

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

Purpose.

The Audit Committee of the Board of Directors of Cash America International, Inc. (the “Company”) serves 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. The Audit Committee fulfills this purpose in part by: (i) serving as an independent and objective party to monitor the Company’s financial reporting process and internal control system, (ii) reviewing and appraising the audit efforts of the Company’s independent auditor, and (iii) providing an open avenue of communication among the independent auditor, financial and senior management and the Board of Directors. In carrying out its responsibilities, the Audit Committee should pay particular attention to the special issues posed by the unique nature of the Company’s consumer financial services business.

Organization.

The members of the Audit Committee shall consist of three (3) or more directors as determined by the Board. Each of the members must be independent, as defined and to the extent required in the applicable SEC rules and New York Stock Exchange listing standards, as they may be amended from time to time (the “listing standards”), for purposes of Audit Committee membership. All members of the Audit Committee must also meet the financial acumen and experience requirements of the listing standards. At all times, there should be at least one committee member who, as determined by the Board, is an audit committee financial expert as defined in the SEC rules.

The members of the Audit Committee are to be elected by the Board and shall serve until their successors are duly elected and qualified. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by a majority vote of the full Committee membership.

Authority.

The Audit Committee shall have the authority to consult with special legal, accounting or other consultants to advise the Committee as circumstances may dictate. The Audit 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 Audit 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 (i) compensation to the independent auditor for its audit and audit-related review and attest services; (ii) compensation to any advisers engaged by the Committee; and (iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Meetings.

The Audit Committee shall hold regular meetings as may be necessary and special meetings as may be called by the Chairman of the Committee, and the Committee shall report regularly to the Board of Directors. As part of its job to foster open communication, the Committee should meet at least annually with management and the independent auditor in separate executive sessions to discuss any matters that the Committee or either of these groups believe should be discussed privately. The Committee should meet at least five times annually, or more frequently as circumstances dictate, and make regular reports to the Board.

Roles and Responsibilities.

The Audit Committee shall have the following roles and responsibilities:

Financial Reporting and Financial Statements

1. Review and discuss with management and the independent auditor the Company's annual audited financial statements and any other financial information submitted to the Securities and Exchange Commission 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."
2. 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 GAAP methods on the Company's financial statements.
3. Review with management and the independent auditor the effect of regulatory and accounting initiatives on the Company's financial statements.
4. 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 Securities and Exchange Commission, 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."

5. Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies.
6. Consider and approve, if appropriate, recommended changes to the Company's accounting principles. Consider major changes to the Company's accounting practices as suggested by the independent auditor, internal auditors or management, and review the extent to which such changes have been implemented.
7. 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.
8. Meet at least quarterly with the chief financial officer, 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 Audit Committee believes should be discussed privately.

Independent Auditor Relationship

1. Appoint the independent auditor, which firm is ultimately accountable to the Audit Committee.
2. Review the experience and qualifications of the senior members of the independent auditor team 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.
3. 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.
4. On a periodic basis, obtain from the independent auditor the letter required by the Independence Standards Board (ISB) Standard No. 1, as may be modified or supplemented, and discuss with the independent auditor the independent auditor's independence.
5. Evaluate, together with the Board, the performance of the independent auditor and if so determined by the Audit Committee, replace the independent auditor after a complete evaluation has been concluded.

6. 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.
7. Request the independent auditor to notify the Audit Committee of any significant issues that it has taken to its national office for consultation, and, if determined by the Audit 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.
8. Meet with the independent auditor prior to the audit to review the planning and staffing of the audit.
9. 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.
10. 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.

Internal Audit and Compliance

1. 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.
2. Review the appointment and replacement of the senior internal auditing executive.
3. Review any significant reports to management prepared by the internal auditing department and management's responses.
4. Obtain reports from management and the Company's senior internal auditing executive that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and applicable Company compliance policies.
5. 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.

6. Review with the Company's senior internal audit executive the performance of the internal audit function and the proposed audit plans for the coming year. The Committee shall also review as necessary:
 - (a) Any changes required in the planned scope of the internal audit.
 - (b) The internal audit department responsibilities, budget and staffing.
 - (c) The integrity of the Company's financial reporting process, both internal and external.
7. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations.
8. Review with the Company's General Counsel legal 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.

Administrative

1. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
2. Set clear policies for the Company's hiring of employees or former employees of the independent auditor.
3. Prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
4. 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.
5. Conduct an annual self-evaluation of the performance of the Committee.

No Duty to Audit.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. 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 Audit Committee to ensure compliance with laws and regulations and the Company's compliance policies.

AS ADOPTED BY THE BOARD OF DIRECTORS OF
CASH AMERICA INTERNATIONAL, INC.
January 21, 2004