

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended September 30, 2022 or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 0-19424



EZCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

74-2540145

(I.R.S. Employer Identification No.)

2500 Bee Cave Road

Bldg One Suite 200 Rollingwood TX

(Address of principal executive offices)

78746

(Zip Code)

Registrant's telephone number, including area code: (512) 314-3400

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Class A Non-voting Common Stock, \$.01 par value per share	EZPW	The NASDAQ Stock Market (NASDAQ Global Select Market)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The only class of voting securities of the registrant issued and outstanding is the Class B Voting Common Stock, par value \$.01 per share, all of which is owned by an affiliate of the registrant. There is no trading market for the Class B Voting Common Stock. The aggregate market value of the Class A Non-Voting Common Stock held by non-affiliates of the registrant was \$316 million, based on the closing price on the NASDAQ Stock Market on March 31, 2022.

As of November 9, 2022, 53,338,983 shares of the registrant's Class A Non-Voting Common Stock, par value \$.01 per share, and 2,970,171 shares of the registrant's Class B Voting Common Stock, par value \$.01 per share, were outstanding.

Documents incorporated by reference: None

EZCORP, INC.
YEAR ENDED SEPTEMBER 30, 2022
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PART I

This report contains forward-looking statements that reflect our future plans, estimates, beliefs and expected performance. Our actual results may differ materially from those currently anticipated and expressed or implied by those forward-looking statements because of a number of risks and uncertainties, including those discussed under “Part I, Item 1A — Risk Factors.” We caution that assumptions, expectations, projections, intentions or beliefs about future events may, and often do, vary from actual results, and the differences can be material. See also “Part II, Item 7 — Management’s Discussion and Analysis of Financial Condition and Results of Operations — Cautionary Statement Regarding Risks and Uncertainties That May Affect Future Results.”

Unless otherwise specified, references to the “Company,” “we,” “our,” “us” and “EZCORP” refer to EZCORP, Inc. and its consolidated subsidiaries, collectively. References to a “fiscal” year refer to our fiscal year ended September 30 of the specified year. For example, “fiscal 2022” refers to the fiscal year ended September 30, 2022. All currency amounts preceded with “\$” are stated in U.S. dollars, except as otherwise indicated.

ITEM 1. BUSINESS

Purpose, Vision and Strategy

EZCORP, Inc. is a leading provider of pawn services in the United States and Latin America with over 1,175 locations and approximately 7,000 Team Members. We are a Delaware corporation headquartered in Austin, Texas.

Our purpose statement:

“We exist to serve our customers’ short-term cash needs, helping them to live and enjoy their lives. We are driven by a diverse team with a passion for pawn who are motivated to be their best — because our customers, families, stakeholders, and the communities and environment in which we live deserve it.”

This purpose is supported by a customer-centric strategy that includes the following:

- Providing fast, easy and simple access to cash;
- Serving our customers in a friendly and respectful way;
- Always being competitive and fair;
- Passionately serving customer needs;
- Building enduring relationships; and
- Recognizing and rewarding customer loyalty.

That strategy consists of three fundamental pillars:

- **Strengthen the Core** — Renewed focus on the unique and essential elements of our pawn business.
- **Cost Management and Simplification** — Management of cost base through ongoing simplification.
- **Innovate and Grow** — Broaden customer engagement to serve more customers more frequently in more locations.

And we rely on four foundational capabilities to execute our strategy and achieve our purpose:

- **Team Members** — We enable diverse, engaged and tenured teams with a true passion for pawnbroking.
- **IT and Data Modernization** — We modernize our IT and data assets to capitalize on growth opportunities and create greater value at every customer interaction.
- **Risk Management and Building a Culture of Compliance** — We are continually focused on improving capabilities to manage operational, financial, regulatory, compliance, information security and reputational risk.
- **Environment, Social and Governance (ESG)** — We prioritize developing the foundational elements of a comprehensive and integrated sustainability program to make everyday living more affordable and sustainable.

Overview of Our Business

At September 30, 2022, we operated a total of 1,175 locations, consisting of:

- 515 U.S. pawn stores (operating primarily as EZPAWN or Value Pawn & Jewelry);
- 528 Mexico pawn stores (operating primarily as Empeño Fácil and Cash Apoyo Efectivo); and

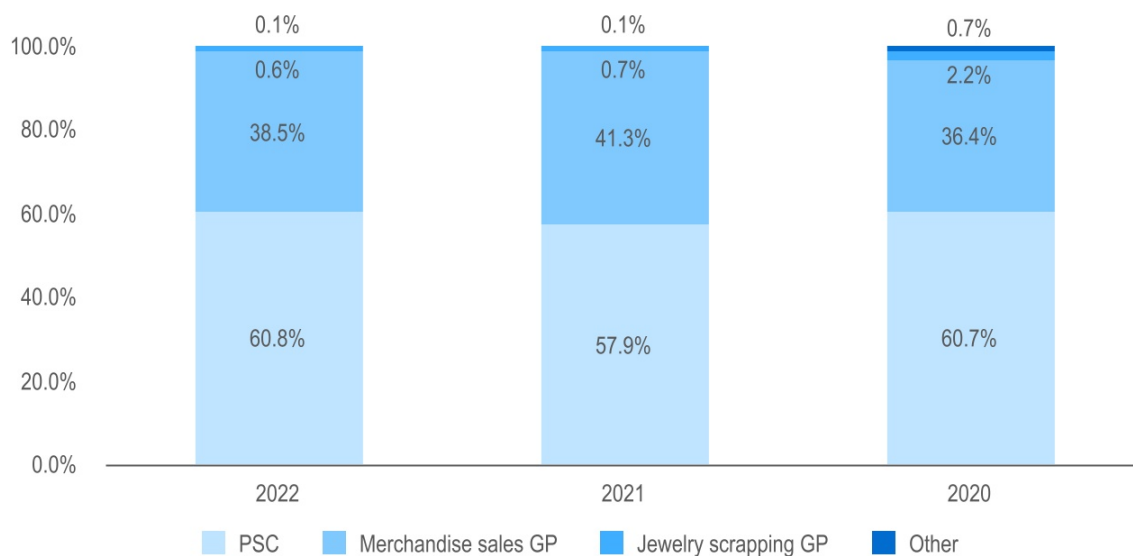
- 132 pawn stores in Guatemala, El Salvador and Honduras (operating as GuatePrenda and MaxiEfectivo).

At our pawn stores, we advance cash against the value of collateralized tangible personal property and sell merchandise to customers looking for good value. The merchandise we sell primarily consists of second-hand collateral forfeited from our pawn activities or merchandise purchased from customers. By store count, we are the second largest pawn store owner and operator in the U.S. and one of the largest in Latin America. We also offer web-based applications named EZ+ that allow customers to manage their pawn transactions, layaways and loyalty rewards online.

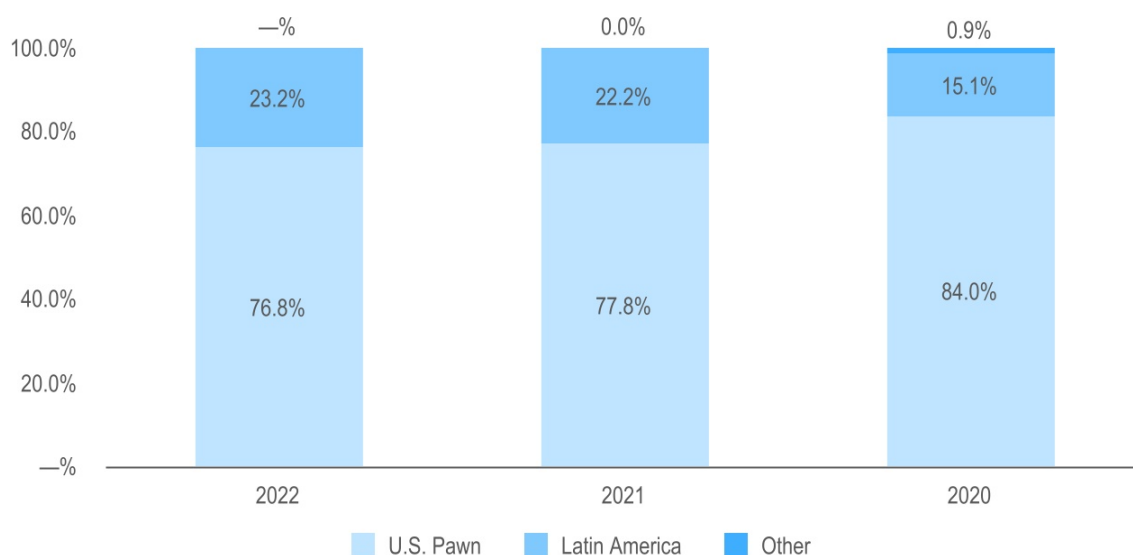
In addition to our core pawn business in the U.S. and Latin America, we have made the following strategic investments:

- We own 43.7% of Cash Converters International Limited (“Cash Converters”), a publicly traded company (ASX: CCV) headquartered in Perth, Western Australia. Cash Converters and its controlled companies comprise a diverse group generating revenues from franchising, store operations, personal finance (including pawn transactions) and vehicle finance in over 700 stores across 14 countries.
- We own approximately 14.6% of Rich Data Corporation (“RDC”), a Singapore-based software-as-a-service company that utilizes global financial services expertise, advanced artificial intelligence and non-traditional data to deliver a next-generation credit scoring and decisioning platform.
- We own a preferred interest in a private company that has majority ownership in Simple Management Group, Inc. (“SMG”), which owns and operates 21 pawn stores principally in the Caribbean, with plans to build and acquire more stores in that region.

We generate revenues primarily from pawn service charges (“PSC”) on pawn loans outstanding (“PLO”), merchandise sales and jewelry scrapping. We remain focused on optimizing our balance of PLO and the resulting higher PSC. The following chart presents sources of gross profit, including PSC, merchandise sales gross profit (“Merchandise sales GP”) and jewelry scrapping gross profit (“Jewelry scrapping GP”) for fiscal 2022, fiscal 2021 and fiscal 2020:



The following charts present sources of gross profit by geographic disbursement for fiscal 2022, fiscal 2021 and fiscal 2020:



Segment and Geographic Information

We conduct our business globally and manage our business by geography. Our business is organized into the following reportable segments:

- U.S. Pawn, which includes our EZPAWN, Value Pawn & Jewelry and other branded pawn operations in the United States;
- Latin America Pawn, which includes our Empeño Fácil, Cash Apoyo Efectivo (“CAE”) and other branded pawn operations in Mexico, as well as our GuatePrenda and MaxiEfectivo pawn operations in Guatemala, El Salvador and Honduras (referred to as “GPMX”); and
- Other Investments, which includes our equity interest in Cash Converters and our investments in RDC and SMG.

The following table presents store data by segment:

	Company-owned Stores			
	U.S. Pawn	Latin America Pawn	Other Investments	Consolidated
As of September 30, 2019	512	480	22	1,014
New locations opened	—	23	—	23
Locations acquired	—	—	—	—
Locations sold, combined or closed	(7)	(3)	(22)	(32)
As of September 30, 2020	505	500	—	1,005
New locations opened	—	15	—	15
Locations acquired	11	128	—	139
Locations sold, combined or closed	—	(11)	—	(11)
As of September 30, 2021	516	632	—	1,148
New locations opened	—	28	—	28
Locations acquired	3	—	—	3
Locations sold, combined or closed	(4)	—	—	(4)
As of September 30, 2022	515	660	—	1,175

For additional information about our segments and geographic areas, see Note 14: Segment Information of Notes to Consolidated Financial Statements included in “Part II, Item 8 — Financial Statements and Supplemental Data.”

Pawn Activities

At our pawn stores, we advance cash against the value of collateralized tangible personal property. We earn pawn service charges (“PSC”) for those cash advances, and the PSC rate varies by state and transaction size. At the time of the transaction, we take possession of the pawned collateral, which consists of tangible personal property, generally jewelry, consumer electronics, tools, sporting goods and musical instruments. If the customer chooses to redeem their pawn, they will repay the amount advanced plus any accrued PSC. If the customer chooses not to redeem their pawn, the pawned collateral becomes our inventory, which we sell in our retail merchandise sales activities or, in some cases, scrap for its inherent gold or precious stone content. Consequently, the success of our pawn business is largely dependent on our ability to accurately assess the probability of pawn redemption and the estimated resale or scrap value of the collateralized personal property.

As of September 30, 2022, we had a closing PLO balance of \$210.0 million. In fiscal 2022, PSC accounted for approximately 36% of our total revenues and 61% of our gross profit.

In the U.S., our PSC rates generally vary between 13% and 25% per month as permitted by applicable law, and the pawn term generally ranges between 30 and 90 days. Individual pawn transactions typically average between \$140 and \$170.

In Mexico, PSC rates generally vary between 15% and 21% per month as permitted by applicable law, and the pawn primary term is 30 days. Individual pawn transactions typically average between 1,100 and 1,400 Mexican pesos, or approximately \$60 to \$70 on average using the average exchange rate for fiscal 2022.

In GPMX, PSC rates generally vary between 12% and 18% per month as permitted by applicable law, and the pawn primary term is 30 days. Individual pawn transactions are made in the local currency of the country and typically average between \$100 and \$120 using the average exchange rates for fiscal 2022. The average transaction amounts tend to be higher in the GPMX countries than in Mexico due to the higher concentration of jewelry used as pawn collateral.

If a customer chooses not to redeem, renew or extend their pawn, the pawn collateral is forfeited and becomes inventory available for sale. We do not record losses or charge-offs when the pawned collateral is forfeited because the amount advanced for the unpaid pawn becomes the inventory carrying cost of the forfeited collateral. The difference between the subsequent sale of the forfeited collateral and the amount of the pawn (offset by any inventory reserve) is reflected in merchandise sales gross margin.

The redemption rate represents the percentage of pawns made that are repaid, renewed or extended, including pawns that may be extended multiple times in a given time period. The following table presents our redemption rates by segment:

Redemption Rate	Fiscal Year Ended September 30,		
	2022	2021	2020
U.S. Pawn	84%	86%	88%
Latin America Pawn	79%	80%	78%

Our ability to offer quality second-hand goods at prices significantly lower than original retail prices attracts value-conscious customers. The gross profit on sales of inventory depends primarily on our assessment of the estimated resale or scrap value at the time the property is either accepted as pawn collateral or purchased and our ability to sell that merchandise in a timely manner. As a significant portion of our inventory and sales involve gold and jewelry, our results can be influenced by the market price of gold and diamonds.

Customers in the U.S. and the majority of our Latin America stores may purchase a product protection plan that allows them to exchange certain general merchandise (non-jewelry) sold through our retail pawn operations within six months of purchase. In the U.S., we also offer a jewelry VIP package, which guarantees customers a minimum future pawn advance amount on the item sold, allows them full credit if they trade in the item to purchase a more expensive piece of jewelry and provides minor repair service on the item sold. Customers may also purchase an item on layaway by paying a minimum layaway deposit of typically 10% of the item’s sale price, in addition to an upfront fee. We hold items on layaway for a 90-to-180-day period, during which the customer is required to pay the balance of the sales price through a series of installment payments. If a payment is missed, we hold the item for up to 30 days, after which it is returned to active inventory for sale.

Operations and Risk Management

Our pawn operations are designed to provide the optimum level of support to the store teams, providing coaching, mentoring and problem solving to identify opportunities to better serve our customers and position us to be the leader in customer service and satisfaction.

Our risk management structure consists of asset protection, compliance and internal audit departments, which monitor the inventory system, lending practices, regulatory compliance and compliance with our policies and procedures. We perform full physical audits of inventory at

each store at least annually, and more often in higher risk stores or those experiencing higher shrinkage. Inventory counts are completed daily for jewelry and firearms, and other inventory categories more susceptible to theft are cycle counted multiple times annually. We record shrink adjustments for known losses at the conclusion of each inventory count. These adjustments are recorded as estimates during interim periods and as discovered during cycle counts.

Human Capital Management

Engagement Survey

We launched a Global Employee Engagement Survey, administered by Glint, in June 2022, and had an 81% participation rate with an overall engagement score of 81. Our engagement score is six points higher than the global benchmark, which contains data from over 900 companies of varying size across a variety of industries (Finance, Healthcare, Manufacturing, Professional Services, Retail, Technology and Utilities) and includes results from over eight million respondents located in over 150 countries.

Our top strengths were Career, Customer Focus and Growth. Our focus areas for improvement included Team, Valued Teammate, and Work-Life Balance. Team Members provided over 9,200 comments with mixed sentiment, 26% positive, 39% neutral and 35% negative. To ensure we address issues raised in the survey, all people leaders at the District Manager and above level will have Engagement Objectives for fiscal 2023, guided by actions that will yield the greatest business and Team Member impact.

Talent Management and Development

We employ approximately 7,000 Team Members across all our geographies, including over 3,300 in United States, just under 2,900 in Mexico and around 800 in Central America. We seek to hire and promote Team Members to lead the way today and to step into greater roles in the future. We achieve this goal through Training and Development programs that Team Members can use to plan their careers and identify future growth opportunities. We engage Team Members at all levels so we can understand their professional and personal goals, identify high potential future leaders to strengthen our internal bench, support them in their journey and retain our talent.

In our pawn stores we provide:

- An onboarding program that blends online and hands-on training in the art and science of pawnbroking;
- Career path programs aligned with our talent and succession strategy, emphasizing career progression and individual development programs; and
- A learning experience that unlocks and accelerates Team Member potential as well as business growth.

Our investment in store-level Team Members produced tangible results during fiscal 2022:

- High scoring questions in our 2022 Global Employee Engagement Survey included “I know the career path(s) available to me at EZCORP” (with an 86% favorability rating) and “I have good opportunities to learn and develop at EZCORP” (with an 83% favorability rating).
- Over 65% of managerial positions are filled via internal promotion.

In our Corporate Support Center, we reinforced the utilization of our career and competency framework to build individual development plans to guide the career paths of corporate Team Members and to prepare them for future roles.

Culture and Ethics

Culture is critical to our long-term success and to our ability to attract, develop and retain the top talent needed to accomplish our Purpose, Vision and Strategy.

Our values — People, Pawn, Passion — define our priorities as a business, and our Guiding Principles — Leadership, Customer Service, Accountability, Respect, Diversity and Sustainability — characterize the expectations for how we interact with Team Members, customers and communities. Various tools are used to globally demonstrate commitment to our principles, values, and positive culture, including a plain-language Code of Conduct and supporting policies, annual training on expectations and clear communications from executive management reinforcing ethical behavior and a positive culture.

To support our ethical business practices, we maintain an Ethics Hotline available to all Team Members and external stakeholders to report (anonymously if desired) any matter of concern. Communications to the hotline (which is managed by an independent third party) are routed to appropriate functions (whether Human Resources, Legal or Compliance), and in some cases directly to the Board of Directors, for investigation and resolution. In addition, any shareholder or other interested party may send communications to the Board of Directors, either individually or as a group, through a process that is outlined in the Investor Relations section of our website.

Diversity and Inclusion

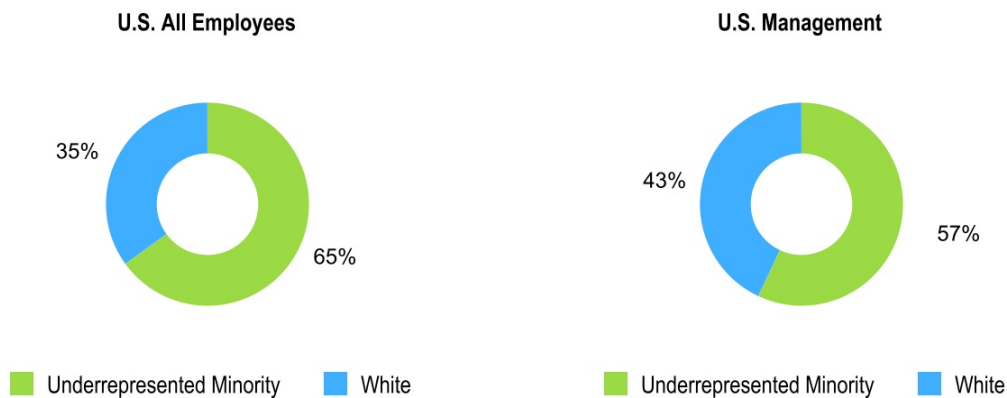
At EZCORP, we foster an environment that values diversity, inclusion, and development for all. In our 2022 Global Employee Engagement Survey, 81% of participants responded positively to the question, “I feel a sense of belonging at EZCORP.” In fiscal 2022, we completed the actions of our two-year Diversity and Inclusion Strategic Plan with four goals:

- *Commitment and Accountability* — Demonstrate commitment and accountability through corporate policy, communications and actions that advance the goals of the plan.
- *Workplace Inclusion* — Foster work environments that value diversity and inclusion and encourage collaboration, flexibility, and fairness.
- *Diverse Workforce* — Recruit and promote from diverse, qualified candidate pools to increase diversity of perspectives and experiences.
- *Sustainability* — Identify and eliminate systemic barriers by embedding diversity and inclusion in all human capital life cycle policies and practices.

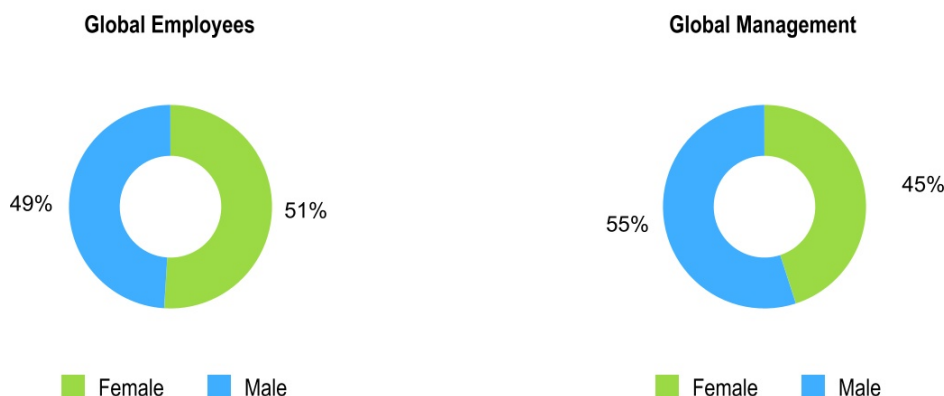
Key changes include:

- Analyzing Diversity and Inclusion results within the Engagement Survey;
- Providing Diversity Dashboard reporting to the Board of Directors and executive management;
- Implementing annual training and education on Diversity and Inclusion matters;
- Implementing Women’s Empowerment (U.S. and Latin America) and Black Empowerment (U.S.) Affinity Groups;
- Implementing required “blind” resume review process for all corporate office hiring; and
- Implementing a requirement that, for all Store Manager and above positions, the interview and selection process must include one diverse Team Member.

Fiscal 2022 U.S. Race and Ethnicity Demographics ^{(1) (2)}



Fiscal 2022 Global Gender Demographics ⁽²⁾



(1) The term underrepresented minority is used to describe diverse populations, including African American, Hispanic, Asian and Native American Team Members who self-identified their race and ethnicity at hire.

(2) The term Management is used to describe Team Members with one or more direct reports.

Total Rewards

Our compensation programs are designed to align the compensation of Team Members with individual and Company performance and to provide the proper incentives to attract, retain and motivate Team Members to achieve results.

The structure of our compensation programs balances incentive earnings for both short-term and long-term performance. Specifically:

- We provide wages and incentive plans that are competitive and consistent with positions, skill levels, experience, knowledge, and geographic location. Additionally, on an annual basis (U.S.) gender and racial/ethnic analysis is performed to ensure pay equity.
- We engage nationally recognized outside compensation and benefits consulting firms to independently evaluate the effectiveness of our executive compensation and to provide benchmarking against our selected peer group, which includes direct competitors in the pawn industry and similarly-sized companies from relevant industries that serve similar customer bases, operate in the retail or consumer finance industries and typically have similar operating dynamics.
- We align our executives' long-term equity compensation with our shareholders' interests by linking realizable pay with stock performance.
- All employees are eligible for paid time off, retirement savings plan and Company-paid life insurance.

Health and Safety

Our commitment to our Team Members is to provide a safe and injury-free workplace. We continue to invest in programs designed to improve physical, mental, and social well-being. Throughout our response to COVID-19, our priority has remained protecting the health and safety of our Team Members and customers.

In fiscal 2022, our leadership team regularly reviewed and adapted our policies and practices based on evolving information related to the COVID-19 pandemic. Our pawn locations are provided with personal protective equipment and enhanced cleaning supplies and are required to adhere to appropriate protocols for social distancing, limiting density, taking temperatures and reporting exposures.

Management and Oversight

The People and Compensation Committee of the Board of Directors has primary responsibility for analyzing, advising and (as appropriate) approving executive compensation. The committee is also responsible for organizational development matters and otherwise assisting the Board of Directors in its overall responsibility to enable EZCORP to attract, retain, develop, and motivate qualified executives who will contribute to the long-term success of the Company.

The committee actively participates in the executive recruitment and selection process. Committee members are instrumental in the executive talent management and succession processes, including the review and attainment of annual objectives for our executive officers. All Executive Officers have a minimum of one objective related to People, generally broken into the areas of Employee Engagement Scores, Voluntary Attrition and Inclusion.

Environmental, Social and Governance (ESG)

EZCORP is committed to meeting our customers' needs in a responsible manner, and in that regard, we have aligned purpose, vision, values, guiding principles and business strategy with environmental, social and governance sustainability factors.

Our pawnbroking and related retail sales activities inherently contribute to the "circular economy" and promote environmental sustainability. We provide unique options for our customers to satisfy their needs for cash — options that are not offered by traditional lenders such as banks and credit unions, credit card providers or installment and short-term lenders. For many of our customers, pawn transactions provide an essential and financially responsible lifeline for meeting their unexpected expenses. Our retail activities rely primarily on local sourcing of pre-owned merchandise and the recirculation of those items back into the neighborhoods we serve. In short, our business is unique, essential and sustainable.

Environmental Sustainability

Our business contributes to overall environmental sustainability in the following ways:

- Our business is fundamentally a neighborhood business, where each store principally serves the surrounding neighborhood. This "local" focus reduces the need of our customers to travel long distances to access our products and services and eliminates the need for delivery services.
- Each of our stores serves as its own "supply chain." We take in pre-owned merchandise, either through pawn or purchases from customers, and then sell that merchandise (after forfeiture, in the case of pawn transactions) generally in the same store. Thus, we do not maintain or rely on mass supply, distribution or warehousing facilities.
- Virtually all of the merchandise we sell is pre-owned, which contributes to second-hand goods recycling and the circular economy. In fiscal 2022, we sold more than 5.6 million pre-owned items, including over 3.2 million items in the consumer electronics, camera and household goods categories, 1.5 million other general merchandise items (such as tools and musical instruments) and 775,000 jewelry items. In addition, through our jewelry scrapping activities, we recycle significant volumes of gold and diamonds. All of these activities effectively extend the useful life of many products, reducing waste and lessening the demand for new manufacturing and mining.
- Our store operations themselves leave a relatively small carbon footprint when compared to big-box or other mass retailers that rely on manufacturers and extensive supply chain and distribution channels. Our stores are relatively small (generally 3,300 square feet or less). To reduce energy consumption, we have installed energy-efficient LED lighting in 70% of our U.S. stores and are working to convert the remaining stores across all geographies.
- In all of our facilities, including our corporate support offices, we promote environmental stewardship by reducing consumption, recycling paper products (approximately 1 million pounds across all U.S. locations during fiscal 2022) and responsibly disposing of end-of-life computers, electronics and related accessories through recycling or other sound e-waste processing. Our corporate office in Austin, Texas is LEED Certified Silver status.

Social Responsibility

Our business promotes social responsibility in the following ways:

- Our business serves as an essential and responsible financial resource for many unbanked and or underserved consumers who have limited access to traditional forms of capital or credit and comprise a large majority of our customer base. We improve the reach and access to financial services through neighborhood-based stores, supported by digital offerings. We provide instant access to cash in transactions that generally average around \$170 or less. Our pawn transactions are simple, transparent, regulated and safe, and funding approval is based on the valuation of the collateral item, not on the credit worthiness of the customer. The customer is under no legal obligation to repay the amount advanced; we do not engage in collection efforts or take other legal actions against our customers; and we do not report transaction histories to external credit agencies. Rather, the customer may choose to repay the amount advanced or forfeit the collateralized merchandise.
- Our stores facilitate transactions in a safe and secure environment for Team Members and customers. During the COVID-19 pandemic, we implemented various safety protocols, including social distancing, mask wearing and enhanced cleaning and sanitation practices, for the health and safety of our Team Members and customers.
- Customer satisfaction measurement and feedback are key factors in improving our customer service and Team Member engagement. To capture direct customer feedback, we have enabled Google Reviews across all stores and have received over 125,000 Google Reviews with an average satisfaction rating of 4.8 out of 5 in the U.S.

- We offer customers multiple payment options, including cross-store, over-the-phone and web-based and mobile platforms, reducing their need to travel to the stores to make payments. Online payments are accepted on layaway, pawn extension and bulk payments, with electronic payment receipts delivered on these transactions.
- Through the EZCORP Foundation Scholarship Fund, we provided financial assistance to the dependents of our U.S.-based Team Members pursuing higher education, and have issued a total of \$180,000 in scholarship awards towards college expenses for recipients with demonstrated financial need, academic merit and commitment to leadership.
- For a discussion of our Diversity and Inclusion initiatives, see “Human Capital Management — Diversity and Inclusion” above.

Governance

At EZCORP, we believe that “The Way We Do Business is as Important as the Business We Do.” That belief underlies our Code of Conduct, which outlines our expectations and provides guidance on how our Team Members can carry out their daily activities ethically and responsibly. Our ethical principles include Honesty, Integrity, Reliability, Loyalty, Respect, Responsibility, Fairness, Caring, Leadership and Diversity, and these principles form the foundation for how we govern our business.

- Even though we are a “Controlled Company” under the Nasdaq Listing Rules, we maintain the governance standards required of all publicly-listed Nasdaq companies, including:
 - Independent directors comprise a majority of our Board of Directors. In fact, four of the seven members of our Board of Directors meet all of the “independence” requirements set forth in the Nasdaq Listing Rules, and none of the independent directors have any past or existing relationship with our controlling stockholder outside of their Board service.
 - All of our standing Board committees (Audit Committee, People and Compensation Committee and Nominating Committee) are comprised of solely independent directors.
 - We satisfy Nasdaq’s board diversity rules, with two of our seven Board members being diverse directors, one of whom self-identifies as female and an underrepresented minority and one whom self-identifies as an underrepresented minority.

For further discussion of our corporate governance standards, see “Part III, Item 10 — Directors, Executive Officers and Corporate Governance.”

- Our pawn operations are licensed and supervised in all jurisdictions in which we operate. We maintain a strong compliance culture that is monitored and overseen by our Board of Directors and supported by seasoned regulatory and compliance teams.
- Protecting the privacy, integrity and security of our customers’ data and our enterprise network is a top priority that is also monitored and overseen by our Board of Directors. We maintain a separate IT Security team that is responsible for the design and implementation of our cyber risk strategy, including deployment of systems, enterprise-wide training, monitoring and reporting of threat incidents and response preparedness.

Growth and Expansion

Part of our strategy is to grow the number of locations we operate through opening new (“de novo”) locations and through acquisitions in both Latin America and the U.S. and potential new markets. Our ability to add new stores is dependent on several variables, such as projected achievement of internal investment hurdles, the availability of acceptable sites or acquisition candidates, the alignment of acquirer/seller price expectations, the regulatory environment, local zoning ordinances, access to capital and availability of qualified personnel.

During fiscal 2022, we continued our expansion in Latin America with the opening of 28 de novo stores (20 in Mexico and 8 in Guatemala). We now own a total of 660 stores in Latin America, representing 56% of our total pawn stores. In fiscal 2022, these stores represented 23% of our consolidated gross profit as the average scale of Latin America pawn stores is smaller than in the U.S. We see opportunity for further expansion in Latin America through both acquisitions and de novo openings.

For further information about our acquisitions, see Note 3: Acquisitions of Notes to Consolidated Financial Statements included in “Part II, Item 8 — Financial Statements and Supplemental Data.”

Seasonality and Quarterly Results

In the U.S., PSC is historically highest in our fourth fiscal quarter (July through September) due to a higher average PLO balance during the summer and lowest in our third fiscal quarter (April through June) following the tax refund season, and merchandise sales are highest in our first and second fiscal quarters (October through March) due to the holiday season, jewelry sales surrounding Valentine’s Day and the availability of tax refunds. In Latin America, most of our customers receive additional compensation from their employers in December, and many receive additional compensation in June or July, applying downward pressure on PLO balances and fueling some merchandise sales in those periods. As a net effect of these and other factors and excluding discrete charges, our consolidated profit before tax is generally highest in our first fiscal quarter (October through December) and lowest in our third fiscal quarter (April through June).

Competition

We encounter significant competition in connection with all of our activities. These competitive conditions may have an impact on our revenues, profitability and ability to expand. We compete with other pawn stores, credit service organizations, banks, credit unions and other financial institutions, such as consumer finance companies. We believe the primary elements of competition are the quality of customer service and relationship management, including understanding our customers' needs better than anyone else, convenience, store location and a customer-friendly environment. In addition, we believe the ability to compete effectively will be based increasingly on strong general management, regional focus, automated management information systems, access to capital and superior customer service.

Our competitors for merchandise sales include numerous retail and wholesale stores such as jewelry stores, discount retail stores, consumer electronics stores, other pawn stores, other resale stores, electronic commerce retailers and auction sites. Competitive factors in our retail operations include the ability to provide customers with a variety of merchandise at an exceptional value coupled with exceptional customer service and convenient locations.

The pawn industry in the United States is large, relatively mature and highly fragmented. The industry consists of a few large operators (of which we are the second largest) and then independent operators who primarily own one to three locations.

The pawn industry in Latin America is also fragmented, but less so than in the United States. The industry consists of pawn stores owned by independent operators and chains, including some not-for-profit organizations. We are the second largest for-profit operator in Mexico and the largest operator in Guatemala. The pawn industry, particularly full-line stores dealing in both general merchandise and jewelry, remains in an expansion stage in Latin America.

Trademarks and Trade Names

We operate our U.S. pawn stores principally under the names "EZPAWN" or "Value Pawn & Jewelry," our Mexico pawn stores principally under the name "EMPEÑO FÁCIL" and "Cash Apoyo Efectivo," our Guatemala pawn stores under the name "GuatePrenda," and our El Salvador and Honduras pawn stores under the name "MaxiEfectivo." We have registered the names EZPAWN, Value Pawn & Jewelry and EZCORP, among others, with the United States Patent and Trademark Office. In Mexico, we have registered the names "EMPEÑO FÁCIL," "Bazareño," "Presta Dinero," "Montepio San Patricio" and "Cash Apoyo Efectivo" with the Instituto Mexicano de la Propiedad Industrial. We have registered the name "GuatePrenda" in Guatemala and the name "MaxiEfectivo" in Guatemala, El Salvador and Honduras.

Regulation

Compliance with federal, state and local laws and regulations is an integral part of how we manage our business, and we conduct our business in material compliance with all of these rules. The following is a general description of significant regulations affecting our business.

U.S. Regulations

Pawn Regulations — Our pawn stores are regulated by the states in which they are located and, in some cases, by individual municipalities or other local authorities. The applicable statutes, ordinances and regulations vary from location to location and typically impose licensing requirements for pawn stores or individual pawn store Team Members. Licensing requirements typically relate to financial responsibility and character and may establish restrictions on where pawn stores can operate. Additional rules regulate various aspects of the day-to-day pawn operations, including the pawn service charges that a pawn store may charge, the maximum amount of a pawn loan, the minimum or maximum term of a pawn loan, the content and format of the pawn ticket, and the length of time after a pawn loan default that a pawn store must hold a pawned item before it can be offered for sale. Failure to observe applicable regulations could result in a revocation or suspension of pawn licenses, the imposition of fines or requirements to refund service charges and fees, and other civil or criminal penalties. We must also comply with various federal requirements regarding the disclosure of the annual percentage rate, finance charge, amount financed, total of payments and payment schedule related to each pawn loan transaction. Additional federal regulations applicable to our pawn lending business are described in "Other Regulations" below.

The majority of our pawn stores, voluntarily or pursuant to applicable laws, provide periodic (generally daily) reports to local law enforcement agencies. These reports provide local law enforcement with information about the items received from customers (whether through pawn or purchase), including a detailed description of the goods involved and the name and address of the customer. If we accept as collateral or purchase merchandise from a customer and it is determined that our customer was not the rightful owner, the merchandise is subject to recovery by the rightful owner and those losses are included in our shrinkage. Historically, we have not experienced a material number of claims of this nature.

Some of our pawn stores in the U.S. handle firearms and each of those stores maintains a federal firearms license as required by federal law. The federal Gun Control Act of 1968 and regulations issued by the Bureau of Alcohol, Tobacco and Firearms also require each pawn store dealing in firearms to maintain a permanent written record of all receipts and dispositions of firearms. In addition, we must comply with the

Brady Handgun Violence Prevention Act, which requires us to conduct a background check before releasing, selling or otherwise disposing of firearms.

Other Regulations — Our pawn lending activities are subject to other state and federal statutes and regulations, including the following:

- We are subject to the federal Gramm-Leach-Bliley Act and its underlying regulations, as well as various state laws and regulations relating to privacy and data security. Under these regulations, we are required to disclose to our customers our policies and practices relating to the protection and sharing of customers' nonpublic personal information. These regulations also require us to ensure that our systems are designed to protect the confidentiality of customers' nonpublic personal information, and many of these regulations dictate certain actions that we must take to notify customers if their personal information is disclosed in an unauthorized manner. We are subject to the Fair Credit Reporting Act, which was enacted, in part, to address privacy concerns associated with the sharing of consumers' financial information and credit history contained in consumer credit reports and limits our ability to share certain consumer report information. We are subject to the Federal Fair and Accurate Credit Transactions Act, which amended the Fair Credit Reporting Act and requires us to adopt written guidance and procedures for detecting, preventing and mitigating identity theft, and to adopt various policies and procedures (including Team Member training) that address and aid in detecting and responding to suspicious activity or identity theft "red flags."
- As a provider of consumer financial products, we are prohibited from engaging in any unfair, deceptive or abusive act or practice (UDAAP) under the Dodd-Frank Act, as they can cause significant financial injury to consumers, erode consumer confidence and undermine the financial marketplace.
- The Equal Credit Opportunity Act prohibits discrimination on the basis of race, color, religion, national origin, sex, marital status, age, receipt of public assistance or good faith exercise of any rights under the Consumer Credit Protection Act.
- Under the USA PATRIOT Act, we must maintain an anti-money laundering compliance program that includes the development of internal policies, procedures and controls; the designation of a compliance officer; an ongoing Team Member training program and an independent audit function to test the program.
- We are subject to the Bank Secrecy Act and its underlying regulations, which require us to report and maintain records of certain high-dollar transactions. In addition, federal laws and regulations require us to report certain transactions (or series of transactions) deemed suspicious to the Financial Crimes Enforcement Network of the Treasury Department ("FinCen"). Generally, a transaction is considered suspicious if we know, suspect or have reason to suspect that the transaction (a) involves funds derived from illegal activity or is intended to hide or disguise such funds, (b) is designed to evade the requirements of the Bank Secrecy Act or (c) appears to serve no legitimate business or lawful purpose.
- The Office of Foreign Assets Control ("OFAC") of the Department of the Treasury administers and enforces economic and trade sanctions based on U.S. foreign policy and national security goals against targeted foreign countries and regimes, terrorists, international narcotics traffickers, those engaged in activities related to the proliferation of weapons of mass destruction and other threats to the national security, foreign policy or economy of the United States. We are prohibited from doing business with named individuals, businesses and countries subject to sanctions and restrictions, and we are required to report any transactions involving those named by the US. Department of the Treasury.
- The Foreign Corrupt Practices Act ("FCPA") makes it unlawful for certain classes of persons and entities to make payments to foreign government officials to assist in obtaining or retaining business. Specifically, the anti-bribery provisions of the FCPA prohibit the willful use of mail or any means of instrumentality of interstate commerce corruptly in furtherance of any offer, payment, promise to pay, or authorization of the payment of money or anything of value to any person, while knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to a foreign official to influence the foreign official in his or her official capacity, induce the foreign official to do or omit to do an act in violation of his or her lawful duty, or to secure any improper advantage in order to assist in obtaining or retaining business for or with, or directing business to, any person.
- The Department of Defense regulations promulgated under the Military Lending Act limit the annual percentage rate charged on certain consumer loans (including pawn loans) made to active military personnel or their dependents to 36%.

Under certain circumstances, the federal Consumer Financial Protection Bureau ("CFPB") may be able to exercise regulatory authority over the U.S. pawn industry through its rule making authority. To date, the CFPB has not taken any steps to exercise such authority or indicated any intention to do so, although it has initiated actions against pawn companies for alleged violations of consumer lending regulations, including the Military Lending Act discussed above.

Mexico Regulations

Pawn Regulations — Federal law in Mexico provides for administrative regulation of the pawnshop industry by Procuraduría Federal del Consumidor (PROFECO), Mexico's primary federal consumer protection agency. PROFECO regulates the form and terms of pawn loan contracts (but not interest or service charge rates) and defines certain operating standards and procedures for pawnshops, including retail

operations, and establishes registration, disclosure, bonding and reporting requirements. There are significant fines and sanctions, including operating suspensions, for failure to comply with PROFECO's rules and regulations.

PROFECO requires that we report certain transactions (or series of transactions) when a customer pawns more than three items of the same category. Anti-money laundering regulations restrict the use of cash in certain transactions. Relevant aspects of the law specifically affecting the pawn industry include monthly reporting on "vulnerable activities," which includes certain high-value pawn and precious metal transactions.

The Federal Law on the Protection of Personal Data Held by Private Parties requires us to protect our customers' personal information. This law requires us to inform customers if we share customer personal information with third parties and to post (both online and in-store) our Data Privacy Policy.

Our pawn business in Mexico is also subject to regulation at the state and local level through state laws and local zoning and permitting ordinances. For example, some states require permits for pawn stores to operate, certification of Team Members as trained in the valuation of merchandise and strict customer identification controls. State and local agencies often have authority to suspend store operations pending resolution of actual or alleged regulatory, licensing and permitting issues.

Other Regulations — Our pawn business in Mexico is subject to the General Law of Administrative Responsibility ("GLAR"), effective July 2017, which requires us to implement an integrity policy that contains mechanisms to ensure integrity standards throughout the organization. GLAR establishes administrative penalties for improper payments to government officials, influence peddling (including the hiring of public officials and the use of undue influence) and other corrupt acts in public procurement processes.

We are also subject to The Federal Law for the Prevention and Identification of Transactions with Funds from Illegal Sources, which requires reporting of certain transactions exceeding certain monetary limits, the appointment of a compliance officer and maintenance of customer identification records and controls. This law affects all vulnerable activities in Mexico and is intended to detect commercial activities arising from illicit or ill-gotten means through bilateral cooperation between Mexico's Ministry of Finance and Public Credit and Mexico's Attorney General's Office. The law also restricts the use of cash in certain transactions associated with high-value assets and limits, and to the extent possible, money laundering activities protected by the anonymity that such cash transactions provide. Relevant aspects of the law specifically affecting the pawn industry include monthly reporting on "vulnerable activities," which include pawn transactions exceeding 154,433.10 Mexican pesos and retail transactions of precious metals exceeding 154,433.10 Mexican pesos. Retail transactions of precious metals in cash exceeding 308,866.20 Mexican pesos are prohibited. There are significant fines and sanctions for failure to comply with these rules.

