

**World Acceptance Corporation**

**Amended and Restated  
COMPENSATION AND STOCK OPTION COMMITTEE  
OF THE BOARD OF DIRECTORS  
CHARTER**

**Purpose**

The Compensation and Stock Option Committee is appointed to assist the Board in discharging its responsibilities relating to (i) compensation of the Company's directors and officers and (ii) the granting of stock options and other forms of equity compensation under the Company's stock option plans or other equity compensation plans as same may now or hereafter exist. The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company and for formulating, revising and administering the Company's stock option plans or other equity compensation plans.

**Committee Membership**

The Committee shall consist of no fewer than three directors appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee to serve such terms as determined by the Board. As determined in the business judgment of the Board, (i) each Committee member shall be an independent director within the meaning of applicable laws, stock exchange and Securities and Exchange Commission ("SEC") rules and regulations, the independence standards set forth in the Company's Governance Policy, and such other criteria as the Board may establish; and (ii) to the extent deemed necessary or desirable in order for compensation grants or other matters approved by the Committee to qualify for applicable exemptions under (1) Section 162(m) of the Internal Revenue Code or (2) Rule 16b-3 under the Securities Exchange Act of 1934, such grants or other matters shall be approved solely by (1) two or more members of the Committee, each of whom qualifies as an "outside director" for purposes of applicable exemptions under such Section 162(m) and (2) two or more members of the Committee, each of whom qualifies as a "non-employee director" for purposes of applicable exemptions under such Rule 16b-3. Notwithstanding the foregoing, no action of the Committee shall be void or invalid because of the participation in a matter of a director who does not meet these requirements.

Vacancies on the Committee due to death, resignation or for any other reason may be filled by the Board, with such replacement members serving for the balance of the vacant term.

Unless a Chairman of the Committee is appointed by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

**Committee Authority and Responsibilities**

A. Compensation Matters:

The Committee:

1. Is authorized, in its sole discretion, to select, retain or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee; provided however, that prior to such selection, retention or receipt of advice from any such advisers (other than in-house legal counsel and any other advisers exempted under applicable stock exchange rules), the Committee must take into consideration the independence factors specified below:
  - the provision of other services to the Company by the adviser's employer;
  - the amount of fees received from the Company by the adviser's employer, as a percentage of the total revenue of the employer;
  - the policies and procedures of the adviser's employer that are designed to prevent conflicts of interest;
  - any business or personal relationship of the adviser with a member of the Committee;
  - any stock of the Company owned by the adviser; and
  - any business or personal relationship of the adviser or the adviser's employer with an executive officer of the Company.
2. Shall be directly responsible for the appointment, compensation and oversight of the work of compensation consultants, legal counsel and other advisers retained by the Committee.
3. Shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and recommend to the Board the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The CEO shall not be present during voting or deliberations by the Committee on the CEO's compensation.
4. Shall annually review and make recommendations to the Board with respect to the compensation of all directors, officers and other key executives, including awards under incentive-compensation plans and equity-based plans.
5. Annually review and approve, for the CEO and the senior executives of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits;
6. Shall review and consider the appropriateness of Company's compensation policies and practices as they relate to risk management and risk-taking initiatives.
7. Shall review and discuss with management the Company's compensation discussion and analysis disclosure to be included in the Company's annual proxy

statement or other filings with the Securities and Exchange Commission as required by applicable rules and regulations, and provide such report(s) thereon or on other matters as required to be provided by the Committee pursuant to applicable rules and regulations.

8. Shall fulfill any other responsibilities and functions as may be assigned by applicable law, exchange rules or the Board from time to time.

B. Executive Compensation Plans and Programs:

The Committee shall have sole and complete authority to:

1. Interpret all terms and provisions of the Company's compensation plans and programs consistent with applicable law.
2. Select from the group of persons eligible to participate in the Company's compensation plans and programs the persons to whom awards shall be granted.
3. Within the limits established by the applicable plan or program, determine the number of awards to be subject to, the exercise price of, and other applicable terms of each award granted to each of such persons.
4. Prescribe the form of instrument(s) evidencing awards granted under such plans or programs.
5. Determine the time or times at which awards shall be granted to eligible persons.
6. Make special award grants to eligible persons when determined to be appropriate.
7. Provide, if appropriate, for the exercisability of awards in installments or subject to specified conditions.
8. Determine the method of exercise of awards granted under such plans or programs.
9. Adopt, amend, and rescind general and special rules and regulations for the administration of such plans or programs.
10. Make all other determinations necessary or advisable for the administration of such plans or programs.

**Meetings, Administrative Powers and Functions**

- A. The Committee shall meet, in person or by telephone or video conference, as often as it deems necessary or appropriate, but not less frequently than once annually, at such times and places as it shall determine. It shall record the action taken at such meetings. A majority of the members of the Committee shall constitute a quorum. Subject to actions taken prior to permitted delegations of authority, action by the affirmative vote of a

majority of the members at a meeting or by unanimous written consent shall constitute action by the Committee.

- B. The Committee may ask members of management or others to attend any meeting and provide such information or advice as desired by the Committee.
- C. The Committee may form and delegate authority to subcommittees when appropriate.
- D. The Committee shall make regular reports to the Board and such recommendations as the Committee deems appropriate.
- E. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.
- F. The Company shall provide for appropriate funding, as determined by the Committee, for paying fees to outside advisors engaged by the Committee and for any other activities undertaken pursuant to this Charter.

Approved, amended and restated by the Board of Directors of World Acceptance Corporation on January 4, 2018.