

CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
EZCORP, INC.

I. INTRODUCTION AND PURPOSE

The Board of Directors (“Board”) of EZCORP, Inc. (the “Company”) has formed a special purpose committee known as the Audit Committee (the “Committee”). The primary purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by reviewing and advising the Board concerning:

- financial reports and other financial information provided by the Company to any governmental body or the public;
- systems of internal control implemented by the Company;
- the Company’s auditing, accounting and financial reporting processes generally.

The Committee’s primary duties and responsibilities are to:

- provide independent monitoring of the Company’s financial reporting and internal controls;
- evaluate the audit efforts of the Company’s independent accountants and internal auditing department;
- encourage open communication between the independent accountants, Company management, the internal auditing department, and the Board of Directors.

The Committee will primarily fulfill these responsibilities by carrying out the activities enumerated in Section IV of this Charter.

II. COMPOSITION

The Audit Committee shall be comprised of three or more members of the Board, each of whom is determined by the Board to be “independent” under Section 10A(m)(3) of the Securities & Exchange Act of 1934 (the “Exchange Act”), the rules of the NASDAQ stock market and the rules and regulations of the SEC.

All members of the Committee shall have sufficient background and experience to be able to read and understand the Company’s financial statements. Additionally, at least one member of the Committee shall have past employment experience in finance or accounting, a professional certification in accounting or background which results in the individual’s financial sophistication.

The members of the Committee shall be elected by the Board of Directors at the annual meeting and shall serve until their successors shall be duly elected and qualified. The Committee shall elect a Chairperson.

III. AUTHORITY

The Committee shall have the authority to retain and consult with special legal, accounting or other consultants to advise the Committee as circumstances may dictate. In addition, the Committee shall be directly responsible, in its capacity as a committee of the Board, for the appointment, compensation, retention and oversight of the independent accountants. The Committee shall determine the appropriate funding needed by the Committee and have sole authority to approve: (i) compensation to the independent audit firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company; (ii) compensation to any advisers employed by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

IV. MEETINGS

The Committee shall meet quarterly, or more frequently as circumstances dictate. As part of its function of fostering open communication, the Committee should meet regularly with management, the director of the internal audit and the independent accountants. The Committee will periodically meet separately with each of these groups to allow for matters which any member of such groups believes should be discussed privately. Such meetings will include quarterly consultation with the independent accountants and management to review the Company's financials consistent with item IV.2 below.

V. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Audit Committee shall:

Document/Report Review

1. Review and update this Charter at least annually or more frequently should conditions dictate.
2. Pre-issuance review of the Company's annual and quarterly financial statements and any other reports or other financial information submitted to any governmental body or the public.
3. As considered necessary, discuss with management and the independent accountants any reports or financial information prepared under V. 2.
4. Meet with the internal audit department manager and review reports and management's response as considered necessary.
5. Advise the Board concerning the results of its review procedures.

6. Review the adequacy of and assist in the preparation of disclosure in the Company's Form 10K of the required information concerning the audit committee and its function.

Independent Accountants

7. Approve in advance all audit, review or attest engagements required under the securities laws to be provided by the independent accountants, including fees and terms.
8. Establish policies and procedures for the engagement of the independent accountants to provide permissible non-audit services, which shall require preapproval by the Committee (other than with respect to *de minimis* exceptions described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to the completion of the audit).
9. Not less than annually, request the independent accountants provide the written disclosure and letter required by ISB Standard No. 1 and discuss with the accountants any relationships the accountants have with the Company that might appear to impact the accountants' objectivity and independence.
10. Review and evaluate the lead partner of the independent accountants and present to the Board of Directors Committee conclusions with respect to the qualifications and performance of the independent accountants.
11. Consider, at least annually, the independence of the independent accountants, including whether the independent accountants' performance of permissible non-audit services is compatible with the accountant's independence; obtain and review the report by the independent accountants' describing any relationships between the independent accountants and the Company that may adversely affect the independence of the accountants; discuss with the outside auditing firm any disclosed relationship or services that may impact the objectivity and independence of the auditor; and present to the Board the Committee's conclusions with respect to the independence of the independent accountants.
12. Periodically communicate with the independent accountants, in meetings separate from management, concerning their evaluation of internal controls, the propriety of the Company's financial statements, the quality of the system of internal accounting control and any other matters deemed necessary to fulfill the Committee's responsibilities.

Financial Reporting Processes

13. Review and evaluate the propriety of the Company's disclosure controls and internal and external financial reporting processes, in consultation with management and the independent accountants.

14. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.
15. Consult with the independent accountants and management concerning the quality and appropriateness of accounting principles applied in financial reporting.
16. Consider and approve, if appropriate, major changes to the Company's accounting principles and practices as suggested by the independent accountants, management, or the internal auditing department.

Process Improvement

17. Discuss the basis and appropriateness of significant judgments necessary to the preparation of financial statements with management and the independent accountants.
18. Subsequent to completion of the annual audit, review with the independent accountants any significant difficulties encountered during the course of the audit and any restrictions on the scope of work or access to required information.
19. Determine if there has been any significant disagreement between management and the independent accountants concerning accounting principles, significant judgments or other matters. Work with management and the independent accountants to resolve any disagreements.
20. Review with the independent accountants their recommendations concerning changes to, or improvements in, internal control and financial reporting practices and management's responses to such recommendations.

Ethical and Legal Compliance

21. Review and provide recommendations concerning the Company's code of ethical conduct and assure that management has established systems to enforce and monitor compliance.
22. Review activities, organizational structure, and qualifications of the internal audit department.
23. Review, with the Company's counsel, any legal matter that could have a significant impact on the Company's financial statements.

24. Establish and maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
25. Perform any other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board of Directors deems necessary or appropriate.

This charter was adopted by unanimous consent of the Company's Board of Directors dated October , 2004.