In addition to the above, our pawn business in Mexico is subject to various general business regulations in the areas of tax compliance, customs, consumer protections, money laundering, civil protection regulations, municipal regulations, trade code (federal), public safety and employment matters, among others, by various federal, state and local governmental agencies.

Other Latin American Regulations

Local governmental entities in Guatemala, El Salvador and Honduras also regulate lending and retail businesses. Certain laws and local zoning and permitting ordinances require basic commercial business licenses and signage permits. Operating in these countries also subjects us to other types of regulations, including regulations related to financial reporting, data protection and privacy, tax compliance, labor and employment practices, real estate transactions, anti-money laundering, commercial and electronic banking restrictions, credit card transactions, usury law, consumer protection, marketing, advertising and other general business activities. As the scope of our international operations increases, we may face additional administrative and regulatory costs in managing our business. In addition, unexpected changes in laws and regulations, administrative interpretations of local requirements or legislation, or public remarks by elected officials could negatively affect our operations and profitability.

Available Information

We file annual, quarterly and current reports and other documents with the Securities and Exchange Commission ("SEC") under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The SEC maintains an internet website that contains reports and other information regarding issuers that file electronically with the SEC. The public can obtain any documents that we file with the SEC at www.sec.gov.

We maintain a website at www.ezcorp.com. Our filings with the SEC, including our Annual Reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and Section 16 filings, are available free of charge through links maintained on our website under the heading "Investor Relations — SEC Filings." Information contained on our website is not incorporated by reference into this report.

ITEM 1A. RISK FACTORS

There are many risks and uncertainties that may affect our operations, performance, development and results. Many of these risks are beyond our control. The following is a description of the important risk factors that may affect our business. If any of these risks were to occur, our business, financial condition or results of operations could be materially adversely affected. Additional risks and uncertainties not currently known to us or that we currently consider to be immaterial may also materially adversely affect our business, financial condition or results of operations.

Company Specific Risks

Changes in, or failure to comply with, laws and regulations affecting our products and services could have a material adverse effect on our operations and financial performance.

Our products and services are subject to regulation under various laws and regulations in each country and jurisdiction in which we operate (see “Part I, Item 1 — Business — Regulation”), and adverse legislation or regulations could be adopted in any such country or jurisdiction. If such legislation or regulation is adopted in any particular jurisdiction, we generally evaluate our business in the context of the new rules and determine whether we can continue to operate in that jurisdiction with new or modified products or whether it is feasible to enhance our business with additional product offerings. In any case, if we are unable to continue to operate profitably under the new rules, we may decide to close or consolidate stores, resulting in decreased revenues, earnings and assets. Further, our failure to comply with applicable laws and regulations could result in fines, penalties or orders to cease or suspend operations, which could have a material adverse effect on our results of operations.

For example, a bill was recently introduced in the Illinois legislature proposing a 36% APR rate cap to pawn loans made in the state. If that bill becomes law, then our business in Illinois could be adversely affected.

Negative characterizations of the pawn industry by consumer advocates, media or others could result in increased legislative or regulatory activity, could adversely affect the market value of our publicly traded stock, or could make it harder to operate our business successfully.

Many of the legislative and regulatory efforts that are adverse to the pawn industry are the result of negative characterization of the pawn industry by consumer advocacy groups, members of the media or others that focus on the cost of pawn loans or instances of pawn operators purchasing stolen property or accepting it as pawn collateral. We can give no assurance that there will not be further negative characterizations of our industry or that legislative or regulatory efforts to restrict the availability of pawn loans or otherwise regulate pawn operations will not be successful despite significant customer demand for such services. Such efforts, if successful, could have a material adverse effect on our operations or financial performance.

Furthermore, negative characterizations of our industry could limit the number of investors who are willing to hold our Class A Common Stock, which may adversely affect its market value; limit sources of the debt or equity financing that we need in order to conduct our operations and achieve our strategic growth objectives; or make it harder for us to attract, hire and retain talented executives and other key Team Members.

A significant portion of our U.S. business is concentrated in Texas and Florida.

As of September 30, 2022, more than 62% of our U.S. pawn stores were located in Texas (44%) and Florida (18%), and those stores account for a significant portion of our revenues and profitability. The legislative, regulatory and general business environment in Texas and Florida has been relatively favorable for our pawn business activities, but a negative legislative or regulatory change in either of those states could have a material adverse effect on our overall operations and financial performance. Further, as discussed below, areas in Texas and Florida where we have significant operations are particularly susceptible to hurricane and tropical storm activity.

A significant or sudden decrease in gold values or the volume of gold transactions may have a material impact on our earnings and financial position.

Gold jewelry comprises a large portion of the collateral security for our pawn loans and our inventory. PSC, sales proceeds and our ability to liquidate excess jewelry inventory at an acceptable margin are dependent upon gold values and the volume of gold transactions. A decline in the availability of gold or our customers' willingness or ability to sell us gold or use gold as collateral for pawn loans could impact our business. The impact on our financial position and results of operations of decreases in gold values or volumes or a change in customer behavior cannot be reasonably estimated because the market and customer response to changes in gold values is not known; however, a significant decline in gold values or gold volumes could result in decreases in sales, sales margins, PLO and PSC.

Fluctuations in our sales, PLO, sales margins and pawn redemption rates could have a material adverse impact on our operating results.

We regularly experience fluctuations in a variety of operating metrics. Changes in any of these metrics, as might be caused by changes in the economic environment, competitive pressures, changes in customers' tastes and preferences or a significant decrease in gold prices, could materially and adversely affect our profitability and ability to achieve our planned results of operations.

Achievement of our growth objectives is dependent upon our ability to open and acquire new stores.

Our expansion strategy includes acquiring existing stores and opening de novo store locations. Our acquisition strategy is dependent upon the availability of attractive acquisition candidates, while the success of our de novo store strategy is contingent upon numerous factors that cannot be predicted or controlled, such as the availability of acceptable locations with a desirable customer base, the negotiation of acceptable lease terms, the ability to obtain required government permits and licenses and the existence of a suitable competitive environment. The achievement of our growth objectives is also subject to our ability to attract, train and retain qualified Team Members. Failure to achieve our expansion goals could adversely affect our prospects, future results of operations and future cash flows.

We continue to have limited indemnity obligations to AlphaCredit for pre-closing taxes.

Under the terms of the Purchase Agreement related to the sale of our 94%-owned subsidiary, Prestaciones Finmart, S.A.P.I. de C.V., SOFOM, E.N.R. ("Grupo Finmart") to Alpha Holding, S.A. de C.V. ("AlphaCredit") in September 2016, we remain obligated to indemnify AlphaCredit for any "pre-closing taxes" (i.e., tax obligations arising from the Grupo Finmart business that are attributable to periods prior to the completion of the sale in September 2016). Those obligations continue until the expiration of the statute of limitations applicable to the pre-closing periods. In August 2019, AlphaCredit notified us of a potential indemnity claim for certain pre-closing taxes, but the nature, extent and validity of such claim has yet to be determined. The final payments from AlphaCredit totaling \$8.0 million were placed into escrow in 2019 pending resolution of the potential indemnity claim.

The statute of limitations applicable to most of the pre-closing years has now expired, but AlphaCredit has informed us that they filed an amended return for 2016, which they claim extends the statute of limitations for that year. We are in discussions with AlphaCredit regarding the validity of the indemnity claim, the amount of any continuing exposure and whether some or all of the escrow can now be released. Those discussions are complicated by the fact that AlphaCredit is now involved in a concurso mercantil (insolvency) proceeding in Mexico. AlphaCredit is currently in the conciliation phase of the proceeding and management remains in day-to-day control of the business. In the event that the proceedings move to the bankruptcy or liquidation phase, then we will have to continue our discussions with the liquidation trustee.

One person beneficially owns all of our voting stock and generally controls the outcome of all matters requiring a vote of stockholders, which may influence the value of our publicly traded non-voting stock.

Phillip E. Cohen is the beneficial owner of all our Class B Voting Common Stock, and all our publicly traded stock is non-voting stock. Consequently, stockholders other than Mr. Cohen have no vote with respect to the election of directors or any other matter requiring a vote of stockholders except in limited circumstances as required by law. Further, our Bylaws currently provide that the voting stockholder may appoint or remove officers or take any other action that the Board of Directors may take with respect to officers under the Bylaws. The lack of voting rights may adversely affect the market value of our publicly traded Class A Common Stock.

Mr. Cohen is a member of our Board of Directors and serves as Executive Chairman. As a member of the Board, Mr. Cohen is entitled to vote on all matters requiring approval of the Board. Our Bylaws currently provide that the presence of all directors shall constitute a quorum for the transaction of business, and that any act of the Board of Directors requires a unanimous approval of all directors. Consequently, Mr. Cohen, as is the case with each of the other directors, has the ability to block actions of the Board. Mr. Cohen has agreed that, as a member of the Board of Directors, he will not participate in any Board vote regarding his position as Executive Chairman.

We have a significant firearms business in the U.S., which exposes us to increased risks of regulatory fines and penalties, lawsuits and related liabilities.

Some of our stores in the U.S. conduct pawn and retail transactions involving firearms, which may be associated with an increased risk of injury and related lawsuits. We may be subject to lawsuits relating to the improper use of firearms that we sell, including actions by persons attempting to recover damages from firearms retailers relating to misuse of firearms. We may also incur fines, penalties or liabilities, or have our federal firearms licenses revoked or suspended, if we fail to properly perform required background checks for, and otherwise record and report, firearms transactions. Any such actions could have a material adverse effect on our business, prospects, results of operations, financial condition and reputation.

Our business is subject to Team Member and third-party robberies, burglaries and other crimes at the store level.

The nature of our business requires us to maintain significant cash on hand, loan collateral and inventories in our stores. Consequently, we are subject to loss of cash or merchandise as a result of robberies, burglaries, thefts, riots, looting and other criminal activity in our stores. Further, we could be subject to liability to customers or other third parties as a result of such activities. While we maintain asset protection and monitoring programs to mitigate these risks, as well as insurance programs to protect against catastrophic loss or exposure, there can be no assurance that these crimes will not occur or that such losses will not have an adverse effect on our business or results of operations.

Changes in competition from various sources could have a material adverse impact on our ability to achieve our plans.

We encounter significant competition from other pawn stores, consumer lending companies, other retailers, online retailers and auction sites, many of which have significantly greater financial resources than we do. Increases in the number or size of competitors or other changes in competitive influences, such as aggressive marketing and pricing practices, could adversely affect our operations. In Mexico, we compete directly with certain pawn stores owned and operated by government affiliated or sponsored non-profit foundations, and the government could take actions that would harm our ability to compete in that market.

Our continued profitability and growth plans are dependent on our ability to successfully design or acquire, deploy and maintain information technology and other business systems to support our current business and our planned growth and expansion.

The success of our business depends on the efficiency and reliability of our information technology and business systems and related controls, including the point-of-sale system utilized in our store locations. If access to our technology infrastructure is impaired (as may occur with a computer virus, a cyber attack or other intentional disruption by a third party, natural disaster, telecommunications system failure, electrical system failure or lost connectivity), or if there are flaws in the design or roll-out of new or refreshed technology systems (such as our point-of-sale system), we may be unable to process transactions or otherwise carry on our business in a timely and efficient manner. An infrastructure disruption could damage our reputation and cause us to lose customers and revenue. We consider security risks from multiple viewpoints, including physical security as well as security of infrastructure and databases. As our technology infrastructure continues to evolve from on premise to cloud service providers, we continue to assess the security of such infrastructure, including third party service providers.

We invested in Cash Converters International Limited for strategic reasons. We may be required in future periods to impair our investment and recognize related investment losses, as we have done in the past, and we may not realize a positive return on the investment.

We own 43.7% of the outstanding ordinary shares of Cash Converters, which is a publicly traded company based in Australia. We made the initial investment in November 2009 and have made incremental investments periodically since then. The success of this strategic investment is dependent on a variety of factors, including Cash Converters's business performance and the market's assessment of that performance. We have recorded a number of impairments to the carrying value of our investment in Cash Converters in the past. After an analysis of Cash Converters's stock price performance and other factors, we determined the fair value of our investment in Cash Converters at September 30, 2022 was greater than its carrying value. See Note 5: Strategic Investments of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data." If the fair value of our investment declines and we determine that such decline is other-than-temporary, we may be required to further impair our investment and recognize the related investment loss, which would adversely affect our results of operations and financial position in the period of impairment. Furthermore, there can be no assurance that we will be able to dispose of some or all of our investment in Cash Converters on favorable terms, should we decide to do so in the future.

Our ability to recover our investments in Rich Data Corporation and Simple Management Group, Inc. is heavily dependent on the success and performance of those companies, including their respective ability to obtain further debt or equity financing.

We have an investment in RDC and an indirect investment in SMG. See Note 5: Strategic Investments of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data." Our ability to recover our investment in either of these companies is heavily dependent on their success and performance, potentially including their ability to obtain further debt or equity financing. To the extent that either of such companies is not successful, we may be required in future periods to impair our investment and recognize related investment losses.

We may incur property, casualty or other losses, including losses related to natural disasters such as hurricanes, earthquakes and volcanoes. Not all such losses will be covered by insurance.

We maintain a program of insurance coverage for various types of property, casualty and other risks. The types and amounts of insurance that we obtain vary from time to time, depending on availability, cost and our decisions with respect to risk retention. The policies are subject to deductibles and exclusions that result in our retention of a level of risk on a self-insurance basis. Losses not covered by insurance could be substantial and may increase our expenses, which could harm our results of operations and financial condition.

We have significant operations located in areas that are susceptible to hurricanes (notably the Atlantic and Gulf Coast regions of Florida, the Gulf Coast regions of Texas including Houston, as well as Mexico and Central America). Certain areas of our operations are also susceptible to other types of natural disasters such as earthquakes, volcanoes and tornadoes. As noted above, not all physical damage that we incur as a result of any such natural disaster will be covered by insurance due to policy deductibles and risk retentions. In addition, natural disasters could have a significant negative impact on our business beyond physical damage to property, including a reduction of our PLO, inventory, pawn service charges and merchandise sales. Only limited portions, if any, of those negative impacts will be covered by applicable business interruption insurance policies. As a result, geographically isolated natural disasters could have a material adverse effect on our overall operations and financial performance.

Goodwill comprises a significant portion of our total assets. We assess goodwill for impairment at least annually, which could result in a material, non-cash write-down and could have a material adverse effect on our results of operations and financial conditions.

The carrying value of our goodwill was \$286.8 million, or approximately 21% of our total assets, as of September 30, 2022. We test goodwill and intangible assets with an indefinite life for potential impairment annually, or more frequently if an event occurs or circumstances change that would more-likely-than-not reduce the fair value of a reporting unit below its carrying value. These events or circumstances could include a significant change in the business climate, a change in strategic direction, legal factors, operating performance indicators, a change in the competitive environment, the sale or disposition of a significant portion of a reporting unit, or future economic factors such as unfavorable changes in the estimated future discounted cash flows of our reporting units.

When performing our annual test of goodwill for impairment in the fourth quarter, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more-likely-than-not that the estimated fair value of a reporting unit is less than its carrying amount. If we elect to perform a qualitative assessment and determine an impairment is more-likely-than-not, we are then required to perform a quantitative impairment test; otherwise, no further analysis is required. We also may elect not to perform a qualitative assessment and, instead, proceed directly to a quantitative impairment test. When performing a quantitative impairment test, we apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

When we perform a quantitative goodwill impairment test, we estimate the fair value of the reporting unit using an income approach based on the present value of expected future cash flows, including terminal value, utilizing a market-based weighted average cost of capital ("WACC") determined separately for each reporting unit. The determination of fair value involves the use of estimates and assumptions, including revenue growth rates, operating margins and terminal growth rates discounted by an estimated WACC derived from other publicly traded companies that are similar but not identical to us from an operational and economic standpoint. We use discount rates that are commensurate with the risks and uncertainties inherent in the respective businesses and in our internally developed forecasts.

See Note 1: Organization and Summary of Significant Accounting Policies and Note 8: Goodwill and Intangible Assets of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data" for a discussion of our annual impairment tests performed for goodwill and indefinite-lived intangible assets.

The conversion feature of our convertible notes, if triggered, may adversely affect our financial condition and operating results.

We have outstanding a total of \$316.3 million of convertible notes. See Note 9: Debt of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplementary Data." If the conversion feature of any of those convertible notes is triggered, holders will be entitled to convert the notes at their option at any time during specified periods. If one or more holders elect to convert their notes, we may be required, or may choose, to settle the obligation through the payment of cash, which could adversely affect our liquidity. In addition, even if holders do not elect to convert their notes, we could be required under applicable accounting rules to reclassify all or a portion of the outstanding principal of the convertible notes as a current rather than long-term liability, which would result in a material reduction of our net working capital.

Conversion of our convertible notes into stock may dilute the ownership interests of existing stockholders or may otherwise depress the price of our Class A Common Stock.

If it were to occur, the conversion of convertible notes would dilute the ownership interests of existing stockholders to the extent we deliver shares of Class A Common Stock upon conversion. Any sales in the public market of such shares could adversely affect prevailing market prices of our Class A Common Stock. In addition, the existence of the convertible notes may encourage short selling by market participants because the conversion of such notes could be used to satisfy short positions, or anticipated conversion of the notes into shares of our Class A Common Stock could depress the price of our Class A Common Stock.

We have a limited number of unreserved shares available for future issuance, which may limit our ability to conduct future financings and other transactions and our ability to offer equity awards to management.

Our certificate of incorporation currently authorizes us to issue up to 100 million shares of Class A Common Stock. Taking into consideration the shares that are issued and outstanding, as well as the shares that have been reserved for issuance pursuant to convertible notes, outstanding equity incentive compensation awards and the conversion of the Class B Common Stock, we had approximately 9.5 million shares of authorized Class A Common Stock available for other uses as of September 30, 2022. Therefore, our ability to issue shares of Class A Common Stock (other than pursuant to the existing reserved-for commitments), or securities or instruments that are convertible into or exchangeable for shares of Class A Common Stock, may be limited until such time additional authorized, unissued and unreserved shares become available or unless we determine we are unlikely to issue all of the shares that are currently reserved. During this time, for example, our ability to complete equity or equity-linked financings or other transactions (including strategic acquisitions) that involve the issuance or potential issuance of Class A Common Stock may be limited. Further, our ability to offer equity-based compensation to our management team may also be limited, which could adversely affect our ability to align management's incentives with stockholders or attract and retain key management personnel.

General Risks

Public health issues, including the continuing COVID-19 pandemic, could adversely affect our financial condition, results of operations or liquidity.

Our business may be impacted by public health issues, including the continuing COVID-19 pandemic, other pandemics and the spread of contagious diseases. Such public health issues, and the government and consumer responses thereto, may (i) limit our ability to supply products and services to our customers as a result of store closures, reduced access to or foot traffic in our stores, or labor shortages, (ii) adversely affect the demand for our products and services or (iii) cause other unforeseen negative developments. Any of these factors may adversely affect our financial condition, results of operations or liquidity.

The COVID-19 pandemic adversely affected our gross profit and earnings during the latter half of fiscal 2020 and into fiscal 2021. During the latter part of fiscal 2021, we saw pawn transaction activity start to rebuild. That has continued to date, and our pawn loans outstanding ("PLO") balances now exceed pre-pandemic levels, which will drive accelerating pawn service charges ("PSC") revenue in the coming quarters given the natural lag between pawn originations and related fees. Despite the recovery in pawn transaction activity, new COVID-19 variants could affect portions of our business, such as managing appropriate staffing at the store level. Our estimates, judgments and assumptions related to COVID-19 could vary over time, and there can be no assurance that the continuing pandemic will not have an adverse effect on our results of operations, financial position and cash flows in future periods.

We have significant operations in Latin America, and changes in the business, regulatory, political or social climate could impact our operations there, which could adversely affect our results of operations and growth plans.

We own and operate a significant number of pawn stores in Latin America (primarily Mexico, but also Guatemala, El Salvador and Honduras). Further, our growth plans include potential expansion in some of those countries as well as potentially other countries in Latin America. Doing business in those countries exposes us to risks related to political instability, corruption, economic volatility, drug cartel and gang-related violence, social unrest including riots and looting, tax and foreign investment policies, public safety and security concerns, and uncertain application of laws and regulations. Consequently, actions or events in any of those countries that are beyond our control could restrict our ability to operate there or otherwise adversely affect the profitability of those operations. Furthermore, changes in the business, regulatory or political climate in any of those countries, or significant fluctuations in currency exchange rates, could affect our ability to expand or continue our operations there, which could have a material adverse impact on our prospects, results of operations and cash flows. For a description of the current regulatory environment in the Latin American countries in which we operate, see "Mexico Regulations" and "Other Latin America Regulations" under "Part I, Item 1 — Business — Regulation."

A significant change in foreign currency exchange rates could have a material adverse impact on our earnings and financial position.

We have foreign operations in Latin America (primarily Mexico, but also Guatemala, El Salvador and Honduras) and an equity investment in Australia. Our assets and investments in, and earnings and dividends from each of these countries must be translated to U.S. dollars from their respective functional currencies. A significant weakening of any of these foreign currencies could result in lower assets and earnings in U.S. dollars, resulting in a potentially material adverse impact on our financial position, results of operations and cash flows.

Litigation and regulatory proceedings could have a material adverse impact on our business.

We are currently subject to various litigation and regulatory actions, and additional actions could arise in the future. Potential actions range from claims and assertions arising in the ordinary course of business (such as contract, customer or employment disputes) to more significant corporate-level matters or shareholder litigation. All of these matters are subject to inherent uncertainties, and unfavorable rulings could

occur, which could include monetary damages, fines and penalties or other relief. Any unfavorable ruling or outcome could have a material adverse effect on our results of operations or could negatively affect our reputation.

Under our certificate of incorporation, we are generally obligated to indemnify our directors and officers for costs and liabilities they incur in their capacity as directors or officers of the Company. Consequently, if a proceeding names or involves any of our directors or officers, then (subject to certain exceptions) we are generally obligated to pay or reimburse the cost or liability such director or officer incurs as a result of such proceeding (including defense costs, judgments and amounts paid in settlement). We maintain management liability insurance that protects us from much of this potential indemnification exposure, as well as potential costs or liabilities that may be directly incurred by the Company in some cases. However, our insurance coverage is subject to deductibles and there may be elements of the costs or liabilities that are not covered under the insurance policies. In addition, to the extent our ultimate liability in any such proceeding (or any combination of proceedings that are included in the same policy year) exceeds the management liability policy limits, our results of operations and financial condition could be adversely affected.

Our acquisitions, investments and other transactions could disrupt our ongoing business and harm our results of operations.

In pursuing our business strategy, we routinely conduct discussions, evaluate opportunities and enter into agreements regarding possible acquisitions, investments and other transactions. These transactions may involve significant challenges and risks, including risks that we may not realize the expected return on an acquisition or investment, that we may not be able to retain key personnel of an acquired business, or that we may experience difficulty in integrating acquired businesses into our business systems and processes. If we do enter into agreements with respect to acquisitions, investments or other transactions, we may fail to complete them due to inability to obtain required regulatory or other approvals or other factors. Furthermore, acquisitions, investments and other transactions require substantial management resources and have the potential to divert our attention from our existing business, and there are inherent risks in integrating and operating any acquired business. These factors could harm our business and results of operations.

We may be exposed to liabilities under applicable anti-bribery, anti-corruption, anti-money laundering and other general business laws and regulations, and any determination that we violated these laws or regulations could have a material adverse effect on our business.

We are subject to various anti-bribery and anti-corruption laws that prohibit improper payments or offers of payments to foreign governments and their officials for the purpose of obtaining or retaining business, including the Foreign Corrupt Practices Act in the U.S. and the General Law of Administrative Responsibility in Mexico. We are also subject to various laws and regulations designed to prevent money laundering or the financial support of terrorism or other illegal activity, including the USA PATRIOT Act and the Bank Secrecy Act in the U.S. and The Federal Law for the Prevention and Identification of Transactions with Funds From Illegal Sources in Mexico. See "Part I, Item 1 — Business — Regulation." Further, our business is expanding in countries and regions that are less developed and are generally recognized as potentially more corrupt business and political environments.

While we maintain controls and policies to ensure compliance with applicable laws and regulations, these controls and policies may prove to be less than effective. If Team Members, agents or other persons for whose conduct we are held responsible violate our policies, we may be subject to severe criminal or civil sanctions and penalties, and we may be subject to other liabilities that could have a material adverse effect on our business, results of operations and financial condition.

Changes in our liquidity and capital requirements or in access to capital markets or other financing and transactional banking sources could limit our ability to achieve our plans.

A significant reduction in cash flows from operations or the availability of debt or equity financing could materially and adversely affect our ability to achieve our planned growth and operating results. Our ability to obtain debt or equity financing, including the possible refinancing of existing indebtedness, will depend upon market conditions, our financial condition and the willingness of financing sources to make capital available to us at acceptable rates and terms. The inability to access capital at acceptable rates and terms could restrict or limit our ability to achieve our growth objectives, which could adversely affect our financial condition and results of operations.

Our access to transactional banking services, as well as international wire services between certain countries, is an ongoing business requirement. Inability in accessing or maintaining transactional banking or wire services could lead to increased costs or the inability to efficiently manage our cash as we would be required to seek alternative banking services or obtain services from several regional or local retail banks.

We collect and store a variety of sensitive customer information, and breaches in data security or other cyber-attacks could harm our business operations and lead to reputational damage.

In the course of conducting our business, we collect and store on our information technology systems a variety of information about our customers, including sensitive personal identifying and financial information. We may not have the resources or technical expertise to anticipate or prevent rapidly evolving types of cyber attacks. Attacks may be targeted at us, our service providers, our customers or others

who have entrusted us with information. Actual or anticipated attacks may cause us to incur increased costs, including costs to hire additional personnel, purchase additional protection technologies, train Team Members and engage third-party experts and consultants. Advances in computer capabilities, new technological discoveries or other developments may result in the technology we use to protect data being breached or compromised. In addition, data and security breaches can occur as a result of non-technical issues, including breach by us or by persons with whom we have commercial relationships that result in the unauthorized release of personal or confidential information. We could be subject to fines, penalties and liabilities if any such information is misappropriated from our systems or we otherwise fail to maintain the security and confidentiality of such information. Further, any such data security breach could cause damage to our reputation and a loss of confidence in our data security measures, which could adversely affect our business and prospects.

We may face business interruptions or other adverse effects on our operations and growth.

Our business and operations could be subject to interruption or damage due to inclement weather, natural disaster, power loss, acts of violence, terrorist attacks, war, civil unrest or similar events. Further, we may experience information technology or other business systems disruptions. Such events could impair our customers' access to our business, impact our ability to expand or continue our operations or otherwise have an adverse effect on our financial condition.

We face other risks discussed under "Part II, Item 7A — Quantitative and Qualitative Disclosures about Market Risk."

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

We lease our pawn store locations, which are located throughout our geographic areas of operations. See "Part I, Item 1 — Business — Segment and Geographic Information." Our pawn stores are typically located in a freestanding building or occupy all or part of a retail strip center with contiguous parking. A portion of the store interior is designed for retail operations, with merchandise displayed for sale by category. Distinctive exterior design and attractive in-store signage provide an appealing atmosphere to customers. We maintain or reimburse our landlords for maintaining property and general liability insurance for each of our stores. Our stores are open six or seven days a week.

Leases for our U.S. locations generally have initial terms ranging from three to 10 years and typically allow for renewals in increments of three-to-five years. Our primary corporate office is located in Austin, Texas and is leased through March 2029 with escalating rent payments annually and includes two five-year extension options at the end of the lease term. Our locations in Latin America are generally leased on three-to-five year terms.

Our existing leases expire on various dates through fiscal 2033, with a small number of leases on month-to-month terms. All leases provide for specified periodic rental payments at market rates. Most leases require us to maintain the property and pay the cost of insurance and taxes. We believe the termination of any one of our leases would not have a material adverse effect on our operations. Our strategy generally is to lease rather than own space for our stores. On an ongoing basis, we may close or consolidate under-performing store locations.

As of September 30, 2022, we had a total of 1,175 stores, 515 of which are located in the U.S., with 44% located in Texas, 18% in Florida and the remainder spread across 18 other states. We also have 528 locations in Mexico, 98 in Guatemala, 18 in El Salvador, and 16 in Honduras.

In addition to our store leases, we lease approximately 120,000 square feet of corporate office space in Austin, Texas (82,663 square feet of which has been subleased to other tenants). We lease other corporate office space in Mexico (8,600 square feet), Guatemala (3,500 square feet), El Salvador (4,500 square feet) and Honduras (1,200 square feet).

For additional information about store locations, see "Part I, Item 1 — Business — Segment and Geographic Information."

ITEM 3. LEGAL PROCEEDINGS

See Note 13: Contingencies of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data."

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

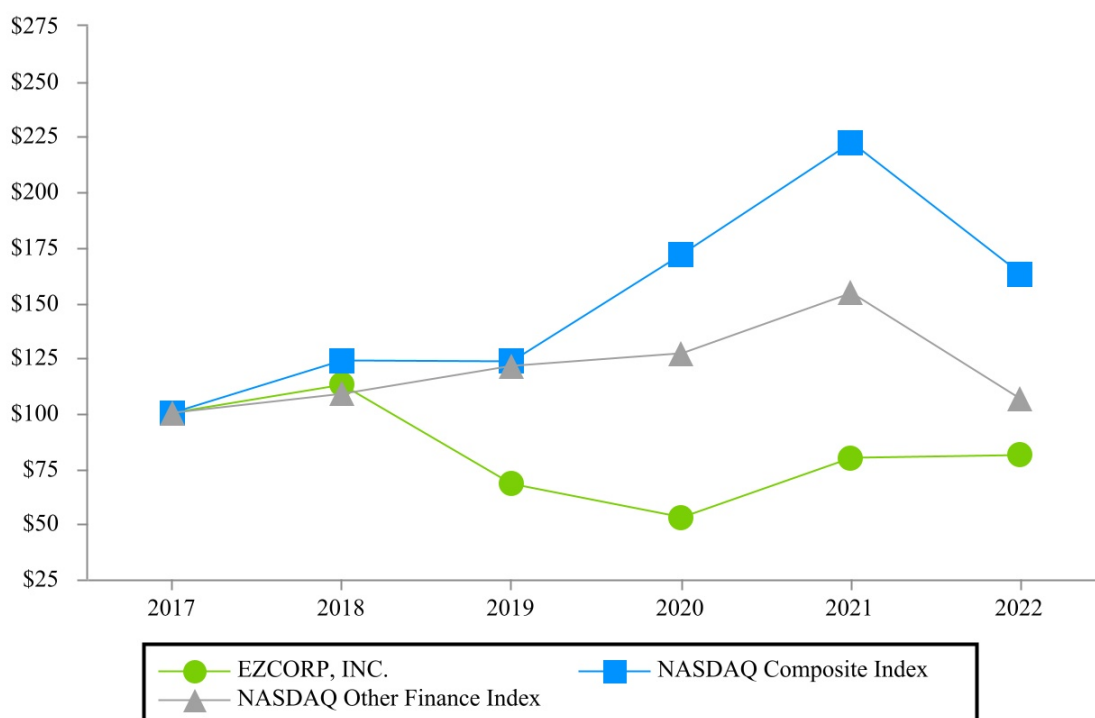
Market Information

Our Class A Non-Voting Common Stock ("Class A Common Stock") is traded on the NASDAQ Stock Market under the symbol "EZPW." As of November 1, 2022, there were approximately 71 stockholders of record of our Class A Common Stock. There is no trading market for our Class B Voting Common Stock ("Class B Common Stock"), which was held by one stockholder as of November 9, 2022. As of September 30, 2022, the closing sales price of our Class A Common Stock, as reported by the NASDAQ Stock Market, was \$7.71 per share.

Stock Performance Graph

The following Stock Performance Graph and related information shall not be deemed to be "filed" with the Securities and Exchange Commission, nor shall such information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The following table compares cumulative total stockholder returns for our Class A Common Stock for the last five fiscal years, with the cumulative total return on the NASDAQ Composite Index (ticker symbol: IXIC) and the NASDAQ Other Financial Index (ticker symbol: IXFN) over the same period. The graph shows the value, at the end of each of the last five fiscal years, of \$100 invested in our Class A Common Stock or the indices on September 30, 2017. The graph depicts the change in the value of our Class A Common Stock relative to the indices at the end of each fiscal year and not for any interim period. Historical stock price performance is not necessarily indicative of future stock



price performance.

Company Index	2017	2018	2019	2020	2021	2022
EZCORP, INC.	\$100.00	\$112.63	\$68.00	\$52.95	\$79.68	\$81.16
NASDAQ Composite Index	\$100.00	\$123.87	\$123.14	\$171.91	\$222.42	\$162.80
NASDAQ Other Finance Index	\$100.00	\$108.83	\$121.13	\$126.80	\$154.33	\$106.34

Share Repurchase Activity

The table below provides certain information about our repurchase of shares of Class A Non-voting Common Stock during the quarter ended September 30, 2022. All repurchases to date were made in open market transactions at prevailing market prices and were executed pursuant to a trading plan under Rule 10b5-1 under the Securities Exchange Act of 1934.

	Share Repurchases				
	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Programs (1)	
	(in thousands, except number of shares and average price information)				
July 1, 2022 through July 31, 2022	—	\$ —	—	\$ —	50,000
August 1, 2022 through August 31, 2022	79,749	\$ 9.22	79,749	\$ 49,265	
September 1, 2022 through September 30, 2022	158,194	\$ 8.22	158,194	\$ 47,965	
Quarter ended September 30, 2022	237,943	\$ 8.55	237,943	\$ 47,965	

(1) On May 3, 2022, the Board of Directors approved a share repurchase program, under which the Company is authorized to repurchase up to \$50 million of our Class A Non-Voting common shares over a three-year period. Execution of the program will be responsive to fluctuating market conditions and valuations, liquidity needs and the expected return on investment compared to other opportunities.

ITEM 6. [RESERVED]

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations is intended to inform the reader about matters affecting the financial condition and results of operations of EZCORP, Inc. and its subsidiaries (collectively, "we," "us," "our" or the "Company") for the two-year period ended September 30, 2022. The following discussion should be read together with our consolidated financial statements and accompanying notes included in "Part II, Item 8 — Financial Statements and Supplementary Data." This discussion and analysis contains forward-looking statements, and our actual results could differ materially from those anticipated in these forward-looking statements. See "Part I, Item 1A — Risk Factors" and "Cautionary Statement Regarding Risks and Uncertainties That May Affect Future Results" below.

Results of Operations

Non-GAAP Financial Information

To supplement our condensed consolidated financial statements, which are prepared and presented in accordance with GAAP, we provide certain other non-GAAP financial information on a constant currency basis ("constant currency") and "same store" basis. We use constant currency results to evaluate our Latin America Pawn operations, which are denominated primarily in Mexican pesos, Guatemalan quetzales and other Latin American currencies. We analyze results on a same store basis (which is defined as stores open during the entirety of the comparable periods) to better understand existing store performance without the influence of increases or decreases resulting solely from changes in store count. We believe presentation of constant currency and same store results is meaningful and useful in understanding the activities and business metrics of our Latin America Pawn operations (in the case of constant currency) and our store operations (in the case of same store results) and reflect an additional way of viewing aspects of our business that, when viewed with GAAP results, provide a better understanding and evaluation of factors and trends affecting our business. We provide non-GAAP financial information for informational purposes and to enhance understanding of our GAAP consolidated financial statements. We use this non-GAAP financial information to evaluate and compare operating results across accounting periods. Readers should consider the information in addition to, but not rather than or superior to, our financial statements prepared in accordance with GAAP. This non-GAAP financial information may be determined or calculated differently by other companies, limiting the usefulness of those measures for comparative purposes.

Constant currency results reported herein are calculated by translating consolidated balance sheet and consolidated statement of operations items denominated in local currency to U.S. dollars using the exchange rate from the prior-year comparable period, as opposed to the current period, in order to exclude the effects of foreign currency rate fluctuations. We used the end-of-period rate for balance sheet items and the average closing daily exchange rate on a monthly basis during the appropriate period for statement of operations items. Our statement of operations constant currency results reflect the monthly exchange rate fluctuations and are not directly calculable from the rates below. Constant currency results, where presented, also exclude the foreign currency gain or loss. The end-of-period and approximate average

exchange rates for each applicable currency as compared to U.S. dollars as of and for the twelve months ended September 30, 2022 and 2021 were as follows:

	September 30,		Twelve Months Ended September 30,	
	2022	2021	2022	2021
Mexican peso	20.1	20.5	20.4	20.2
Guatemalan quetzal	7.6	7.6	7.5	7.6
Honduran lempira	24.1	23.9	24.1	23.8
Peruvian sol	3.9	4.1	3.8	3.7

Operating Results

Fiscal 2022 vs. Fiscal 2021

These tables, as well as the discussion that follows, should be read in conjunction with the accompanying condensed consolidated financial statements and related notes.

Summary Financial Data

The following table presents selected summary consolidated financial data for fiscal 2022 and fiscal 2021.

(in thousands)	Fiscal Year Ended September 30,		Change
	2022	2021	
Gross profit:			
Pawn service charges	\$ 320,865	\$ 260,196	23%
Merchandise sales	532,886	442,798	20%
Merchandise sales gross profit	203,504	185,580	10%
Gross margin on merchandise sales	38 %	42 %	(400) bps
Jewelry scrapping sales	32,033	26,025	23%
Jewelry scrapping gross profit	3,337	3,177	5%
Gross margin on jewelry scrapping sales	10 %	12 %	(200) bps
Other revenues, net	441	532	(17)%
Gross profit	528,147	449,485	18%
Store expenses			
General and administrative	64,342	56,495	14%
Depreciation and Amortization	32,140	30,672	5%
(Gain) loss on sale or disposal of assets and other	(674)	83	*
Other charges	—	229	*
Total operating expenses	453,225	418,316	8%
Interest expense	9,972	22,177	(55)%
Interest income	(817)	(2,477)	(67)%
Equity in net income of unconsolidated affiliates	(1,779)	(3,803)	(53)%
Other income	(167)	(790)	(79)%
Total non-operating expenses	7,209	15,107	(52)%
Income before income taxes	67,713	16,062	322%
Income tax expense	17,553	7,450	136%
Net income	\$ 50,160	\$ 8,612	482%
Net pawn earning assets:			
Pawn loans	\$ 210,009	\$ 175,901	19%
Inventory, net	151,615	110,989	37%
Total net pawn earning assets	\$ 361,624	\$ 286,890	26%

* Represents a percentage computation that is not mathematically meaningful.

PLO increased \$34.1 million (19%) to \$210.0 million. This is the highest period-end PLO balance we have ever recorded. The increase was due to strong loan demand reflecting continued recovery above pre-COVID levels.

Total revenues increased \$156.7 million (21%), and gross profit increased 18%.

PSC increased \$60.7 million (23%) as a result of higher PLO. Merchandise sales increased \$90.1 million (20%), and merchandise sales

gross profit increased \$17.9 million (10%), due to a return to more normalized inventory levels and our improved core retail strategy of selling general merchandise inventory in the first 90 days. Gross margin on merchandise sales declined 400 bps to 38%, reflecting a return to more normalized margins, but remained in our targeted range.

Operating expenses increased \$34.9 million (8%) primarily due to (a) a \$26.6 million increase in store expenses as a result of increased labor in-line with store activity and rent associated with lease renewals and (b) a \$7.8 million increase in general and administrative expenses due to asset write-downs associated with IT infrastructure migration and corporate office sublease, a litigation accrual and increased labor and software licensing costs.

Total non-operating expenses decreased \$7.9 million (52%). Interest expense decreased \$12.2 million, driven by the Accounting Standards Update 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity’s Own Equity (Subtopic 815 – 40)*, (“ASU 2020-06”) accounting policy change, which no longer requires debt discount be included on our balance sheet effective October 1, 2021. The policy change eliminates the non-cash interest amortization of the debt discount. See Note 1: Organization and Summary of Significant Accounting Policies included in “Part II, Item 8 — Financial Statements and Supplemental Data” for further discussion of this recently adopted accounting policy. The interest expense decrease was partially offset by a decrease in equity income for our unconsolidated affiliates primarily due to Cash Converters’ net results, which included an impairment, primarily of its ROU lease assets, that was attributed to COVID-19.

Income tax expense increased \$10.1 million primarily due to an increase in income before income taxes of \$51.7 million. Income tax expense includes other items that do not necessarily correspond to pre-tax earnings and create volatility in our effective tax rate. These items include the net effect of state taxes, non-deductible items and changes in valuation allowances for certain foreign operations. See Note 11: Income Taxes of Notes to Consolidated Financial Statements included in “Part II, Item 8 — Financial Statements and Supplemental Data” for quantification of these items.

U.S. Pawn

The following table presents selected summary financial data from our U.S. Pawn segment:

(in thousands)	Fiscal Year Ended September 30,		Change
	2022	2021	
Gross profit:			
Pawn service charges	\$ 240,982	\$ 196,721	22%
Merchandise sales	391,958	341,495	15%
Merchandise sales gross profit	161,717	150,456	7%
Gross margin on merchandise sales	41 %	44 %	(300) bps
Jewelry scrapping sales	25,739	15,260	69%
Jewelry scrapping sales gross profit	2,984	2,259	32%
Gross margin on jewelry scrapping sales	12 %	15 %	(300) bps
Other revenues	83	105	(21)%
Gross profit	405,766	349,541	16%
Segment contribution:			
Store expenses	266,114	253,344	5%
Depreciation and amortization	10,552	10,650	(1)%
Segment operating contribution	129,100	85,547	51%
Other segment expenses	49	27	81%
Segment contribution	\$ 129,051	\$ 85,520	51%
Other data:			
Average monthly ending pawn loan balance per store (a)	\$ 287	\$ 227	26%
Monthly average yield on pawn loans outstanding	13 %	14 %	(100) bps
Pawn loan redemption rate	84 %	86 %	(200) bps

(a) Balance is calculated based on the average of the monthly ending balance averages during the applicable period.

PLO continued to increase, ending the year at \$163.5 million, up 20% in total and on a same store basis, due to increased loan demand reflecting a recovery above pre-COVID levels.

Total revenues increased 19% and gross profit increased 16%, reflecting higher average PLO for the year driving higher PSC.

PSC increased 22% primarily as a result of higher average PLO.

Merchandise sales increased 15% due to our return to more normalized inventory levels and our improved core retail strategy of selling general merchandise inventory in the first 90 days. Offsetting the sales increase, merchandise sales gross margin decreased 300 bps to 41%, reflecting a return to more normalized margins, but remained in our targeted range.

Store expenses increased 5% primarily due to increased labor in-line with store activity and rent associated with lease renewals.

Segment contribution increased \$43.5 million due to the changes described above.

During fiscal 2022, we acquired three stores in the U.S.

Latin America Pawn

The following table presents selected summary financial data from our Latin America Pawn segment, including constant currency results, after translation to U.S. dollars from functional currencies. See “Results of Operations — Non-GAAP Financial Information” above.

(in thousands)	Fiscal Year Ended September 30,				
	2022 (GAAP)	2021 (GAAP)	Change (GAAP)	2022 (Constant Currency)	Change (Constant Currency)
Gross profit:					
Pawn service charges	\$ 79,883	\$ 63,475	26%	\$ 80,199	26%
Merchandise sales	140,928	101,303	39%	141,823	40%
Merchandise sales gross profit	41,787	35,124	19%	42,055	20%
Gross margin on merchandise sales	30 %	35 %	(500) bps	30 %	(500) bps
Jewelry scrapping sales	6,294	10,765	(42)%	6,304	(41)%
Jewelry scrapping sales gross profit	353	918	(62)%	354	(61)%
Gross margin on jewelry scrapping sales	6 %	9 %	(300) bps	6 %	(300) bps
Other revenues, net	247	7	*	249	*
Gross profit	122,270	99,524	23%	122,857	23%
Segment contribution:					
Store expenses	91,303	77,493	18%	91,811	18%
Depreciation and amortization	7,913	7,371	7%	7,955	8%
Other charges	—	229	*	—	*
Segment operating contribution	23,054	14,431	60%	23,091	60%
Other segment income (a)	(1,000)	(2,862)	(65)%	(1,059)	(63)%
Segment contribution	\$ 24,054	\$ 17,293	39%	\$ 24,150	40%
Other data:					
Average monthly ending pawn loan balance per store (b)	\$ 64	\$ 59	8%	\$ 64	8%
Monthly average yield on pawn loans outstanding	16 %	17 %	(100) bps	16 %	(100) bps
Pawn loan redemption rate (c)	79 %	80 %	(100) bps	79 %	(100) bps

* Represents a percentage computation that is not mathematically meaningful.

(a) Fiscal 2022 and 2021 constant currency amounts exclude net GAAP basis foreign currency transaction minimal loss and a gain of \$0.1 million, respectively, resulting from movement in exchange rates.

(b) Balance is calculated based on the average of the monthly ending balance averages during the applicable period.

(c) Rate is solely inclusive of results from Mexico.

	2022 Change (GAAP)	2022 Change (Constant Currency)
Same Store data: (a)		
PLO	15%	13%
PSC	17%	17%
Merchandise Sales	23%	24%
Merchandise Sales Gross Profit	13%	14%
Store Expenses	5%	5%

(a) Stores open at the end of the period included in the same store calculation were 631.

During fiscal 2022, we opened 28 de novo stores in Latin America.

PLO improved to \$46.6 million, up 17% (15% on constant currency basis). On a same store basis, PLO increased 15% (13% on a constant currency basis). The increase was attributable to increased loan demand reflecting a recovery above pre-COVID levels.

Total revenues were up 30% and on a constant currency basis, while gross profit increased by 23% and on a constant currency basis, reflecting higher average PLO for the year driving higher PSC

PSC increased 26% on a GAAP and constant currency basis, as a result of higher average PLO during the year.

Merchandise sales increased 39% (40% on a constant currency basis) due to our return to more normalized inventory levels and our improved core retail strategy of selling general merchandise inventory in the first 90 days. Offsetting the sales increase, merchandise sales gross margin decreased 500 bps to 30%, reflecting a return to more normalized margins.

Store expenses increased \$13.8 million, up 18% (18% on a constant currency basis), primarily due to increased labor in-line with store activity and rent associated with lease renewals and annual inflation adjustments. Same-store expenses increased 5% (5% on a constant currency basis).

Segment contribution was up 39% to \$24.1 million (40% increase to \$24.2 million on a constant currency basis) primarily due to the changes described above.

Other Investments

The following table presents selected summary financial data for our Other Investment segment after translation to U.S. dollars from its functional currency of primarily Australian dollars:

(in thousands)	Fiscal Year Ended September 30,		Change
	2022	2021	
Gross profit:			
Consumer loan fees and interest	\$ 111	\$ 420	(74)%
Gross profit	111	420	(74)%
Segment operating expenses:			
Equity in net income of unconsolidated affiliates	(1,779)	(3,803)	(53)%
Segment operating contribution	1,890	4,223	(55)%
Other segment loss (income)			
Segment contribution	\$ 52	(173)	(130)%
	\$ 1,838	\$ 4,396	(58)%

Segment contribution was \$1.8 million, a decrease of \$2.6 million, due to a decrease in equity income for our unconsolidated affiliates. The decrease is primarily due to Cash Converters' net results, which included an impairment, primarily of its ROU lease assets, that was attributed to COVID-19.

Other Items

The following table reconciles our consolidated segment contribution discussed above to net income, including items that affect our consolidated financial results but are not allocated among segments:

(in thousands)	Fiscal Year Ended September 30,		Change
	2022	2021	
Segment contribution	\$ 154,943	\$ 107,209	45%
Corporate expenses (income):			
General and administrative	64,342	56,495	14%
Depreciation and amortization	13,675	12,651	8%
(Gain) Loss on sale or disposal of assets and other	(688)	62	(1,210)%
Interest expense	9,972	22,177	(55)%
Interest income	—	(461)	(100)%
Other (income) expense	(71)	223	(132)%
Income before income taxes	67,713	16,062	(322)%
Income tax expense	17,553	7,450	(136)%
Net income	\$ 50,160	\$ 8,612	(482)%

Segment contribution increased \$47.7 million (45%), primarily due to the improved operating results of the segments, as discussed above.

General and administrative expenses increased \$7.8 million (14%), primarily due to a litigation accrual and increased salaries, including performance-based incentive compensation.

Interest expense decreased \$12.2 million (55%) primarily driven by the ASU 2020-06 accounting policy change, which no longer requires debt discount be included on our balance sheet effective October 1, 2021. The policy change eliminates the non-cash interest amortization of the debt discount. See Note 1: Organization and Summary of Significant Accounting Policies of Notes to Consolidated Financial Statements included in “Part II, Item 8 — Financial Statements and Supplemental Data” for further discussion of this recently adopted accounting policy.

Income tax expense increased \$10.1 million primarily due to an increase in income before income taxes of \$51.7 million. Income tax expense includes other items that do not necessarily correspond to pre-tax earnings and create volatility in our effective tax rate. These items include the net effect of state taxes, non-deductible items and changes in valuation allowances for certain foreign operations. See Note 11: Income Taxes of Notes to Consolidated Financial Statements included in “Part II, Item 8 — Financial Statements and Supplemental Data” for quantification of these items.

Fiscal 2021 vs. Fiscal 2020

The Results of Operations discussion for fiscal 2021 vs. fiscal 2020 is located in “Part II, Item 7 — Management’s Discussion and Analysis of Financial Condition and Results of Operations” of our Annual Report on Form 10-K for the year ended September 30, 2021.

Liquidity and Capital Resources

Cash and Cash Equivalents

Our cash and equivalents balance was \$206.0 million at September 30, 2022 compared to \$253.7 million at September 30, 2021. Our cash and equivalents were held in cash depository accounts with major banks or invested in high quality, short-term liquid investments.

Cash Flows

The table and discussion below present a summary of the sources and uses of our cash:

(in thousands)	Fiscal Year Ended September 30,		Change
	2022	2021	
Cash flows provided by operating activities	\$ 66,535	\$ 46,438	43%
Cash flows used in investing activities	(113,283)	(84,611)	34%
Cash flows used in financing activities	(2,832)	(16,253)	(83)%
Effect of exchange rate changes on cash and cash equivalents and restricted cash	325	5,497	(94)%
Net decrease in cash and cash equivalents and restricted cash	\$ (49,255)	\$ (48,929)	1%

* Represents a percentage computation that is not mathematically meaningful.

The increase in cash flows from operating activities was primarily due to a \$41.5 million increase in net income, partially offset by cash flows used to purchase inventory and other changes to working capital primarily related to the timing of collections in pawn service charges receivable and the timing of payments of accounts payable and prepaid expenses.

The \$28.7 million increase in cash flows used in investing activities was primarily due to \$16.5 million in outgoing cash used to fund other investments and \$6.9 million investment in unconsolidated affiliate, offset by the prior-year increased acquisition activity, primarily attributable to CAE. In the current year, there was an increase of \$79.0 million in net pawn lending associated with PLO growth, partially offset by a \$65.9 million increase in the sale of forfeited collateral in line with our growing merchandise sales. Of the \$16.5 million used to fund other investments, \$15.0 million was invested in Founders, as discussed in Note 5: Strategic Investments of Notes to Consolidated Financial Statements included in in "Part II, Item 8 — Notes to the Condensed Consolidated Financial Statements."

The decrease in cash flows used in financing activities was primarily due to the prior-year payment of assumed debt of \$14.9 million from the CAE acquisition, offset by a \$2.0 million current year increase in cash used to repurchase and retire common stock.

The net effect of these changes was a \$49.3 million decrease in cash on hand during the current year, resulting in a \$214.4 million ending cash and restricted cash balance.

Sources and Uses of Cash

On May 3, 2022, the Company's Board of Directors (the "Board") authorized the repurchase of up to \$50 million of our Class A Common Stock over 3 years. Execution of the program will be responsive to fluctuating market conditions and valuations, liquidity needs and the expected return on investment compared to other opportunities.

The amount and timing of purchases will be dependent on a variety of factors, including stock price, trading volume, general market conditions, legal and regulatory requirements, general business conditions, the level of cash flows, and corporate considerations determined by management and the Board, such as liquidity and capital needs and the availability of attractive alternative investment opportunities. The Board of Directors has reserved the right to modify, suspend or terminate the program at any time. Through September 30, 2022, the Company has repurchased and retired 237,943 shares of our Class A Common Stock for \$2.0 million, which amount was allocated between "Additional paid-in capital" and "Retained earnings" in our Consolidated Balance Sheets.

We anticipate that cash flows from operations and cash on hand will be adequate to fund any future stock repurchases, our contractual obligations, tax payments, planned de novo store growth, capital expenditures and working capital requirements through fiscal 2023. We continue to explore acquisition opportunities, both large and small, and may choose to pursue additional debt, equity or equity-linked financings in the future should the need arise. Depending on the level of acquisition activity and other factors, our ability to repay our longer term debt obligations, including the convertible debt maturing in 2024 and 2025, may require us to refinance these obligations through the issuance of new debt securities, equity securities, convertible securities or through new credit facilities.

Convertible Notes

For a description of the terms of our convertible notes, including the associated conversion and other related features and transactions, see Note 9: Debt of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data."

Contractual Obligations

Below is a summary of our cash needs to meet future aggregate contractual obligations as of September 30, 2022:

(in thousands)	Total	Payments due by Period			
		Less than 1 year	1-3 years	3-5 years	More than 5 years
Debt obligations (a)	\$ 316,250	\$ —	\$ 316,250	\$ —	\$ —
Interest on long-term debt obligations	17,816	8,230	9,586	—	—
Lease obligations (b)	273,983	66,039	105,821	63,558	38,565
Total (c) (d)	\$ 608,049	\$ 74,269	\$ 431,657	\$ 63,558	\$ 38,565

(a) Excludes debt discount and deferred financing costs as well as convertible features.

(b) Excludes \$12.4 million in sublease payments expected to be received.

(c) No provision for uncertain tax benefits has been reflected in the contractual obligations table as the timing of any such payment is uncertain. See Note 11: Income Taxes of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data." Additionally, no provision for insurance reserves, deferred compensation arrangements, or other liabilities totaling \$6.7 million has been included as the timing of such payments are uncertain.

(d) Total excludes contractual obligations already recorded on our consolidated balance sheets as current liabilities, except for the accrued portions of interest and lease obligations which are included in interest on long-term debt obligations and lease obligations captions above.

In addition to the lease obligations in the table above, we are responsible for the maintenance, property taxes and insurance at most of our locations. During the fiscal year ended September 30, 2022, these collectively amounted to \$15.2 million.

Critical Accounting Estimates

The preparation of financial statements in accordance with generally accepted accounting principles in the United States ("GAAP") requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates and judgments including those related to revenue recognition, inventory, loan loss allowances, goodwill and indefinite-lived intangible assets, long-lived and other intangible assets, income taxes, contingencies and litigation. We base our estimates on historical experience, observable trends and various other assumptions that we believe to be reasonable under the circumstances. We use this information to make judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from the estimates under different assumptions or conditions.

The critical accounting policies and estimates that could have a significant impact on our results of operations, as well as relevant recent accounting pronouncements, are described in Note 1: Organization and Summary of Significant Accounting Policies of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data." Certain accounting policies regarding the quantification of the sensitivity of certain critical estimates are discussed further below.

Pawn Loan Revenue Recognition

We record PSC using the effective interest method over the life of the loan for all pawn loans we believe to be collectible. We base our estimate of collectible loans on several inputs, including recent redemption rates, historical trends in redemption rates and the amount of loans due in the following months. Unexpected variations in any of these factors could change our estimate of collectible loans, affecting our earnings and financial condition. As of September 30, 2022, the balance of our PSC receivable was \$33.5 million. Assuming the average forfeiture rate increased or decreased by 10%, our pawn service charges receivable balance as of September 30, 2022 would have increased or decreased by approximately \$1.1 million.

Inventory and Cost of Goods Sold

We consider our estimates of obsolete or slow-moving inventory and shrinkage estimates in determining the appropriate overall valuation allowance for inventory. We monitor our sales margins for each type of inventory on an ongoing basis and compare to historical margins. Significant variances in those margins may require a revision to future inventory reserve estimates. We have historically revised our reserve estimates pertaining to jewelry inventory depending on the current price of gold and resulting trends in margins. Future declines in gold prices may cause an increase in reserve rates pertaining to jewelry inventory. As of September 30, 2022, the gross balance of our inventory was \$153.7 million, for which we have included reserves of \$2.1 million. Assuming the reserve rates were increased or decreased by 10%, our inventory reserve balance as of September 30, 2022 would have increased or decreased by approximately \$0.2 million.

Goodwill and Indefinite-Lived Intangible Assets

When testing goodwill for impairment, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more-likely-than-not that the estimated fair value of a reporting unit is less than its carrying amount. If we elect to perform a qualitative assessment and determine an impairment is more-likely-than-not, we are then required to perform a quantitative impairment test; otherwise, no further analysis is required. We also may elect not to perform a qualitative assessment and, instead, proceed directly to a quantitative impairment test. When performing a quantitative impairment test, we apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

When we perform a quantitative goodwill impairment test, we estimate the fair value of the reporting unit using an income approach based on the present value of expected future cash flows, including terminal value, utilizing a market-based weighted average cost of capital ("WACC") determined separately for each reporting unit. The determination of fair value involves the use of estimates and assumptions, including revenue growth rates, operating margins and terminal growth rates discounted by an estimated WACC derived from other publicly traded companies that are similar but not identical to us from an operational and economic standpoint. We use discount rates that are commensurate with the risks and uncertainties inherent in the respective businesses and in our internally developed forecasts.

We test indefinite-lived intangible assets for impairment by first assessing qualitative factors to determine whether it is necessary to perform a quantitative impairment test. If we believe as a result of the qualitative assessment that it is more-likely-than-not that the fair value of the indefinite-lived intangible asset is less than its carrying amount, a quantitative impairment test is required. Otherwise, no further testing is required.

We consider the assessment of the occurrence of triggering events or substantive changes in circumstances that may indicate the fair value of goodwill may be impaired to be a critical estimate. Furthermore, we consider the assumptions discussed above pertaining to the income approach we use in the quantitative testing of impairment to be critical estimates.

The results of the impairment analyses for fiscal year 2022 and fiscal year 2021 are discussed in Note 8: Goodwill and Intangible Assets of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data."

Income Taxes

Management believes that it is more likely than not that forecasted income, including income that may be generated as a result of certain tax planning strategies, together with future reversals of existing taxable temporary differences, will be sufficient to fully recover the net recorded deferred tax assets. In the event we determine all or part of the net deferred tax assets are not realizable in the future, we will make an adjustment to the valuation allowance that would be charged to earnings in the period such determination is made. We have included valuation allowances against deferred tax assets for net operating losses and tax credits not expected to be utilized based on specific facts and estimates for each jurisdiction.

We consider the earnings of certain non-U.S. subsidiaries to be indefinitely invested outside the United States on the basis of estimates that future domestic cash generation will be sufficient to meet future domestic cash needs and our specific plans for reinvestment of those subsidiary earnings. We have not recorded a deferred tax liability related to foreign withholding taxes of our undistributed earnings of foreign subsidiaries indefinitely invested outside the U.S.

We may be subject to income tax audits by the respective tax authorities in any or all of the jurisdictions in which we operate or have operated within a relevant period. Significant judgment is required in determining uncertain tax positions. We utilize the required two-step approach to recognize and measure uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments and which may not accurately forecast actual outcomes. We adjust these reserves in light of changing facts and circumstances, such as the closing of an audit or the refinement of an estimate. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. We believe adequate provisions for income taxes have been made for all periods.

Cautionary Statement Regarding Risks and Uncertainties That May Affect Future Results

This Annual Report on Form 10-K, including Management's Discussion and Analysis of Financial Condition and Results of Operations, includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. We intend that all forward-looking statements be subject to the safe harbors created by these laws. All statements, other than statements of historical facts, regarding our strategy, future operations, financial position, future revenues, projected costs, prospects, plans and objectives are forward-looking statements. The words "may," "can," "should," "could," "will," "would," "predict," "anticipate," "believe," "estimate," "expect," "intend," "plan," "project" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such statements are only predictions of the outcome and timing of future events based on our current expectations and currently available information. Actual results could differ materially from those expressed in the forward-looking statements due to a number of risks and uncertainties, many of which are beyond our control. Accordingly, you should not regard any forward-looking statement as a representation that the expected results will be achieved. When considering forward-looking statements, you should keep in mind the risk factors and other cautionary statements in this report. Such risks and uncertainties include, among other things:

- Changes in laws and regulations;
- Negative characterizations of our industry;
- Concentration of business in Texas and Florida;
- Changes in gold prices or volumes;
- Changes in sales, pawn loan balances, sales margins, pawn redemption rates or other important operating metrics;
- Our ability to continue growing our store count through acquisitions and de novo openings;
- Continuing indemnification obligations for pre-closing taxes related to our sale of Grupo Finmart;
- Our controlled ownership structure;
- Potential regulatory fines and penalties, lawsuits and related liabilities related to firearms business;
- Potential robberies, burglaries and other crimes at our stores;
- Changes in the competitive landscape;
- Our ability to design or acquire, deploy and maintain adequate information technology and other business systems;
- Failure to achieve adequate return on investments;
- Potential uninsured property, casualty or other losses;
- Potential natural disasters;
- Financial statement impact of potential impairment of goodwill or other intangible assets such as trade names;
- Potential conversion of Convertible Notes into cash (which could adversely affect liquidity) or stock (which will cause dilution of existing stockholders);
- Limited number of unreserved shares available for future issuance;
- Public health issues that could adversely affect our financial condition or results of operations;
- Changes in the business, regulatory, political or social climate in Latin America;
- Changes in foreign currency exchange rates;
- The outcome of future litigation and regulatory proceedings;
- Potential disruptive effect of acquisitions, investments and new businesses;
- Potential exposure under anti-corruption, anti-bribery, anti-money laundering and other general business laws and regulations;
- Changes in liquidity, capital requirements or access to debt and capital markets;
- Potential data security breaches or other cyber-attacks; and
- Potential civil unrest or government overthrow and other events beyond our control.

For a discussion of these important risk factors, see "Part I, Item 1A — Risk Factors."

In addition, we cannot predict all of the risks and uncertainties that could cause our actual results to differ from those expressed in the forward-looking statements. You should not place undue reliance on our forward-looking statements. Although forward-looking statements reflect our good faith beliefs, forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievements expressed or implied by such forward-looking statements. Accordingly, you should not regard any forward-looking statements as a representation that the expected results will be achieved.

We specifically disclaim any responsibility to publicly update any information contained in a forward-looking statement except as required by law. All forward-looking statements attributable to us are expressly qualified in their entirety by this cautionary statement.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk Disclosures

We are exposed to market risk related primarily to gold values and changes in foreign currency exchange rates.

Our earnings and financial position are affected by changes in gold values, and to a lesser extent silver and precious stone values, and the resulting impact on pawn lending, jewelry sales and jewelry cost of goods sold. The proceeds of scrap sales and our ability to sell jewelry inventory at an acceptable margin depend on gold values. The impact on our financial position and results of operations of a hypothetical change in gold values cannot be reasonably estimated due to the timing of scrap sales, among other operational considerations.

Our earnings and financial position are affected by foreign exchange rate fluctuations related to our equity investments and our operations outside the U.S. While we generally do not seek to hedge amounts in foreign currencies, we consider hedging strategies from time to time to mitigate certain discrete risks of exposure via short term arrangements.

The translation adjustment from Cash Converters through June 30, 2022 (included in our September 30, 2022 results on a three-month lag) was a \$0.8 million increase to stockholders' equity, excluding income tax impacts. During the fiscal year ended September 30, 2022, \$1.00 Australian dollar weakened to \$0.6480 U.S. as compared to \$0.7215 in the prior year.

The translation adjustment from Latin America primarily representing the change of the Mexican peso during the fiscal year ended September 30, 2022 was a \$2.6 million increase to stockholders' equity. During the fiscal year ended September 30, 2022, the Mexican peso strengthened approximately 1.0% to \$1.00 Mexican to \$0.0495 U.S. from \$0.0490 U.S. as of September 30, 2021. During the fiscal year ended September 30, 2022, the Guatemalan quetzal weakened approximately 1.7% to Q1.00 Guatemalan to \$0.1243 U.S. from \$0.1264 U.S. as of September 30, 2021. We have currently assumed indefinite reinvestment of earnings and capital in Latin America. Accumulated translation gains or losses related to any future repatriation of earnings or capital would impact our earnings in the period of repatriation.

To a lesser degree, our operations are affected by fluctuations in the exchange rate of the Honduran lempira.

We cannot predict the future valuation of foreign currencies or how further movements in exchange rates could affect our future earnings or financial position due to the interrelationship of operating results and exchange rates.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors
EZCORP, Inc.
Rollingwood, Texas

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated balance sheets of EZCORP, Inc. (the "Company") as of September 30, 2022, and 2021, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2022, and the related notes (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at September 30, 2022 and 2021, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2022, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of September 30, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and our report dated November 16, 2022, expressed an unqualified opinion thereon.

Change in Accounting Principle

As is discussed in Notes 1 and 9 to the consolidated financial statements, the Company changed its method of accounting for convertible debt as of October 1, 2021, due to the adoption of Accounting Standards Update 2020-06, *Debt-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging-Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*.

Basis for Opinion

These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's consolidated financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing separate opinions on the critical audit matter or on the accounts or disclosures to which it relates.

Accounting for Investment in Founders One, LLC

As described in Note 5 to the Company's consolidated financial statements, the Company invested \$15.0 million in exchange for a non-redeemable voting participating preferred equity interest in Founders One, LLC (the "Founders Investment"), a newly formed entity with one other member. The Company concluded that Founders One, LLC is a variable interest entity ("VIE") but because the Company is not the primary beneficiary, it is not consolidated. The Company accounts for the investment in accordance with Accounting Standards Codification 321, *Investments-Equity Securities*, utilizing the measurement alternative available for equity securities without a readily determinable fair value.

We identified the Company's accounting for the Founders Investment as a critical audit matter. Determination of the accounting treatment for the Founders Investment required complex evaluation of whether the investment entity meets the definition of, and potentially consolidates as a VIE, or whether other investment accounting guidance applies. Auditing management's conclusions with respect to the Founders Investment required an increased level of audit effort, including the involvement of professionals with additional experience in consolidation and investment accounting assessments.

The procedures we performed to address this critical audit matter included:

- Analyzing the Founders One, LLC Operating Agreement to assess the reasonableness of management's accounting treatment for the investment.
- Utilizing personnel with increased knowledge and experience in the area of accounting for consolidation and investment assessments to assist in evaluating the appropriateness of management's conclusion on the accounting for the Founders Investment.

/s/ BDO USA, LLP

We have served as the Company's auditor since 2015.

Dallas, Texas
November 16, 2022

EZCORP, Inc. CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share amounts)	September 30,	
	2022	2021
Assets:		
Current assets:		
Cash and cash equivalents	\$ 206,028	\$ 253,667
Restricted cash	8,341	9,957
Pawn loans	210,009	175,901
Pawn service charges receivable, net	33,476	29,337
Inventory, net	151,615	110,989
Prepaid expenses and other current assets	34,694	31,010
Total current assets	644,163	610,861
Investments in unconsolidated affiliates	37,733	37,724
Other investments	24,220	—
Property and equipment, net	56,725	53,811
Right-of-use assets, net	221,586	200,990
Goodwill	286,828	285,758
Intangible assets, net	56,819	62,104
Notes receivable, net	1,215	1,181
Deferred tax asset, net	12,145	9,746
Other assets	6,444	4,736
Total assets	\$ 1,347,878	\$ 1,266,911
Liabilities and equity:		
Current liabilities:		
Accounts payable, accrued expenses and other current liabilities	\$ 84,509	\$ 90,268
Customer layaway deposits	16,023	12,557
Operating lease liabilities, current	52,334	52,263
Total current liabilities	152,866	155,088
Long-term debt, net	312,903	264,186
Deferred tax liability, net	373	3,684
Operating lease liabilities	180,756	161,330
Other long-term liabilities	8,749	10,385
Total liabilities	655,647	594,673
Commitments and contingencies (Note 13)		
Stockholders' equity:		
Class A Non-Voting Common Stock, par value \$0.01 per share; shares authorized: 100 million; 53,454,885 issued and outstanding as of September 30, 2022; and issued and outstanding of 53,086,438 as of September 30, 2021	534	530
Class B Voting Common Stock, convertible, par value \$0.01 per share; shares authorized: 3 million; issued and outstanding: 2,970,171 as of September 30, 2022 and 2021	30	30
Additional paid-in capital	345,330	403,312
Retained earnings	402,006	326,781
Accumulated other comprehensive loss	(55,669)	(58,415)
Total equity	692,231	672,238
Total liabilities and equity	\$ 1,347,878	\$ 1,266,911

See accompanying notes to consolidated financial statements.

EZCORP, Inc.
CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share amounts)	Fiscal Year Ended September 30,		
	2022	2021	2020
Revenues:			
Merchandise sales	\$ 532,886	\$ 442,798	\$ 498,213
Jewelry scrapping sales	32,033	26,025	47,953
Pawn service charges	320,865	260,196	272,638
Other revenues	441	532	3,973
Total revenues	886,225	729,551	822,777
Merchandise cost of goods sold	329,382	257,218	334,481
Jewelry scrapping cost of goods sold	28,696	22,848	38,041
Other cost of revenues	—	—	1,054
Gross profit	528,147	449,485	449,201
Operating expenses:			
Store expenses	357,417	330,837	336,770
General and administrative	64,342	56,495	54,133
Impairment of goodwill, intangible and other assets	—	—	54,666
Depreciation and amortization	32,140	30,672	30,827
(Gain) loss on sale or disposal of assets and other	(674)	83	801
Other charges	—	229	20,388
Total operating expenses	453,225	418,316	497,585
Operating income (loss)	74,922	31,169	(48,384)
Interest expense	9,972	22,177	22,472
Interest income	(817)	(2,477)	(3,173)
Equity in net (income) loss of unconsolidated affiliates	(1,779)	(3,803)	2,429
Other income	(167)	(790)	(17)
Income (loss) before income taxes	67,713	16,062	(70,095)
Income tax expense (benefit)	17,553	7,450	(1,632)
Net income (loss)	50,160	8,612	(68,463)
Basic earnings (loss) per share	\$ 0.89	\$ 0.15	\$ (1.24)
Diluted earnings (loss) per share	\$ 0.70	\$ 0.15	\$ (1.24)
Weighted-average basic shares outstanding	56,498	55,744	55,313
Weighted-average diluted shares outstanding	82,400	55,949	55,313

See accompanying notes to consolidated financial statements.

EZCORP, Inc.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
Net income (loss)	\$ 50,160	\$ 8,612	\$ (68,463)
Other comprehensive income (loss):			
Foreign currency translation adjustment, net of tax	2,746	9,653	(15,678)
Comprehensive income (loss)	\$ 52,906	\$ 18,265	\$ (84,141)

See accompanying notes to consolidated financial statements.

EZCORP, Inc.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands)	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Total Equity
	Shares	Par Value				
Balances as of October 1, 2019	55,535	\$ 556	\$ 407,628	\$ 389,163	\$ (52,398)	\$ 744,949
Stock compensation	—	—	(5,094)	—	—	(5,094)
Release of restricted stock	711	6	—	—	—	6
Taxes paid related to net share settlement of equity awards	—	—	(1,435)	—	—	(1,435)
Foreign currency translation loss	—	—	—	(8)	(15,670)	(15,678)
Purchase and retirement of treasury stock	(943)	(11)	(2,624)	(2,523)	—	(5,158)
Net loss	—	—	—	(68,463)	—	(68,463)
Balances as of September 30, 2020	55,303	\$ 551	\$ 398,475	\$ 318,169	\$ (68,068)	\$ 649,127
Stock compensation	—	—	3,946	—	—	3,946
Transfer of consideration for current period acquisition	213	2	1,545	—	—	1,547
Transfer of consideration for prior period acquisition	33	—	185	—	—	185
Release of restricted stock	508	7	—	—	—	7
Taxes paid related to net share settlement of equity awards	—	—	(839)	—	—	(839)
Foreign currency translation gain	—	—	—	—	9,653	9,653
Net income	—	—	—	8,612	—	8,612
Balances as of September 30, 2021	56,057	\$ 560	\$ 403,312	\$ 326,781	\$ (58,415)	\$ 672,238
Stock compensation	—	—	5,053	—	—	5,053
Transfer of consideration for other investment	213	2	1,498	—	—	1,500
Release of restricted stock	393	4	—	—	—	4
Taxes paid related to net share settlement of equity awards	—	—	(792)	—	—	(792)
Cumulative effect of adoption of ASU 2020-06 (Note 1)	—	—	(62,804)	26,166	—	(36,638)
Foreign currency translation gain	—	—	—	—	2,746	2,746
Purchase and retirement of treasury stock	(238)	(2)	(937)	(1,101)	—	(2,040)
Net income	—	—	—	50,160	—	50,160
Balances as of September 30, 2022	56,425	\$ 564	\$ 345,330	\$ 402,006	\$ (55,669)	\$ 692,231

See accompanying notes to consolidated financial statements.

EZCORP, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
Operating activities:			
Net income (loss)	\$ 50,160	\$ 8,612	\$ (68,463)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	32,140	30,672	30,827
Amortization of debt discount and deferred financing costs	1,433	13,797	13,200
Amortization of right-of-use asset	52,201	48,480	45,649
Accretion of notes receivable discount and deferred compensation fee	—	—	(821)
Deferred income taxes	4,945	3,283	(8,393)
Impairment of goodwill, intangibles and other assets	—	—	54,666
Other adjustments	2,511	(185)	1,652
Provision for inventory reserve	(2,253)	(8,003)	2,577
Stock compensation expense	5,053	3,946	(5,094)
Equity in net (income) loss from investment in unconsolidated affiliates	(1,779)	(3,803)	2,429
Changes in operating assets and liabilities, net of business acquisitions:			
Service charges and fees receivable	(4,572)	(7,332)	11,021
Inventory	(15,341)	371	14,466
Prepaid expenses, other current assets and other assets	3,238	7,373	(875)
Accounts payable, accrued expenses and other liabilities	(65,141)	(54,209)	(37,401)
Customer layaway deposits	3,359	1,256	(1,647)
Income taxes	(2,785)	2,180	(4,715)
Dividends from unconsolidated affiliates	3,366	—	—
Net cash provided by operating activities	66,535	46,438	49,078
Investing activities:			
Loans made	(740,057)	(601,638)	(568,368)
Loans repaid	410,523	351,092	394,469
Recovery of pawn loan principal through sale of forfeited collateral	274,423	208,551	304,323
Capital expenditures, net	(31,895)	(23,601)	(28,526)
Acquisitions, net of cash acquired	(1,850)	(19,015)	—
Issuance of note receivable	(1,000)	—	—
Investment in unconsolidated affiliate	(6,927)	—	—
Investment in other investments	(16,500)	—	—
Principal collections on notes receivable	—	—	8,000
Net cash (used in) provided by investing activities	(113,283)	(84,611)	109,898
Financing activities:			
Taxes paid related to net share settlement of equity awards	(792)	(839)	(1,459)
Payout of deferred consideration	—	—	(350)
Proceeds from borrowings, net of issuance costs	—	—	912
Payments on assumed debt and other borrowings	—	(15,414)	(198)
Purchase and retirement of treasury stock	(2,040)	—	(5,158)
Net cash used in financing activities	(2,832)	(16,253)	(6,253)
Effect of exchange rate changes on cash and cash equivalents and restricted cash	325	5,497	(2,612)
Net (decrease) increase in cash and cash equivalents and restricted cash	(49,255)	(48,929)	150,111
Cash and cash equivalents and restricted cash at beginning of period	263,624	312,553	162,442
Cash and cash equivalents and restricted cash at end of period	\$ 214,369	\$ 263,624	\$ 312,553

See accompanying notes to consolidated financial statements.

Notes to Consolidated Financial Statements

NOTE 1: ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

EZCORP, Inc. was founded in 1989 and is a provider of pawn services in the United States and Latin America. At our pawn stores, we advance cash against the value of collateralized personal property. We also sell merchandise, primarily collateral forfeited from pawn activities and pre-owned merchandise purchased from customers. We fulfill short-term cash needs to consumers, with a focus on delivering an industry-leading customer experience.

As of September 30, 2022, we operated a total of 1,175 locations, consisting of:

- 515 United States pawn stores (operating primarily as EZPAWN or Value Pawn & Jewelry);
- 528 Mexico pawn stores (operating primarily as Empeño Fácil and Cash Apoyo Efectivo); and
- 132 pawn stores in Guatemala, El Salvador and Honduras (operating as GuatePrenda and MaxiEfectivo).

We have an equity interest (41.6% as of September 30, 2022) in Cash Converters International Limited ("Cash Converters"), a publicly traded company (ASX:CCV) headquartered in Perth, Western Australia. Cash Converters and its controlled companies comprise a diverse group generating revenues from franchising, store operations, personal finance (including pawn transactions) and vehicle finance, in 700 stores across 14 countries.

Basis of Presentation and Principles of Consolidation

The accompanying consolidated financial statements have been prepared in accordance with generally accepted accounting principles and are expressed in U.S. dollars. They include the accounts of EZCORP, Inc., and its wholly-owned subsidiaries. We use the equity method of accounting for entities over which we exercise significant influence, but in which we have a 50% or less investment. We account for equity investments in entities over which we do not exercise significant influence, and do not have a readily determinable fair value, at cost. If we obtain evidence the fair value of such an investment has declined below its cost, we reduce the recorded cost to the lower value through an impairment charge recorded in the Consolidated Statements of Operations. All inter-company accounts and transactions have been eliminated in consolidation.

Use of Estimates and Assumptions

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. We regularly evaluate estimates and judgments, including those related to revenue recognition, inventory, loan loss allowances, long-lived and intangible assets, share-based compensation, income taxes, contingencies and litigation. We base our estimates on historical experience, observable trends and various other assumptions we believe are reasonable, the results of which form the basis for making judgements about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. Actual results may differ materially from the estimates under different assumptions or conditions.

Pawn Loans and Revenue Recognition

Our pawn loans are fully collateralized and the carrying values are based on the initial amounts loaned to customers. We record pawn service charges using the effective interest method over the life of the pawn loans for all pawn loans we believe to be collectible. We base our estimate of collectability on several inputs, including recent redemption rates, historical trends in redemption rates and the amount of loans due in the following months. Unexpected variations in any of these factors could change our estimate of collectability and affect our results of operations and financial condition. If a pawn loan is not repaid, the forfeited collateral is recorded as inventory at the lower of the principal balance of the pawn loan or the net realizable value of the item. As of September 30, 2022, consolidated pawn loans outstanding was \$210.0 million, of which \$81.3 million (39%) is attributable to stores in Texas and \$22.6 million (11%) is attributable to stores in Florida.

Merchandise Sales Revenue Recognition

Our performance obligations for merchandise sales primarily relate to point in time retail sales in our stores. We recognize the satisfaction of the performance obligations and record merchandise sales revenue and the related costs when merchandise inventory is sold and delivered to the customer or, in the case of a layaway sale, when we receive the final payment. Customers have a limited period of time to return merchandise for a refund or exchange, and actual returns for refunds are not material. Sales taxes collected on sales of inventory are excluded from the amounts recognized as merchandise sales and are recorded as "Accounts payable, accrued expenses and other current liabilities" in our Consolidated Balance Sheets until remitted to the appropriate governmental authorities.

For precious metals and stones sold as scrap, we recognize the satisfaction of the performance obligations and record the revenues and the related costs when the inventory is legally transferred to the refiner and the refiner obtains control of the inventory. The accounts receivable outstanding at the end of a given reporting period from such transactions are not material as payments are generally received within a short period of time after the legal transfer of the inventory.

Our transaction prices are explicitly stated within the contracts with our customers.

Inventory and Cost of Goods Sold

If a pawn loan is not redeemed, the forfeited collateral is recorded as inventory at the lower of the principal balance of the pawn loan or the net realizable value of the item. We do not record a loan loss allowance or charge-off expense on the principal portion of forfeited pawn loans, as such loans are fully collateralized. Inventory is recorded using the specific identification method of accounting.

In order to state inventory at the lower of cost or net realizable value, we record an allowance for excess, obsolete or slow-moving inventory based on the type and age of the underlying merchandise. Our inventory consists primarily of general merchandise and jewelry. "Merchandise cost of goods sold" as recorded in our Consolidated Statements of Operations includes the historical cost of inventory sold, inventory shrinkage and any change in the allowance for inventory shrinkage and valuation. We include the costs of operating our central jewelry processing unit as "Jewelry scrapping cost of goods sold" in our Consolidated Statements of Operations as such costs relate directly to sales of precious metals and stones to refiners.

We consider our estimates of obsolete or slow-moving inventory and shrinkage critical to the determination of the appropriate overall valuation allowance for inventory. We continually monitor our sales margins for each type of inventory and compare the current margins to historical margins. Significant variances in those margins may require a revision to future inventory reserve estimates. We determine our reserve estimates pertaining to jewelry inventory based on the current and projected prices of gold. Future declines in the value of gold may result in an increase in reserves pertaining to jewelry inventory.

Situations that may result in excess or obsolete inventory include changes in business and economic conditions, changes in consumer confidence caused by changes in market conditions, decreases in demand for our products or inventory obsolescence resulting from changes in technology. Included in "Merchandise cost of goods sold" during fiscal 2020, is \$2.6 million of expense for inventory provisions primarily related to the write-off of excess and obsolete inventory due to the impacts of COVID-19.

With respect to our Mexico pawn operations, we do not own the forfeited collateral. However, we assume the risk of loss on such collateral and are solely responsible for its care and disposition and, therefore, record such collateral as inventory in our Consolidated Balance Sheets. As of September 30, 2022 and 2021, inventory related to our Mexico pawn operations was \$29.8 million and \$22.6 million, respectively.

Cash and Cash Equivalents and Cash Concentrations

Cash and cash equivalents consist primarily of cash on deposit or highly liquid investments with original contractual maturities of three months or less, or money market mutual funds. We hold cash at major financial institutions in amounts that often exceed FDIC insured limits. We manage our credit risk associated with cash and cash equivalents and cash concentrations by maintaining our cash deposits in high quality financial institutions and by periodically evaluating the credit quality of the primary financial institutions issuing investments or holding such deposits. Historically, we have not experienced any losses due to such cash concentrations.

Restricted Cash

Restricted cash consists of \$8.0 million held in escrow pending the resolution of a pre-closing tax indemnity claim related to the sale of Grupo Finmart and \$0.3 million related to the acquisition of PLO del Bajío S. de. R.L. de C.V. as discussed in Note 3: Acquisitions.

Equity Method Investments

We account for our investment in Cash Converters under the equity method. Because the fiscal year of Cash Converters ends three months before our fiscal year, we record our interest from the results of Cash Converters on a three-month lag. Thus, the results of our operations reported for the fiscal years ended September 30, 2022, 2021 and 2020 include our percentage interest in the results of Cash Converters for the twelve-month periods ended June 30, 2022, 2021 and 2020, respectively.

We record our percentage interest in the results of Cash Converters for the three months ended June 30 based on an estimate of the results of Cash Converters for the three months ended March 31 of that year. Similarly, we record our percentage interest in the results of Cash Converters for the three months ended December 31 using the estimated results of Cash Converters for the three months ended September 30 of that year. Cash Converters files semi-annual financial reports with the Australian Securities & Investments Commission and the Australian Stock Exchange as of and for the periods ended June 30 and December 31. We use these publicly available financial reports to adjust the estimated amounts we recorded. The actual results of Cash Converters may vary from our estimates.

Leases

We determine if an arrangement contains a lease at inception. We have elected not to recognize on the balance sheet leases with terms of one year or less as a practical expedient. Operating lease and financing lease assets are included in Right-of-use assets, net on the Consolidated Balance Sheets. We enter into operating lease agreements for real estate related to pawn locations and corporate offices. We have entered into financing lease agreements mainly for motor vehicles.

Operating and financing lease liabilities are recognized at the lease commencement date based on the present value of fixed lease payments using the Company's incremental borrowing rate. As our leases generally do not include an implicit rate, we compute our incremental borrowing rate based on information available at the lease commencement date applying the portfolio approach to groups of leases with similar characteristics. Our lease terms include options to extend the lease when it is reasonably certain we will exercise its option. We used incremental borrowing rates that match the duration of the remaining lease terms of our operating leases on a fully collateralized basis to initially measure our lease liability. We evaluate renewal options periodically for any changes in assumptions.

Effective October 1, 2019, we adopted the Financial Accounting Standards Board Accounting Standards Codification ("ASC") Topic 842: *Leases* ("ASC 842"). Upon adoption, we elected to utilize the modified retrospective method, including not to account for lease and non-lease components separately. Lease components generally include rent, taxes and insurance, and non-lease components generally include common area maintenance. Right-of-use assets are tested for impairment in the same manner as long-lived assets. We recognize lease expense on a straight-line basis over the lease term with variable lease expense recognized in the period in which the costs are incurred. Our operating lease portfolio consists of pawn locations and corporate offices with lease terms ranging from three to ten years, including options to renew. Our financing lease terms range from two to five years. We generally account for the initial lease term of our pawn locations as up to ten years. Our primary corporate office is leased through March 2029 with annual escalating rent payments and includes two, five-year extension options at the end of the initial lease term.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill represents the excess of the purchase price over the net amount of identifiable assets acquired and liabilities assumed in a business combination measured at fair value. We evaluate goodwill for impairment annually on September 30 and upon the occurrence of certain triggering events or substantive changes in circumstances that indicate that the fair value of goodwill may be impaired. We consider the assessment of the occurrence of triggering events or substantive changes in circumstances that may indicate the fair value of goodwill may be impaired to be a critical estimate.

Impairment of goodwill is tested at the reporting unit level. A reporting unit is an operating segment or one level below an operating segment, referred to as a "component." A component of an operating segment is required to be identified as a reporting unit if the component is a business for which discrete financial information is available and segment management regularly reviews its operating results.

When testing goodwill for impairment, we have the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more-likely-than-not the estimated fair value of a reporting unit is less than its carrying amount. If we elect to perform a qualitative assessment and determine that an impairment is more-likely-than-not, we are then required to perform a quantitative impairment test; otherwise, no further analysis is required. We also may elect not to perform a qualitative assessment and, instead, proceed directly to a quantitative impairment test. When performing a quantitative impairment test, we apply a one-step quantitative test and record the amount of goodwill impairment as the excess of a reporting unit's carrying amount over its fair value, not to exceed the total amount of goodwill allocated to that reporting unit.

