

**NOMINATING & CORPORATE GOVERNANCE COMMITTEE CHARTER  
OF  
FIRSTCASH, INC.**

**(Effective as of September 1, 2016)**

**I. Committee Membership**

Each member of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of FirstCash, Inc. (the “Company”) shall satisfy the director independence requirements of the New York Stock Exchange (the “NYSE”).

The Board shall determine the number and identity of the members of the Committee in a manner consistent with the rules of the NYSE; provided, that, the Committee shall consist of at least three members. Candidates to fill vacancies in the Committee shall be appointed by the Board. The Board shall designate one member of the Committee as the Committee’s chairperson. Members of the Committee shall serve at the pleasure of the Board and for such term or terms as the Board may determine. The Board may at any time remove one or more members of the Committee for any reason or no reason.

**II. Committee Purpose and Responsibilities**

The Committee shall have the purpose and responsibilities to:

1. Make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board.

2. Make recommendations to the Board as to appropriate criteria for the selection of new directors and periodically review the criteria adopted by the Board and, if deemed desirable, recommend to the Board changes to such criteria. At a minimum, a candidate for director must have integrity, be committed to act in the best interest of all of the Company’s stockholders and be able and willing to devote the required amount of time to the Company’s affairs, including attendance at meetings of the Board.

3. Identify individuals believed to be qualified to become Board members, and recommend to the Board the nominees to stand for election as directors at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by stockholders. In recommending candidates, the Committee shall take into consideration any criteria approved by the Board and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any committees of the Board, the candidate’s independence with regard to his or her other competitive business interests, and the candidate’s independence from the Company’s management and other Board members. The Committee shall consider all candidates recommended by the Company’s shareholders in accordance with the procedures set forth in the Company’s annual proxy statement.

4. As the Company has a staggered Board, in the case of a director nominee to fill a Board vacancy created by an increase in the size of the Board, make a recommendation to the Board as to the class of directors in which the individual should serve.

5. Identify, if and as deemed appropriate by the Committee, Board members believed to be qualified for appointment to other committees of the Board (to fill vacancies or otherwise), and recommend that the Board appoint the identified member or members to the respective committee. In recommending a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

6. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.

7. Oversee the system of corporate governance of the Corporation, including: (i) developing and recommending to the Board a set of corporate governance structures and procedures for the Company; (ii) reviewing and reassessing the adequacy of the structures and procedures at least annually; and (iii) recommending improvements to such governance structures and procedures for adoption by the Board and incorporation into the Company's written guidelines, as the Committee believes are appropriate.

8. Periodically consider director retirement policies and term limits and make recommendations to the Board.

9. On an annual basis review the compensation of directors by the Company and make recommendations to the Board.

10. Report to the Board on a regular basis, and not less than once per year. Establish procedures for the Committee to exercise oversight of the annual evaluation of the Board and its Committees and of management.

11. Review and reassess the adequacy of this Charter at least annually and, as part of the annual performance evaluation of the Committee (as discussed in Section V below), recommend to the Board for approval such changes as the Committee believes are appropriate.

12. Perform any other duties or responsibilities, except as required by the Delaware General Corporation Law, this Charter, the Company's Amended and Restated Certificate of Incorporation, and the Company's Amended Bylaws, each as may be in effect from time to time, such as may be expressly delegated to the Committee by the Board from time to time relating to the nomination of Board members and members of other committees.

### **III. Committee Structure and Operations**

Unless otherwise determined by the Board, and except as required the Delaware General Corporation Law, this Charter, the Company's Amended and Restated Certificate of Incorporation or the Company's Amended Bylaws, each as may be in effect from time to time, the Committee may determine the procedural rules for meeting and conducting its business and the Committee shall meet and conduct its business in accordance with such rules. The Committee shall make adequate provision for notice of all meetings to members; provided, that, for all purposes, notice of a Committee meeting shall be adequate if such notice would, if given in connection with a meeting of the Board, satisfy the requirements of a

properly noticed meeting of the Board as set forth in the Company's Amended Bylaws as may be in effect from time to time.

A majority of the members of the Committee shall constitute a quorum, unless the Committee consists of two members. In that event, one member shall constitute a quorum. A majority vote of the members present shall determine all matters; provided, however, that in the event of a tie vote on any issue, the chairperson's vote shall decide the issue. A member shall be permitted to vote on any and all matters involving himself or herself provided the member does not personally benefit financially by such vote.

The Committee shall meet at least once a year, and perhaps more frequently, in conjunction with scheduled meetings of the Board at scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Minutes of each of these meetings shall be kept. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Any director may attend any meeting of the Committee, unless otherwise determined by the Committee chairperson or otherwise required by the rules of the NYSE or applicable law.

#### **IV. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee consisting of one or more members.

#### **V. Performance Evaluation**

The Committee shall prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this charter. The performance evaluation shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

#### **VI. Resources and Authority of the Committee**

The Committee shall have and may use the resources and exercise the authority appropriate to discharge its duties and responsibilities, except as required by the Delaware General Corporation Law, this Charter, the Company's Amended and Restated Certificate of Incorporation, or the Company's Amended Bylaws, each as may be in effect from time to time. Without limiting the generality of the foregoing, the Committee may, from time to time, by action in accordance with the second paragraph of Section III above, select, retain, terminate, and/or approve the fees and other retention terms of, special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.

The Company shall pay to any special counsel or other experts or consultants retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee.