

CHARTER
OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
CASH AMERICA INTERNATIONAL, INC.

Purpose.

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Cash America International, Inc. (the “Company”) serves to assist the Board in identifying qualified individuals to become candidates for election to the Board of Directors, in determining the composition of the Board of Directors and its committees, in monitoring the process or assessing Board effectiveness, and in developing and implementing the Company’s corporate governance principles.

Organization.

The members of the Committee shall consist of three (3) or more directors as determined by the Board. Each of the members must meet the independence requirements of the listing standards of the New York Stock Exchange, as amended from time to time.

The members of the 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 Committee may designate a Chair by a majority vote of the full Committee membership.

Authority.

The Committee shall have the authority to consult with special legal counsel, search firms, or other consultants to advise the Committee as circumstances may dictate. The Committee also shall have the authority to approve the related fees and other terms of engagement for such outside advisors.

Meetings.

The Committee shall hold regular meetings as may be necessary and special meetings as may be called by the Chair of the Committee. In consultation with other members of the Committee, the Chair will set the length of each meeting and the agenda to be addressed at each meeting. The Chair of the Committee shall ensure that the agenda of each meeting is circulated to each Committee member in advance of the meeting.

Roles and Responsibilities.

The Committee shall:

1. Recommend to the Board the qualifications and criteria for Board membership. Candidates for Board membership are to be selected for their character, judgment, business experience, and acumen. Financial expertise and familiarity with national and international issues affecting business are among the relevant criteria. From time to time the Committee may recommend additional qualifications and criteria, including specific criteria relating to the unique nature of the Company and its business.
2. Consider, recommend and recruit candidates to fill new positions and vacancies on the Board.
3. Review candidates recommended by shareholders for Board membership.
4. Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
5. Recommend the Director nominees for approval by the Board and the shareholders.
6. Where appropriate, consider questions of possible conflicts of interest of Board members and of the Company's senior executives.
7. Monitor and recommend the functions of the various committees of the Board.
8. Recommend members of the various committees of the Board. The Committee, along with the Audit and Nominating and Corporate Governance Committees, shall consist of only independent Directors.
9. Advise on changes in Board compensation.
10. Make recommendations on the structure of Board meetings and, where appropriate, recommend matters for consideration by the Board .
11. Consider matters of corporate governance and assist the Board with the establishment and periodic review of the corporate governance principles and code of business conduct and ethics applicable to the Company.
12. Recommend Director retirement policies.
13. Assist in the establishment and operation of an orientation and continuing education program for Board members.

14. Develop and recommend to the Board an annual self-evaluation process of the Board and oversee the self-evaluations and the Board's evaluation of management.
15. Prepare an annual performance evaluation of the Committee.
16. Review at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

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