When we perform a quantitative goodwill impairment test, we estimate the fair value of the reporting unit using an income approach based on the present value of expected future cash flows, including terminal value, utilizing a market-based weighted average cost of capital ("WACC") determined separately for each reporting unit. The determination of fair value involves the use of estimates and assumptions, including

revenue growth rates, operating margins and terminal growth rates discounted by an estimated WACC derived from other publicly traded companies that are similar but not identical to us from an operational and economic standpoint. We use discount rates that are commensurate with the risks and uncertainties inherent in the respective businesses and in our internally developed forecasts.

We test indefinite-lived intangible assets for impairment by first assessing qualitative factors to determine whether it is necessary to perform a quantitative impairment test. If we believe as a result of its qualitative assessment that it is more-likely-than-not the fair value of the indefinite-lived intangible asset is less than its carrying amount, a quantitative impairment test is required. Otherwise, no further testing is required.

Property and Equipment

We record property and equipment at cost. We depreciate these assets on a straight-line basis using estimated useful lives of 30 years for buildings and two-to-seven years for furniture, equipment and software development costs. We depreciate leasehold improvements over the shorter of their estimated useful life (typically 10 years) or the reasonably assured lease term at the inception of the lease.

Valuation of Long-Lived Assets

The carrying values of long-lived assets, inclusive of right of use (ROU) assets, are periodically reviewed whenever events or changes in circumstances indicate the carrying value may not be recoverable, such as historical operating losses or plans to close stores before the end of their previously estimated useful lives. A potential impairment has occurred if projected future undiscounted cash flows are less than the carrying value of the assets. The estimate of cash flows includes management's assumptions of cash inflows and outflows directly resulting from the use of those assets in operations. We consider the assumptions associated with the determination of projected future cash flows to be a critical estimate. When a potential impairment has occurred, an impairment write-down is recorded if the carrying value of the long-lived asset exceeds its fair value.

Software Development Costs and Cloud Computing Arrangements

We capitalize certain costs incurred in connection with developing or obtaining software for internal use and amortize the costs on a straight-line basis over the estimated useful lives of the software, typically five years. Net capitalized development costs are included in "Capital expenditures, net" in our Consolidated Statements of Cash Flows.

In evaluating whether our cloud computing arrangements include a software license, we consider whether we have the contractual right to take possession of the software at any time during the hosting period without significant penalty and whether it is feasible for us to either run the software on our own hardware or contract with another party unrelated to the vendor to host the software. If a cloud computing arrangement includes a software license, we account for the software license element of the arrangement consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, we account for the arrangement as a service contract.

Business Combinations

We allocate the total acquisition price to the fair value of assets and liabilities acquired under the acquisition method with goodwill representing the excess of purchase price over the fair value of net assets acquired. We expense transaction costs as incurred. We recognize any adjustments to provisional amounts and goodwill that are identified during the measurement period in the reporting period in which the adjustment amounts are determined, with the effect on current period earnings of changes in depreciation, amortization or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date.

Convertible Debt Securities

Prior to our adoption of Accounting Standards Update 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815 – 40)*, ("ASU 2020-06"), on October 1, 2021, we accounted for our convertible debt securities at issuance, by separating the securities into debt and equity components pursuant to the prior accounting standards for convertible debt instruments. The carrying value of the liability components were calculated by measuring the fair value of similar liabilities that did not have an associated conversion feature. The excess of the principal amount over the fair value of the liability component were recorded as a discount with a corresponding increase in additional paid-in capital. The debt discounts were accreted to "Interest expense" over the respective terms of the convertible debt securities using the effective interest method.

The conversion premium of the convertible debt securities were accounted for under the treasury method in accordance with our previous accounting policy, which assumed settlement of the conversion premium (equal to the as-converted value over the face principal amount) in shares of our Class A Common Stock.

See Recently Adopted Accounting Policies within this [Note 1: Summary of Significant Accounting Policies](#) for a discussion of the adoption of ASU 2020-06 and related impact.

Foreign Currency

Our foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities of our foreign subsidiaries' balance sheet accounts and our equity method investments are translated from their respective functional currencies into United States dollars at the exchange rate at the end of each quarter, and their earnings are translated into United States dollars at the average exchange rate each quarter. We present resulting translation adjustments as a separate component of stockholders' equity.

Foreign currency transaction gains and losses not accounted for as translations are included in "Other expense (income)" in our Consolidated Statements of Operations. These gains were \$0.1 million and \$0.5 million for fiscal 2021 and 2020, respectively. There was no net gain or loss for fiscal 2022.

Store Expenses

Included in "Store expenses" are costs related to operating our stores and any direct costs of support offices. These costs include labor, other direct expenses such as utilities, supplies and banking fees and indirect expenses such as store rent, building repairs and maintenance, advertising, store property taxes and insurance and regional and area management expenses.

General and Administrative Expense

Included in "General and administrative" expense are costs related to our executive and administrative offices. This includes executive and administrative salaries, wages, stock and incentive compensation, professional fees, license fees, costs related to the operation of our administrative offices such as rent, property taxes, insurance, information technology and other corporate costs.

Advertising

Advertising costs are expensed as incurred and included primarily under "Operations" expense in our Consolidated Statements of Operations. These costs were \$2.3 million, \$1.6 million and \$2.0 million for fiscal 2022, 2021 and 2020, respectively.

Stock Compensation

We measure share-based compensation expense at the grant date based on the price of underlying shares at that date and recognize it as expense ratably over the vesting or service period, as applicable, of the stock award. Our policy is to recognize expense on performance-based awards, where satisfaction of the performance condition is probable, ratably over the awards' vesting period and recognize expense on awards that only have service requirements on a straight-line basis. We recognize forfeitures as they occur, and no longer estimate forfeitures when calculating share-based compensation expense.

Income Taxes

We account for income taxes using the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying value of assets and liabilities and their tax basis and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which the related temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized when the rate change is enacted.

We consider the earnings of certain non-U.S. subsidiaries to be indefinitely invested outside the United States on the basis of estimates that future domestic cash generation will be sufficient to meet future domestic cash needs and our specific plans for reinvestment of those subsidiary earnings. We have not recorded a deferred tax liability related to the U.S. federal and state income taxes and foreign withholding taxes of our undistributed earnings of foreign subsidiaries indefinitely invested outside the U.S.

We may be subject to income tax audits by the respective tax authorities in any or all of the jurisdictions in which we operate or have operated within a relevant period. Significant judgment is required in determining uncertain tax positions. We utilize the required two-step approach to recognize and measure uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes. The second step is to measure the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. We consider many factors when evaluating and estimating our tax positions and tax benefits, which may require periodic adjustments, and which may not accurately forecast actual outcomes. We adjust these reserves in light of changing facts and circumstances, such as the closing of an audit or the refinement of an estimate. Changes in recognition or measurement are reflected in the

period in which the change in judgment occurs. We believe adequate provisions for income taxes have been made for all periods. We recognize interest and penalties related to unrecognized tax benefits as "Income tax expense" in our Consolidated Statements of Operations.

We consider our assessment of the recognition of deferred tax assets as well as estimates of uncertain tax positions to be critical estimates.

Earnings per Share and Common Stock

We compute basic earnings per share based on the weighted average number of shares of common stock outstanding during the period. We calculate diluted earnings per share based on the weighted average number of shares of common stock plus the effect of dilutive potential common shares outstanding during the period using the treasury stock method. Dilutive potential common shares include outstanding restricted stock awards as well as shares issuable on conversion of our outstanding convertible debt securities. Potential common shares are required to be excluded from the computation of diluted earnings per share if the assumed proceeds upon exercise or vest are greater than the cost to re-acquire the same number of shares at the average market price, and therefore the effect would be anti-dilutive. There were no participating securities outstanding during fiscal 2022, 2021 and 2020 requiring the application of the two-class method. When we are in a loss position for the period, dilutive securities are excluded from the calculation of earnings per share, as they would have an anti-dilutive effect.

Prior to our adoption of ASU 2020-06 on October 1, 2021, diluted earnings per share included the effect of dilutive potential associated with the conversion features embedded in our outstanding convertible debt using the treasury stock method.

See Recently Adopted Accounting Policies within this [Note 1: Summary of Significant Accounting Policies](#) and [Note 4: Earnings \(Loss\) Per Share](#) for further discussions of the adoption of ASU 2020-06 and related impact.

Our capital stock consists of two classes of common stock designated as Class A Non-Voting Common Stock ("Class A Common Stock") and Class B Voting Common Stock ("Class B Common Stock"). The rights, preferences and privileges of the Class A and Class B Common Stock are similar except that each share of Class B Common Stock has one vote and each share of Class A Common Stock has no voting privileges, except as required by law. All Class A Common Stock is publicly held. Holders of Class B Common Stock may, individually or as a class, convert some or all of their shares into Class A Common Stock on a one-to-one basis. Class A Common Stock becomes voting common stock upon the conversion of all Class B Common Stock to Class A Common Stock. We are required to reserve the number of authorized but unissued shares of Class A Common Stock that would be issuable upon conversion of all outstanding shares of Class B Common Stock.

Recently Adopted Accounting Policies

In August 2020, the FASB issued ASU 2020-06, *Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity (Subtopic 815 – 40)*. ASU 2020-06 simplifies the accounting for certain financial instruments with characteristics of liabilities and equity, including convertible instruments and contracts on an entity's own equity. The ASU 2020-06 amendments are effective for fiscal years beginning after December 15, 2021, and interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years.

We adopted this standard as of October 1, 2021 under the modified retrospective basis. Under this transition method, prior period financial information and disclosures were not adjusted and continued to be reported under the accounting standards that were in effect prior to our adoption of ASU 2020-06. The cash conversion model, which the Company has historically used to account for its convertible debt instruments, was eliminated by ASU 2020-06. The adoption of ASU 2020-06 reduced non-cash interest expense for the year ending September 30, 2022 and in future periods due to the derecognition of the debt discount associated with the bifurcated equity component of our convertible notes. The treasury stock method for calculating earnings per share will no longer be allowed for convertible debt instruments whose principal amount may be settled using shares, instead the if-converted method will be required to determine the dilutive effect of our convertible notes.

Impact of the Adoption of ASU 2020-06

On October 1, 2021, we early adopted ASU 2020-06 on a modified retrospective basis. Under ASU 2020-06, we no longer separate the convertible senior notes into liability and equity components. We recognized a cumulative effect of initially applying the ASU as an adjustment to the October 1, 2021 opening balance of retained earnings. The conversion option that was previously accounted for in equity under the cash conversion model was recombined into the convertible debt outstanding, and as a result, additional paid in capital and the related unamortized debt discount on the convertible senior notes were reduced. The removal of the remaining debt discounts recorded for this previous separation has the effect of increasing our net debt balance. The prior period consolidated financial statements have not been retrospectively adjusted and continue to be reported under the accounting standards in effect for those periods.

(in thousands)	As Reported September 30, 2021	Adjustments	Under ASU 2020-06 October 1, 2021
Principal	\$ 316,250	\$ —	\$ 316,250
Unamortized debt discount	(48,785)	48,785	—
Deferred financing costs, net	(3,279)	(1,500)	(4,779)
Net carrying amount	264,186	47,285	311,471
Deferred tax asset	9,746	6,607	16,353
Deferred tax liability	3,684	(4,040)	(356)
Additional paid-in capital	403,312	(62,804)	340,508
Retained earnings	326,781	26,166	352,947

The impact of adoption on our consolidated statements of operations for the fiscal year ended September 30, 2022 was primarily to decrease interest expense by \$13.9 million. This had the effect of increasing both our basic and diluted earnings per share for the fiscal year ended September 30, 2022 by \$0.19, and \$0.01, respectively. Additionally, adoption of the standard requires interest charges on the convertible debt to be added to net income as well as the use of the "if-converted" method to calculate diluted earnings per common share. Refer to Note 4: Earnings Per Share for a discussion of the effect of the convertible notes on diluted earnings per common share.

Recently Issued Accounting Pronouncements

We reviewed all recently issued accounting pronouncements and concluded that they were either not applicable or not expected to have a material impact on our Consolidated Financial Statements.

NOTE 2: OTHER CHARGES

During the fourth quarter of fiscal 2020, we began to implement strategic initiatives to refocus on our core pawn business and optimize our cost structure in order to improve our bottom line performance and position us for sustainable growth. The initiatives focused on workforce reductions, closure of our CASHMAX operations, store closures, write-offs and other miscellaneous charges.

There were no additional charges recorded for fiscal year ended September 30, 2022. Accrued charges at September 30, 2022 were \$0.2 million and \$2.0 million related to store closure costs and other costs, respectively.

We recorded \$0.2 million of charges for the fiscal year ended September 30, 2021 related to the closure of store operations in Peru. Accrued charges at September 30, 2021 were \$0.3 million, \$0.2 million and \$2.0 million related to labor reduction cost, store closure costs and other costs, respectively.

We recorded \$20.4 million of aggregate charges for the fiscal year ended September 30, 2020 related to \$6.4 million in labor reduction costs, \$4.9 million in CASHMAX shutdown costs, \$4.1 million in store closure costs and \$5.0 million of other costs. Accrued charges at September 30, 2020 were \$5.9 million, \$0.8 million, \$1.8 million and \$2.2 million related to labor reduction costs, CASHMAX shutdown costs, store closure costs and other costs respectively.

NOTE 3: ACQUISITIONS

Fiscal 2021 Acquisitions

On June 8, 2021, we completed the acquisition of 100% of the common shares of PLO del Bajío S. de R.L. de C.V. ("Bajío") and gained control of the entity, further expanding our geographic footprint within Mexico with the addition of 128 pawn stores. These stores operate under the name "Cash Apoyo Efectivo" and are located principally in the Mexico City metropolitan area.

At the time of acquisition, the total consideration for Bajío was \$23.6 million, consisting of \$17.4 million of cash, and 212,870 shares of our Class A Non-Voting Common Stock valued at \$1.6 million. In addition, the sellers are entitled to additional payments of up to \$4.6 million to be paid in two payments over the next two years, contingent on the growth of the loan portfolios of the acquired stores. Up to 50% of any future contingent payments can be made in shares of our Class A Non-Voting Common Stock at our discretion. The value of the contingent consideration was included in the total consideration as the metrics were considered achievable on the date of acquisition. Cash paid at closing was \$11.6 million and \$3.8 million was paid during the fourth quarter of 2021.

During the first quarter of fiscal 2022, both parties completed the formal working capital reconciliation stipulated within the purchase agreement. As part of the working capital reconciliation, the Company and the seller agreed to reduce the purchase price, which was held in restricted cash as of September 30, 2021, by \$1.3 million. As the working capital adjustment was recorded as of September 30, 2021, this reduction to the purchase price is a measurement period adjustment, and resulted in a \$1.3 million reduction to goodwill during the period ended December 31, 2021. This reduced the total consideration for Bajio to \$22.3 million. As the future payments decreased, we released \$1.3 million of the previously held \$2.0 million in restricted cash to our unrestricted cash. Of the remaining \$0.6 million in restricted cash as of June 30, 2022, \$0.3 million was paid during July 2022, and the remaining \$0.3 million is expected to be paid on or around the fifth anniversary of the date of acquisition. During the second quarter of fiscal 2022, we obtained new information about the seller's calculation of pawn service charges receivable balance as of the date of acquisition, which resulted in a \$0.7 million measurement period adjustment to reduce pawn service charges receivable and increase goodwill.

The assets acquired and liabilities assumed are based upon the estimated fair values at the date of acquisition. The excess purchase price over the estimated fair market value of the new assets acquired has been recorded as goodwill.

The purchase price allocation is as follows, in thousands:

Cash and cash equivalents	\$	308
Pawn loans		4,619
Pawn service charges receivable		691
Inventory		1,319
Property and equipment		2,025
Right-of-use assets		10,651
Goodwill		25,422
Intangible assets		3,965
Deferred tax asset, net		381
Other assets		746
Accounts payable, accrued expenses and other liabilities		(2,290)
Debt		(14,931)
Lease liabilities		(10,651)
Total consideration	\$	22,255

Intangible assets acquired consist of indefinite-lived trade names.

The factors contributing to the recognition of goodwill, which is recorded in our Latin America Pawn segment, were based on several strategic and synergistic benefits we expect to realize from the acquisition, including expansion of our store base as well as the ability to further leverage our pawn expertise, investments in information technology and other back office and support functions of our existing Mexico pawn business. We expect none of the goodwill resulting from this business combination will be deductible for income tax purposes.

The results of Bajio have been included in our condensed consolidated financial statements from the date of acquisition in our Latin America Pawn segment. The acquired business contributed revenues of \$9.6 million and net loss of \$0.1 million during the fiscal year 2021.

On June 9, 2021, we repaid \$14.9 million of Bajio's existing debt assumed in the acquisition.

The following unaudited pro forma summary presents consolidated information for us as if the business combination had occurred on October 1, 2019. The pro forma information is not necessarily indicative of our results of operations had the acquisitions been completed on the above date, nor is it necessarily indicative of our future results. The pro forma information does not reflect any cost savings from operating efficiencies or synergies that could result from the acquisitions, nor does it reflect additional revenue opportunities following the acquisition.

(in thousands, except per share amounts)	Fiscal Years Ended September 30,	
	2021	2020
Revenue	\$ 748,957	\$ 857,926
Net income (loss)	\$ 8,828	\$ (65,206)
Basic earnings (loss) per common share	\$ 0.16	\$ (1.18)
Diluted earnings (loss) per common share	\$ 0.16	\$ (1.18)

We did not have any material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma gross profit and net income. These pro forma amounts have been calculated after applying the Company's accounting policies and

adjusting the results to reflect the additional amortization that would have been incurred assuming the amortization of the trade name had been applied from October 1, 2019.

During the fiscal year end ended September 30, 2021, we incurred total acquisition-related costs of \$0.8 million. The acquisition-related costs were primarily related to legal, accounting and consulting services and were expensed as incurred through September 30, 2021, and are included in general and administrative expenses in the Consolidated Statements of Operations.

NOTE 4: EARNINGS (LOSS) PER SHARE

The following table reconciles the number of common shares used to compute basic and diluted earnings per common share:

(in thousands, except per share amounts)	Fiscal Year Ended September 30,		
	2022	2021	2020
Basic earnings (loss) per common share:			
Net Income (loss) - Basic	\$ 50,160	\$ 8,612	\$ (68,463)
Weighted shares outstanding - Basic	56,498	55,744	55,313
Basic earnings (loss) per common share	\$ 0.89	\$ 0.15	\$ (1.24)
Diluted earnings (loss) per common share:			
Net Income (loss) - Basic	\$ 50,160	\$ 8,612	\$ (68,463)
Add: Convertible Notes interest expense, net of tax	7,489	—	—
Net Income (loss) - Diluted	\$ 57,649	\$ 8,612	\$ (68,463)
Weighted shares outstanding - basic	56,498	55,744	55,313
Effect of dilution from equity-based compensation awards*	678	205	—
Effect of dilution from if-converted Convertible Notes**	25,224	—	—
Weighted Shares Outstanding - Diluted	82,400	55,949	55,313
Diluted earnings (loss) per common share	\$ 0.70	\$ 0.15	\$ (1.24)
Potential common shares excluded from the calculation of diluted earnings per share above:			
Restricted stock***	1,975	1,233	2,786

* Includes time-based share-based awards and performance based awards for which targets for fiscal year tranches have been achieved and vesting is subject only to achievement of service conditions.

** See Note 9: Debt for conversion price and initial conversion rate of the 2024 Convertible Notes and 2025 Convertible Notes.

*** Includes antidilutive share-based awards as well as performance-based share-based awards that are contingently issuable, but for which the condition for issuance has not been met as of the end of the reporting period.

As a result of our adoption of ASU 2020-06 on October 1, 2021, the dilutive impact of the Convertible Notes for our calculation of diluted net income per share is considered using the if-converted method. During the fiscal year ended September 30, 2022, we increased net income by \$7.5 million, to arrive at the numerator used to calculate diluted earnings per common share, which represents interest expense recognized on the convertible notes that were subject to this change in methodology. For periods prior to our October 1, 2021 adoption of ASU 2020-06, we applied the treasury stock method to account for the dilutive impact of the 2024 and 2025 Convertible Notes for diluted earnings per share purposes.

NOTE 5: STRATEGIC INVESTMENTS

Cash Converters International Limited

On October 1, 2021, we purchased an additional 13 million shares of Cash Converters International Limited ("Cash Converters") for \$2.5 million. This purchase increased our total ownership in Cash Converters to 236,702,991 shares, representing a 37.7% ownership interest. Additionally, on October 14, 2021, we received a cash dividend of \$1.7 million from Cash Converters.

On March 10, 2022, we purchased an additional 5.5 million shares of Cash Converters for \$1.0 million. This purchase increased our total ownership in Cash Converters to 242,239,157 shares, representing a 38.6% ownership interest.

On April 5, 2022, we acquired an additional 13 million shares for \$2.5 million, bringing our total ownership to 255,239,157 shares, representing an ownership interest of 40.7%. Additionally, on April 14, 2022, we received a cash dividend of \$1.7 million from Cash Converters.

On September 15, 2022, we acquired an additional 5.7 million shares for \$0.9 million, bringing our total ownership to 260,939,157 shares, representing an ownership interest of 41.6%.

As of September 30, 2022, we owned 260,939,157 shares, or approximately 41.6%, of Cash Converters. Since September 30, 2022, we have acquired an additional 13 million shares, bringing our total ownership as of November 2, 2022 to 273,939,157 shares representing an ownership interest of 43.7%. See Note 16: Subsequent Events. We acquired our original investment (representing approximately 30% of the outstanding shares) in November 2009 and have increased our ownership through the acquisition of additional shares periodically since that time.

Our equity in Cash Converters's net income was \$2.9 million and \$4.3 million in fiscal 2022 and 2021, respectively, and our equity in net loss was \$2.1 million in fiscal 2020. Cash Converters did not declare or pay a dividend in fiscal 2020. Cash Converters's accumulated undistributed after-tax earnings included in our consolidated retained earnings were \$15.9 million as of September 30, 2022.

The following tables present summary financial information for Cash Converters's most recently reported results as applicable after translation to U.S. dollars:

(in thousands)	June 30,	
	2022	2021
Current assets	\$ 158,987	\$ 167,553
Non-current assets	170,798	191,788
Total assets	\$ 329,785	\$ 359,341
Current liabilities	\$ 59,256	\$ 61,395
Non-current liabilities	53,045	57,511
Shareholders' equity	217,484	240,435
Total liabilities and shareholders' equity	\$ 329,785	\$ 359,341

(in thousands)	Fiscal Year Ended June 30,		
	2022	2021	2020
Gross revenues	\$ 178,215	\$ 150,165	\$ 187,025
Gross profit	\$ 116,106	\$ 105,851	\$ 112,511
Net profit (loss)	\$ 8,099	\$ 12,081	\$ (7,032)

At September 30, 2022, 2021 and 2020, the fair value of our investment in Cash Converters, as estimated by reference to its quoted market price per share, was greater than its carrying value.

Founders One, LLC

In October 2021, we invested \$15.0 million in exchange for a non-redeemable voting participating preferred equity interest in Founders One, LLC ("Founders"), a newly-formed entity with one other member. Founders used that \$15.0 million to acquire an equity interest in Simple Management Group, Inc. ("SMG"), which owns and operates 21 pawn stores principally in the Caribbean region, with plans to build and acquire more stores in that region. The investment in Founders is a variable interest entity, but because the Company is not the primary beneficiary, we do not consolidate it. Further, as we are not the appointed manager, we do not have the ability to direct the activities of the investment entity that most significantly impact its economic performance. Consequently, our investment in Founders is accounted for utilizing the measurement alternative within ASC 321, Investments — Equity Securities. Our \$15.0 million carrying value of the investment is

included in “Other investments” in our consolidated balance sheets. Our maximum exposure for losses in this investment is its contributed investment of \$15.0 million.

NOTE 6: FAIR VALUE MEASUREMENTS

The fair value of a financial instrument is the amount that could be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy prioritizes the quality and reliability of the information used to determine fair values. Categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The fair value hierarchy is defined into the following three categories:

- Level 1 — Quoted market prices in active markets for identical assets or liabilities.
- Level 2 — Other observable market-based inputs or unobservable inputs that are corroborated by market data.
- Level 3 — Unobservable inputs that are not corroborated by market data.

Financial Assets and Liabilities Not Measured at Fair Value

The tables below present our financial assets and liabilities that were not measured at fair value:

(in thousands)	Carrying Value		Estimated Fair Value		
	September 30, 2022	September 30, 2022	Fair Value Measurement Using		
			Level 1	Level 2	Level 3
Financial assets:					
2.89% promissory note receivable due April 2024	\$ 1,215	\$ 1,215	\$ —	\$ —	\$ 1,215
Investments in unconsolidated affiliates	37,733	40,279	40,279	—	—
Other investments	24,220	24,220	—	—	24,220
Financial liabilities:					
2024 Convertible Notes	\$ 142,575	\$ 157,727	\$ —	\$ 157,727	\$ —
2025 Convertible Notes	170,328	147,488	—	147,488	—

(in thousands)	Carrying Value		Estimated Fair Value		
	September 30, 2021	September 30, 2021	Fair Value Measurement Using		
			Level 1	Level 2	Level 3
Financial assets:					
2.89% promissory note receivable due April 2024	\$ 1,181	\$ 1,181	\$ —	\$ —	\$ 1,181
Investments in unconsolidated affiliates	37,724	48,954	41,638	—	7,316
Financial liabilities:					
2024 Convertible Notes	\$ 123,543	\$ 153,281	\$ —	\$ 153,281	\$ —
2025 Convertible Notes	140,643	155,250	—	155,250	—

Based primarily on the short-term nature of cash and cash equivalents, pawn loans, pawn service charges receivable and other liabilities, we estimate that their carrying value approximates fair value. We consider our cash and cash equivalents to be measured using Level 1 inputs and our pawn loans, pawn service charges receivable and other liabilities to be measured using Level 3 inputs. Significant increases or decreases in the underlying assumptions used to value pawn loans, pawn service charges receivable, consumer loans, fees and interest receivable and other debt could significantly increase or decrease these fair value estimates.

Included in “Accounts payable, accrued expenses and other current liabilities” in our Consolidated Balance Sheets is \$4.6 million which represents the fair value of acquisition-related contingent consideration as discussed in Note 3: Acquisitions. The key assumptions used to determine the fair value of acquisition-related contingent consideration are estimated by management, not observable in the market and, therefore considered Level 3 inputs within the fair value hierarchy.

In September 2020, we received the final payment from AlphaCredit on the notes receivable related to the sale of Grupo Finmart and recorded the amount under “Restricted cash” in our consolidated balance sheet as of September 30, 2022 and 2021, respectively. In August 2019, AlphaCredit notified us of an indemnity claim for certain pre-closing taxes, but the nature, extent and validity of such claim has yet to be determined.

The inputs used to generate the fair value of the investment in Cash Converters were considered Level 1 inputs. These inputs consist of (a) the quoted stock price on the Australian Stock Exchange multiplied by (b) the number of shares we owned multiplied by (c) the applicable foreign currency exchange rate as of the end of our reporting period. We included no control premium for owning a large percentage of outstanding shares.

Of the \$24.2 million included Other investments in the table above as of September 30, 2022, \$15.0 million is related to our investment in Founders and \$6.2 million is related to our investment in RDC. We believe the investments’ fair value approximated its carrying value although such fair value is highly variable and includes significant unobservable inputs. We previously used the equity method of accounting for our 14.6% ownership in RDC. Effective September 2022, the Company no longer had the ability to exercise significant influence and therefore changed its accounting for this investment from the equity method to the cost method, utilizing the measurement alternative in ASC 321, *Investments - Equity Securities*.

We measured the fair value of the 2024 and 2025 Convertible Notes using quoted price inputs. The notes are not actively traded, and thus the price inputs represent a Level 2 measurement. As the quoted price inputs are highly variable from day to day, the fair value estimates disclosed above could significantly increase or decrease.

In March 2019, we received \$1.1 million in previously escrowed seller funds as a result of settling certain indemnification claims with the seller of GPMX. In April 2019, we loaned the \$1.1 million back to the seller of GPMX in exchange for a promissory note. The note bears interest at the rate of 2.89% per annum and is secured by certain marketable securities owned by the seller and held in a U.S. brokerage account. All principal and accrued interest is due and payable in April 2024. The principal amount of the note approximated its carrying value as of September 30, 2022 and 2021, respectively.

NOTE 7: PROPERTY AND EQUIPMENT

Major classifications of property and equipment were as follows:

(in thousands)	September 30,					
	2022			2021		
	Carrying Amount	Accumulated Depreciation	Net Book Value	Carrying Amount	Accumulated Depreciation	Net Book Value
Land	\$ 4	\$ —	\$ 4	\$ 4	\$ —	\$ 4
Buildings and improvements	123,434	(95,666)	27,768	113,015	(85,521)	27,494
Furniture and equipment	148,675	(120,747)	27,928	137,828	(111,944)	25,884
Software	33,803	(33,529)	274	33,981	(33,591)	390
Construction in progress	751	—	751	39	—	39
	\$ 306,667	\$ (249,942)	\$ 56,725	\$ 284,867	\$ (231,056)	\$ 53,811

The depreciation of property and equipment is recorded as depreciation expense and included under “Depreciation and amortization” recorded in our Consolidated Statements of Operations. These amounts were \$20.4 million, \$19.4 million and \$19.6 million for fiscal 2022, 2021 and 2020, respectively.

NOTE 8: GOODWILL AND INTANGIBLE ASSETS

We evaluate goodwill for impairment annually on September 30 and upon the occurrence of certain triggering events or substantive changes in circumstances that indicate that the fair value of goodwill may be impaired.

As of September 30, 2022, we assessed qualitative and quantitative factors and determined that it was not more-likely-than-not that the fair values of our reporting units were less than their carrying values as of the testing date. As a result of our assessment, no goodwill impairment charge was recorded during the fiscal year ended September 30, 2022.

During the second quarter of fiscal 2020, the decline in our market capitalization indicated a possible impairment in the carrying value of goodwill. We elected to perform a quantitative analysis as of March 31, 2020, using the income approach with discount rates from 11% to 19%. As a result of our quantitative analysis, we determined the fair value of each of our reporting units was below its carrying value, primarily as a result of the impact of the COVID-19 pandemic on typical customer behavior, which led to a significant decline in pawn loan balances, and the mandated closure of stores in our GPMX countries. We recorded a goodwill impairment charge of \$41.3 million in the second quarter of fiscal 2020 as “Impairment of goodwill, intangible and other assets” in our Consolidated Statements of Operations.

As of September 30, 2022, we assessed qualitative and quantitative factors and determined that it was not more-likely-than-not that the fair values of our indefinite-lived intangible assets were less than their carrying values. Based on our assessment as of September 30, 2022, no impairment charges were recorded related to intangible assets or long-lived asset groups.

In connection with the analysis of goodwill as of March 31, 2020, we determined that the fair values of the trade names associated with acquired entities in our Mexico and GPMX reporting units were also impaired and recorded an impairment charge of \$2.9 million and \$1.7 million, respectively. Furthermore, we determined the carrying amount of certain long-lived asset groups were not recoverable and recorded an impairment charge of \$1.1 million in the second quarter of 2020 related to these asset groups. These impairment charges were recorded as "Impairment of goodwill, intangible and other assets" in our Consolidated Statements of Operations.

The following table presents the changes in the carrying value of goodwill by segment:

(in thousands)	U.S. Pawn	Latin America Pawn	Consolidated
Balances as of September 30, 2020	\$ 241,928	\$ 15,654	\$ 257,582
Acquisitions	2,543	26,100	28,643
Effect of foreign currency translation changes	—	(467)	(467)
Balances as of September 30, 2021	\$ 244,471	\$ 41,287	\$ 285,758
Acquisitions	1,032	—	1,032
Measurement period adjustments	—	(678)	(678)
Effect of foreign currency translation changes	—	716	716
Balances as of September 30, 2022	\$ 245,503	\$ 41,325	\$ 286,828

The following table presents the balance of each major class of intangible assets:

(in thousands)	September 30,	
	2022	2021
Non-amortizing intangible assets:		
Trade names	\$ 23,189	\$ 23,036
Accumulated impairment losses	(4,598)	(4,598)
	18,591	18,438
Pawn licenses	9,535	9,694
	\$ 28,126	\$ 28,132
Amortizing intangible assets:		
Internally developed software	\$ 79,146	\$ 78,174
Accumulated amortization	(50,600)	(43,710)
Accumulated impairment losses	—	(2,579)
	\$ 28,546	\$ 31,885
Other	\$ 2,344	\$ 4,452
Accumulated amortization	(2,197)	(2,365)
	\$ 147	\$ 2,087
Intangible assets, net	\$ 56,819	\$ 62,104

The amortization of most definite-lived intangible assets is recorded as amortization expense and included under "Depreciation and amortization" expense in our Consolidated Statements of Operations. These amounts were \$11.7 million, \$11.3 million and \$11.2 million for fiscal 2022, 2021 and 2020, respectively.

A charge of \$2.4 million was recorded in fourth quarter of fiscal 2022 to "General and administrative" expenses in our Consolidated Statements of Operations related to an asset write-down associated with an information technology software infrastructure migration.

As of September 30, 2022, our estimate of future amortization expense for definite-lived intangible assets is as follows (in thousands):

2023	\$ 10,275
2024	\$ 7,705
2025	\$ 4,427
2026	\$ 2,471
2027 and thereafter	\$ 3,815

As acquisitions and dispositions occur in the future, amortization expense may vary from these estimates.

NOTE 9: DEBT

The Company adopted ASU 2020-06 on October 1, 2021. See Note 1: Organization And Summary Of Significant Accounting Policies for further discussion of this recently adopted accounting policy.

The following tables present our debt instruments outstanding, contractual maturities and interest expense:

(in thousands)	September 30, 2022			September 30, 2021		
	Gross Amount	Debt Issuance Costs	Carrying Amount	Gross Amount	Debt Discount and Issuance Costs	Carrying Amount
2024 Convertible Notes	\$ 143,750	\$ (1,175)	\$ 142,575	\$ 143,750	\$ (20,207)	\$ 123,543
2025 Convertible Notes	172,500	(2,172)	170,328	172,500	(31,857)	140,643
Total long-term debt	\$ 316,250	\$ (3,347)	\$ 312,903	\$ 316,250	\$ (52,064)	\$ 264,186

(in thousands)	Schedule of Contractual Maturities			
	Total	Less Than 1 Year	1 - 3 Years	3 - 5 Years
2024 Convertible Notes	\$ 143,750	\$ —	\$ 143,750	\$ —
2025 Convertible Notes	172,500	—	172,500	—
Total	\$ 316,250	\$ —	\$ 316,250	\$ —

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
2024 Convertible Notes:			
Contractual interest expense	\$ 4,133	\$ 4,133	\$ 4,133
Amortization of deferred financing costs	635	446	446
Amortization of debt discount	—	5,903	5,437
Total interest expense	\$ 4,768	\$ 10,482	\$ 10,016
2025 Convertible Notes:			
Contractual interest expense	\$ 4,097	\$ 4,097	\$ 4,097
Amortization of deferred financing costs	797	560	561
Amortization of debt discount	—	6,919	6,393
Total interest expense	\$ 4,894	\$ 11,576	\$ 11,051

2.875% Convertible Senior Notes Due 2024

In July 2017, we issued \$143.75 million aggregate principal amount of 2.875% Convertible Senior Notes Due 2024 (the "2024 Convertible Notes"). The 2024 Convertible Notes were issued pursuant to an indenture dated July 5, 2017 (the "2017 Indenture") by and between the Company and Wells Fargo Bank, National Association, as the original trustee. Effective October 1, 2019, Truist (formerly BB&T) assumed the duties and responsibilities as trustee under the 2017 Indenture. The 2024 Convertible Notes were issued in a private offering under Rule 144A under the Securities Act of 1933. The 2024 Convertible Notes pay interest semi-annually in arrears at a rate of 2.875% per annum on January 1 and July 1 of each year, commencing January 1, 2018, and mature on July 1, 2024 (the "2024 Maturity Date"), unless converted, redeemed or repurchased in accordance with the terms prior to such date. At maturity, the holders of the 2024 Convertible Notes will be entitled to receive cash equal to the principal of the 2024 Convertible Notes plus accrued interest.

The effective interest rate for fiscal 2022 was approximately 3.35%. As of September 30, 2022, the remaining unamortized debt issuance costs will be amortized using the effective interest method through the 2024 Maturity Date assuming no early conversion.

The 2024 Convertible Notes are convertible based on an initial conversion rate of 100 shares of Class A Common Stock per \$1,000 principal amount (equivalent to an initial conversion price of \$10.00 per share). The conversion rate will not be adjusted for any accrued and unpaid interest. The 2024 Convertible Notes contain certain make-whole fundamental change premiums and customary anti-dilution adjustments. Upon conversion, we may settle in cash, shares of Class A Common Stock or any combination thereof, at our election.

Prior to January 1, 2024, the 2024 Convertible Notes will be convertible only under the following circumstances: (1) during any fiscal quarter commencing after the fiscal quarter ending on September 30, 2017 (and only during such fiscal quarter), if the last reported sale price of our Class A Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price, as defined in the 2017 Indenture, per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our Class A Common Stock and the conversion rate on such trading day; (3) if we call any or all of the 2024 Convertible Notes for redemption, at any time prior to the close of business on the business day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events, as defined in the 2017 Indenture. On or after January 1, 2024 until the close of business on the business day immediately preceding the 2024 Maturity Date, holders of 2024 Convertible Notes may, at their option, convert their 2024 Convertible Notes at any time, regardless of the foregoing circumstances.

At our option, we may redeem for cash all or any portion of the 2024 Convertible Notes on or after July 6, 2021, if the last reported sale price of the Class A Common Stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which we provide notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption. The redemption price will be equal to 100% of the principal amount of the 2024 Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

As of September 30, 2022, the 2024 Convertible Notes were not convertible as no conditions of conversion had been met. Accordingly, the net balance of the 2024 Convertible Notes was classified as a non-current liability in our Consolidated Balance Sheets as of September 30, 2022. The classification of the 2024 Convertible Notes as current or non-current in the Consolidated Balance Sheets is evaluated at each balance sheet date and may change from time to time depending on whether any of the conversion conditions has been met.

If one of the conversion conditions is met in any future fiscal quarter, we will classify our net liability under the 2024 Convertible Notes as a current liability in the Consolidated Balance Sheets as of the end of that fiscal quarter. If none of the conversion conditions have been met in a future fiscal quarter prior to the one-year period immediately preceding the 2024 Maturity Date, we will classify our net liability under the 2024 Convertible Notes as a non-current liability in the Consolidated Balance Sheets as of the end of that fiscal quarter. If the note holders elect to convert their 2024 Convertible Notes prior to maturity, any unamortized debt issuance costs will be recognized as expense at the time of conversion. If the entire outstanding principal amount had been converted on September 30, 2022, we would have recorded an expense associated with the conversion, comprised of \$1.2 million of unamortized debt issuance costs. As of September 30, 2022, none of the note holders had elected to convert their 2024 Convertible Notes. As of September 30, 2022, the if-converted value of the 2024 Convertible Notes did not exceed the principal amount.

2.375% 2025 Convertible Senior Notes Due 2025

In May 2018, we issued \$172.5 million aggregate principal amount of 2.375% Convertible Senior Notes Due 2025 (the "2025 Convertible Notes"). The 2025 Convertible Notes were issued pursuant to an indenture dated May 14, 2018 (the "2018 Indenture") by and between the Company and Wells Fargo Bank, National Association, as the original trustee. Effective October 1, 2019, Truist (formerly BB&T) assumed the duties and responsibilities as trustee under the 2018 Indenture. The 2025 Convertible Notes were issued in a private offering under Rule 144A under the Securities Act of 1933. The 2025 Convertible Notes pay interest semi-annually in arrears at a rate of 2.375% per annum on May 1 and November 1 of each year, commencing November 1, 2018, and mature on May 1, 2025 (the "2025 Maturity Date"), unless converted, redeemed or repurchased in accordance with the terms prior to such date.

The effective interest rate for fiscal 2022 was approximately 2.88%. As of September 30, 2022, the remaining unamortized debt issuance costs will be amortized using the effective interest method through the 2025 Maturity Date assuming no early conversion.

The 2025 Convertible Notes are convertible based on an initial conversion rate of 62.8931 shares of Class A Common Stock per \$1,000 principal amount (equivalent to an initial conversion price of \$15.90 per share). The conversion rate will not be adjusted for any accrued and unpaid interest. The 2025 Convertible Notes contain certain make-whole fundamental change premiums and customary anti-dilution adjustments. Upon conversion, we may settle in cash, shares of Class A Common Stock or any combination thereof, at our election.

Prior to November 1, 2024, the 2025 Convertible Notes are convertible only under the following circumstances: (1) during any fiscal quarter commencing after the fiscal quarter ended on June 30, 2018 (and only during such fiscal quarter), if the last reported sale price of our Class A Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding fiscal quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price, as defined in the 2018 Indenture, per \$1,000 principal amount of notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our Class A Common Stock and the conversion rate on such trading day; (3) if we call any or all of the 2025 Convertible Notes for redemption, at any time prior to the close of business on the business day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events, as defined in the 2018 Indenture. On or after November 1,

2024 until the close of business on the business day immediately preceding the 2025 Maturity Date, holders of 2025 Convertible Notes may, at their option, convert their 2025 Convertible Notes at any time, regardless of the foregoing circumstances.

At our option, we may redeem for cash all or any portion of the 2025 Convertible Notes on or after May 1, 2022, if the last reported sale price of the Class A Common Stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which we provide notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which we provide notice of redemption. The redemption price will be equal to 100% of the principal amount of the 2025 Convertible Notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

As of September 30, 2022, the 2025 Convertible Notes were not convertible as no conditions of conversion had been met. Accordingly, the net balance of the 2025 Convertible Notes was classified as a non-current liability in our Consolidated Balance Sheets as of September 30, 2022. The classification of the 2025 Convertible Notes as current or non-current in the Consolidated Balance Sheets is evaluated at each balance sheet date and may change from time to time depending on whether any of the conversion conditions has been met.

If one of the conversion conditions is met in any future fiscal quarter, we will classify our net liability under the 2025 Convertible Notes as a current liability in the Consolidated Balance Sheets as of the end of that fiscal quarter. If none of the conversion conditions have been met in a future fiscal quarter prior to the one-year period immediately preceding the 2025 Maturity Date, we will classify our net liability under the 2025 Convertible Notes as a non-current liability in the Consolidated Balance Sheets as of the end of that fiscal quarter. If the note holders elect to convert their 2025 Convertible Notes prior to maturity, any unamortized debt issuance costs will be recognized as expense at the time of conversion. If the entire outstanding principal amount had been converted on September 30, 2022, we would have recorded an expense associated with the conversion, comprised of \$2.2 million of unamortized debt issuance costs. As of September 30, 2022, none of the note holders had elected to convert their 2025 Convertible Notes. As of September 30, 2022, the if-converted value of the 2025 Convertible Notes did not exceed the principal amount.

