other corporate governance documents, applicable laws or regulations, or the Listing Standards. The Chair of the Committee or a majority of the Committee members may call meetings of the Committee. A majority of the Committee members shall constitute a quorum for the transaction of Committee business, and the vote of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, unless in either case a greater number is required by this Charter, the Company’s Bylaws or the Listing

*Standards.* The Committee shall keep written minutes of its meetings and deliver copies of the minutes to the corporate secretary for inclusion in the corporate records.

*Reports.* The Committee shall report to the Board annually the results of the annual review by the Committee of its own performance. The Committee shall also provide to the Board at an appropriate time, before the preparation of the Company's proxy statement for its annual meeting, the report of the Committee that must be included in the Company's annual proxy statement. The Committee shall further report to the Board on the major items covered by the Committee at each Committee meeting, and provide additional reports to the Board as the Committee may determine to be appropriate.

*Committee Access and Information.* The Committee is at all times authorized to have direct, independent and confidential access to the Company's other directors, management and personnel to carry out the Committee's purposes.

*Reliance on Others.* Nothing in this Charter is intended to preclude or impair any protection provided under law for good faith reliance by members of the Committee on reports or other information provided by others.

### **Duties and Responsibilities.**

*Financial Reporting and Financial Statements.* The Committee shall:

- Review and discuss with management and the independent auditor the Company's annual audited financial statements and any other financial information submitted to the SEC or the public, including any certification, report, opinion, or review rendered by the independent auditor as well as the adequacy of internal controls that could significantly affect the Company's financial statements, and including a discussion of the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- Establish regular and separate reporting to the Committee by each of management and the independent auditor regarding any significant financial reporting issues and judgments made in management's preparation of the financial statements and the view of each as to the appropriateness of such judgments, including an analysis of the effect of alternative generally accepted accounting principles ("GAAP") methods on the Company's financial statements.
- Review with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements.
- Review and discuss with management and the independent auditor the Company's quarterly financial statements prior to the release of quarterly earnings and prior to their filing with the SEC, including the results of the independent auditors' reviews of the quarterly financial statements, and including a discussion of the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."

- Review and discuss with the Company's Chief Executive Officer and Chief Financial Officer the basis for their certifications that are required to be filed with the Company's annual report on Form 10-K and quarterly reports on Form 10-Q.
- Review and discuss generally (a) the Company's earnings press releases, including the type and presentation of information to be included in earnings press releases, and (b) financial information and earnings guidance provided to analysts and rating agencies.
- Review major issues regarding accounting principles and financial statement presentations. Consider significant changes to the Company's accounting practices, including changes in the selection or application of the Company's accounting principles, as suggested by the independent auditor, internal auditors or management, and review the extent to which such changes have been implemented.
- Solicit from the independent auditor its views, if any, about the adequacy of the scope and procedures of the Company's internal audit function and the integrity of the Company's financial reporting process based on the facts and circumstances it may have encountered in the course and scope of its work. Review any major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies.
- Meet at least quarterly with the management, the senior internal auditing executive and the independent auditor in separate sessions to review, among other things, the accounting principles as applied in its financial reporting and any matters that the Committee believes should be discussed privately.

*Independent Auditor Relationship.* The Committee shall:

- Have the sole authority to appoint or replace the independent auditor (subject to shareholder ratification) and the independent auditor shall report directly to the Committee.
- Be directly responsible for the compensation and oversight of the work of the independent auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.
- Review and evaluate the experience and qualifications of the senior members of the independent auditor team (with particular emphasis on the lead partner) and the quality control procedures of the independent auditor. For that purpose, the Committee must obtain and review, at least annually, a report by the independent auditors describing: (a) the firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm 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 firm, and any steps taken to deal with any such issues.

- Ensure the rotation of the audit partners as required by law and consider whether, in order to assure continuing auditor independence, it is appropriate to adopt a policy of rotating the independent auditing firm on a regular basis.
- Approve the retention of the independent auditor for audit and non-audit services in accordance with the pre-approval policies and procedures established by the Committee and with applicable laws or regulations.
- On a periodic basis, and no less than annually, obtain from the independent auditor the letter required by the Public Company Accounting Oversight Board Ethics and Independence Rule 3526, “Communications with Audit Committees Concerning Independence,” as may be modified or supplemented, and discuss with the independent auditor all relationships between the independent auditor and the Company.
- Evaluate, at least annually, together with the Board and taking into account the opinions of management and the Company’s internal auditors, the qualifications, performance and independence of the independent auditor and if so determined by the Committee, replace the independent auditor after a complete evaluation has been concluded.
- Review any significant disagreements between management and the independent auditor in connection with the preparation of the financial statements and promptly report any such disagreements to the Board in writing. The Committee will oversee the resolution of any disagreements between Company management and the independent auditor, if any arise.
- Request the independent auditor to notify the Committee of any significant issues that it has taken to its national office for consultation, and, if determined by the Committee to be appropriate, discuss with the national office of the independent auditor issues on which the national office was consulted by the Company’s audit team.
- Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
- Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, Communication with Audit Committees (as amended by No. 89, Audit Adjustments, No. 90, Audit Committee Communications and any further amendments thereto and reissues thereof), relating to the conduct of the audit.
- Review with the independent auditor any problems or difficulties the auditor may have encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information and any management letter provided by the auditor and the Company’s response to that letter. Such review shall also include a discussion of the responsibilities, budget and staffing of the Company’s internal audit function.

*Internal Audit and Compliance.* The Committee shall:

- 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.
- Review the appointment and replacement of the senior internal auditing officer.
- Review any significant reports to management prepared by the internal auditing department and management's responses.
- Obtain reports from management and the Company's senior internal auditing officer or General Counsel that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and applicable Company compliance policies.
- Review with management and the independent auditor 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.
- Review with the Company's senior internal audit officer and the independent auditor the performance of the internal audit function and the proposed audit plans for the coming year. The Committee shall also review as necessary: (1) any changes required in the planned scope of the internal audit, (2) the internal audit department responsibilities, budget and staffing and (3) the integrity of the Company's financial reporting process, both internal and external.
- Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.
- Review with the Company's General Counsel legal and regulatory matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies.
- Review matters arising in relation to the Company's Code of Business Conduct and Ethics with members of management.

*Administrative Policies and Procedures.* The Committee shall set clear policies for the Company's hiring of employees or former employees of the independent auditor. In addition, the Committee shall establish and maintain procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

*Other Functions.* The Committee may perform any other activities consistent with this Charter, the Company's corporate governance documents, SEC Rules and applicable Listing Standards as the Committee or the Board considers appropriate.

*Annual Performance Review.* The Committee shall evaluate its own performance as a Committee on an annual basis.

*Annual Charter Review.* The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval

*No Duty to Audit.* While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with GAAP. The Company's financial statements are the responsibility of management. The independent auditor is responsible for planning and conducting the audit to determine whether the financial statements present fairly in all material respects the financial position of the Company. It is also not the duty of the Committee to ensure compliance with laws and regulations and the Company's compliance policies. In carrying out its oversight responsibility, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work.

AS ADOPTED BY THE BOARD OF DIRECTORS OF  
CASH AMERICA INTERNATIONAL, INC.  
As of July 20, 2011