NOTE 10: COMMON STOCK AND STOCK COMPENSATION

Common Stock Repurchase Program

On May 3, 2022, the Company's Board of Directors (the "Board") authorized the repurchase of up to \$50 million of our Class A Common Stock over three years. Execution of the program will be responsive to fluctuating market conditions and valuations, liquidity needs and the expected return on investment compared to other opportunities.

The amount and timing of purchases will be dependent on a variety of factors, including stock price, trading volume, general market conditions, legal and regulatory requirements, general business conditions, the level of cash flows, and corporate considerations determined by management and the Board, such as liquidity and capital needs and the availability of attractive alternative investment opportunities. The Board of Directors has reserved the right to modify, suspend or terminate the program at any time. Through September 30, 2022, the Company has repurchased and retired 237,943 shares of our Class A Common Stock for \$2.0 million, which amount was allocated between "Additional paid-in capital" and "Retained earnings" in our Consolidated Balance Sheets.

Stock Compensation

The Company utilizes equity-based awards as a long-term incentive to attract and retain qualified employees, consultants and directors and motivate them to achieve long-term goals, thereby promoting the long-term financial interests of the Company and enhancing long-term stockholder return.

2022 LTI Plan

On March 1, 2022, the Company adopted the 2022 Long-Term Incentive Plan (the "2022 LTI Plan"), which gives the Company the ability to grant equity-based incentive compensation awards, in the form of restricted stock or restricted stock units, to its employees, members of the Board of Directors and consultants, independent contractors or advisors who are determined to have a direct and significant effect on the Company's performance. The total number of shares of Class A Non-Voting Common Stock that may be issued pursuant to awards under the 2022 LTI Plan ("Authorized Shares") is such number that is from time to time approved by the holder of the Company's Class B Voting Common Stock (the "Voting Stockholder"). At the time the 2022 LTI Plan was adopted, 400,000 shares of our Class A Non-Voting Common Stock were added as Authorized Shares, and that number was increased to 1,900,000 in October 2022. At any time, the number of shares that are available for issuance under future awards ("Available Shares") is equal to the number of Authorized Shares reduced by the number of shares previously issued and the number of shares that may be issued under outstanding awards. The number of Available Shares is increased for shares covered by awards that are forfeited, cancelled or otherwise terminated without the issuance of shares or shares that are withheld at the request of a participant to satisfy such participant's tax withholding obligations.

The 2022 LTI Plan is administered by the People and Compensation Committee of the Board of Directors (the “Committee”). The Committee generally determines and recommends the type, recipient, amount and terms for all awards issued under the 2022 LTI Plan, but each award issuance requires the approval of the full Board of Directors.

Restricted stock awards are generally subject to continued service over a specified period (typically one-to-three years) and expensed straight-line over the service period. Restricted stock units are generally subject to the achievement of performance goals in addition to continued service, and they are expensed, on a tranche-by-tranche basis, ratably over the service period beginning with the start of the measurement of performance.

2010 LTI Plan

The 2022 LTI Plan replaced the 2010 Long-Term Incentive Plan (the “2010 LTI Plan”) for all long-term incentive awards issued from and after January 1, 2022. The 2010 LTI Plan remains effective, but only with respect to LTI awards issued and outstanding as of December 31, 2021, and any authorized but unissued shares remaining in the 2010 LTI Plan are available only to satisfy such awards.

Under the 2010 LTI Plan, we granted awards of restricted stock or restricted stock units to employees and non-employee directors. Awards granted to employees were typically subject to performance and service conditions. Awards granted to non-employee directors were time-based awards subject only to service conditions. Awards were measured at the grant date fair value with compensation costs associated with the awards recognized over the requisite service period, usually the vesting period, on a straight-line basis.

Board of Director Awards

Immediately after our 2022 Annual Meeting of Stockholders in March 2022, we granted each of the five non-employee directors a restricted stock award covering 26,490 shares (132,450 shares in total). Those shares are scheduled to vest on the day immediately preceding the 2023 Annual Meeting of Stockholders (but in no event later than March 31, 2023), subject only to service conditions.

In February 2021, we granted each of the four non-employee directors serving at that time a restricted stock award covering 31,936 shares (127,744 shares in total). Those shares vested on the day immediately preceding our 2022 Annual Meeting of Stockholders in March 2022.

In December 2020, we granted each of the nine non-employee directors serving at that time a restricted stock award covering 15,905 shares (143,145 shares in total). Those shares were scheduled to vest on March 31, 2021, subject only to service conditions. The vesting of 79,525 of such shares was accelerated to February 18, 2021 (the date of the 2021 Annual Meeting of Stockholders) when the term of service for five of the non-employee directors ended. The remaining 63,620 shares vested on March 31, 2021.

In May 2020, we granted 12,346 shares of restricted stock to a newly-appointed non-employee director, and in December 2019, we granted each of the nine non-employee directors serving at that time a restricted stock award covering 24,768 shares (222,912 shares in total). The vesting of these shares was subject only to service conditions, and all of such shares vested on September 30, 2020.

Employee Awards

FY22 Awards — In October and November 2021, we granted restricted stock unit awards covering a total of 981,327 shares to our executive officers and other key employees. These awards were issued as part of our annual LTI program for fiscal 2022. The awards have a three-year performance period consisting of fiscal 2022, fiscal 2023 and fiscal 2024. For each award, the total number of shares was allocated equally among the three fiscal years in the performance period, with each tranche having separate performance conditions. The number of shares available to vest from each tranche can range from 0 to 150% and is dependent on the achievement of the performance condition for that tranche. All of the shares that become available to vest based on the achievement of the performance conditions will vest on September 30, 2024, so long as the recipient continues active employment with the Company through that date. Performance targets for the fiscal 2022 tranche were determined and communicated at the time of grant. Grant dates for the other two tranches will be determined when the applicable performance targets are established for these tranches. As of September 30, 2022, we considered the performance targets for the fiscal 2022 tranche to be probable of achievement at the 150% level. During fiscal 2022, we granted restricted stock unit awards covering an additional 161,265 shares to executive officers and other key employees in connection with promotions or new hires. These additional awards carry the same terms as those granted in October and November 2021.

In October 2021, we granted a restricted stock award covering 29,722 to an executive officer as a special performance and retention award. This awards vests ratably over three years (fiscal 2022, fiscal 2023 and fiscal 2024), subject only to continued service.

FY21 Awards — In February 2021, we granted restricted stock units covering a total of 1,177,214 shares to our executive officers and other key employees. The awards have a three-year performance period consisting of fiscal 2021, fiscal 2022 and fiscal 2023. For each award, the total number of shares was allocated equally among the three fiscal years in the performance period, with each tranche having separate performance conditions. The number of shares available to vest from each tranche can range from 0 to 150% and is dependent on the achievement of the performance condition for that tranche. All of the shares that become available to vest based on the achievement of the performance conditions will vest on September 30, 2023, so long as the recipient continues active employment with the Company through

that date. Performance targets for the fiscal 2021 tranche were determined and communicated in February 2021, and performance targets for the fiscal 2022 tranche were determined and communicated in October 2021. The grant date for the fiscal 2023 tranche will be determined when the applicable performance targets are established for that tranche. As of September 30, 2021, we considered the performance targets for the fiscal 2021 tranche to be probable of achievement at the 150% level, and as of September 30, 2022, we considered the performance targets for the fiscal 2022 tranche to be probable of achievement at the 150% level. During fiscal 2021, we granted restricted stock unit awards covering an additional 4,722 shares of restricted stock to employees in connection with promotions or new hires. These additional awards carry the same terms as those granted in February 2021.

FY20 Awards — In January 2020, the Committee approved restricted stock unit awards for executive officers and key employees, but did not finalize the performance targets at that time. In January 2021, the Committee approved the applicable performance targets and we granted restricted stock unit awards covering a total of 550,224 shares of restricted stock to employees. We consider the awards to have a three-year performance period consisting of fiscal 2020, fiscal 2021 and fiscal 2022, with a service condition applicable to fiscal 2020 and then separate performance conditions applicable to fiscal 2021 and 2022. For each award, the total number of shares was allocated equally among fiscal 2021 and fiscal 2022, with each tranche having separate performance conditions. The number of shares available to vest from each tranche is dependent on the achievement of the performance condition for that tranche and can range from 0 to 100%. All of the shares that become available to vest based on the achievement of the performance conditions will vest on September 30, 2022, so long as the recipient continues active employment with the Company through that date. Performance targets for the fiscal 2021 tranche were communicated in January 2021, and performance targets for the fiscal 2022 tranche were determined and communicated in October 2021. As of September 30, 2021, we considered the performance targets for the fiscal 2021 tranche to be probable of achievement at the 100% level, and as of September 30, 2022, we considered the performance targets for the fiscal 2022 tranche to be probably of achievement at the 100% level.

FY19 Awards — In December 2018, we granted restricted stock unit awards covering a total of 971,615 shares to executive officers and other key employees. The awards had a three-year performance period consisting of fiscal 2019, fiscal 2020 and fiscal 2021, and were subject to a single three-year performance condition as well as a service condition through the end of the performance period. In November 2020, the Committee determined that the stated performance target for such awards was not probable of achievement and approved a modification of such awards that reduced the number of shares available for vesting and established a new one-year performance condition (in addition to the continuing service condition) applicable to the vesting of the remaining shares. We treated this modification as a cancellation of the existing awards and the grant of new awards subject to a new performance condition, which resulted in (1) the cancellation of awards covering 458,960 shares and the reversal of \$2.9 million of previously recognized stock compensation expense and (2) the grant of 358,883 shares of restricted stock. During fiscal 2021, we granted restricted stock unit awards covering an additional 61,138 shares of restricted stock to employees in connection with promotions or new hires. These additional awards carried the same terms as those granted in December 2018. All of these awards vested in November 2021, after the Committee determined that the performance condition had been met.

FY18 Awards — In December 2017, we granted restricted stock unit awards covering a total of 1,308,533 shares to executive officers and other key employees. The awards had a three-year performance period consisting of fiscal 2018, fiscal 2019 and fiscal 2020, and were subject to a single three-year performance condition as well as a service condition through the end of the performance period. Awards covering 190,725 shares vested on September 30, 2018. In November 2020, the Committee determined that the performance target applicable to the awards was only partially achieved, and approved the vesting of 295,723 shares in December 2020. Awards covering 81,896 shares were cancelled, resulting in a reversal of \$0.8 million of previously recognized stock compensation expense.

As of September 30, 2022, the unamortized fair value of share awards to be amortized over their remaining vesting periods was approximately \$10.0 million. The weighted-average period over which these costs will be amortized is approximately two years.

The following table presents amounts related to our stock compensation arrangements:

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
Share-based compensation costs	\$ 5,053	\$ 3,946	\$ (5,094)
Income tax expense (benefit) on share-based compensation	(557)	561	420

The following table presents a summary of stock compensation activity:

	Shares	Weighted Average Grant Date Fair Value
Outstanding as of September 30, 2021	2,218,777	\$ 4.86
Granted	1,304,764	7.24
Released ^(a)	(496,535)	4.84
Cancelled	(913,683)	5.91
Outstanding as of September 30, 2022	2,113,323	\$ 5.88

(a) 103,515 shares were withheld to satisfy related income tax withholding.

The following table presents a summary of the fair value of shares granted:

	Fiscal Year Ended September 30,		
	2022	2021	2020
(in millions except per share amounts)			
Weighted average grant date fair value per share granted ^(a)	\$ 7.24	\$ 4.92	\$ 5.73
Total market value of shares released	\$ 3.7	\$ 3.4	\$ 5.1

(a) Awards with performance and time-based vesting provisions are generally valued based upon the underlying share price as of the issuance date.

Other

We have not declared or paid any dividends and currently do not anticipate paying any dividends in the immediate future. As described in Note 9: Debt, payment of a dividend requires an adjustment to the conversion rate of our Convertible Notes. Should we pay dividends in the future, our certificate of incorporation provides that cash dividends on common stock, when declared, must be declared and paid at the same per share amounts on both classes of stock. Any future determination to pay cash dividends will be at the discretion of our Board of Directors.

NOTE 11: INCOME TAXES

The following table presents the components of our income before income taxes, including inter-segment amounts:

	Fiscal Year Ended September 30,		
	2022	2021	2020
(in thousands)			
Domestic*	\$ 49,937	\$ 2,320	\$ (31,989)
Foreign	17,776	13,742	(38,106)
	\$ 67,713	\$ 16,062	\$ (70,095)

* Includes the majority of our corporate administrative costs. See Note 14: Segment Information for information pertaining to segment contribution.

The following table presents the significant components of the income tax provision:

	Fiscal Year Ended September 30,		
	2022	2021	2020
(in thousands)			
Current:			
Federal	\$ 9,465	\$ (479)	\$ (6,631)
State and foreign	3,143	4,646	10,544
	12,608	4,167	3,913
Deferred:			
Federal	983	3,202	(1,561)
State and foreign	3,962	81	(3,984)
	4,945	3,283	(5,545)
Total income tax (benefit) expense	\$ 17,553	\$ 7,450	\$ (1,632)

The following table presents a reconciliation of income taxes calculated at the statutory rate and the provision for income taxes:

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
Income tax expense (benefit) at the federal statutory rate	\$ 14,223	\$ 3,374	\$ (14,720)
State taxes, net of federal benefit	1,728	931	951
Mexico inflation adjustment	(2,089)	(1,217)	(1,120)
Non-deductible items	1,705	2,087	772
Foreign rate differential	1,306	1,111	(1,671)
Change in valuation allowance	660	(137)	962
Stock compensation	(161)	293	598
Uncertain tax positions	(2,025)	208	2,849
Non-deductible impairment	—	—	9,093
Deferred tax true-up	3,811	896	—
Other	(1,605)	(96)	654
Total income tax expense (benefit)	\$ 17,553	\$ 7,450	\$ (1,632)
Effective tax rate	26 %	46 %	2 %

The following table shows significant components of our deferred tax assets and liabilities:

(in thousands)	September 30,	
	2022	2021
Deferred tax assets:		
Cash Converters	\$ 14,299	\$ 13,848
Tax over book inventory	7,942	7,595
Accrued liabilities	8,384	7,731
Pawn service charges receivable	2,507	1,195
Stock compensation	887	643
Foreign tax credit	1,696	2,484
State and foreign net operating loss carryforwards	16,220	19,414
Book over tax depreciation	5,574	7,250
Other	3,943	3,562
Total deferred tax assets before valuation allowance	61,452	63,722
Valuation allowance	(17,966)	(19,135)
Total deferred tax assets, net	43,486	44,587
Deferred tax liabilities:		
Tax over book amortization	29,663	23,674
Note receivable discount	—	13,483
Prepaid expenses	2,051	1,368
Total deferred tax liabilities	31,714	38,525
Net deferred tax asset	\$ 11,772	\$ 6,062

As of September 30, 2022, we had state net operating loss carryforwards of approximately \$90.5 million, which begin to expire in 2023 if not utilized. We also had foreign net operating loss carryforwards of \$51.3 million, which will begin to expire in 2030 if not utilized. Additionally, we have a \$1.7 million foreign tax credit that will expire between 2024 to 2027 if not utilized.

Deferred tax assets and liabilities are recorded for the estimated tax impact of temporary differences between the tax basis and book basis of assets and liabilities. The Company has elected to account for the tax on Global Intangible Low-Taxed Income (“GILTI”) as a period cost and therefore has not recorded deferred taxes related to GILTI on its foreign subsidiaries. A valuation allowance is established against a deferred tax asset when it is more likely than not that the deferred tax asset will not be realized. Our valuation allowance has been established to offset certain state and foreign net operating loss carryforwards and foreign tax credit carryforwards that are not more likely than not to be utilized prior to expiration. The valuation allowance decreased by \$1.2 million in fiscal 2022, primarily due to the expiration of the statute of limitations on certain state NOL’s for which a valuation allowance had been recorded as well as a reduction of fully reserved net operating loss carryforward and other deferred tax assets in Canada. We believe our results from future operations will generate sufficient taxable income in the appropriate jurisdictions such that it is more likely than not that the remaining deferred tax assets will be realized.

Deferred taxes are not provided for undistributed earnings of foreign subsidiaries of approximately \$72.5 million which are intended to be reinvested outside of the U.S. Accordingly, no provision for foreign withholding taxes associated with a distribution of those earnings has

been made. We estimate that, upon distribution of our share of these earnings, we would be subject to withholding taxes of approximately \$3.7 million as of September 30, 2022. We provided deferred income taxes on all undistributed earnings from Cash Converters.

The following table presents a roll-forward of unrecognized tax benefits:

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
Beginning balance	\$ 4,763	\$ 3,085	\$ 1,435
Increase for tax positions taken during a prior period	547	2,135	1,401
Increase for tax positions taken during the current period	—	—	249
Decrease for tax positions as a result of the lapse of the statute of limitations	(1,742)	(457)	—
Ending balance	\$ 3,568	\$ 4,763	\$ 3,085

All of the above unrecognized tax benefits, if recognized, would impact our effective tax rate for the respective period of each ending balance. The statute of limitations will expire within the next twelve months with respect to approximately \$0.8 million of foreign uncertain tax positions. The Company recognizes accrued interest and penalties related to unrecognized tax benefits in income tax expense. During 2022, the Company recognized income tax expense of \$0.2 million offset by the reversal of previously accrued interest and penalties of \$1.0 million due to the lapse of the statute of limitations on the associated tax position and an income tax expense of \$0.3 million and \$1.2 million, during 2021 and 2020 respectively, due to the accrual of interest and penalties. The total amount of accrued interest and penalties was \$1.0 million, \$1.8 million and \$1.5 million in 2022, 2021 and 2020, respectively.

We are subject to U.S., Mexico, Canada, Guatemala, Honduras, El Salvador, Peru and the Netherlands income taxes as well as income taxes levied by various state and local jurisdictions. With few exceptions, we are no longer subject to examinations by tax authorities for years before the tax year ended September 30, 2016. We believe that adequate provisions have been made for any adjustments that may result from tax examinations.

NOTE 12: LEASES

The table below presents balances of our lease assets and liabilities and there balance sheet locations for both operating and financing leases:

(in thousands)	Balance Sheet Location	<u>September 30, 2022</u>		<u>September 30, 2021</u>	
Lease assets:					
Operating lease right-of-use assets	Right-of-use assets, net	\$	221,405	\$	200,990
Financing lease assets	Right-of-use assets, net		181		—
Total lease assets		\$	221,586	\$	200,990
Lease liabilities:					
Current:					
Operating lease liabilities	Operating lease liabilities, current	\$	52,334	\$	52,263
Financing lease liabilities	Accounts payable, accrued expenses and other current liabilities		37		—
Total current lease liabilities			52,371		52,263
Non-current:					
Operating Lease liabilities	Operating lease liabilities		180,756		161,330
Financing lease liabilities	Other long-term liabilities		148		—
Total non-current lease liabilities			180,904		161,330
Total lease liabilities		\$	233,275	\$	213,593

The table below provides major components of our lease costs:

(in thousands)	<u>Fiscal Year Ended September 30,</u>	
	<u>2022</u>	<u>2021</u>
Operating lease cost:		
Operating lease cost *	\$ 67,414	\$ 61,980
Variable lease cost	15,229	13,000
Total operating lease cost	82,643	\$ 74,980
Financing lease cost:		
Amortization of financing lease assets	3	—
Interest on financing lease liabilities	1	—
Total financing lease cost	4	—
Total lease cost	\$ 82,647	\$ 74,980

* Includes a reduction for sublease rental income of \$3.6 million and \$3.4 million for fiscal years ending September 2022 and 2021, respectively.

Lease expense is recognized on a straight-line basis over the lease term with variable lease expense recognized in the period in which the costs are incurred. The components of lease expense are included in "Store expenses" and "General and administrative" expense, based on the underlying lease use. Cash paid for operating leases are \$72.3 million and \$61.9 million for the fiscal years ended September 30, 2022 and 2021, respectively.

The weighted- average term and discount rates for leases are as follows:

	<u>Fiscal Year Ended September 30,</u>	
	<u>2022</u>	<u>2021</u>
Weighted-average remaining lease term (years):		
Operating leases	5.12	5.08
Financing leases	4.10	—
Weighted-average discount rate:		
Operating leases	8.32 %	5.92 %
Financing leases	11.14 %	— %

As of September 30, 2022, maturities of lease liabilities under ASC 842 by fiscal year were as follows (in thousands):

	Operating Leases	Financing Leases
Fiscal 2023	\$ 69,106	\$ 63
Fiscal 2024	59,734	56
Fiscal 2025	49,924	56
Fiscal 2026	39,621	55
Fiscal 2027	27,107	5
Thereafter	40,681	—
Total lease liabilities	286,173	235
Less: portion representing Imputed interest	53,083	50
Total net lease liabilities	233,090	185
Less: current portion	52,334	37
Total long term net lease liabilities	\$ 180,756	\$ 148

In December 2014, we entered into a non-cancelable 13-year operating lease for our corporate offices, with rent payments beginning February 2016 and ending March 2029. Annual rent, net of square footage subsequently terminated as a result of negotiations with the landlord, escalate from \$2.5 million at lease inception to \$3.9 million in the terminal year of the lease.

The lease includes two five-year extension options at the end of the initial lease term. The estimated minimum future rental payments under the lease are approximately \$24.4 million as of September 30, 2022. During fiscal 2017 and 2016, we initiated subleases for a portion of our corporate operating office lease for estimated minimum future sublease payments of approximately \$12.2 million. In addition to the above subleases, during fiscal 2018 we entered into an amendment to the operating lease surrendering another 15% of the initial leased premises. As a result, sublease payments were expected to fully offset our original operating lease obligations through August 2022, with renewal options available until the end of the master operating lease in March 2029.

During the second quarter of fiscal 2015, we entered into cancellable subleases for our Miami office for an estimated minimum future sublease payment of approximately \$2.9 million. Sublease payments are expected to offset substantially all of our original operating lease obligations over the nine-year period beginning March 2015 and ending September 2024. During the fourth quarter of fiscal 2022, the Miami office lease and sublease were terminated with no fees, and the deposit to the subtenant was returned.

As a result of the COVID-19 pandemic, we believe there was a significant adverse change in the business climate that impacted the office leasing market and a significant decrease in the market prices of an asset or asset group that affected the value of the right of use asset for our corporate office. We determined the undiscounted cash flows of the subleases did not exceed the net book value of the right of use asset. We then determined the discounted cash flows of the subleases did not exceed the book value of the right of use asset, and an impairment charge of \$5.0 million was recorded in fiscal year 2020 to "Impairment of goodwill, intangible and other assets" in the Consolidated Statements of Operations.

We recorded \$69.4 million and \$62.8 million in non-cash additions to our right of use assets and lease liabilities for the fiscal year ended September 30, 2022 and 2021, respectively.

NOTE 13: CONTINGENCIES

Currently, and from time to time, we are involved in various claims, disputes, lawsuits, investigations, and legal and regulatory proceedings, including the matter described below. We accrue for contingencies if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because these matters are inherently unpredictable and unfavorable developments or resolutions can occur, assessing contingencies requires judgments and is highly subjective about future events, and the amount of resulting loss may differ from these estimates. Except as noted below, we do not believe the resolution of any particular matter will have a material adverse effect on our financial condition, results of operations or liquidity.

On October 14, 2021, Andrew Kowlessar filed an action in the Circuit Court of the 17th Judicial Circuit in and for Broward County, Florida styled *Andrew Kowlessar, individually and on behalf of all others similarly situated vs. EZCORP, Inc. d/b/a Value Pawn & Jewelry* (Case No. CACE-21-018864). The matter subsequently was amended and removed to the United States District Court of the Southern District of Florida as *Andrew Kowlessar, individually and on behalf of all others similarly situated vs. EZPAWN Florida, Inc. d/b/a Value Pawn & Jewelry* (Case No. 0:21-cv-62362-RKA). In May 2022, the federal court action was dismissed and the case was refiled in the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida (Case No. 2022-008506-CA-01). The complaint was brought under Section 501.059, Florida Statutes, the Florida Telephone Solicitation Act ("Act"), and alleges certain text messages were sent in violation of the Act. The matter involves claims by a single individual, but alleges a class of persons who may have similar claims of violations of the Act and seeks class certification. On June 16, 2022, following discovery and pre-trial mediation, the parties agreed to a settlement of all asserted claims and entered into a Settlement Agreement and Release. The agreed settlement requires the Company to make available up to \$5 million to be used to pay verified claims (not to exceed \$70 per verified claimant), as well as attorneys' fees and costs. The agreed settlement was

approved by the court on October 24, 2022; the period for submitting claims expired on November 8, 2022; and the third party claims administrator is in the process of verifying the submitted claims. The Company recorded a charge during the quarter ended June 30, 2022 representing the estimated liability for the settlement of this matter and believes the accrual remains sufficient to cover the Company's liability in this matter as finally determined.

NOTE 14: SEGMENT INFORMATION

Our operations are primarily managed on a geographical basis and consist of three reportable segments. The factors for determining our reportable segments include the manner in which our chief operating decision maker (CODM) evaluates performance for purposes of allocating resources and assessing performance. During the first quarter of fiscal 2021, the financial information of our Lana business activities were no longer reviewed by the CODM for evaluating performance since Lana no longer has business activities but, rather, offers support activities to our U.S. Pawn and Latin America Pawn operating segments. As a result, Lana is no longer an operating or reportable segment.

We currently report our segments as follows:

- U.S. Pawn — All pawn activities in the United States;
- Latin America Pawn — All pawn activities in Mexico and other parts of Latin America; and
- Other Investments — Primarily our equity interest in the net income of Cash Converters along with our investment in Founders and RDC.

There are no inter-segment revenues presented below, and the amounts below were determined in accordance with the same accounting principles used in our consolidated financial statements.

The following tables present revenue for each reportable segment, disaggregated revenue within our three reportable segments and Corporate, segment profits and segment contribution.

	Fiscal Year Ended September 30, 2022					
(in thousands)	U.S. Pawn	Latin America Pawn	Other Investments	Total Segments	Corporate Items	Consolidated
Revenues:						
Merchandise sales	\$ 391,958	\$ 140,928	\$ —	\$ 532,886	\$ —	\$ 532,886
Jewelry scrapping sales	25,739	6,294	—	32,033	—	32,033
Pawn service charges	240,982	79,883	—	320,865	—	320,865
Other revenues	83	247	111	441	—	441
Total revenues	658,762	227,352	111	886,225	—	886,225
Merchandise cost of goods sold	230,241	99,141	—	329,382	—	329,382
Jewelry scrapping cost of goods sold	22,755	5,941	—	28,696	—	28,696
Gross profit	405,766	122,270	111	528,147	—	528,147
Segment and corporate expenses (income):						
Store expenses	266,114	91,303	—	357,417	—	357,417
General and administrative	—	—	—	—	64,342	64,342
Depreciation and amortization	10,552	7,913	—	18,465	13,675	32,140
(Gain) loss on sale or disposal of assets and other	51	(37)	—	14	(688)	(674)
Interest expense	—	—	—	—	9,972	9,972
Interest income	(2)	(815)	—	(817)	—	(817)
Equity in net income of unconsolidated affiliates	—	—	(1,779)	(1,779)	—	(1,779)
Other (income) expense	—	(148)	52	(96)	(71)	(167)
Segment contribution	\$ 129,051	\$ 24,054	\$ 1,838	\$ 154,943		
Income (loss) before income taxes				\$ 154,943	\$ (87,230)	\$ 67,713

Fiscal Year Ended September 30, 2021

(in thousands)	U.S. Pawn	Latin America Pawn	Other Investments	Total Segments	Corporate Items	Consolidated
Revenues:						
Merchandise sales	\$ 341,495	\$ 101,303	\$ —	\$ 442,798	\$ —	\$ 442,798
Jewelry scrapping sales	15,260	10,765	—	26,025	—	26,025
Pawn service charges	196,721	63,475	—	260,196	—	260,196
Other revenues	105	7	420	532	—	532
Total revenues	553,581	175,550	420	729,551	—	729,551
Merchandise cost of goods sold	191,039	66,179	—	257,218	—	257,218
Jewelry scrapping cost of goods sold	13,001	9,847	—	22,848	—	22,848
Gross profit	349,541	99,524	420	449,485	—	449,485
Segment and corporate expenses (income):						
Store expenses	253,344	77,493	—	330,837	—	330,837
General and administrative	—	—	—	—	56,495	56,495
Depreciation and amortization	10,650	7,371	—	18,021	12,651	30,672
Gain (loss) on sale or disposal of assets	27	(6)	—	21	62	83
Other Charges	—	229	—	229	—	229
Interest expense	—	—	—	—	22,177	22,177
Interest income	—	(2,016)	—	(2,016)	(461)	(2,477)
Equity in net income of unconsolidated affiliates	—	—	(3,803)	(3,803)	—	(3,803)
Other (income) expense	—	(840)	(173)	(1,013)	223	(790)
Segment contribution	\$ 85,520	\$ 17,293	\$ 4,396	\$ 107,209		
Income (loss) before income taxes				\$ 107,209	\$ (91,147)	\$ 16,062

Fiscal Year Ended September 30, 2020

(in thousands)	U.S. Pawn	Latin America Pawn	Other Investments	Total Segments	Corporate Items	Consolidated
Revenues:						
Merchandise sales	\$ 391,921	\$ 106,292	\$ —	\$ 498,213	\$ —	\$ 498,213
Jewelry scrapping sales	36,691	11,262	—	47,953	—	47,953
Pawn service charges	210,081	62,557	—	272,638	—	272,638
Other revenues	150	—	3,823	3,973	—	3,973
Total revenues	638,843	180,111	3,823	822,777	—	822,777
Merchandise cost of goods sold	251,544	82,937	—	334,481	—	334,481
Jewelry scrapping cost of goods sold	28,064	9,977	—	38,041	—	38,041
Other cost of revenues	—	101	953	1,054	—	1,054
Gross profit	359,235	87,096	2,870	449,201	—	449,201
Segment and corporate expenses (income):						
Store expenses	261,608	69,916	5,246	336,770	—	336,770
General and administrative	—	—	—	—	54,133	54,133
Impairment of goodwill and intangibles assets	10,000	35,938	1,149	47,087	7,579	54,666
Depreciation and amortization	11,030	7,315	68	18,413	12,414	30,827
Gain (loss) on sale or disposal of assets	385	(72)	(20)	293	508	801
Other Charges	3,106	1,715	3,802	8,623	11,765	20,388
Interest expense	—	685	549	1,234	21,238	22,472
Interest income	—	(1,586)	—	(1,586)	(1,587)	(3,173)
Equity in net loss of unconsolidated affiliates	—	—	2,429	2,429	—	2,429
Other (income) expense	—	(156)	6	(150)	133	(17)
Segment contribution (loss)	\$ 73,106	\$ (26,659)	\$ (10,359)	\$ 36,088	\$ —	\$ —
Income (loss) before income taxes	\$ —	\$ —	\$ —	\$ 36,088	\$ (106,183)	\$ (70,095)

The following table presents separately identified segment assets:

(in thousands)	U.S. Pawn	Latin America Pawn	Other Investments	Corporate	Total
Assets as of September 30, 2022					
Pawn loans	\$ 163,484	\$ 46,525	\$ —	\$ —	\$ 210,009
Pawn service charges receivable, net	29,441	4,035	—	—	33,476
Inventory, net	114,951	36,664	—	—	151,615
Total assets	872,959	258,702	41,334	174,883	1,347,878
Assets as of September 30, 2021					
Pawn loans	\$ 135,931	\$ 39,970	\$ —	\$ —	175,901
Pawn service charges receivable, net	24,365	4,972	—	—	29,337
Inventory, net	82,386	28,603	—	—	110,989
Total assets	779,271	233,347	38,993	215,300	1,266,911

The following tables provide geographic information:

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
Revenues:			
United States	\$ 658,762	\$ 553,581	\$ 638,844
Mexico	173,122	128,773	131,965
Other Latin America	54,230	46,777	48,146
Canada and other	111	420	3,822
Total revenues	\$ 886,225	\$ 729,551	\$ 822,777

(in thousands)	September 30,	
	2022	2021
Property and equipment, net:		
United States	\$ 32,594	\$ 30,651
Mexico	19,805	19,255
Other Latin America	4,326	3,905
Property and equipment, net	\$ 56,725	\$ 53,811

NOTE 15: SUPPLEMENTAL CONSOLIDATED FINANCIAL INFORMATION

Supplemental Consolidated Financial Information

The following table provides information on net amounts included in our Consolidated Balance Sheets:

(in thousands)	September 30,	
	2022	2021
Gross pawn service charges receivable	\$ 44,192	\$ 37,360
Allowance for uncollectible pawn service charges receivable	(10,716)	(8,023)
Pawn service charges receivable, net	\$ 33,476	\$ 29,337
Gross inventory	\$ 153,673	\$ 115,300
Inventory reserves	(2,058)	(4,311)
Inventory, net	\$ 151,615	\$ 110,989
Prepaid expenses and other	\$ 8,336	\$ 5,386
Accounts receivable and other	8,435	9,322
Income taxes prepaid and receivable	17,923	16,302
Prepaid expenses and other current assets	\$ 34,694	\$ 31,010
Accounts payable	\$ 24,056	\$ 22,462
Accrued payroll	8,365	9,093
Incentive accrual	17,403	16,868
Other payroll related expenses	9,592	10,695
Accrued sales and VAT taxes	7,279	10,936
Accrued income taxes payable	2,663	3,826
Other current liabilities	15,151	16,388
Account payable, accrued expenses and other current liabilities	\$ 84,509	\$ 90,268
Unrecognized tax benefits, non-current	\$ 2,241	\$ 2,571
Other non-current liabilities	6,508	7,814
Other long-term liabilities	\$ 8,749	\$ 10,385

Valuation and Qualifying Accounts

The following table provides information on our valuation and qualifying accounts not disclosed elsewhere:

(in thousands)	Balance at Beginning of Period	Charged to Expense	Deductions	Balance at End of Period
Allowance for valuation of inventory:				
Year Ended September 30, 2022	\$ 4,311	\$ —	\$ 2,253	\$ 2,058
Year Ended September 30, 2021	12,314	—	8,003	4,311
Year Ended September 30, 2020	9,737	2,577	—	12,314
Allowance for uncollectible pawn service charges receivable:				
Year Ended September 30, 2022	\$ 8,023	\$ 2,693	\$ —	\$ 10,716
Year Ended September 30, 2021	6,679	1,344	—	8,023
Year Ended September 30, 2020	10,036	—	3,357	6,679
Allowance for valuation of deferred tax assets:				
Year Ended September 30, 2022	\$ 19,135	\$ 660	\$ 1,829	\$ 17,966
Year Ended September 30, 2021	18,524	611	—	19,135
Year Ended September 30, 2020	18,094	430	—	18,524

The following table provides supplemental disclosure of Consolidated Statements of Cash Flows information:

(in thousands)	Fiscal Year Ended September 30,		
	2022	2021	2020
Supplemental disclosure of cash flow information			
Cash and cash equivalents	\$ 206,028	\$ 253,667	\$ 304,542
Restricted cash	8,341	9,957	8,011
Total cash and cash equivalents and restricted cash	\$ 214,369	\$ 263,624	\$ 312,553
Cash paid during the period for interest	\$ 8,230	\$ 8,230	\$ 8,489
Cash paid during the period for income taxes, net	\$ 15,899	\$ 3,696	\$ 9,753
Non-cash investing and financing activities:			
Pawn loans forfeited and transferred to inventory	\$ 300,487	\$ 212,756	\$ 241,252
Transfer of consideration for acquisition	—	1,545	—
Transfer of stock consideration for other investment	1,500	—	—
Acquisition earn-out contingency	—	4,608	—
Accrued acquisition consideration held as restricted cash	—	1,986	—

NOTE 16: SUBSEQUENT EVENTS

On November 2, 2022, we purchased an additional 13 million shares of Cash Converters for \$2.0 million. This purchase increased our total ownership in Cash Converters to 273,939,157 shares, representing a 43.7% ownership interest. Additionally, in November 2022, we received a cash dividend of \$1.7 million from Cash Converters.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) are designed to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

In connection with the preparation of this Annual Report on Form 10-K, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of September 30, 2022. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2022. We believe the consolidated financial statements included in this Annual Report on Form 10-K fairly present, in all material respects, our financial position, results of operations, stockholders' equity and cash flows as of the dates, and for the periods, presented in conformity with GAAP.

Management's Report on Internal Control Over Financial Reporting

Management, under the supervision of the Chief Executive Officer and the Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of our internal control over financial reporting. Internal control over financial reporting (as defined in Rules 13a-15(f) and 15d(f) under the Exchange Act) is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with U.S. GAAP. Internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of assets, (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP, (c) provide reasonable assurance that receipts and expenditures are being made only in accordance with appropriate authorization of management and the Board of Directors, and (d) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of assets that could have a material effect on the financial statements.

In connection with the preparation of this Annual Report on Form 10-K, our management, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, conducted an assessment of the effectiveness of our internal control over financial reporting as of September 30, 2022 based on the criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on that assessment, our Chief Executive Officer and Chief Financial Officer concluded that our internal control over financial reporting was effective as of September 30, 2022.

Our internal control over financial reporting as of September 30, 2022 has been audited by our independent registered public accounting firm, as stated in their report appearing below.

Report of Independent Registered Public Accounting Firm

Stockholders and Board of Directors
EZCORP, Inc.
Rollingwood, Texas

Opinion on Internal Control over Financial Reporting

We have audited EZCORP, Inc.'s (the "Company's") internal control over financial reporting as of September 30, 2022, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO criteria"). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2022, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated balance sheets of the Company as of September 30, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2022, and the related notes, and our report dated November 16, 2022 expressed an unqualified opinion thereon.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit of internal control over financial reporting in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ BDO USA, LLP

Dallas, Texas
November 16, 2022

Changes in Internal Control Over Financial Reporting

During the fourth quarter of fiscal 2022, there were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) that, in the aggregate, have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Internal Controls

Notwithstanding the foregoing, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system will be met. Limitations inherent in any control system include the following:

- Judgments in decision-making can be faulty, and control and process breakdowns can occur because of simple errors or mistakes.
- Controls can be circumvented by individuals, acting alone or in collusion with others, or by management override.
- The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.
- Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with associated policies or procedures.
- The design of a control system must reflect the fact that resources are constrained, and the benefits of controls must be considered relative to their costs.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

ITEM 9B. OTHER INFORMATION

None.

ITEM 9C. DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Board of Directors

Set forth below are the names of the persons who, as of November 1, 2022, constituted our Board of Directors and their ages and committee assignments as of that date:

Name	Age	Committees
Matthew W. Appel	66	Audit, People and Compensation, Nominating (Chair), Lead Independent Director
Zena Srivatsa Arnold	44	Audit, People and Compensation, Nominating
Phillip E. Cohen (Executive Chairman)	75	—
Lachlan P. Given	45	—
Jason A. Kulas	51	—
Pablo Lagos Espinosa	67	Audit, People and Compensation (Chair), Nominating
Gary L. Tillett	63	Audit (Chair), People and Compensation, Nominating

Director Qualifications — The Board believes that individuals who serve on the Board of Directors should have demonstrated notable or significant achievements in business, education or public service; should possess the requisite intelligence, education and experience to make a significant contribution to the Board and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of our stockholders. The following are qualifications, experience and skills for Board members which are important to our business and its future:

- *Leadership Experience* — Our directors should demonstrate extraordinary leadership qualities. Strong leaders bring vision, strategic agility, diverse and global perspectives and broad business insight to the company. They demonstrate practical management experience, skills for managing change and deep knowledge of industries, geographies and risk management strategies relevant to our business. They have experience in identifying and developing the current and future leaders of the company.
- *Finance Experience* — We believe that all directors should possess an understanding of finance and related reporting processes.
- *Strategically Relevant Experience* — Our directors should have business experience that is relevant to our strategic goals and objectives, including geographical and product expansion. We value experience in our high priority growth areas, including new or expanding geographies or customer segments and existing and new technologies; understanding of our business environments; and experience with, exposure to or reputation among a broad subset of our customer base.
- *Government Experience* — Our business is subject to a variety of legislative and regulatory risks. Accordingly, we value experience in the legislative, judicial or regulatory branches of government or government relations.

Board Diversity — The following table summarizes the gender and demographic diversity of our Board of Directors:

Board Diversity Matrix (as of November 1, 2022)				
Total number of Directors	7			
	Female		Male	
Gender Identity	1	14%	6	86%
Demographic Background:				
Asian	1	14%		
Hispanic or Latinx			1	14%
White			5	72%

Biographical Information — Set forth below is current biographical information about our directors, including the qualifications, experience and skills that make them suitable for service as a director.

- *Matthew W. Appel* — Mr. Appel joined EZCORP as a director in January 2015. He is the Lead Independent Director (and, as such, serves as Chair of the Nominating Committee) and is a member of the Audit Committee and the People and Compensation Committee. Mr. Appel spent 37 years in finance, administration and operations roles with a variety of companies, most recently Zale Corporation, an NYSE listed jewelry retailer, where he served as Chief Financial Officer from May 2009 to May 2011 and Chief Administrative Officer from May 2011 to July 2014 and co-led the successful turnaround of the company. Prior to joining Zale, Mr. Appel was Chief Financial Officer of EXL Service Holdings, Inc., a NASDAQ listed business process solutions company (February 2007 to May 2009); spent four years (February 2003 to February 2007) at Electronic Data Systems Corporation, serving as Vice President, Finance and Administration BPO and Vice President, BPO Management; and held a variety of finance and operations roles from 1984 to 2003 at Tenneco Inc., Affiliated Computer Services, Inc. and PricewaterhouseCoopers. Mr. Appel began his professional career with Arthur Andersen & Company, working there from 1977 to 1984. He received an MBA in Accounting from the Rutgers University Graduate School of Business in 1977 and a Business Administration degree from Rutgers College in 1976. Mr. Appel is a Certified Public Accountant and a Certified Management Accountant.

Director qualifications: leadership, chief financial officer and executive management experience; broad business and strategically relevant experience; retail management experience; financial experience, including accounting, tax and financial reporting; experience in developing growth strategies; personnel development.

- *Zena Srivatsa Arnold* — Ms. Arnold has been a director since May 2019. She is a member of the Audit Committee, the People and Compensation Committee and the Nominating Committee. Ms. Arnold has 20 years of experience in marketing, brand management, strategy development and business operations. She serves as Senior Vice President, Carbonated Soft Drinks, at PepsiCo., Inc., where she oversees the brand and business for the Carbonated Soft Drink portfolio in North America, including some of the company's largest brands such as Pepsi and Mountain Dew. Prior to joining PepsiCo in March 2022, she was the Chief Digital and Marketing Officer of Kimberly-Clark Corporation, a global personal care and consumer products company (April 2020 to March 2022), and spent six years with Google, serving as Global Head of Growth for Chromebook (May 2019 to March 2020); General Manager, US Chromebooks (March 2018 to May 2019); Global Head of Marketing, Chromebooks and IoT (November 2016 to March 2018); Head of Americas Marketing, Google Play (April 2015 to October 2016); and Head of NA Marketing, Google Play (October 2013 to April 2015). Prior to joining Google, Ms. Arnold spent over nine years in various brand management positions with Kellogg Company (August 2010 to October 2013) and Procter & Gamble (April 2004 to August 2010). Ms. Arnold began her professional career at General Electric Corporation, where she served as Product Manager, Server Solutions for GE Capital IT Solutions (April 2002 to April 2004). Ms. Arnold received a Bachelor of Science degree in Computer Science, with a minor in Business Marketing, from The Ohio State University. She was recognized in 2014 as one of Brand Innovators "40 Under 40," and has received numerous other professional awards and recognitions.

Director qualifications: leadership, executive management experience; broad business and strategically relevant experience; experience in developing growth strategies.

- *Phillip E. Cohen* — Mr. Cohen has been a member of the Board of Directors and the Executive Chairman since September 2019. He has been an owner of, and advisor to, the Company for over 30 years. He acquired the Company in 1989 and took it public in 1991 with an initial public offering of Class A Non-Voting Common Stock. Mr. Cohen has over 40 years of investment banking and financial advisory experience with a variety of firms, including Kuhn Loeb & Co. Incorporated (1973-1977), Lehman Brothers Kuhn Loeb Incorporated (1977-1979), The First Boston Corporation (1980), Oppenheimer & Co, Inc. (1980-1984), Morgan Schiff & Co., Inc. (1984-Present) and Madison Park LLC (2004 to Present). Mr. Cohen received a Bachelor of Commerce degree from the University of Melbourne and a Masters of Business Administration from Harvard University. Mr. Cohen is the sole stockholder of MS Pawn Corporation, which is the general partner of MS Pawn Limited Partnership, the owner of 100% of the outstanding shares of our Class B Voting Common Stock.

Director qualifications: leadership; broad business and strategically relevant experience; retail management experience; financial experience; international experience and global perspective; industry knowledge; experience in developing growth strategies. Further, Mr. Cohen has deep knowledge of the Company and its opportunities and challenges spanning multiple economic cycles.

Lachlan P. Given — Mr. Given is our Chief Executive Officer and a director, having been appointed to that role, and elected to the Board of Directors, in March 2022, after serving as Co-Interim Chief Executive Officer since January 2022. From September 2020 to January 2022, he was Chief Strategy, M&A and Funding Officer, with responsibility for overseeing the Company's strategic planning; mergers, acquisitions and strategic investments; and capital market and institutional funding activities. From September 2019 to September 2020, he was the Chief M&A and Strategic Funding Officer. He previously served on the Board of Directors from July 2014 to September 2019, holding the position of Non-Executive Chairman (July 2014 to August 2014), Executive Vice Chairman (August 2014 to February 2015) and Executive Chairman (February 2015 to September 2019). Before joining the Company as an executive, Mr. Given provided financial and advisory services to the Company through his own business and financial advisory firm and as a consultant to Madison Park LLC, which is wholly owned by Phillip E. Cohen, who is the beneficial owner of all of our Class B Voting Common Stock. Mr. Given is also a director of The Farm Journal Corporation, a 135-year old pre-

eminent U.S. agricultural media company; Senetas Corporation Limited (ASX: SEN), a developer and manufacturer of certified, defense-grade encryption solutions; CANSTAR Pty Ltd, an Australian financial services ratings and research firm; and Cash Converters International Limited (ASX: CCV). Mr. Given began his career working in the investment banking and equity capital markets divisions of Merrill Lynch in Hong Kong and Sydney, Australia, where he specialized in the origination and execution of a variety of M&A, equity, equity-linked and fixed income transactions.

- *Jason A. Kulas* — Mr. Kulas is a member of the Board of Directors and holds the position of Vice Chairman and Chief Financial Officer of Exeter Finance LLC, a leading indirect auto finance company. He is a former EZCORP executive, having served as Chief Executive Officer from July 2020 to January 2022 when he left to join Exeter Finance, and President and Chief Financial Officer from February 2020 to July 2020. He first became associated with EZCORP in April 2019 when he was appointed as an independent member of the Board of Directors. While an independent director, he served on the Audit Committee and the Nominating Committee. Mr. Kulas resigned from the Board of Directors when he joined the Company as an executive in February 2020, and was reappointed to the Board in connection with his appointment as Chief Executive Officer. Prior to joining the Company as an executive, Mr. Kulas spent over 25 years in financial analysis, investment banking and executive-level finance and operations roles with a variety of companies, most recently Santander Consumer USA Inc., a NYSE-listed auto finance company, where he served as Chief Executive Officer and a director from 2015 to 2017, President from 2013 to 2015, Chief Financial Officer from 2007 to 2015 and a director from 2007 to 2012. Prior to joining Santander Consumer USA, Mr. Kulas was a Managing Director in Investment Banking with J.P. Morgan Chase & Co. (1995 to 2007), where he managed JPMorgan's South Region investment banking office. He has also served as an Adjunct Professor of Marketing at Texas Christian University (1997 to 1999); Securities Analyst at William C. Connor Foundation – TCU Educational Investment Fund (1994 to 1995); and an intern and Financial Analyst at Dun & Bradstreet (1993 to 1995). Mr. Kulas received an MBA with a concentration in Finance and Marketing from Texas Christian University in 1995 and a Bachelor of Arts degree from Southern Methodist University in 1993. He currently serves as an advisor to Warburg Pincus International LLC. He has been involved in a variety of civic and philanthropic activities, including the Salesmanship Club of Dallas, Momentous Institute, Exchange Club of East Dallas, Dallas Citizens Council, Baylor Scott & White Dallas Foundation and Art House Dallas.

Director qualifications: leadership, chief executive officer, chief financial officer and executive management experience; broad business and strategically relevant experience; financial experience; experience in developing growth strategies; personnel development.

- *Pablo Lagos Espinosa* — Mr. Lagos joined EZCORP as a director in October 2010. He is Chair of the People and Compensation Committee and a member of the Audit Committee and Nominating Committee. Mr. Lagos served as President and Chief Executive Officer of Pepsi Bottling Group Mexico from 2006 to 2008 and as its Chief Operating Officer from 2003 to 2006. He previously held various executive management positions with Pepsi Bottling Group, PepsiCo Inc., Unilever Mexico and PepsiCola International, Inc., concentrating exclusively in Latin America. Since his retirement in December 2008, Mr. Lagos has been an investor and consultant in various private business ventures and has served as a keynote speaker on organizational leadership and management. He currently serves as Chairman of the board of Casa del Parque, a privately held enterprise focused on developing senior living residences in Mexico. He is also a member of the Mexican Advisory Board for Niagara Waters, a leading manufacturer of bottled water in the U.S. and Mexico. He received a Bachelor of Science degree in Industrial & Systems Engineering from Instituto Tecnológico de Monterrey, Master of Science degrees in Industrial Engineering and Operations Research and an MBA from Stanford University.

Director qualifications: leadership, chief executive officer and executive management experience in significant multi-national environments; deep understanding of strategically important geographies and international markets; risk management experience; financial experience; experience in developing, implementing and managing strategic plans, including international expansion; personnel development; legislative and government relations experience.

- *Gary L. Tillet* — Mr. Tillet has been a director since April 2019 and serves as Chair of the Audit Committee and a member of the People and Compensation Committee and the Nominating Committee. He has more than 40 years of experience in public accounting and business management. He spent 31 years at PricewaterhouseCoopers, where he progressed from entry-level staff to senior partner serving a variety of businesses in the Insurance Practice, the Transaction Services Practice and the U.S. Financial Services Practice. From 2005 to 2010, he was the Transactions Services Leader of the firm's U.S. Financial Services Practice, leading a newly assembled team of professionals providing service to clients pursuing transactions in the financial services sector. At the time of his retirement from PwC in 2014, he was the Transaction Services Leader of the firm's New York Metro Practice, where he led teams advising clients on complex transactions, including structuring, due diligence, valuation and financial reporting. Mr. Tillet left PwC in 2014 to take the role of Executive Vice President and Chief Financial Officer of Walter Investment Management Corp., then a publicly traded independent originator and servicer of residential mortgage loans. Walter Investment Management Corp. initiated Chapter 11 bankruptcy proceedings in November 2017 and successfully completed a financial restructuring plan in February 2018 and changed its name to Ditech Holding Corp. Mr. Tillet retired from his position in February 2018 after assisting with the development and execution of the financial restructuring plan. From January 2020 through June 2022,

Mr. Tillett assisted a private mortgage servicing company in a financial consulting role. Mr. Tillett received an MBA from the Manchester Business School at the University of Manchester and a Bachelor of Science degree with an emphasis in Accounting from the University of Texas at Dallas. He is a Certified Public Accountant.

Director qualifications: leadership, chief financial officer and executive management experience; broad business and strategically relevant experience; financial experience, including accounting, tax and financial reporting; personnel development.

Executive Officers

Set forth below are the name, age and position of each of the persons serving as our executive officers as of November 1, 2022:

Name	Age	Title
Phillip E. Cohen	75	Executive Chairman
Lachlan P. Given	45	Chief Executive Officer
Timothy K. Jugmans	46	Chief Financial Officer
John Blair Powell, Jr.	54	Chief Operating Officer
Keith Robertson	58	Chief Information Officer
Sunil Sajjani	42	Chief Audit and Loss Prevention Executive
Nicole Swies	44	Chief Revenue Officer
Lisa VanRoekel	53	Chief Human Resources Officer
Thomas H. Welch, Jr. (1)	67	Chief Legal Officer and Secretary
Ellen Bryant (1)	50	Vice President, Deputy General Counsel

(1) Mr. Welch has announced that he is retiring from the Company effective December 31, 2022. Ellen Bryant (current Vice President, Deputy General Counsel) will assume the position of Chief Legal Officer and Secretary as of that time.

Set forth below is current biographical information about our executive officers, except for Mr. Cohen and Mr. Given, whose biographical information is included under “Board of Directors” above.

Timothy K. Jugmans — Mr. Jugmans serves as Chief Financial Officer, having been appointed to that role in May 2021. He served as Interim Chief Financial Officer from September 2020 to May 2021. Prior to that, he served as Vice President, Treasury and M&A since December 2016 and as a consultant to EZCORP performing similar duties since March 2015. From January 2015 to December 2016, Mr. Jugmans was a principal of Selene Partners Inc., a financial consulting firm providing strategic advice and other business services to a variety of clients, including the Company and Morgan Schiff & Co., Inc. He served as the Chief Financial Officer of Morgan Schiff from April 2013 to December 2014, and was Chief Financial Officer of ShippingEasy, Inc. from July 2011 to April 2013. From April 2005 to June 2012, Mr. Jugmans was a Corporate Advisor at Lexicon Partners Pty Limited, an independent corporate advisory and consulting firm based in Sydney, Australia. He served in various analyst and senior analyst positions at boutique investment banks for seven years prior to that. Mr. Jugmans received a Bachelor of Business degree with a major in Finance and a minor in Mathematics from the University of Technology in Sydney. He serves as non-executive Chairman of the Board of Cash Converters International Limited (ASX:CCV), having been appointed to that position in April 2022. From April 2015 to April 2021, he served as a non-executive board member and Chairman of Ratecity Pty Ltd., which operates one of Australia’s leading financial comparison sites.

John Blair Powell, Jr. — Mr. Powell serves as Chief Operating Officer and has responsibility for store-level operations for all of the Company’s locations worldwide. He joined EZCORP in 1989 as a pawnbroker in Houston, Texas, and during his 30+-year tenure at EZCORP, has held all field level positions, from store level to multi-unit management positions, including Regional Director of Operations. He moved into Operations at the Corporate Support Center in 2000 and was our top Operations Administration executive for the 13 years, most recently serving as Chief Customer Service Officer for Global Pawn. Mr. Powell was named President, US Pawn in September 2020 and was promoted to President, Global Pawn in October 2021. He served as Co-Interim Chief Executive Officer from January 2022 to March 2022, when he was appointed Chief Operating Officer. Mr. Powell attended Sam Houston State University.

Keith Robertson — Mr. Robertson is our Chief Information Officer. He joined the Company in October 2018 as Senior Vice President, Global IT and New Ventures, and was promoted to his current position in November 2019. Prior to joining the Company, he spent seven years at AIG, working on a global transformation of the IT systems, facilities and workforce. From 1989 until 2011, Mr. Robertson worked at EDS/HP, last serving as the Chief Operating Officer for the Financial Services division, where he led IT programs supporting Bank of America, American Express, State Farm and others. Mr. Robertson grew up in Scotland and attended Heriot-Watt University in Edinburgh, where he graduated with an Honors degree in Electrical and Electronic Engineering.

Sunil Sajnani — Mr. Sajnani joined the Company in April 2020 and serves as Chief Audit and Loss Prevention Executive. Prior to joining the Company, he spent six years at Santander Consumer USA in multiple leadership roles, initially as Chief Audit Executive and most recently as Executive Vice President, Head of Digital, Direct to Consumer and Service for Others. Prior to Santander Consumer, Mr. Sajnani held a variety of management positions at Conn's, Inc., most recently serving as the Head of Internal Audit, Enterprise Risk Management and Regulatory Compliance. He began his career with PricewaterhouseCoopers in Transaction Advisory Services, mainly serving large banks and specialty finance institutions. Mr. Sajnani received a bachelor's degree in Financial Economics from the University of Michigan at Ann Arbor and a master's degree in accounting from Eastern Michigan University. He is a Certified Public Accountant and a Certified Regulatory Compliance Manager.

Nicole Swies — Ms. Swies is our Chief Revenue Officer, responsible for global operations administration and earning assets. Ms. Swies joined EZCORP in November 2002 as a Financial Analyst and has worked in various finance and analytics positions primarily supporting operations in the U.S. and Latin America pawn segments and the legacy Financial Services businesses. She served as Chief Revenue and Operations Officer, with additional responsibility for digital initiatives and marketing, from September 2020 to March 2022, when her title was changed to Chief Revenue Officer. Ms. Swies is a member of the Community Advisory Council for the Ronald McDonald House Charities of Central Texas and serves on the finance committee of ConnectHer, a global non-profit organization dedicated to improving the lives of women and girls through projects, stories and film. She earned her Bachelor of Business Administration in finance from the University of Texas at Austin.

Lisa VanRoekel — Ms. VanRoekel is the Chief Human Resources Officer, having joined the Company in January 2021. In March 2022, she was assigned the additional responsibility of overseeing the Company's Real Estate and Facilities team. Prior to joining the Company, Ms. VanRoekel spent 19 years in expanding roles with Grupo Santander, one of the world's largest international banks serving over 100 million customers with 187,000 employees. As an expert leading cultural change and innovative large-scale organizational transformation, Ms. VanRoekel led the Human Resources functions at Santander Digital (USA, Spain and UK), Santander Consumer USA and Santander Bank, N.A. Her most recent role with Grupo Santander was Group Vice President: Human Resources at Santander Digital, where she was responsible for successfully building digital and innovation talent across the U.S., Europe and Latin America. Prior to joining Grupo Santander, she was Director of Human Resources at Allied Riser Communications. Ms. VanRoekel holds B.S. and M.S. degrees in Journalism from Texas A & M Commerce (formerly East Texas State University).

Thomas H. Welch, Jr. — Mr. Welch joined EZCORP in April 2009 as Senior Vice President, General Counsel and Secretary, with his title changing to Chief Legal Officer and Secretary in May 2017. He joined Dell Inc.'s legal department in 1995, and served as Vice President, Legal and General Corporate Counsel from April 1999 to April 2008. Mr. Welch was principally responsible for legal support of Dell's corporate securities, corporate finance, mergers and acquisitions, financial services, executive compensation and benefits, facilities, corporate governance and general corporate matters. From 1992 to 1995, Mr. Welch was Vice President – Corporate Development of Parker & Parsley Petroleum Company (predecessor to Pioneer Natural Resources Company), and previously was a shareholder with the law firm of Johnson & Gibbs, P.C., Dallas, Texas. Mr. Welch received a Bachelor of Science degree in Management from Purdue University and a J.D. degree from the University of Texas at Austin. Mr. Welch has announced that he is retiring from the Company effective December 31, 2022. The Company will engage him in a limited advisory capacity for a period of one year following his retirement.

Ellen Bryant — Ms. Bryant serves as Vice President and Deputy General Counsel, providing executive legal support to the Company's U.S. operations and corporate shared services and overseeing the Company's Compliance and Government Relations functions. Ms. Bryant joined the Company in January 2004 as Associate General Counsel and has held legal roles of increasing responsibility through August 2015, when she was promoted to her current position. During her tenure with the Company, Ms. Bryant has been primarily responsible for legal support of the Company's pawn segments, with experience in the U.S. and Mexico, mergers and acquisitions, financial services, compliance, and general corporate matters. Prior to joining the Company, Ms. Bryant was a Staff Attorney with the Texas Automobile Dealers Association. She received a Bachelor of Arts degree from the University of Texas at Austin and a J.D. degree from the University of Houston Law Center. Ms. Bryant has been appointed Chief Legal Officer and Secretary effective January 1, 2023.

Section 16(a) Beneficial Ownership Reporting Compliance

Based on written representations and a review of the relevant Forms 3, 4 and 5, during fiscal 2022 all persons subject to Section 16 of the Securities Exchange Act of 1934 with respect to EZCORP timely filed all reports required by Section 16(a) of the Securities Exchange Act, except for the following:

As reported in our 2021 Annual Report on Form 10-K, in November 2021, the People and Compensation Committee determined that, as a result of the Company's Adjusted Net Income performance during fiscal 2021, 150% of the first tranche of the fiscal 2021 restricted stock units (the "FY21 RSUs") were available for vesting for those participants whose employment continues through the end of fiscal 2023. The award of FY21 RSUs to our executive officers was appropriately reported on Form 4s at the 100% level at the time of grant in February 2021, but we failed to file Form 4s for the incremental "bonus" units in November 2021 when they were awarded. The award of those bonus units was subsequently reported on Form 4s filed in October 2022 as follows: Mr. Given, 19,881 units; Mr. Jugmans, 9,808 units; Mr. Powell:

9,941 units; Mr. Robertson, 8,880 units; Mr. Sajnani, 9,278 units; Ms. Swies, 9,808 units; Ms. VanRoekel, 9,278 units; and Mr. Welch, 10,868 units.

Code of Conduct

We maintain a Code of Conduct that is applicable to all of our Team Members, including our chief executive officer, chief financial officer and chief accounting officer. That Code of Conduct, which satisfies the requirements of a “code of ethics” under applicable SEC rules, contains written standards that are designed to deter wrongdoing and to promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest; full, fair, accurate, timely and understandable public disclosures and communications, including financial reporting; compliance with applicable laws, rules and regulations; prompt internal reporting of violations of the code, and accountability for adherence to the code. A copy of the Code of Conduct is posted in the Investor Relations section of on our website at www.ezcorp.com

We will post any waivers of the Code of Conduct, or amendments thereto, that are applicable to our chief executive officer, our chief financial officer or chief accounting officer in the Investor Relations section of our website at www.ezcorp.com. To date, there have been no such waivers.

Corporate Governance

Controlled Company Exemptions — The Nasdaq Listing Rules contain several corporate governance requirements for Nasdaq-listed companies. These requirements generally relate to the composition of the board and its committees. For example, the rules require the following:

- A majority of the directors must be independent (Rule 5605(b)(1));
- The audit committee must have a least three members, each of whom must be independent (Rule 5605(c)(2));
- Executive officer compensation must be determined, or recommended to the board of directors for determination, by either (1) a majority of the independent directors or (2) a compensation committee comprised solely of independent directors (Rule 5605(d)); and
- Director nominations must be selected, or recommended for the board’s selection, by either (1) a majority of the independent directors or (2) a nominations committee comprised solely of independent directors (Rule 5605(e)).

Rule 5615(c)(2), however, provides that a “Controlled Company” is exempt from the requirement to have a majority of independent directors and from the requirements to have independent director oversight over executive compensation and director nominations. The Listing Rules define a “Controlled Company” as a company of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company. EZCORP is a “Controlled Company” within this meaning by virtue of the fact that 100% of the outstanding Class B Voting Common Stock (the only class of voting securities outstanding) is held of record solely by MS Pawn Limited Partnership and beneficially by Phillip E. Cohen.

The Company has relied on the Controlled Company exemptions in the past, but is not currently relying on such exemptions. The controlling shareholder or the Board may implement changes in the future that would again require the Company to rely on the Controlled Company exemptions under the Nasdaq Listing Rules.

Committees of the Board of Directors — The Board of Directors maintains the following committees to assist it in its oversight responsibilities. The current membership of each committee is indicated in the list of directors set forth under “Board of Directors” above.

- *Audit Committee* — The Audit Committee assists the Board in fulfilling its responsibility to provide oversight with respect to our financial statements and reports and other disclosures provided to stockholders, the system of internal controls, the audit process and legal and ethical compliance. Its duties include reviewing the scope and adequacy of our internal and financial controls and procedures; reviewing the scope and results of the audit plans of our independent and internal auditors; reviewing the objectivity, effectiveness and resources of the internal audit function; and appraising our financial reporting activities and the accounting standards and principles followed. The Audit Committee also selects, engages, compensates and oversees our independent auditor and pre-approves all services to be performed by the independent auditing firm.

The Audit Committee has further responsibility for overseeing our risk management and compliance processes. In carrying out that responsibility, the Audit Committee ensures that adequate policies and procedures have been designed and implemented to (a) manage and monitor significant risks the Company faces, including financial, operational, security, IT and cybersecurity, legal, compliance and regulatory risks; and (b) assure compliance with all applicable laws and regulations, including data privacy requirements.

The Audit Committee is comprised entirely of directors who satisfy the standards of independence described under “Part III, Item 13 — Certain Relationships and Related Transactions, and Director Independence — Director Independence,” as well as additional or supplemental independence standards applicable to audit committee members established under applicable law and Nasdaq listing requirements. The Board has determined that each Audit Committee member meets the Nasdaq “financial literacy” requirement and that Mr. Tillett, Chair of the committee, and Mr. Appel are “financial experts” within the meaning of the current rules of the SEC.

- *People and Compensation Committee* — The People and Compensation Committee has the primary responsibility of reviewing, analyzing and (as appropriate) approving, on behalf of the Board, executive compensation and organizational development matters, and otherwise assisting the Board in its overall responsibility to enable the Company to attract, retain, develop and motivate qualified executives and employees who will contribute to our long-term success. Specific responsibilities and duties include assisting management and the Board in identifying, developing and evaluating potential candidates for senior executive positions; overseeing the development of succession plans for senior executive positions; reviewing and approving (or recommending, as appropriate) amounts and types of compensation to be paid to our executive officers; reviewing and recommending to the full Board the amount and type of compensation to be paid to our non-employee directors; reviewing and recommending to the full Board all equity compensation to be paid to our Team Members (including the executive officers); and advising management with respect to the quality of the workforce to carry out our strategic goals. The People and Compensation Committee is comprised entirely of directors who satisfy the standards of independence described under “Part III, Item 13 — Certain Relationships and Related Transactions, and Director Independence — Director Independence.”
- *Nominating Committee* — The Nominating Committee assists the Board with respect to the selection and nomination of candidates for election or appointment to the Board, including making recommendations to the Board regarding the size and composition of the Board and its committees; recommending to the Board the qualifications needed or required of Board members; identifying and evaluating qualified individuals to become Board members; making recommendations to the full Board regarding the nomination of appropriate candidates; and assessing and monitoring each continuing and prospective director’s independence and qualification to serve on the Board and its committees. The Nominating Committee is comprised entirely of directors who satisfy the standards of independence described under “Part III, Item 13 — Certain Relationships and Related Transactions, and Director Independence — Director Independence.”

Each of three standing committees is governed by a written charter, a copy of which can be found in the Investor Relations section of our website at www.ezcorp.com.

Meetings and Attendance — The following table sets forth the number of meetings held during fiscal 2022 by the Board of Directors and each committee thereof, as well as the number of times during the year that action was taken by unanimous written consent. Our bylaws currently require the unanimous attendance of all directors in order for a quorum to be present at a meeting of the Board of Directors. In addition to the number of official Board meetings noted below, the independent directors held two other meetings that were not considered official meetings of the Board due to the absence of a quorum.

All directors attended at least 75% of the meetings of the Board and of the committees on which they served.

	Fiscal 2022	
	Meetings Held	Action by Unanimous Written Consent
Board of Directors	7	8
Audit Committee	4	1
People and Compensation Committee	7	—
Nominating Committee	2	—

ITEM 11. EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis describes our compensation practices and the executive compensation policies, decisions and actions of the People and Compensation Committee of our Board of Directors (the “Committee”). It focuses specifically on compensation earned during fiscal 2022 by the following individuals, referred to as our Named Executive Officers.

Name	Position
Lachlan P. Given (1)	Chief Executive Officer
Timothy K. Jugmans	Chief Financial Officer
Philip E. Cohen	Executive Chairman
John Blair Powell, Jr. (1)	Chief Operating Officer
Thomas H. Welch, Jr.	Chief Legal Officer and Secretary
Jason A. Kulas (2)	Former Chief Executive Officer

- (1) Mr. Given and Mr. Powell served as Co-Interim Chief Executive Officers from January 12, 2022 to March 3, 2022, when Mr. Given was appointed Chief Executive Officer and Mr. Powell was appointed Chief Operating Officer.
- (2) During fiscal 2022, Mr. Kulas served as Chief Executive Officer until January 12, 2022, when he resigned from the Company to pursue another opportunity. He continues to serve on our Board of Directors. See “Part III, Item 10 — Directors, Executive Officers and Corporate Governance — Board of Directors.”

Executive Compensation Philosophy and Program Design

Philosophy and Goals — We have designed our executive compensation program to accomplish the following primary goals:

Attract and retain high performers	<ul style="list-style-type: none"> • Compensation is competitive to attract and retain high performers • When performance objectives are achieved, resulting pay is competitive with market • When performance is outstanding and exceeds performance objectives, resulting pay is positioned above, and potentially near the top of, the market
Pay for performance	<ul style="list-style-type: none"> • The majority of compensation is performance-based (short-and long-term) • These performance-based incentives are tied to the achievement of financial and strategic objectives, recognizing company-wide and individual performance
Shareholder alignment	<ul style="list-style-type: none"> • The value of equity awards is dependent on our stock performance and the achievement of objective financial goals • Equity incentives will have the greatest weight in the mix of variable compensation for executives
Long-term commitment	<ul style="list-style-type: none"> • Equity incentive awards vest over multiple years to align executives with the investment horizon of long-term shareholders • After vesting, executives are subject to stock ownership requirements

These principles are reflected in the following best-practice features of our executive compensation program:

What We Do	What We Don't Do
<input checked="" type="checkbox"/> Emphasize performance-based variable pay	<input checked="" type="checkbox"/> Generally, no single trigger change-in-control payments
<input checked="" type="checkbox"/> Link significant portion of equity incentive grants to performance goals	<input checked="" type="checkbox"/> No significant perquisites
<input checked="" type="checkbox"/> Require stock retention by executives and directors	<input checked="" type="checkbox"/> No hedging or pledging of Company stock
<input checked="" type="checkbox"/> Perform annual risk assessments	
<input checked="" type="checkbox"/> Retain an independent compensation consultant	
<input checked="" type="checkbox"/> Maintain an incentive clawback policy	

Compensation Components — “Total direct” compensation is composed of four principal components, each one contributing to the accomplishment of our compensation program goals:

Compensation Component	Description	Attract and Retain	Pay for Performance	Shareholder Alignment	Long-term Commitment
Base salary	A market-competitive salary to provide a fixed annual cash income	✓			
Short-term incentives	Annual cash incentive opportunity tied to an assessment of annual corporate and business unit financial performance, as well as individual contributions	✓	✓	✓	
Long-term incentives	Equity incentive grants with vesting tied to achievement of earnings-based goals and continued employment	✓	✓	✓	✓
Executive retirement (US only)	Annual retirement plan contributions that vest over three years	✓			✓

The Committee reviews the executive pay mix on an annual basis. The Committee does not target a fixed percentage allocation among the compensation components, but rather aims to provide the majority of executive officer compensation opportunities in the form of at-risk incentive compensation.

Benchmarking and Peer Group Data

To attract and retain the best executives for key management positions, we provide compensation opportunities that are competitive based on peer group and survey data. We do not target any specific pay percentile for our executive officers. It is important to note, however, that the majority of pay opportunities for our top executives are incentive-based and that actual realizable compensation is heavily dependent upon actual business results. See “Executive Compensation Philosophy and Program Design” above. Failure to achieve targeted results could result in realized compensation being below the competitive benchmarks. Conversely, our incentive compensation programs provide opportunities for compensation to exceed the competitive benchmarks if specified objectives are achieved at targeted levels or higher. The Committee believes that actual realizable compensation for our top executives is well aligned with our performance.

The Committee asks its independent compensation consultant to conduct an annual competitive compensation review to benchmark compensation for executive officers. Mercer (US) Inc. (“Mercer”), the Committee’s independent compensation consultant, delivered its Fiscal 2022 Executive Compensation Competitive Market Assessment (the “FY22 Mercer Executive Compensation Report”) to the Committee in August 2021 in connection with the Committee’s review and evaluation of the executive compensation program and pay levels for fiscal 2022. For that report, Mercer collected competitive pay data for a peer group of 12 publicly traded companies reviewed and approved by the Committee in May 2021.

There is only one publicly traded company in the marketplace with which we directly compete, FirstCash Holdings, Inc. As a result, the Committee uses a set of similarly-sized companies from relevant industries that serve similar customer bases, operate in the retail or consumer finance industries and typically have similar operating dynamics as the Company. The Committee believes this approach appropriately reflects the diverse labor market for executive talent in which we compete and presents a reasonable reference for evaluating the competitiveness of our executive compensation levels and practices.

The fiscal 2022 peer group consisted of the following companies:

Peer Company	Stock Symbol	Primary Business
Cardtronics Inc.	CATM	Data Processing and Outsourced Services — Fintech
Conn's, Inc.	CONN	Computer and Electronics Retail
CURO Group Holdings Corp.	CURO	Consumer Finance
Enova International, Inc.	ENVA	Consumer Finance
FirstCash Holdings, Inc.	FCFS	Consumer Finance — Pawn Operator
GreenSky, Inc.	GSKY	Data Processing and Outsourced Services
LendingClub Corporation	LC	Consumer Finance
MoneyGram International, Inc.	MGI	Data Processing and Outsourced Services — Fintech
Oportun Financial Corporation	OPRT	Consumer Finance
Regional Management Corp.	RM	Consumer Finance
Rent-A-Center, Inc.	RCII	Computer and Electronics Retail
World Acceptance Corporation	WRLD	Consumer Finance

This group was the same as the peer group used in fiscal 2021. When the peer group was approved by the Committee, Mercer noted that the Company was below the 25th percentile of the peer group in terms of market capitalization, EBITDA and EBITDA margin, but approximated the median in terms of revenue and revenue growth. Mercer observed that peer group companies continued to be a good fit from a business and revenue standpoint, and did not propose any changes to the group for fiscal 2022.

To benchmark the Company's executive compensation, Mercer used peer group data from the most recently available proxy filings (CEO and CFO positions and other executive positions where available) and its own executive compensation survey data (for all executive officer positions). Additional data from other published surveys was used as secondary reference points. (Note — The FY22 Mercer Executive Compensation Report did not include any benchmarking information for the Executive Chairman position, as our Executive Chairman, Mr. Cohen, is subject to a special multi-year compensation arrangement that was approved by the full Board in September 2019 and renewed on the same terms for fiscal 2022. See "Compensation Discussion and Analysis — Summary of Fiscal 2019 Compensation Actions — Executive Chairman" in our Annual Report on Form 10-K for the year ended September 30, 2019.)

The FY22 Mercer Executive Compensation Report contained the following general observations, which the Committee took into consideration in evaluating and approving executive compensation for fiscal 2022:

- Cash compensation for most of the Company's executive officers is between the 50th and 75th percentiles.
- Long-term incentive compensation (at target levels) is mixed vs. the market, with seven of the Company's executive officers at or below the 50th percentile and three at or above.
- As a whole, total direct compensation (cash compensation plus long-term incentive) for the Company's executive officers approximates the 40th percentile, but there is wide variation, with three executives being above the 75th percentile and two (the CEO and CFO) being below the 25th percentile, reflecting below-market long-term incentives.

Components of Compensation and Fiscal 2022 Executive Compensation Actions

Our executive compensation program consists of four main elements: base salaries, short-term cash incentive opportunities, long-term incentive opportunities (generally paid in the form of equity awards) and other benefits, including healthcare and retirement. Each of these components is discussed in more detail below, along with the compensation actions that were taken during fiscal 2022.

Base Salary

Our primary objective with respect to base salary levels is to provide sufficient fixed cash income to attract and retain experienced leaders in a competitive market. The base salaries of our executive officers are reviewed and adjusted (if appropriate) annually to reflect, among other things, individual performance, review of market data, experience in role, macro-economic conditions and internal equity.

The following table shows, for each Named Executive Officer, the base salaries that were in effect for fiscal 2022 and 2021:

Named Executive Officer	Fiscal 2022 Base Salary	Fiscal 2021 Base Salary	Increase
Lachlan P. Given (1)	\$ 750,000	\$ 600,000	25%
Timothy K. Jugmans (2)	\$ 450,000	\$ 370,000	22%
Philip E. Cohen	\$ 1,500,000	\$ 1,500,000	0%
John Blair Powell, Jr. (3)	\$ 550,000	\$ 375,000	47%
Thomas H. Welch, Jr.	\$ 410,000	\$ 410,000	0%
Jason A. Kulas (4)	\$ 850,000	\$ 850,000	0%

- (1) Mr. Given was appointed Co-Interim Chief Executive Officer effective January 12, 2022 and Chief Executive Officer effective March 3, 2022. The amount shown for fiscal 2022 represents his annualized base salary for the CEO position, which was made effective January 12, 2022. During fiscal 2021 and until January 12, 2022, Mr. Given held the position of Chief Strategy, M&A and Funding Officer, and the amount shown for fiscal 2021 represents his annualized base salary for that position. The percentage increase reflects Mr. Given's promotion to the CEO position, although his base salary as CEO represents a 12% decrease from the base salary of the previous CEO.
- (2) Mr. Jugmans was promoted from Interim Chief Financial Officer to Chief Financial Officer in May 2021, but received no base salary increase at that time. In September 2021, the Committee approved a base salary increase to \$420,000 for fiscal 2022 (representing an increase of 14%) and indicated that it expected to approve a further increase to \$450,000 for fiscal 2023 to better align Mr. Jugmans' compensation with the competitive market benchmarks. In February 2022, in recognition of Mr. Jugmans' performance, particularly in the context of the CEO change that occurred in January 2022, the Committee approved a base salary increase to \$450,000 (with retroactive effect from January 12, 2022), essentially accelerating the increase planned for fiscal 2023. The percentage increase shown represents the aggregate increase vs. the base salary for fiscal 2021.
- (3) In October 2021, the Committee approved a fiscal 2022 base salary for Mr. Powell, who was serving as President, Global Pawn at that time, of \$450,000 (representing an increase of \$75,000, or 20%, over the fiscal 2021 base salary Mr. Powell received in his previous role as President, US Pawn). In January 2022, Mr. Powell was appointed Co-Interim Chief Executive Officer (effective January 12, 2022), and he served in that position with Mr. Given until March 3, 2022, when he was appointed Chief Operating Officer. The amount shown for fiscal 2022 represents the annualized base salary for the COO position, which was made effective January 12, 2022. The percentage increase shown represents the aggregate increase associated with the two promotions — from President, US Pawn to President, Global Pawn to Chief Operating Officer.
- (4) During fiscal 2022, Mr. Kulas served as Chief Executive Officer until January 12, 2022, when he resigned from the Company to pursue another opportunity. The amount shown for fiscal 2022 represents the annualized salary being paid to Mr. Kulas at that time.

In September 2022, the Committee determined that the base salaries for the Named Executive Officers would be held flat for fiscal 2023.

Annual Short-Term Incentive

Our executive officers, as well as other key Team Members, are eligible to participate in our annual short-term incentive ("STI") plan. The plan is designed to provide financial reward contingent on achievement of annual corporate and business unit financial results, as well as personal objectives tied to our strategic goals.

The following is a summary of the terms of the fiscal 2022 STI plan, which the Committee approved in October 2021 after significant deliberations regarding the appropriate performance measures:

- The fiscal 2022 STI plan provides cash bonus opportunities based on achievement of specified performance goals. The bonus opportunity for each participant was determined based a designated target amount, a business performance modifier based on the achievement of specified EBITDA-based performance goals for the Company as a whole (consolidated) and each business unit, and an assessment of individual performance.
- Participants were assigned to one of four "STI Incentive Pools" — Consolidated Executive Officer, Consolidated, US Pawn and Latin America Pawn — and the total target amount for each pool equaled the aggregate designated target amount for the participants in that pool.
- The plan was subject to a "Company Performance Gate," such that no pool would be funded if the Company did not achieve the minimum level of Adjusted EBITDA required for a corporate-level payout.
- If the Company Performance Gate was achieved, then each pool was funded in a range from 0% to 150% of the total target amount assigned to that pool, based on the level of achievement of the applicable performance goal for that pool.
- The performance goal for each pool was based on the Adjusted EBITDA shown in the Board-approved budget for fiscal 2022 (excluding any impact of our investment in Cash Converters), as follows: Consolidated, \$83.8 million; US Pawn, \$113.4 million; and Latin America Pawn, \$37.7 million. The threshold level for each pool (i.e., the performance needed to achieve 50% funding) was set at 85% of the designated performance goal for that pool, and the maximum level (i.e., the performance needed to achieve 150% funding) was set at 110% of the designated performance goal. The Company Performance Gate was set at 85% of the consolidated performance goal.

- The Committee retained discretionary authority to make adjustments to the reported EBITDA as it, in its sole discretion, determined to be necessary, appropriate or desirable to take into consideration special events or other circumstances reasonably beyond management's control (referred to as "Adjusted EBITDA").
- Each participant's bonus amount was funded out of their assigned pool based on an evaluation of their individual performance against objectives specified at the beginning of the year. For all participants other than the Executive Officers, the final bonus amounts were determined by management. For the Executive Officers (other than the CEO), the final bonus amounts were recommended by the CEO and approved by the Committee. The final bonus amount for the CEO was determined by the Committee.

The following table sets forth the fiscal 2022 STI target amount for each of the Named Executive Officers:

Named Executive Officer (1)	Fiscal 2022 STI Target Amount	Target Amount as % of Base Salary
Lachlan P. Given (2)	\$ 1,125,000	150%
Timothy K. Jugmans (3)	\$ 450,000	100%
John Blair Powell, Jr. (4)	\$ 550,000	100%
Thomas H. Welch, Jr.	\$ 246,000	60%
Jason A. Kulas (5)	\$ 1,275,000	150%

- (1) Mr. Cohen, in his role as Executive Chairman, is not a participant in the STI plan, but is subject to a separate incentive opportunity specified in the terms of his employment. Pursuant to those terms, he had the opportunity to earn an incentive award of up to \$1,500,000 (100% of his base salary). See "Executive Chairman Incentive Award" below.
- (2) Mr. Given's fiscal 2022 STI target amount was originally set at \$600,000 (100% of base salary) in his role as Chief Strategy, M&A and Funding Officer. The target amount was increased to that shown (effective January 12, 2022) in connection with Mr. Given's promotion to Chief Executive Officer.
- (3) Mr. Jugmans' fiscal 2022 STI target amount was originally set at \$336,000 (80% of base salary), but was increased to that shown (effective January 12, 2022) in recognition of Mr. Jugmans' performance, particularly in the context of the CEO change that occurred in January 2022.
- (4) Mr. Powell's fiscal 2022 STI target amount was originally set at \$360,000 (80% of base salary) in his role as President, Global Pawn. The target amount was increased to that shown (effective January 12, 2022) in connection with Mr. Powell's promotion to Chief Operating Officer.
- (5) Mr. Kulas resigned as Chief Executive Officer effective January 12, 2022 to pursue another opportunity and did not receive any STI bonus for fiscal 2022.

The amount of each Named Executive Officer's STI bonus opportunity at the Threshold, Target and Maximum levels is set forth in the "Grants of Plan-Based Awards" table under "Incentive Plan Based Awards" below.

During fiscal 2022, the Company's achieved Adjusted EBITDA (excluding any impact of our investment in Cash Converters) of \$108.0 million (129% of the specified consolidated performance goal); US Pawn achieved Adjusted EBITDA of \$139.6 million (123% of the specified US Pawn performance goal); and Latin America Pawn achieved Adjusted EBITDA of \$31.4 million (83% of the specified Latin America Pawn performance goal). For Consolidated and US Pawn, the Adjusted EBITDA numbers used for measuring performance for STI purposes were substantially similar to the corresponding actual numbers based on GAAP results. For Latin America Pawn, Adjusted EBITDA included adjustments only for constant currency for Latin America Pawn and certain one-time severance costs.

In addition to the noted financial performance, management was successful in completing specific initiatives that were designed to drive progress across the key strategic focus areas for fiscal 2022, which included:

- Strengthening our core pawn business;
- Driving cost efficiency;
- Improving our Team Member experience;
- Improving and expanding our customer engagement through innovation and growth;
- Modernizing our IT and data management systems; and
- Enhancing and maintaining our culture of risk management and compliance.

These strategic focus areas provided the foundation for delivering strong financial performance through increased earnings and efficient balance sheet management.

Following a consideration of all of these factors, the Committee approved the following funding levels for the fiscal 2022 STI Incentive Pools: Consolidated Executive Officers, 150%; Consolidated, 150%; US Pawn, 150%; and Latin America Pawn, 0%. The specific bonus amount for each individual participant was based on the funding level for the applicable pool and the participant's individual performance. The Committee

approved the payouts for the Named Executive Officers as indicated in the “Non-Equity Incentive Plan Compensation” column in the Summary Compensation Table below. Those amounts were calculated as follows:

Named Executive Officer (1)	Target Amount	STI Payout	Percent of Target Awarded
Lachlan P. Given (2)	\$ 976,849	\$ 1,465,274	150%
Timothy K. Jugmans (2)	\$ 417,830	\$ 626,745	150%
John Blair Powell, Jr. (2)	\$ 496,384	\$ 744,576	150%
Thomas H. Welch, Jr.	\$ 246,000	\$ 344,400	140%
Jason A. Kulas	\$ 1,275,000	\$ —	—

(1) Mr. Cohen’s bonus payout was calculated as described below under “Executive Chairman Incentive Award.”

(2) Target Amount shown is a prorated amount reflecting the intra-year increases that were effective January 12, 2022, as described in the footnotes to the table immediately above.

Because no member of the Latin America Pawn team received an STI payout for fiscal 2022, management, understanding the need to provide appropriate compensation opportunities in order to attract and retain high performing employees who are critical to the Company’s future success and with the Committee’s support, agreed to pay an aggregate of approximately \$400,000 in discretionary or retention bonuses to selected key Latin America Pawn team members. No executive officer received any such discretionary or retention bonus.

In September 2022, the Committee approved the STI plan for fiscal 2023. The fiscal 2023 STI plan contains the same basic design elements as the fiscal 2022 plan, except that the performance level necessary to achieve 150% funding was raised from 110% of budget to 115% of budget. For fiscal 2023, the Target Amounts for each of the continuing Named Executive Officers will be as follows: Mr. Given, \$1,125,000; Mr. Jugmans, \$450,000; and Mr. Powell, \$550,000.

Long-Term Incentives

General — Long-term incentive (“LTI”) compensation, in the form of equity awards, is a key component in our executive compensation program, helping to encourage long-term commitment, shareholder alignment and long-term performance orientation. The value of equity awards over time bears a direct relationship to the price of our stock and the gain or loss experienced by our stockholders.

All of our executive officers are eligible to receive LTI awards. We structure our LTI compensation program to place greater emphasis on long-term performance that enhances stockholder value. Many of our peers have a significant time-based vesting component to their long-term awards; however, 100% of our LTI awards (reduced to 80% for fiscal 2023, as discussed below) are subject to performance-based vesting. To further emphasize the long-term nature of these awards, 100% of the LTI awards vest at the end of a three-year performance period, rather than a prorated vesting each year during the performance period. The Committee believes this structure incentivizes and rewards longer-term vision and strategies, and provides a balance to our short-term programs, which are focused on annual performance.

Since 2010, we have been issuing LTI awards under the 2010 Long-Term Incentive Plan (the “2010 LTI Plan”). On March 1, 2022, the Committee, the full Board of Directors and the controlling stockholder approved the 2022 Long-Term Incentive Plan (the “2022 LTI Plan”) to replace the 2010 LTI Plan for all awards issued from and after January 1, 2022. The 2010 LTI Plan remains effective, but only with respect to LTI awards issued and outstanding as of December 31, 2021. Under the terms of the 2022 LTI Plan, all awards must be approved by the full Board of Directors, following recommendation by the Committee.

Grant frequency — Although LTI awards may be made at any time as determined by the Committee and approved by the Board, the Committee generally considers new LTI grants for executive officers and other key employees on an annual basis. Given that these annual LTI awards are intended to incentivize performance over the full designated performance period, the Committee considers it appropriate to use the stock price at the beginning of the performance period in determining the number of shares or units to be granted. In the Committee’s view, this methodology, consistently applied, neutralizes the stock price as a factor impacting the timing of awards.

Fiscal 2022 Actions — During and after fiscal 2022, the Committee took the following actions regarding LTI awards:

- *Grant of fiscal 2022 LTI awards* — In October 2021, the Committee approved the design and structure of the fiscal 2022 LTI awards and authorized the issuance of awards to the executive officers and other key employees. The awards took the form of restricted stock units with the following terms:
 - Each participant was assigned an LTI target amount, and the number of units awarded to the participant was determined by dividing the participant’s LTI target amount by \$7.57, the closing trading price of our Class A Non-Voting Common Stock on September 30, 2021. The following table sets forth, for each Named Executive Officer, the LTI target amount and the number of units awarded:

<u>Named Executive Officer (1)</u>	<u>Fiscal 2022 LTI Target Amount</u>	<u>Number of Units</u>
Lachlan P. Given (2)	\$ 1,246,027	164,600
Timothy K. Jugmans (3)	\$ 441,534	58,326
John Blair Powell, Jr. (4)	\$ 719,178	95,003
Thomas H. Welch, Jr.	\$ 328,000	43,328
Jason A. Kulas (5)	\$ 2,125,000	280,713

- (1) Mr. Cohen is subject to a separate incentive program and is not eligible for LTI awards. See "Executive Chairman Incentive Award" below.
- (2) Mr. Given's fiscal 2022 LTI target amount was originally set at \$600,000 in his role as Chief Strategy, M&A and Funding Officer, and he was granted an LTI award of 79,260 units in October 2021. His LTI target amount was increased to \$1,500,000 (effective January 12, 2022) in connection with his appointment as Chief Executive Officer, and he was granted an additional LTI award of 85,340 units in March 2022. The Target Amount shown above is the prorated amount reflecting the intra-year increase, and the Number of Units shown above is the aggregate of the two grants.
- (3) Mr. Jugmans' fiscal 2022 LTI target amount was originally set at \$420,000, and he was granted an LTI award of 55,482 units in October 2021. His LTI target amount was increased to \$450,000 (effective January 12, 2022) in recognition of his performance, particularly in the context of the CEO change that occurred in January 2022, and he was granted an additional LTI award of 2,844 units in March 2022. The Target Amount shown above is the prorated amount reflecting the intra-year increase, and the Number of Units shown above is the aggregate of the two grants.
- (4) Mr. Powell's fiscal 2022 LTI target amount was originally set at \$450,000 in his role as President, Global Pawn, and he was granted an LTI award of 59,445 units in October 2021. His LTI target amount was increased to \$825,000 (effective January 12, 2022) in connection with his appointment as Chief Operating Officer, and he was granted an additional LTI award of 35,558 units in March 2022. The Target Amount shown above is the prorated amount reflecting the intra-year increase, and the Number of Units shown above is the aggregate of the two grants.
- (5) The Number of Units shown for Mr. Kulas were awarded in October 2021, but forfeited in January 2022 when Mr. Kulas resigned from the Company to pursue another opportunity.

- Vesting is subject to performance measured against specified net income targets. The Committee continues to consider net income to be the long-term shareholder value metric against which management should be measured, as it reflects the scaling of profitability in a fiscally robust way. Net income takes into account the full bottom-line performance and growth of the Company, including a prudent capital structure; it is the metric that primarily drives out stock price, closely aligning management's interests with those of our shareholders; it is one of the three primary financial goals in the Company's "Strategic Goals and Measures" framework; and it is less susceptible to manipulation, as EPS often is with debt-financed share buybacks that potentially put financial position at risk.
- Performance will be measured over a three-year performance period (fiscal 2022, fiscal 2023 and fiscal 2024).
- The number of units awarded are allocated equally among the three years, with each year measured separately. The number of units that will be available for vesting each year will be between 50% (assuming minimum threshold performance is achieved) and 150%, depending on the level of performance target achievement. If the minimum threshold performance for any year is not achieved, no units allocated to that year will be available to vest at the end of the performance period. Each year will stand on its own, and any units allocated to a year that are not available to vest at the end of the performance period will be forfeited.
- At the end of the performance period (i.e., the end of fiscal 2024), the aggregate number of units that are available to vest from each of the three years will vest for those participants who remain in continuous, active employment with the Company through the performance period. The Committee believes that this structure — combining the single-year focus of the performance targets with the deferral of vesting until the end of the three-year performance period — strikes the proper balance between ensuring that management is incentivized to maximize performance each year and rewarding consistent long-term performance.
- The Committee retains discretionary authority to make such adjustments to the reported net income as it, in its sole discretion, determines to be necessary, appropriate or desirable to take into consideration special events or other circumstances reasonably beyond management's control (referred to as "Adjusted Net Income").
- For fiscal 2022, the performance goal at target level was equal to 100% of the Adjusted Net Income shown in the Board-approved budget for fiscal 2022. The threshold level was set at 85% of the target level, and the maximum level was set at 115% of the target level.
- *Grant of special award for Mr. Powell* — In October 2021, the Committee approved a special, one-time LTI award to Mr. Powell, who at that time had been recently promoted to President, Global Pawn with operating responsibility for the Latin America Pawn business in addition to US Pawn. The award was intended to acknowledge Mr. Powell's extraordinary contributions during fiscal 2021 as President, US Pawn, provide additional incentive for future performance in his new Global Pawn role, and provide an additional retention element to his total compensation structure. The award consisted of 29,722 shares of restricted stock valued at \$225,000 (based on a per share value of \$7.57, the closing price of our Class A Non-Voting Common Stock on September 30,

2021) vesting pro-rata over a three-year period consisting of fiscal 2022, fiscal 2023 and fiscal 2024. Any vested stock is subject to a claw-back if Mr. Powell voluntarily terminates his employment with the Company prior to the end of such three-year period.

- *Vesting of fiscal 2020 awards* — As described in our Annual Report on Form 10-K for the year ended September 30, 2020, the fiscal 2020 LTI awards were approved in November 2020. The basic design of the fiscal 2020 awards is substantially similar to the fiscal 2022 awards discussed above, except that (1) performance is measured over a two-year period (fiscal 2021 and fiscal 2022), with 50% of the units awarded being allocated to each year and (2) no more than 100% of the units allocated to a year may become available for vesting. As reported in our 2021 Annual Report, the Committee determined in November 2021 that 100% of the units allocated to fiscal 2021 were available for vesting for those participants whose employment continued through fiscal 2022.

During fiscal 2022, the Company's Adjusted Net Income performance (\$54.3 million) significantly exceeded the specified performance goal at the target level, and in November 2022, the Committee determined that 100% of the units allocated to fiscal 2022 (along with the units allocated to fiscal 2021 as described above) were vested for those participants whose employment continued through the end of fiscal 2022. The resulting vesting for the continuing Named Executive Officers was as follows: Mr. Given, 74,303 units; Mr. Jugmans, 17,706 units; Mr. Powell, 34,674 units; and Mr. Welch, 50,773 units.

- *Second-year performance of fiscal 2021 awards* — As described in our 2021 Annual Report, the fiscal 2021 LTI awards were approved in February 2021. The basic design of the fiscal 2021 awards is substantially similar to the fiscal 2022 awards discussed above, except that the three-year performance period consists of fiscal 2021, fiscal 2022 and fiscal 2023. As reported in the 2021 Annual Report, the Committee determined in November 2021 that 150% of the units allocated to fiscal 2021 were available for vesting for those participants whose employment continues through fiscal 2023.

During fiscal 2022, the Company's Adjusted Net Income performance (\$54.3 million) significantly exceeded the specified performance goal at the maximum level, and in November 2022, the Committee determined that 150% of the units allocated to fiscal 2022 were now available for vesting for those participants whose employment continues through the end of fiscal 2023. For the continuing Named Executive Officers, this includes 59,642 units for Mr. Given (including 19,881 "bonus" units); 29,423 units for Mr. Jugmans (including 9,808 "bonus" units); 29,822 units for Mr. Powell (including 9,941 "bonus" units); and 32,604 units for Mr. Welch (including 10,868 "bonus" units).

- *First-year performance of fiscal 2022 awards* — During fiscal 2022, the Company's Adjusted Net Income performance (\$54.3 million) significantly exceeded the specified performance goal at the maximum level, and in November 2022, the Committee determined that 150% of the units allocated to fiscal 2022 are now available for vesting for those participants whose employment continues through the end of fiscal 2024. For the continuing Named Executive Officers, this includes 82,301 units for Mr. Given (including 27,434 "bonus" units); 29,163 units for Mr. Jugmans (including 9,721 "bonus" units); 47,502 units for Mr. Powell (including 15,834 "bonus" units); and 21,664 units for Mr. Welch (including 7,221 "bonus" units).
- *Grant of Fiscal 2023 Awards* — In September 2022, the Committee approved the plan design for the fiscal 2023 LTI awards. The approved design retains the basic characteristics of the fiscal 2022 awards, with the following significant modifications:
 - Only 60% of the units awarded will be allocated equally among the three years in the performance period (fiscal 2023, fiscal 2024 and fiscal 2025), with each year measured separately based on an annual Adjusted Net Income performance goal.
 - Half of the remaining 40% (or 20% of the total units awarded) will be subject to a cumulative performance goal based on Adjusted Net Income growth over the three-year performance period.
 - The remaining 20% will be subject to time-based vesting, contingent only on continuous active employment through the end of the performance period.
 - The number of performance-based units (whether annual or cumulative) that will be available to vest at the end of the performance period will range from 50% (assuming minimum threshold performance is achieved) and 150%, depending on the level of performance target achievement. There is no "bonus" unit opportunity for the time-based units, and they will vest at 100% only if the continuous active employment condition is met; otherwise, they will be forfeited.

The Committee believes that these modifications introduce two important features into the Company's LTI awards. For the past three years, LTI performance has been measured on an annual basis, relying largely on the three-year cliff vest feature to add the necessary long-term focus. The Committee considered this structure to be appropriate during the height of the COVID pandemic when long-term forecasting was difficult if not impossible. With the post-COVID recovery now largely complete, the Committee considers it appropriate to add in a multi-year performance measure, while at the same time retaining some portion of the separate annual performance feature. The Committee believes this structure aligns with the Company's business strategy by maintaining executive focus on each year's results but also driving long-term, multi-year performance. Additionally, the Committee determined,

with the advice of its independent consultant, that the inclusion of a relatively small time-based element better aligns the Company's equity awards with market comparables.

The fiscal 2023 LTI awards were granted in October 2022 following approval by the Board. The number of units awarded to each participant was determined by dividing the participant's designated LTI target amount by \$7.71, the closing trading price of our Class A Non-Voting Common Stock on September 30, 2022. The following table shows the fiscal 2023 LTI awards for the continuing Named Executive Officers (other than Mr. Cohen, who is subject to a separate incentive program and is not eligible for LTI awards, and Mr. Welch, who had previously announced his intention to retire from the Company effective December 31, 2022):

Named Executive Officer	Fiscal 2023 LTI Target Amount	Number of Units
Lachlan P. Given (1)	\$ 2,000,000	259,403
Timothy K. Jugmans (2)	\$ 500,000	64,850
John Blair Powell, Jr.	\$ 825,000	107,003

- (1) In September 2022, the Committee approved an increase in Mr. Given's LTI target amount from \$1,500,000 to \$2,000,000. This change better aligns Mr. Given's long-term incentive compensation and total direct compensation with the peer group CEOs (from below 25th percentile to 26th percentile and below 25th percentile to 32nd percentile, respectively), and is consistent with the Company's pay-for-performance philosophy and emphasis on long-term compensation.
- (2) In September 2022, the Committee approved an increase in Mr. Jugmans' LTI target amount from \$450,000 to \$500,000. This change better aligns Mr. Jugmans' long-term incentive compensation and total direct compensation with the peer group CFOs (from 30th percentile to 39th percentile and 37th percentile to 40th percentile, respectively), and is consistent with the Company's pay-for-performance philosophy and emphasis on long-term compensation.

Executive Chairman Incentive Award

As Executive Chairman, Mr. Cohen has an incentive compensation opportunity of \$1,500,000 per year (100% of base salary), awarded in the form of cash-settled phantom stock units ("Units") tied to the trading price of the Company's Class A Common Stock, as follows:

- *Award* — At the beginning of a fiscal year (the "Performance Year"), the number of Units awarded is determined by dividing \$1,500,000 by the stock price at the close of the immediately preceding fiscal year.
- *Vesting* — The awarded Units vest at the end of the Performance Year so long as the "Company Performance Gate" under the Company's STI plan for the Performance Year has been achieved. The Company Performance Gate is the level of performance (generally measured in terms of Adjusted EBITDA) needed to achieve any payout under the STI plan. Even if the Company Performance Gate is achieved, the Committee in its discretion may reduce the number of Units that vest based upon the Committee's evaluation of Mr. Cohen's achievement of individual performance objectives. Conversely, if the Company Performance Gate is not achieved, the Committee in its discretion may choose to vest some or all of the Units based an evaluation of Mr. Cohen's achievement of individual performance objectives.
- *Payout* — The vested Units will be paid out in two installments. The first installment will be paid as soon as practicable after the end of the Performance Year and will be an amount of cash equal to 50% of the vested Units multiplied by the stock price at the end of the Performance Year. The second installment will be paid out at the end of the next fiscal year and will be an amount of cash equal to 50% of the vested Units multiplied by the stock price at that time.

At the beginning of fiscal 2022, Mr. Cohen received 198,150 Units (the "FY22 Units"), which was calculated by dividing the bonus opportunity (\$1,500,000) by \$7.57, the closing trading price of our Class A Non-Voting Common Stock on September 30, 2021. In September 2022, the Committee reviewed and evaluated Mr. Cohen's individual performance during fiscal 2022, noting Mr. Cohen's valuable contributions in key strategic areas, including the following:

- Providing leadership and mentorship to the newly-appointed CEO and COO;
- Providing counsel and operational guidance to improve store-level performance;
- Providing counsel and advice on key growth initiatives, including acquisitions and strategic investments and partnerships; and
- Strategic planning.

As noted above, the Committee has determined that the Company Performance Gate under the fiscal 2022 STI plan has been achieved. See "Annual Short-Term Incentive" above. Consequently, and taking into consideration the Committee's evaluation of Mr. Cohen's individual performance, the Committee approved the vesting of 100% of the FY22 Units. Under the terms of Mr. Cohen's incentive opportunity, 50% of those Units (or 99,075 Units) will be paid out on a per-Unit value of \$7.71 (the closing trading price of our Class A Common Stock on September 30, 2022), translating to a cash payout of \$763,868. The remaining 50% of the FY22 Units (99,075 Units) will be paid at the end of fiscal 2023 based on the closing trading price of our Class A Non-Voting Common Stock at that time.

At the beginning of fiscal 2023, Mr. Cohen received 194,552 Units (the "FY23 Units), which was calculated by dividing the bonus opportunity (\$1,500,000) by \$7.71, the closing trading price of our Class A Non-Voting Common Stock on September 30, 2022. The FY23 Units will be subject to the vesting and payout terms described above.

Supplemental Executive Retirement Plan

We provide selected executives with a non-qualified Supplemental Executive Retirement Plan ("SERP") to offer a competitive benefit and to assist in offsetting potential impacts of contribution limitations applicable to our 401(k) retirement savings plan. For fiscal 2022, the Committee approved SERP contributions for each of the executive officers equal to 10% of base salary. This resulted in the following SERP contributions for each of the Named Executive Officers (other than Mr. Cohen who is not eligible for SERP contributions):

Named Executive Officer	Fiscal 2022 SERP Contribution
Lachlan P. Given (1)	\$ 70,767
Timothy K. Jugmans (1)	\$ 44,153
John Blair Powell, Jr. (1)	\$ 53,973
Thomas H. Welch, Jr.	\$ 41,000
Jason A. Kulas (2)	\$ 85,000

- (1) Amount of total contribution during the year was based prorated base salary, taking into account the intra-year increases discussed above under "Components of Compensation and Fiscal 2022 Executive Compensation Actions — Base Salary."
- (2) This contribution was forfeited when Mr. Kulas resigned from the Company in January 2022.

In September 2022, the Committee approved fiscal 2023 SERP contributions equal to 10% of base salary for each of the executive officers (other than Mr. Cohen and Mr. Welch). For the continuing Named Executive Officers, those contributions were \$75,000 for Mr. Given, \$45,000 for Mr. Jugmans, \$55,000 for Mr. Powell.

Other Benefits and Perquisites

The executive officers participate in other benefit plans on the same terms as other Team Members. These plans include medical, dental, life insurance and our 401(k) retirement savings plan. In addition, we provide supplemental healthcare benefits to our executive officers. The amount of that benefit for the Named Executive Officers is included in the "All Other Compensation" column of the Summary Compensation Table below.

Executive Compensation Governance and Process

Composition of the People and Compensation Committee

The People and Compensation Committee is comprised of four members — Mr. Lagos (Chair), Mr. Appel, Ms. Arnold and Mr. Tillett — each of whom is an independent director. See "Part III, Item 10 — Directors, Executive Officers and Corporate Governance — Board of Directors."

Role of the Committee

The Board of Directors has authorized the Committee to establish the compensation programs for all executive officers and to provide oversight for compliance with our compensation philosophy. The Committee delegates the day-to-day administration of the compensation plans to management and retains responsibility for ensuring that the plan administration is consistent with our policies.

Annually, the Committee sets the compensation for our executive officers, including objectives and awards under incentive plans (subject to approval of LTI awards by the Board of Directors). The Committee also reviews all other proposed LTI awards and makes recommendations to the Board of Directors on proposed LTI awards and the appropriate compensation for the non-employee directors.

The Committee also oversees the Company's human capital management (HCM) strategy, policies and activities, including succession planning and corresponding individual development in order to maintain the talent necessary to fulfill our operational and strategic objectives; diversity and inclusion initiatives; Team Member engagement; and assessing the overall effectiveness of our HCM programs. For more information on the Committee's role, see "Part III, Item 10 — Directors, Executive Officers and Corporate Governance — Corporate Governance — Committees of the Board — People and Compensation Committee," as well as the Committee's charter, which can be found in the Investor Relations section of our website at www.ezcorp.com.

Role of Management

The Committee receives data regarding compensation trends, succession plans, issues and recommendations from management. Members of management, including the Chief Executive Officer, Chief Human Resources Officer and Chief Legal Officer, attend Committee meetings at the invitation of the Committee. In addition, our Chief Executive Officer provides input on individual performance and recommendations regarding compensation adjustments to the Committee for executive officer positions other than his own.

Role of the Independent Compensation Consultant

Under its charter, the Committee has sole authority to retain, terminate, obtain advice from, oversee and compensate its outside advisors, including its compensation consultant. We have provided appropriate funding to the Committee to do so.

Since March 2020, the Committee has retained Mercer as its independent compensation consultant. The Committee's independent compensation consultant reports directly to the Committee, and the Committee may replace its independent compensation consultant or hire additional consultants at any time. The Committee's independent compensation consultant communicates with, and attends meetings of, the Committee as requested.

The Committee annually evaluates the independence of its independent compensation consultant in providing executive compensation consulting services, and to date has found no conflict of interest with respect to Mercer.

During fiscal 2022, Mercer, among other things, advised the Committee on the principal aspects of our executive compensation program, updated the Committee on evolving best practices and provided market information and analysis regarding the competitiveness of our program design and award values.

Compensation Risk

The Committee continually monitors our general compensation practices, specifically the design, administration and assessment of our incentive plans, to identify any components, measurement factors or potential outcomes that might create an incentive for excessive risk-taking detrimental to the Company. The Committee has determined that our compensation plans and policies do not encourage excessive risk-taking.

Our executive compensation program provides a balance of short-term and long-term incentives that reward achievement of profitable, consistent and sustainable results. These include:

- Annual incentive compensation tied to achievement of profitable Company or business unit performance (as measured by consolidated and/or business unit EBITDA); and
- Meaningful long-term equity incentive opportunities that are substantially performance-based and provide an incentive to deliver long-term growth in stockholder value as a result of sustained earnings growth.

We maintain the following policies to mitigate compensation risk:

- *Clawback Policy* — The Board of Directors retains the right to seek reimbursement (clawback) of incentive compensation (whether cash or equity) from any executive officer who has, in the Board's determination, violated our policies or otherwise engaged in intentional misconduct that, in either case, caused a material restatement of financial results.
- *Anti-Hedging Policy* — We maintain a policy prohibiting the trading of "derivative securities" related to, or engaging in "short sales" of, our stock by members of the Board of Directors, executive officers or any other persons associated or affiliated with the Company (through employment, contractual relationship or otherwise) who are designated from time to time by the Board of Directors. For purposes of the policy, a "derivative security" is any option, warrant, convertible security, stock appreciation right or similar right with an exercise or conversion privilege at a price related to our stock, or similar securities with a value derived from the value of our stock; and a "short sale" is any sale of stock that the seller does not own or any sale that is consummated by the delivery of stock borrowed by, or for the account of, the seller. The Board believes that this policy, by preventing the shifting of the risks of ownership of Company stock, helps to align the interests of management with the interests of the other Company stockholders.
- *Executive Share Retention Policy* — The Board of Directors has adopted stock ownership requirements applicable to the members of the Board of Directors and the executive officers. Pursuant to those requirements, each non-executive member of the Board of Directors and each executive officer is required to hold a number of shares of Class A Non-Voting Common Stock having a market value equal to the applicable "Required Multiple" of the annual retainer fee (in the case of the non-executive directors) or base salary (in the case of the executive officers). The Required Multiple is 4X for the non-executive directors and the CEO, 2X for the Executive Chairman and 1X for the other executive officers. Each person subject to the stock ownership requirements is required to

hold at least 50% (in the case of the non-executive directors) or 30% (in the case of the executive officers) of each vesting of restricted stock or restricted stock units until the required stock ownership amount is satisfied. Thereafter, such person can sell shares (subject to our trading window policy) as long as the required stock ownership amount is maintained. Because each share of Class B Voting Common Stock is convertible into a share of Class A Non-Voting Common Stock, the shares of Class B Voting Common Stock held by Mr. Cohen are treated as the equivalent number of shares of Class A Non-Voting Common Stock for purposes of applying the stock ownership requirements.

All directors and executive officers are currently in compliance with the stock ownership requirements.

Other Executive Compensation Matters

Change in Control Severance Plan — The executive officers (other than Mr. Cohen and Mr. Welch) are participants in the EZCORP, Inc. Change in Control Severance Plan (the “CIC Severance Plan”), which was approved and adopted by the Board of Directors in November 2022. A participant in the CIC Severance Plan is entitled to receive certain severance benefits if both of the following events occur (a “double trigger”): The Company experiences a change in control *and* the executive’s employment is terminated within two years thereafter. The severance benefits include a cash payment equal to (1) a multiple of the participant’s annual base salary and target STI bonus plus (2) the participant’s prorated target bonus for the year in which the termination occurs. In addition, the Company will provide continued healthcare benefits for a number of years equal to the applicable multiple. The multiple referred to varies by executive officer, with the CEO, COO and CFO having multiples of 2.0 and the remaining executive officer participants having multiples of 1.5.

In connection with the CIC Severance Plan, the Board of Directors also approved amendments to the 2022 Long-Term Incentive Plan and all outstanding LTI awards to provide for the acceleration of vesting (at target levels, in the case of performance-based awards) upon the occurrence of a qualifying termination following a change in control. This acceleration of vesting benefit applies to the CIC Severance Plan participants, as well as all other holders of outstanding LTI awards.

Generally, for purposes of the CIC Severance Plan, a change in control will be deemed to have occurred if a person or group acquires beneficial ownership of 50% or more of the combined voting power of the outstanding Company securities, either directly or through consummation of a business combination; provided, however, that any acquisition or beneficial ownership of voting securities by, or a transfer of voting securities to, Mr. Cohen, any of his heirs or any entity that is owned or controlled by Mr. Cohen or any of his heirs, shall not constitute a change in control.

The foregoing is just a summary description of the principal terms of the CIC Severance Plan and is qualified in its entirety by reference to the full terms and provisions set forth in the plan document, which is filed as an exhibit to this Report.

Other severance benefits — We provide the following other severance benefits to our executive officers (other than Mr. Cohen):

- Unless severance benefits under the CIC Severance Plan are triggered, each of our executive officers will receive one year’s base salary (as a lump sum or in the form of salary continuation) if their employment is terminated by the Company without cause.
- Generally, restricted stock and restricted stock unit awards, including those granted to the executive officers, provide for accelerated vesting of some or all of the unvested shares or units in the event of the holder’s death or disability.

More information on severance arrangements can be found under “Other Benefit Plans — Certain Termination Benefits” below. The Committee believes that these benefits provide important protection to the executive officers, are consistent with practice of the peer companies and are appropriate for attraction and retention of executive talent.

Restrictive Covenant Agreements — Each of our executive officers (other than Mr. Cohen), along with other key Team Members, has entered into a Restrictive Covenant Agreement under which the executive is subject to confidentiality and non-disclosure obligations with respect to various categories of proprietary, competitively sensitive and confidential information. In addition, each such executive has agreed that, for a period of one year following the termination of employment with the Company, they will not compete with the Company (within a defined area) and will not solicit the Company’s Team Members or suppliers.

Retirement arrangements for Mr. Welch — Mr. Welch has been an executive officer, serving in the position of Chief Legal Officer (or General Counsel) and Secretary since April 2009. In September 2022, Mr. Welch (who was not a Named Executive Officer at the time) announced his intention to retire from active employment with the Company at the end of the calendar year. In connection with such retirement, the Company has agreed to provide Mr. Welch with a one-time retirement payment of \$205,000 and continued healthcare benefits through the end of fiscal 2024. In addition, the Company has agreed to treat the portions of Mr. Welch’s fiscal 2021 and fiscal 2022 LTI awards that are allocable to completed performance periods as “earned,” meaning they will not expire upon Mr. Welch’s retirement but will continue to be subject to the vesting provisions set forth in the applicable award agreements (except for the requirement of continued employment). All portions of such awards that are allocable to future performance periods (including fiscal 2023) will be forfeited as of the retirement date.

The Company and Mr. Welch also entered into an Advisory Agreement under which Mr. Welch will provide limited advisory services to the Company, including advice and counsel on certain specified legal matters and general assistance as requested. Advisory fees under the agreement will be \$205,000, payable monthly. The term of the advisory arrangement will begin on January 1, 2023 and run for one year, subject to early termination by either party or extension by mutual agreement.

The terms of the retirement arrangement and the advisory arrangement were reviewed and approved by the Committee.

Compensation Committee Report

The Compensation Committee has reviewed the foregoing Compensation Discussion and Analysis and has discussed it with management. Based on that review and those discussions, the Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2022.

Pablo Lagos Espinosa, Chair
Matthew W. Appel
Zena Srivatsa Arnold
Gary L. Tillett

Compensation Committee Interlocks and Insider Participation

None of the persons who served as members of the Compensation Committee during fiscal 2022 are or have ever been an officer of or employed by the Company, nor do they have any relationship that requires disclosure under Item 404 of Regulation S-K, the SEC's rules requiring disclosure of certain relationships and related party transactions.

Summary Compensation Table

The table below summarizes the total compensation for fiscal 2022, 2021 and 2020 for the Named Executive Officers. See “Part III, Item 11 — Executive Compensation — Compensation Discussion and Analysis” for a description of how we determined the Named Executive Officers. The amounts shown reflect the compensation received by each of the Named Executive Officers for the positions in which they were serving during the fiscal years so noted. as follows:

- Mr. Given served as Chief M&A and Strategic Funding Officer during fiscal 2020, and as Chief Strategy, M&A and Strategic Funding Officer during fiscal 2021 and the first quarter of fiscal 2022. He was named Co-Interim Chief Executive Officer effective January 12, 2022 and appointed Chief Executive Officer on March 3 2022.
- Mr. Jugmans served as Vice President, Treasury and M&A during fiscal 2020. He was named Interim Chief Financial Officer in September 2020 and appointed Chief Financial Officer in May 2021.
- Mr. Powell served as Chief Customer Service Officer during fiscal 2020, and as President, US Pawn during fiscal 2021. He promoted to the position of President, Global Pawn in October 2021 and held that position until he was named Co-Interim Chief Executive Officer effective January 12, 2022. He was appointed Chief Operating Officer on March 3, 2022.
- Mr. Kulas served as President and Chief Financial Officer from February 2020 to July 2020, when he was appointed Chief Executive Officer. He held that position until January 12, 2022, when he resigned from the Company to pursue another opportunity. He served on the Board of Directors as an independent director from April 2019 to February 2020, and continues to served on the Board of Directors as a non-employee director since his resignation as Chief Executive Officer.(Delete this after reading comment)

Name and Principal Position	Fiscal Year	Base Salary	Bonus	Stock Awards (1)	Non-Equity Incentive Plan Compensation (2)	All Other Compensation (3)	Total
Lachlan P. Given (4) Chief Executive Officer	2022	\$ 728,654	—	\$ 1,045,197	\$ 1,465,274	\$ 84,452	\$ 3,323,577
	2021	\$ 600,000	—	\$ 372,003	\$ 770,000	\$ 83,028	\$ 1,825,031
	2020	\$ 600,000	\$ 277,377	—	—	\$ 82,200	\$ 959,577
Timothy K. Jugmans (4) Chief Financial Officer	2022	\$ 438,615	—	\$ 412,239	\$ 626,745	\$ 71,146	\$ 1,548,745
	2021	\$ 370,000	—	\$ 238,717	\$ 302,500	\$ 66,418	\$ 977,635
	2020	\$ 236,374	\$ 73,923	—	—	\$ 5,646	\$ 315,943
Philip E. Cohen Executive Chairman	2022	\$ 1,500,000	—	—	\$ 1,913,468	\$ 23,310	\$ 3,436,778
	2021	\$ 1,500,000	—	—	\$ 1,656,044	\$ 23,532	\$ 3,179,576
	2020	\$ 1,500,000	—	—	\$ 350,390	\$ 21,028	\$ 1,871,418
John Blair Powell, Jr. Chief Operating Officer	2022	\$ 515,577	—	\$ 777,148	\$ 744,576	\$ 85,510	\$ 2,122,811
	2021	\$ 375,000	—	\$ 180,267	\$ 375,000	\$ 66,316	\$ 996,583
	2020	\$ 308,653	\$ 102,500	—	—	\$ 54,658	\$ 465,811
Thomas H. Welch, Jr. Chief Legal Officer and Secretary	2022	\$ 410,000	—	\$ 523,648	\$ 344,400	\$ 71,070	\$ 1,349,118
	2021	\$ 410,000	—	\$ 227,287	\$ 312,500	\$ 70,648	\$ 1,020,435
	2020	\$ 410,000	\$ 135,300	—	—	\$ 69,570	\$ 614,870
Jason A. Kulas (4) Former Chief Executive Officer	2022	\$ 343,269	—	\$ 1,083,492	—	\$ 123,688	\$ 1,550,449
	2021	\$ 850,000	—	\$ 723,679	\$ 1,593,750	\$ 117,523	\$ 3,284,952
	2020	\$ 424,808	—	\$ 683,878	\$ 437,500	\$ 56,455	\$ 1,602,641

(1) Amounts represent the aggregate grant date fair value of restricted stock or restricted stock unit awards, computed in accordance with FASB ASC 718-10-25. See Note 10: Common Stock and Stock Compensation of Notes to Consolidated Financial Statements included in “Part II, Item 8 — Financial Statements and Supplemental Data.” The actual value realized by the Named Executive Officer with respect to stock awards will depend on whether the award vests and, if it vests, the market value of our stock on the date the stock is sold.

For Mr. Kulas, the fiscal 2022 amount includes \$160,000 related to a restricted stock award that he received as a director after resigning from the Company as an executive (see “Director Compensation” below) and the fiscal 2020 amount includes \$112,116 related to a restricted stock award that he received as a director before joining the Company as an executive.

For a description of these awards, see the “Grant of Plan-Based Awards” table under “Incentive Plan Based Awards” below. See also “Compensation Discussion and Analysis — Components of Compensation — Long-Term Incentives” above.

(2) For Named Executive Officers other than Mr. Cohen, amounts represent the incentive bonuses paid pursuant to the Short-Term Incentive Compensation Plan. See “Compensation Discussion and Analysis — Components of Compensation — Annual Incentive Bonuses” above. For Mr. Cohen, amount represent the incentive bonuses paid pursuant to the special incentive compensation arrangement described under “Compensation Discussion and Analysis — Components of Compensation — Executive Chairman Incentive Award.”

The fiscal 2020 amount for Mr. Kulas represents the minimum fiscal 2020 STI payout that was guaranteed when Mr. Kulas joined the Company as President and Chief Financial Officer in February 2020.

- (3) Amounts include the cost of providing various perquisites and personal benefits, as well as the value of our contributions to the company-sponsored 401(k) plan and Supplemental Executive Retirement Plan. For Mr. Kulas, fiscal 2022 and fiscal 2020 amounts include fees that were paid to him in his capacity as a non-employee director prior to his joining the Company as an executive in February 2020 and after resigning from the Company as an executive in January 2022, respectively. For detail of the amounts shown for each Named Executive Officer, see the table under "Other Benefits and Perquisites — All Other Compensation" below.
- (4) Mr. Given and Mr. Jugmans serve on the board of directors of Cash Converters International Limited, with Mr. Jugmans serving as non-executive chairman. Mr. Kulas also served on that board as non-executive chairman from August 2020 until April 2022, when he was replaced by Mr. Jugmans. The director fees paid to each of them during fiscal 2022 by Cash Converters International Limited were as follows: Mr. Given, AUD \$95,000; Mr. Jugmans, AUD \$85,000; and Mr. Kulas, AUD \$85,000. These amounts are not included in the Summary Compensation Table, as they were paid by Cash Converters International Limited, which is not controlled by EZCORP.

CEO Pay Ratio

The following information sets forth our calculation of the ratio between the annual total compensation of Lachlan P. Given, our Chief Executive Officer, and the annual total compensation of our median Team Member ("CEO Pay Ratio").

- Mr. Given's total annual compensation for fiscal 2022 was \$3,344,923. That number is derived from the numbers set forth in the Summary Compensation Table above, except we annualized the base salary that Mr. Given received in his position as CEO.
- Our median Team Member's total annual compensation for fiscal 2022 was \$15,964, consisting of gross annual wages, bonuses, overtime pay and other benefits.
- Based on those numbers, our CEO Pay ratio for fiscal 2022 is 210:1.

Our CEO Pay Ratio is based on the following methodology:

- When we identified our median Team Member, we selected gross wages as the most appropriate measure of compensation and applied that measure consistently across our Team Member population. Gross wages generally include salary and wages (regular, hourly and overtime), commissions and bonuses. We annualized the compensation of all permanent full-time and part-time Team Members who were hired during the year.
- We calculated the median Team Member's total annual compensation in accordance with the rules used to calculate the CEO's compensation included in the Summary Compensation Table above.
- Using this methodology, we determined that our median Team Member was a full-time store manager located in Guatemala where Team Member wages and cost of living are significantly lower than the U.S.

In calculating CEO pay ratios, companies are permitted to adopt a variety of methodologies, apply certain exclusions and make reasonable estimates and assumptions reflecting their unique employee populations. Therefore, our CEO Pay Ratio, as described above, may not be comparable to CEO pay ratios reported by other companies due to differences in industries and geographical dispersion of employees, as well as the different estimates, assumptions and methodologies applied by other companies in calculating their CEO pay ratios.

Incentive Plan Based Awards

The following table sets forth certain information about plan-based awards that we made to the Named Executive Officers during fiscal 2022. For information about the plans under which these awards were granted, see “Compensation Discussion and Analysis — Components of Compensation — Annual Incentive Bonus” and “Compensation Discussion and Analysis — Components of Compensation — Long-Term Incentives” above.

Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			Grant Date Fair Value
		Threshold	Target	Maximum	Threshold	Target	Maximum	
Lachlan P. Given	10/5/2021	\$ 488,425	\$ 976,849	\$1,465,274	—	—	—	\$ —
	10/13/2021				39,630	79,260	118,890	\$ 201,585 (3)
	11/17/2021						19,881	\$ 98,610 (4)
	3/7/2022				42,670	85,340	128,010	\$ 158,163 (3)
	Prior Years							\$ 586,839 (5)
Timothy K. Jugmans	10/5/2021	\$ 208,915	\$ 417,830	\$ 626,745	—	—	—	\$ —
	10/13/2021				27,741	55,482	83,223	\$ 141,109 (3)
	11/17/2021						9,808	\$ 48,648 (4)
	3/7/2022				1,422	2,844	4,266	\$ 5,271 (3)
	Prior Years							\$ 217,211 (5)
Philip E. Cohen	2/26/2021	\$ 1,500,000	\$ 1,500,000	\$ 1,500,000	—	—	—	\$ —
John Blair Powell, Jr.	10/5/2021	\$ 248,192	\$ 496,384	\$ 744,576	—	—	—	\$ —
	10/13/2021				29,722	29,722	29,722	\$ 226,779 (6)
	10/13/20/21				29,723	59,445	89,168	\$ 151,188 (3)
	11/17/2021						9,941	\$ 49,307 (4)
	3/7/2022				17,779	35,558	53,337	\$ 65,901 (3)
Prior Years							\$ 283,973 (5)	
Thomas H. Welch, Jr.	10/5/2021	\$ 123,000	\$ 246,000	\$ 369,000	—	—	—	\$ —
	10/13/20/21				21,664	43,328	64,992	\$ 110,198 (3)
	11/17/2021						10,868	\$ 53,905 (4)
	Prior Years							\$ 359,545 (5)
Jason A. Kulas (7)	10/5/2021	\$ 637,500	\$ 1,275,000	\$1,912,500	—	—	—	\$ —
	10/13/2021				140,357	280,713	421,070	\$ 713,947 (3)
	11/17/2021						42,247	\$ 209,545 (4)
	Prior Years							\$ 794,121 (5)

(1) These amounts represent the potential payouts under the fiscal 2022 Short-Term Incentive Compensation Plan. See “Compensation Discussion and Analysis — Components of Compensation — Annual Incentive Bonuses” above. The “Target” amount is the amount that would be paid if the specified performance goals are achieved at the target level (although the Compensation Committee may reduce any award if it chooses to do so). The “Threshold” reflects the amount that would be paid if the minimum performance goals are achieved, while the “Maximum” amount represents the maximum amount that would be paid if the maximum performance goals are achieved or exceeded. See the “Non-Equity Incentive Plan Compensation” column in the Summary Compensation Table above for the amount of the actual payout for each of the Named Executive Officers.

(2) The amounts shown for October 13, 2021 and March 7, 2022 represent fiscal 2022 awards (stated in number of units) under the 2010 Long-Term Incentive Plan and the 2022 Long-Term Incentive Plan, respectively. See “Compensation Discussion and Analysis — Components of Compensation — Long-Term Incentives.”

The amounts shown for November 17, 2021 represent “bonus” units awarded with respect to the first tranche of the fiscal 2021 LTI awards based on Adjusted Net Income Performance during fiscal 2021, as discussed in our 2021 Annual Report under “Compensation Discussion and Analysis — Components of Compensation and Fiscal 2021 Executive Compensation Actions — Long-Term Incentives — Fiscal 2021 Actions — Fiscal 2021 LTI Awards.”

(3) Represents the estimated grant date fair value of equity awards, assuming payout at “Target” level. This is the estimated amount of aggregate compensation cost we expect to recognize over the performance period, determined as of the grant date. See “Compensation Discussion and Analysis — Components of Compensation — Long-Term Incentives” above. Because of the structure of the fiscal 2022 awards, each annual tranche of the awards is treated as a separate award for accounting purposes. Consequently, the amounts shown represent only the grant date fair value of the first annual tranche (i.e., one-third of the awards).

- (4) Represents the grant date fair value of the “bonus” units awarded with respect to the first tranche of the fiscal 2021 LTI awards. See the second paragraph under note (2) above.
- (5) Represents the aggregate grant date fair value of second tranche of the fiscal 2020 LTI awards and the second tranche of the fiscal 2021 LTI awards, which, because of the structure of these awards, were treated as separate awards for accounting purposes granted at the beginning of fiscal 2022 even though the full number of units associated with the awards was included in the “Grants of Plan-Based Awards” table in the 2021 Annual Report.
- (6) Represents the aggregate grant date fair value of a special one-time LTI award granted to Mr. Powell in October 2021. See “Compensation Discussion and Analysis — Components of Compensation and Fiscal 2022 Executive Compensation Actions — Long-Term Incentives — Fiscal 2022 Actions — Grant of Special Award for Mr. Powell.” The award vests pro-rata over a three-year period and is not subject to any performance goals other than continued active employment. Consequently, the amount shown includes the full Grant Date Fair Value of the total award.
- (7) All of these awards were forfeited when Mr. Kulas resigned as Chief Executive Officer in January 2022 to pursue another opportunity.

The following table sets forth certain information about outstanding stock awards held by the Named Executive Officers as of the end of fiscal 2022. None of the Named Executive Officers holds any stock options.

Outstanding Equity Awards at Fiscal Year-End

Name	Award Date (2)	Stock Awards	
		Number of Shares or Units of Stock That Have Not Vested (1)	Market Value of Shares or Units of Stock That Have Not Vested (2)
Lachlan P. Given	3/7/2022	85,340	\$ 657,971
	11/17/2021	19,881	\$ 153,283
	10/13/2021	79,260	\$ 611,095
	2/22/2021	119,284	\$ 919,680
	1/19/2021	74,303 (3)	\$ 572,876
			\$ 2,914,905
Timothy K. Jugmans	3/7/2022	2,844	\$ 21,927
	11/17/2021	9,808	\$ 75,620
	10/13/2021	55,482	\$ 427,766
	2/22/2021	58,846	\$ 453,703
	1/19/2021	17,706 (3)	\$ 136,513
			\$ 1,115,529
Philip E. Cohen		—	\$ —
John Blair Powell, Jr.	3/7/2022	35,558	\$ 274,152
	11/17/2021	9,941	\$ 76,645
	10/13/2021	19,815	\$ 152,774
	10/13/20/21	59,445	\$ 458,321
	2/22/2021	59,642	\$ 459,840
	1/19/2021	34,674 (3)	\$ 267,337
			\$ 1,689,069
Thomas H. Welch, Jr.	11/17/2021	10,868	\$ 83,792
	10/13/2021	43,328	\$ 334,059
	2/22/2021	65,208	\$ 502,754
	1/19/2021	50,773 (3)	\$ 391,460
			\$ 1,312,065

(1) Stated at target levels.

(2) Market value is based on the closing price of our Class A Common Stock on September 30, 2022, the last market trading day of fiscal 2022 (\$7.71).

(3) These vested in November 2022 following approval by the People and Compensation Committee. See “Compensation Discussion and Analysis — Components of Compensation — Long-Term Incentives” above.

Stock Vested

The following table sets forth, with respect to each of the continuing Named Executive Officers, certain information about restricted stock that vested during fiscal 2022:

Named Executive Officer	Stock Awards	
	Number of Shares Acquired on Vesting (1)	Value Realized on Vesting (2)
Lachlan P. Given	70,093	\$ 548,828
Timothy K. Jugmans	10,690	\$ 83,703
Philip E. Cohen	—	\$ —
John Blair Powell, Jr.	13,083	\$ 102,440
Thomas H. Welch, Jr.	31,931	\$ 250,020

(1) Includes shares withheld to satisfy tax withholding obligations.

(2) Computed using the fair market value of the stock on the date of vesting.

Other Benefits and Perquisites

401(k) Retirement Plan — All U.S. Team Members are given an opportunity to participate in our 401(k) retirement savings plan (following a new-hire waiting period). Subject to statutory limits of the IRS, this plan allows participants to have pre-tax amounts withheld from their pay and provides for a discretionary employer matching contribution (historically, 25% up to 6% of salary). Matching contributions are made in the form of cash. Participants may invest their contributions in various fund options, but are prohibited from investing their contributions in our common stock. A participant vests in the matching contributions over the first three years of service, provided the hours worked requirement is met. A participant's matching contributions vest 100% in the event of death, disability or termination of the plan due to a change in control.

Supplemental Executive Retirement Plan — We provide U.S. executive officers with a non-qualified Supplemental Executive Retirement Plan ("SERP") to offer a competitive benefit and to assist in offsetting potential impacts of contribution limitations applicable to our 401(k) retirement savings plan. The SERP has similar investment options as are available under the 401(k) retirement savings plan. Company contributions to the SERP are formula-based, reviewed and approved by the People and Compensation Committee each year. For fiscal 2022, our annual contributions to the SERP were calculated as 10% of base salary (prorated for pay adjustments during the year). For fiscal 2023, the Company contributions to the SERP will continue at the same rates for continuing executive officers (other than Mr. Welch). Under the terms of the SERP, participants are also allowed to voluntarily defer all or a portion of their salary and bonus payments into the SERP. There were nine participants during fiscal 2022.

All Company contributed SERP funds have a vesting schedule as an additional retention tool. Generally, the funds vest over three years from the contribution date, with one-third vesting each year. All of a participant's Company contributed SERP funds vest 100% in the event of the participant's death, disability or the termination of the plan due to a change in control. In addition, all Company contributed SERP funds are 100% vested when a participant attains age 50 and five years of active service. All Company contributed SERP funds are forfeited, regardless of vesting status, if the participant's employment is terminated for cause.

A participant may not withdraw any portion of his or her SERP account while still employed by the Company unless, in the sole opinion of management, the participant has an unforeseeable emergency, which is defined as a severe financial hardship resulting from an illness or accident of the participant, the participant's spouse or a dependent; the loss of the participant's property due to casualty; or other similar extraordinary and unforeseeable circumstance arising as a result of events beyond the participant's control.

The following table describes the SERP contributions, earnings and balance at the end of fiscal 2022 for each of the Named Executive Officers:

Nonqualified Deferred Compensation

Named Executive Officer	Company Contributions in Fiscal 2022 (1)	Aggregate Earnings in Fiscal 2022 (2)	Aggregate Withdrawals/Distributions in Fiscal 2022	Aggregate Forfeitures in Fiscal 2022	Aggregate Balance at September 30, 2022 (3)
Lachlan P. Given	\$ 70,767	\$ 131	\$ —	\$ —	\$ 621,364
Timothy K. Jugmans	\$ 44,153	\$ 82	\$ —	\$ —	\$ 84,846
Philip E. Cohen	\$ —	\$ —	\$ —	\$ —	\$ —
John Blair Powell, Jr.	\$ 53,973	\$ 100	\$ —	\$ —	\$ 120,493
Thomas H. Welch, Jr.	\$ 41,000	\$ 79	\$ —	\$ —	\$ 899,845
Jason A. Kulas	\$ 85,000	\$ 136	\$ 27,442	\$ 141,095	\$ —

(1) These amounts were included in the Summary Compensation Table above in the column labeled "All Other Compensation."

(2) These amounts were not included in the Summary Compensation Table as the earnings were not in excess of market rates.

(3) Of the Aggregate Balance at September 30, 2022, the following amounts were previously reported as compensation in the Summary Compensation Tables for prior years: \$420,000 for Mr. Given; \$37,000 for Mr. Jugmans; \$65,500 for Mr. Powell, and \$582,000 for Mr. Welch.

All Other Compensation — The following table describes each component of the amounts shown in the "All Other Compensation" column in the Summary Compensation Table above.

Named Executive Officer	Year	Health Care Supplemental Insurance (1)	Value of Supplemental Life Insurance Premiums (2)	Company Contributions to Defined Contribution Plans (3)	Other Benefits (4)	Total
Lachlan P. Given	2022	\$ 12,873	\$ 812	\$ 70,767	\$ —	\$ 84,452
	2021	\$ 21,636	\$ 1,392	\$ 60,000	\$ —	\$ 83,028
	2020	\$ 20,808	\$ 1,392	\$ 60,000	\$ —	\$ 82,200
Timothy K. Jugmans	2022	\$ 22,068	\$ 1,392	\$ 47,686	\$ —	\$ 71,146
	2021	\$ 21,636	\$ 1,392	\$ 43,390	\$ —	\$ 66,418
	2020	\$ —	\$ 1,392	\$ 4,254	\$ —	\$ 5,646
Philip E. Cohen	2022	\$ 14,736	\$ 1,392	\$ 7,182	\$ —	\$ 23,310
	2021	\$ 14,448	\$ 1,392	\$ 7,692	\$ —	\$ 23,532
	2020	\$ 13,896	\$ 1,392	\$ 5,740	\$ —	\$ 21,028
John Blair Powell, Jr.	2022	\$ 22,068	\$ 1,392	\$ 62,050	\$ —	\$ 85,510
	2021	\$ 21,636	\$ 1,392	\$ 43,288	\$ —	\$ 66,316
	2020	\$ 20,808	\$ 1,392	\$ 32,458	\$ —	\$ 54,658
Thomas H. Welch, Jr.	2022	\$ 22,068	\$ 1,392	\$ 47,500	\$ 110	\$ 71,070
	2021	\$ 21,636	\$ 1,392	\$ 47,500	\$ 120	\$ 70,648
	2020	\$ 20,808	\$ 1,392	\$ 47,250	\$ 120	\$ 69,570
Jason A. Kulas	2022	\$ 9,195	\$ 580	\$ 86,471	\$ 50,000	\$ 146,246
	2021	\$ 21,636	\$ 1,392	\$ 94,495	\$ —	\$ 117,523
	2020	\$ 12,138	\$ 812	\$ 3,505	\$ 40,000	\$ 56,455

(1) We provide a fully insured supplemental executive medical plan to certain executives, including all of the Named Executive Officers to cover most healthcare costs in excess of amounts covered by our health insurance plans. The amounts shown represent the total premiums paid for the supplemental executive medical plan for each of the Named Executive Officers during each of the years presented.

(2) Represents group life insurance premiums paid on behalf of the Named Executive Officers. The benefit provides life and accidental death and dismemberment coverage for the Named Executive Officers at three times annual salary up to a maximum of \$1 million.

(3) Includes Company contributions to the 401(k) plan and the Supplemental Executive Retirement Plan.

(4) The amounts shown as Other Benefits represent the following: for Mr. Welch, Company-paid subsidy for health club membership and for Mr. Kulas, director fees paid to him in his capacity as a non-employee director prior to his joining the Company as an executive in February 2020 (the fiscal 2020 amount) and after his resignation as an executive in January 2020 (the fiscal 2022 amount).

Certain Termination and Change-in-Control Benefits — The following is a summary of various agreements that provide for benefits to the continuing Named Executive Officers upon termination of employment or a change-in-control:

- **Restricted Stock Award Agreements** — The standard restricted stock award agreement pursuant to which we grant restricted stock or restricted stock units to our Team Members generally provides that vesting is accelerated in the event of the holder's death or disability.
- **SERP Contributions** — For all executives who participate in the SERP (including the Named Executive Officers), any unvested Company contributions to the SERP will vest in the case of death or disability of the participant or a change in control.
- **General severance benefits** — We currently provide each of our executive officers (other than Mr. Cohen) with one-year salary continuation if his or her employment is terminated by the Company without cause.

The following table sets forth the amounts of severance or termination benefits that would have been payable to each of the Named Executive Officers upon the occurrence of various events, assuming each of the events occurred on September 30, 2022:

	Salary	Incentive Bonus	Accelerated Vesting of Restricted Stock (1)	Accelerated Vesting of SERP Balance
Resignation for Good Reason:				
Lachlan P. Given	\$ —	\$ —	\$ —	\$ —
Timothy K. Jugmans	\$ —	\$ —	\$ —	\$ —
Philip E. Cohen	\$ —	\$ —	\$ —	\$ —
John Blair Powell, Jr.	\$ —	\$ —	\$ —	\$ —
Thomas H. Welch, Jr.	\$ —	\$ —	\$ —	\$ —
Termination Without Cause:				
Lachlan P. Given	\$ 750,000	\$ —	\$ —	\$ —
Timothy K. Jugmans	\$ 450,000	\$ —	\$ —	\$ —
Philip E. Cohen	\$ —	\$ —	\$ —	\$ —
John Blair Powell, Jr.	\$ 550,000	\$ —	\$ —	\$ —
Thomas H. Welch, Jr.	\$ 410,000	\$ —	\$ —	\$ —
Death or Disability:				
Lachlan P. Given	\$ —	\$ —	\$ 2,914,905	\$ 71,215
Timothy K. Jugmans	\$ —	\$ —	\$ 1,115,529	\$ 71,509
Philip E. Cohen	\$ —	\$ —	\$ —	\$ —
John Blair Powell, Jr. (2)	\$ —	\$ —	\$ 1,689,069	\$ —
Thomas H. Welch, Jr. (2)	\$ —	\$ —	\$ 1,312,065	\$ —

(1) Represents the number of shares as awarded subject to accelerated vesting (as described above), multiplied by the closing sales price of the Class A Common Stock on September 30, 2022 (\$7.71).

(2) Mr. Powell and Mr. Welch were fully vested in their SERP account at September 30, 2022.

In November 2022, the Board of Directors approved and adopted a Change in Control Severance Plan that provides the executive officers (other than Mr. Cohen) with certain severance benefits in the form cash payments and continued healthcare benefits in the event that their employment is terminated in connection with or within two years following a change in control of the Company. In addition, the Board of Directors approved amendments to the 2022 Long-Term Incentive Plan and all outstanding LTI awards to provide for the acceleration of vesting (at target levels, in the case of performance-based awards) upon the occurrence of a qualifying termination following a change in control. This acceleration of vesting benefit applies to the executive officers, as well as all other holders of outstanding LTI awards. See "Compensation Discussion and Analysis — Other Executive Compensation Matters — Change in Control Severance Plan." The Change in Control Severance Plan was not adopted until after September 30, 2022, and therefore, amounts payable under that plan are not included in the above table. Generally, had the plan been in effect at September 30, 2022, amounts payable by reason of a qualifying termination following a change in control would be same amounts set forth under "Death or Disability" in the table above plus the following cash payments: Mr. Given, \$3,750,000; Mr. Jugmans, \$1,800,000; and Mr. Powell, \$2,200,000).

Director Compensation

Each non-employee director receives a basic annual retainer fee, with the Lead Independent Director, the chair of the Audit Committee and the chair of the People and Compensation Committee each receiving an additional amount. During fiscal 2021 the basic annual retainer fee was \$80,000, and additional amounts paid to the Lead Independent Director, the chair of the Audit Committee and the chair of the People and Compensation Committee were \$40,000, \$27,500 and \$15,000, respectively. Annual retainer fees are paid in cash on a quarterly basis.

The non-employee directors are also eligible for stock option and restricted stock awards. The number of options or shares of restricted stock awarded, as well as the other terms and conditions of the awards (such as vesting and exercisability schedules and termination provisions), are determined by the Board of Directors upon the recommendation of the People and Compensation Committee. Historically, the directors have each received an annual restricted stock award with a grant date value equal to 2X the annual retainer fee. The annual award cycle is based on our Annual Meeting of Stockholders, which is generally held in February or March of each year, with the awards being granted on the date of the Annual Meeting of Stockholders and vesting on the day immediately preceding the date of the Annual Meeting of Stockholders held in the following year (but no later than March 31).

The following table sets forth the compensation paid to our non-employee directors for fiscal 2022. Mr. Cohen and Mr. Given are executive officers of the Company and do not receive any additional compensation for serving on the Board of Directors.

Director	Fees Earned or Paid in Cash	Restricted Stock Awards (1)	Total
Matthew W. Appel	\$ 120,000	\$ 160,000	\$ 280,000
Zena Srivatsa Arnold	\$ 80,000	\$ 160,000	\$ 240,000
Jason A. Kulas	\$ 40,000	\$ 160,000	\$ 200,000
Pablo Lagos Espinosa	\$ 95,000	\$ 160,000	\$ 255,000
Gary L. Tillett	\$ 107,500	\$ 160,000	\$ 267,500

(1) Amounts represent the aggregate grant date fair value of restricted stock awards, computed in accordance with FASB ASC 718-10-25. See Note 10: Common Stock and Stock Compensation of Notes to Consolidated Financial Statements included in "Part II, Item 8 — Financial Statements and Supplemental Data". The actual value realized by the director with respect to stock awards will depend on the market value of our stock on the date the stock is sold.

Each of the non-employee directors received a grant of 26,490 shares of restricted stock on March 7, 2022. That amount was determined by dividing \$160,000 (2X the annual director fee) by \$6.04, the trading price of the Class A Common Stock at the time of grant. These shares are scheduled to vest immediately before the 2023 Annual Meeting of Stockholders (but no later than March 31, 2023).

As of September 30, 2022, each of the continuing non-employee directors held 26,490 shares of unvested restricted stock.

The non-employee director compensation program for fiscal 2023 will generally be the same as the fiscal 2022 program described above.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Equity Compensation Plans

We have two equity compensation plans that have been approved by stockholders — the 2010 Long-Term Incentive Plan (applicable to outstanding long-term incentive awards issued on or before December 31, 2021) and the 2022 Long-Term Incentive Plan (applicable to all new issuance of since January 1, 2022). New awards can be in the form of stock options, stock appreciation rights, stock bonuses, restricted stock, restricted stock units, performance units or performance shares although generally we issue only restricted stock and restricted stock unit awards. We do not have any equity compensation plans that were not approved by stockholders. The following table summarizes information about our equity compensation plans as of September 30, 2022:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted Average Exercise Price of Outstanding Options (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	—	—	25,653 (1)
Equity compensation plans not approved by security holders	—	—	—
Total	—	—	25,653 (1)

- (1) Amount represents the number of shares available for issuance in the 2022 Long-Term Incentive Plan as of September 30, 2022. An additional 1.5 million shares were added to the plan on October 5, 2022, of which approximately 1.3 million were used to cover the fiscal 2023 LTI awards issued on October 11, 2022, leaving 248,119 shares available for future issuances. There are no shares available for future issuances in the 2010 Long-Term Incentive Plan, as that plan was replaced by the 2022 Long-Term Incentive Plan and remains effective only to cover currently outstanding awards issued on or prior to December 31, 2021.

Stock Ownership

Phillip E. Cohen controls EZCORP through his ownership of all of the issued and outstanding stock of MS Pawn Corporation, the sole general partner of MS Pawn Limited Partnership, which owns 100% of our Class B Voting Common Stock. The following table presents information regarding the beneficial ownership of our Common Stock as of November 1, 2022 (except as noted below) for (i) each person known to us to be the beneficial owner of more than 5% of the total number of shares outstanding, (ii) each of our directors, (iii) each of the Named Executive Officers, and (iv) all directors and executive officers as a group. Unless otherwise indicated, each person named below holds sole voting and investment power over the shares shown, subject to community property laws where applicable.

Beneficial Owner	Class A Non-voting Common Stock		Class B Voting Common Stock		Voting Percent		
	Number	Percent	Number	Percent			
MS Pawn Limited Partnership (a) MS Pawn Corporation Phillip Ean Cohen 2500 Bee Cave Road Bldg One, Suite 200 Rollingwood, Texas 78746	2,974,047	(b)	5.28 %	(b)	2,970,171	100 %	100 %
Blackrock Inc. 55 East 52 nd Street New York, New York 10055	8,908,431	(c)	15.82 %		—	—	—
Dimensional Fund Advisors LP 6300 Bee Cave Road, Building One Austin, Texas 78746	4,049,141	(c)	7.19 %		—	—	—
Vanguard Group, Inc. P.O. Box 2600, V26 Valley Forge, Pennsylvania 19482-2600	3,561,852	(c)	6.33 %		—	—	—
Matthew W. Appel	158,912		*		—	—	—
Zena Srivatsa Arnold	81,193		*		—	—	—
Lachlan P. Given	510,725	(d)	*		—	—	—
Jason A. Kulas	114,017		*		—	—	—
Pablo Lagos Espinosa	188,612		*		—	—	—
Gary L. Tillett	81,193		*		—	—	—
Timothy K. Jugmans	43,166	(e)	*		—	—	—
John Blair Powell, Jr.	95,452	(f)	*		—	—	—
Thomas H. Welch, Jr.	210,682	(g)	*		—	—	—
Directors and executive officers as a group (15 persons)	4,660,765	(h)	8.28 %		2,970,171	100 %	100 %

- (a) MS Pawn Corporation is the general partner of MS Pawn Limited Partnership and has the sole right to vote its shares of Class B Common Stock and to direct their disposition. Mr. Cohen is the sole stockholder of MS Pawn Corporation.
- (b) The number of shares and percentage reflect Class A Common Stock, inclusive of Class B Common Stock, shares of which are convertible to Class A Common Stock on a one-to-one basis.
- (c) As of September 30, 2022 based on Form 13F.
- (d) Includes 74,303 unvested restricted stock units expected to vest within 60 days of November 1, 2022.
- (e) Includes 17,706 unvested restricted stock units expected to vest within 60 days of November 1, 2022.
- (f) Includes 34,674 unvested restricted stock units expected to vest within 60 days of November 1, 2022.
- (g) Includes 433 shares held through the Company-sponsored 401(k) retirement savings plan and 50,773 unvested restricted stock units expected to vest within 60 days of November 1, 2022.
- (h) Group includes those persons who were serving as directors and executive officers on November 1, 2022. Number shown includes 433 shares held through the Company-sponsored 401(k) retirement savings plan and 283,139 unvested restricted stock units expected to vest within 60 days of November 1, 2022.
- * Shares beneficially owned do not exceed one percent of Class A Common Stock.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Related Party Transactions

Review and Approval of Transactions with Related Persons

The Board of Directors has adopted a written comprehensive policy for the review and evaluation of all related party transactions. Under that policy, the Audit Committee is charged with the responsibility of (a) reviewing and evaluating all transactions, or proposed transactions, between the Company and a related person and (b) approving, ratifying, rescinding or taking other action with respect to each such transaction. With respect to any specific transaction, the Audit Committee may, in its discretion, transfer its responsibilities to either the full Board of Directors or to any special committee of the Board of Directors designated and created for the purpose of reviewing, evaluating, approving or ratifying such transaction.

Employment arrangement with Nicholas Cohen

Nicholas Cohen, the son of Phillip E. Cohen, the beneficial owner of all of our Class B Voting Common Stock and our Executive Chairman, has been an employee of the Company since May 2018, currently serving in the position of Vice President, Operations Support. The Company considers the employment relationship with Nicholas Cohen to be a related party transaction that is subject to the Company's Policy for Review and Evaluation of Related Party Transactions. Accordingly, the Audit Committee reviews and approves all promotion opportunities and compensation changes for Nicholas Cohen.

Director Independence

The Board of Directors believes that the interests of the stockholders are best served by having a substantial number of objective, independent representatives on the Board. For this purpose, a director is considered to be independent if the Board determines that the director does not have any direct or indirect material relationship with the Company that may impair, or appear to impair, the director's ability to make independent judgments.

The Board has evaluated all relationships between the Company and each of the persons who served as a director during any portion of fiscal 2022 and has made the following determinations with respect to each director's independence:

Director	Status (a)
Matthew W. Appel	Independent
Zena Srivatsa Arnold	Independent
Phillip E. Cohen	Not independent (b)
Lachlan P. Given	Not independent (b)
Jason A. Kulas	Not independent (b)
Pablo Lagos Espinosa	Independent
Gary L. Tillett	Independent

- (a) The Board's determination that a director is independent was made on the basis of the standards for independence set forth in the Nasdaq Listing Rules. Under those standards, a person generally will not be considered independent if he or she has a relationship that, in the opinion of the Board of Directors, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. The Nasdaq rules also describe specific relationships that will prevent a person from being considered independent.
- (b) Mr. Cohen and Mr. Given were executive officers of the Company during all of fiscal 2022, and Mr. Kulas was an executive officer of the Company until January 12, 2022. Therefore, they are not independent in accordance with the standards set forth in the Nasdaq Listing Rules.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table presents all fees we incurred in connection with professional services provided by BDO USA, LLP for fiscal 2022 and 2021:

	Year Ended September 30,	
	2022	2021
Audit of financial statements and audit pursuant to section 404 of the Sarbanes-Oxley Act and quarterly reviews	\$ 1,604,000	\$ 1,556,000
Audit related fees	—	—
Tax fees	—	—
All other fees	—	—
	\$ 1,604,000	\$ 1,556,000

The Audit Committee has adopted a policy requiring its pre-approval of all fees to be paid to our independent audit firm, regardless of the type of service.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this 10-K:

(1) Financial Statements

The following consolidated financial statements of EZCORP, Inc. are included in “Part II — Item 8 — Financial Statements and Supplementary Data”:

- Report of Independent Registered Public Accounting Firm (2022 and 2021) — BDO USA, LLP
- Consolidated Balance Sheets as of September 30, 2022 and 2021
- Consolidated Statements of Operations for each of the three years in the period ended September 30, 2022
- Consolidated Statements of Comprehensive (Loss) Income for each of the three years in the period ended September 30, 2022
- Consolidated Statements of Cash Flows for each of the three years in the period ended September 30, 2022
- Consolidated Statements of Stockholders' Equity for each of the three years in the period ended September 30, 2022
- Notes to Consolidated Financial Statements.

(2) Financial Statement Schedules

Financial statement schedules are omitted because they are not required or are not applicable, or the required information is provided in the consolidated financial statements or notes described in Item 15(a)(1) above.

ITEM 16. FORM 10-K SUMMARY

None.

Exhibits

Exhibit	Description of Exhibit	Incorporated by Reference				Filed Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	Amended and Restated Certificate of Incorporation	8-K	0-19424	3.1	October 3, 2013	
3.2	Certificate of Amendment, dated March 25, 2014, to the Company's Amended and Restated Certificate of Incorporation	8-K	0-19424	99.1	March 25, 2014	
3.3	Amended and Restated By-Laws, effective July 20, 2014	8-K	0-19424	3.2	July 22, 2014	
4.1	Specimen of Class A Non-voting Common Stock Certificate	S-1	33-41317	4.1	August 23, 1991	
4.2	Description of EZCORP, Inc. Class A Non-voting Common Stock	8-K	0-19424	4.1	October 3, 2013	
4.3	Indenture, dated July 5, 2017, between EZCORP, Inc., and Wells Fargo Bank, National Association, as trustee	8-K	0-19424	4.1	July 6, 2017	
4.4	Indenture, dated May 14, 2018, between EZCORP, Inc., and Wells Fargo Bank, National Association, as trustee	8-K	0-19424	4.1	May 15, 2018	
4.5	Successor Trustee Agreement, dated September 12, 2019, Between EZCORP, Inc., and Wells Fargo Bank, National Association, as prior trustee, and Branch Banking and Trust Company, as successor trustee	8-K	0-19424	4.1	October 7, 2019	
10.1*	EZCORP, Inc. Supplemental Executive Retirement Plan effective December 1, 2005	8-K	0-19424	10.94	December 1, 2005	
10.2*	Amended and Restated EZCORP, Inc. 2010 Long-Term Incentive Plan, Effective November 28, 2018	8-K	0-19424	10.1	November 29, 2018	
10.3*	Form of Protection of Sensitive Information, Noncompetition and Nonsolicitation Agreement between the Company and certain employees, including the executive officers	10-K	0-19424	10.15	November 24, 2010	
10.4*	Form of Restricted Stock Award for non-employee directors	10-K	0-19424	10.17	November 24, 2010	
10.5*	Amended and Restated EZCORP, Inc. 2022 Long-term Incentive Plan, Effective November 15, 2022					x
10.6*	EZCORP, Inc. Change in Control Severance Plan, Effective November 15, 2022					x
10.7*	Amendment to Amended and Restated EZCORP, Inc. 2010 Long-Term Incentive Plan, Effective November 15, 2022					x
10.8*	Retirement Agreement, dated September 30, 2022, between the Company and Thomas H. Welch, Jr. (Chief Legal Officer and Secretary)					x
10.9*	Advisory Agreement, dated September 30, 2022, between the Company and Thomas H. Welch, Jr. (Chief Legal Officer and Secretary)					x
21.1	List of Subsidiaries of EZCORP, Inc.					x
23.1	Consent of BDO USA, LLP, Independent Registered Public Accounting Firm					x
31.1	Certification of Principal Executive Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934					x
31.2	Certification of Principal Financial Officer, pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934					x
32.1†	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350					x
101.INS	Inline XBRL Instance Document (the instance document does not appear in the interactive data files because the XBRL tags are embedded within the Inline XBRL document)					
101.SCH	Inline XBRL Taxonomy Extension Schema Document					
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document					
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document					
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document					
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document					
104	Cover Page Interactive Data File in Inline XBRL format (contained in Exhibit 101)					

* Identifies Exhibit that consists of or includes a management contract or compensatory plan or arrangement.

† The certifications furnished in Exhibit 32.1 hereto are deemed to accompany this Annual Report on Form 10-K and will not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, except to the extent that the registrant specifically incorporates it by reference.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

Date: November 16, 2022

EZCORP, Inc.

By: /s/ Lachlan P. Given

Lachlan P. Given

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Lachlan P. Given</u> Lachlan P. Given	Chief Executive Officer and Director (principal executive officer)	November 16, 2022
<u>/s/ Timothy K. Jugmans</u> Timothy K. Jugmans	Chief Financial Officer (principal financial officer)	November 16, 2022
<u>/s/ Phillip E. Cohen</u> Phillip E. Cohen	Executive Chairman of the Board	November 16, 2022
<u>/s/ Matthew W. Appel</u> Matthew W. Appel	Director	November 16, 2022
<u>/s/ Zena Srivatsa Arnold</u> Zena Srivatsa Arnold	Director	November 16, 2022
<u>/s/ Jason A. Kulas</u> Jason A. Kulas	Director	November 16, 2022
<u>/s/ Pablo Lagos Espinosa</u> Pablo Lagos Espinosa	Director	November 16, 2022
<u>/s/ Gary L. Tillett</u> Gary L. Tillett	Director	November 16, 2022
<u>/s/ Robbie Hicks</u> Robert J. Hicks	Chief Accounting Officer (principal accounting officer)	November 16, 2022



EZCORP, INC.
Amended and Restated
2022 Long-Term Incentive Plan
Effective November 15, 2022

I — General

- 1.1 **Purpose** — The Amended and Restated 2022 Long-Term Incentive Plan (the “**Plan**”) has been established by EZCORP, Inc., a Delaware corporation (the “**Company**”), to attract and retain qualified employees, consultants and directors and motivate them to achieve long-term goals, to provide incentive compensation opportunities that are competitive with those of similar companies and to further align Participants’ interests with those of the Company’s other stockholders through compensation alternatives based on the Company’s common stock, thereby promoting the long-term financial interests of the Company and enhancing long-term stockholder return.
- 1.2 **Term** — The Plan became effective as of March 1, 2022 (the “**Effective Date**”) and shall remain effective as long as Awards (as defined in Section 2.1) granted under the plan remain outstanding.
- 1.3 **Replacement of Existing Plan** — No further awards will be made under the 2010 Long-Term Incentive Plan (the “**2010 Plan**”) from and after January 1, 2022, but the provisions of the 2010 Plan shall continue to be applicable to the awards made under such plan that are outstanding as of December 31, 2021 and the “Authorized Shares” under the 2010 Plan (as specified in Section 3.1 of such plan) shall remain available to satisfy such awards.
-

II — Awards and Participants

- 2.1 **Types of Awards** — Awards granted under the Plan (“**Awards**”) shall represent rights to acquire shares of the Company’s Class A Non-Voting Common Stock, par value \$0.01 per share (“**Stock**”), and may consist of the following:
- (a) **Restricted Stock** — A grant of Stock that is subject to a risk of forfeiture or other restrictions that will lapse upon the satisfaction of specified conditions or the achievement of specified performance goals; or
 - (b) **Restricted Stock Unit** — A right to receive Stock in the future, with the right to future delivery of such Stock being subject to a risk of forfeiture or other restrictions that will lapse upon the satisfaction of specified conditions or the achievement of specified performance goals.
- Awards may be granted singly or in combination with other Awards. Awards also may be made in combination with, in replacement of, as alternatives to or as the payment form for grants or rights under any other compensation plan, contract or agreement of the Company.
- 2.2 **Eligibility and Participation** —
- (a) The persons eligible to receive Awards under the Plan (the “**Eligible Recipients**”) shall consist of:
 - (1) Employees of the Company and its Subsidiaries (as defined below);

- (2) Members of the Company's Board of Directors (the "**Board**") who are not employees of the Company or any of its Subsidiaries (the "**Non-Employee Directors**"); and
- (3) Consultants, independent contractors or advisors to the Company or its Subsidiaries whom the Committee identifies as having a direct and significant effect on the performance of the Company or any of its Subsidiaries.

As used herein, the term "**Subsidiary**" shall mean any entity of which 50% or more of the total combined voting power of all classes of securities entitled to vote is owned, directly or indirectly, by the Company; provided, however, that the Committee may use any other definition of "Subsidiary" it deems necessary or desirable in accordance with its judgment as to the best interests of the Company and its stockholders and in accordance with the purposes of the Plan.

- (b) No Eligible Recipient shall be entitled to receive any Award under the Plan unless and until the Award to such Eligible Recipient has been approved by the Board pursuant to Section 4.1 and such Eligible Recipient has actually received such Award (thereafter, a "**Participant**"). The designation of an Eligible Recipient to receive any Award under the Plan shall not require the designation of that person to receive any other Award under the Plan.
 - (c) The Plan does not constitute a contract of employment with any Eligible Recipient or Participant, and selection as a Participant will not give any Eligible Recipient the right to be retained in the employ of the Company or any Subsidiary or to continue to provide services to the Company or any Subsidiary.
-

III — Shares Available For Awards

- 3.1 **Authorized and Available Shares** — The total number of shares of Stock that may be issued pursuant to Awards under the Plan (the "**Authorized Shares**") shall be such number as is approved from time to time by the holder (the "**Voting Stockholder**") of the issued and outstanding shares of the Company's Class B Voting Common Stock, par value \$0.01 per share (the "**Voting Stock**"). At any time, the number of shares of Stock that may then be issued pursuant to Awards under the Plan (the "**Available Shares**") shall be equal to the difference between (a) the number of Authorized Shares at such time and (b) the sum of (1) the number of shares of Stock subject to issuance upon settlement of then outstanding Awards and (2) the number of shares of Stock that have been previously issued upon settlement of Awards. No Award may cover a number of shares of Stock in excess of the number of Available Shares then existing.
- 3.2 **Restoration of Shares** — If the shares of Stock subject to any Award are not issued or cease to be issuable for any reason (including because the Award is forfeited, cancelled or terminated, is settled in cash in lieu of Stock or is exchanged for other Awards or because such Shares were withheld to cover applicable tax withholding), such shares shall no longer be charged against the number of Authorized Shares in calculating the number of Available Shares under Section 3.1 and shall again be included in Available Shares.
- 3.3 **Adjustments to Number of Authorized Shares and Available Shares** — If there is any change in the number of outstanding shares of Stock by reason of a stock dividend, split, spin-off, recapitalization, merger, consolidation, combination, extraordinary dividend, exchange of shares or other similar change, the number of Authorized Shares and the number of Available Shares (as well as the number of shares subject to, and other appropriate terms of, any outstanding Award) will be automatically adjusted to accurately and equitably reflect the effect thereon of such change. The adjustments required by this Section 3.3 shall be made by the Board, and its determination as to what adjustments should be made and the extent thereof will be final, binding and conclusive.

- 3.4 **Source of Stock** — Shares of Stock issued under the Plan may consist in whole or in part of authorized and unissued shares or treasury shares.
- 3.5 **No Fractional Shares** — No fractional shares shall be issued under the Plan, upon settlement of any Award or upon any adjustment to an Award pursuant to Section 3.3. Any fractional share that would otherwise be issuable shall be cancelled with no payment of consideration.
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IV — Approval of Awards, Participants and Award Terms

- 4.1 **General** — All Awards under the Plan (including the type, recipient, amount and terms) shall be subject to review and approval by the Board, and no Award may be made under the Plan without the approval of the Board; provided, however, that if the Voting Stockholder is not a member of the Board, then Awards under the Plan shall also require the approval of the Voting Stockholder.
- 4.2 **Terms of Awards** — Subject to the provisions of the Plan, the People and Compensation Committee of the Board (the “**Committee**”) shall determine the type of Awards to grant, select those Eligible Recipients who are to receive Awards and establish the terms of Awards, and shall submit its recommendations to the Board for approval pursuant to Section 4.1. In selecting Eligible Recipients to receive Awards and in determining the type, amount and terms of their respective Awards, the Committee may consider any and all factors that it deems relevant or appropriate.

The Award terms established and recommended by the Committee shall include the following (as applicable):

- (a) The number of shares of Stock subject to the Award;
- (b) The schedule on which the Award, or portions thereof, vest or applicable restrictions lapse (including the service requirements, performance goals or other conditions under which the Award vests or restrictions lapse); and
- (c) The termination and expiration of the Award.

The Committee may include in any Award terms that provide for the acceleration of vesting and lapse of restrictions, as applicable, upon or following a Participant's death, Normal Retirement (as defined in Section 4.9(b)) or Permanent Disability (as defined in Section 4.9(c)).

Unless otherwise specified by the Board, each Award (other than Awards issued pursuant to Section 4.8) shall be deemed to include the Change in Control Provisions, which shall apply to such Award regardless of whether they are explicitly set forth in the Award Agreement applicable to such Award. Each such Award Agreement issued prior to November 15, 2022 shall be, and is hereby, amended to include such provisions.

- 4.3 **Award Agreements** — Each Award shall be evidenced by a written agreement issued by the Company and setting forth the terms, provisions and conditions of such Award (an “**Award Agreement**”). Each Award Agreement shall be consistent with the terms of the Award as approved by the Board pursuant to Section 4.1, shall be in such form as may be specified by the Committee and may be evidenced by an electronic transmission (including an e-mail or reference to a website or other URL) sent to the recipient through the Company's normal process for communicating electronically with its employees. As a condition to receiving an Award, an Eligible Recipient shall be required to affirmatively accept the Award and agree to the terms, provisions and conditions set forth in the Award Agreement by physically or electronically executing the Award Agreement or by otherwise physically or electronically acknowledging such acceptance and agreement.
- 4.4 **Transferability of Awards** — A Participant may not sell, assign, transfer, pledge or otherwise dispose of any Award, and the benefits of an Award shall run solely to the Participant named in

the Award Agreement applicable to such Award. This restriction shall not apply to shares of Stock that are issued in connection with the settlement of an Award.

- 4.5 **Dividends and Dividend Equivalents** — An Award may provide the Participant with the right to receive dividend or dividend equivalent payments with respect to Stock subject to the Award; provided, however, that such payments shall be subject to the same vesting provisions as are applicable such Stock and any dividend or dividend equivalent payments with respect to Stock subject to the Award shall be credited to an account for the Participant to be settled when and if such Stock vests.
- 4.6 **Settlement of Awards** — The Company's obligation to settle Awards may be satisfied through the delivery of Stock, cash payments, the granting of replacement Awards or any combination thereof, as the Board shall approve upon the recommendation of the Committee. Satisfaction of any such obligations under an Award may be subject to such conditions, restrictions and contingencies as recommended by the Committee and approved by the Board. The Board may permit or require the deferral of any Award settlement, subject to such rules and procedures as may be established by the Committee, which may include provisions for the payment or crediting of interest, dividends or dividend equivalents.
- 4.7 **Withholding of Taxes** — All distributions under the Plan (including the grant of Awards and the issuance of Stock, cash or other consideration in settlement of an Award) are subject to withholding of all applicable taxes, and the delivery of any Award (or the issuance of any Stock, cash or other consideration in settlement thereof) may be conditioned on the satisfaction of applicable withholding obligations. The Committee, subject to such requirements as it may impose, may permit such withholding obligations to be satisfied through cash payment by the Participant, through the surrender of shares of Stock that the Participant already owns or through the surrender or withholding of shares of Stock to which the Participant is otherwise entitled under the Plan. The Company shall not loan funds to any Participant for the purpose of paying taxes associated with the grant or vesting of an Award or for any other purpose relating to an Award.
- 4.8 **Awards to Non-Employee Directors** — Non-Employee Directors shall not be eligible to receive any Awards under the Plan other than the Awards specified in this Section.
- (a) **Discretionary Awards** — The Board, upon the recommendation of the Committee and in its discretion, may grant an Award to any Non-Employee Director. Awards under this Section are discretionary, and until the Board approves an Award to a Non-Employee Director, such Non-Employee Director shall not have any right or claim to any Award. The receipt of an Award under the Plan shall not give any Non-Employee Director any right or claim to receive any other Award under the Plan, and the Board may determine that any or all Non-Employee Directors are not eligible to receive Awards under the Plan for an indefinite period or for any specified period.
- (b) **Terms of Non-Employee Director Awards** — In connection with the grant of an Award under this Section, the Board, upon the recommendation of the Committee and in its discretion, shall establish the terms and provisions of such Award; provided, however, that the vesting period for any Award shall be no less than six months from the date of grant.
- 4.9 **Certain Defined Terms** — As used herein, the following terms shall have the respective meanings indicated below:
- (a) “*Change in Control Provisions*” means the terms and provisions set forth in Appendix A.
- (b) “*Normal Retirement*” means, with respect to any Participant, a voluntary termination of such Participant's employment with the Company or any of its Subsidiaries on or after attaining the age 65 or age 60 with at least 5 years of service.

- (c) “*Permanent Disability*” means, with respect to any Participant, a condition such that the Participant by reason of physical or mental disability becomes unable to perform his or her normal duties for more than 180 days in the aggregate (excluding infrequent or temporary absence due to ordinary transitory illness) during any twelve-month period.
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V — Plan Governance and Administration

- 5.1 **Administration** — The Plan shall be administered by Committee, which shall have the authority to construe and interpret the Plan and Awards granted hereunder, to establish and amend rules for Plan administration and to make all other determinations that it deems necessary or advisable for the effective administration of the Plan.
- 5.2 **Authority and Liability** — In all matters relating to the Plan, the Board and the Committee shall act in a manner that is consistent with the Company's certificate of incorporation and by-laws and all applicable laws, rules and regulations, and all actions and decisions of the Committee shall be consistent with the terms of Awards approved by the Board pursuant to Section 4.1. The decisions and determinations of the Board and the Committee shall be made in accordance with their respective judgment as to the best interests of the Company and its stockholders and the furtherance of the purposes of the Plan, and shall be final and binding (subject to further review and approval by the Voting Stockholder if required by the provisions of the Plan). No member of the Board or the Committee, nor the Voting Stockholder, shall be personally liable for any action or determination relating to the Plan or any Award that was taken or made in good faith.
- 5.3 **Delegation** — The Board or the Committee may delegate any or all of its authority and responsibilities with respect to the Plan and Awards, on such terms and conditions as it considers appropriate, to the Chief Executive Officer of the Company; provided, however, that determinations, decisions and approvals regarding Awards or other benefits under the Plan to the Company's Executive Officers (as designated from time to time by the Board) may not be delegated and shall be made by the Board and the Committee, as the case may be.
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VI — Miscellaneous Provisions

- 6.1 **Amendment and Termination** — The Board may at any time and in any way amend, suspend or terminate the Plan or any Award granted under the Plan; provided, however, that no such amendment, suspension or termination may materially impair any Award then outstanding without the consent of the holder of such Award; and provided further, however, that without the approval of the Voting Stockholder, no amendment to the Plan may increase the number of Authorized Shares or modify the provisions of Section 3.1 or otherwise affect the provisions of the Plan granting the approval rights to the Voting Stockholder.
- 6.2 **Liability of the Company** — By accepting any benefits under the Plan, each Participant and each person claiming under or through such Participant shall be conclusively deemed to have indicated acceptance and ratification of, and consented to, any action taken or made under the Plan by or at the direction of the Company, the Board or the Committee. No Participant or any person claiming under or through a Participant shall have any right or interest, whether vested or otherwise, in the Plan or in any Award hereunder, contingent or otherwise, unless and until such Participant shall have complied with all of the terms, conditions and provisions of the Plan and the Award Agreement relating thereto. Neither the Company, the Board nor the Committee shall be required to give any security or bond for the performance of any obligation which may be created by the Plan.
- 6.3 **Unfunded Plan** — Insofar as it provides for Awards, the Plan shall be unfunded. Although bookkeeping accounts may be established with respect to Participants who are granted Awards, any such accounts will be used merely as an administrative convenience. Except for the holding of Restricted Stock in escrow, the Company shall not be required to segregate any assets that may at any time be represented by Awards, nor shall the Plan be construed as providing for such

segregation, nor shall the Company, the Board or the Committee be deemed to be a trustee of Stock or cash to be awarded under the Plan. Any liability of the Company to any Participant with respect to an Award shall be based solely upon any contractual obligations that may be created by the Plan; no such obligation of the Company shall be deemed to be secured by any pledge or other encumbrance on any property of the Company.

- 6.4 **Compliance With Applicable Laws** — Notwithstanding any other provision of the Plan or any Award Agreement, the Company shall have no obligation to issue any shares of Stock under the Plan or pursuant to any Award unless such issuance would comply with all applicable laws and the applicable requirements of any securities exchange or similar entity. Prior to the issuance of any shares of Stock under the Plan or pursuant to an Award, the Company may require a written statement that the recipient is acquiring the shares for investment and not for the purpose or with the intention of distributing the shares. The certificates representing the shares of Stock issued pursuant to an Award under the Plan may bear such legend or legends as the Committee deems appropriate in order to assure compliance with applicable securities laws and regulations.
- 6.5 **Governing Law and Venue** — The Plan and Awards granted hereunder (including Award Agreements evidencing such Awards) will be governed by and construed in accordance with the laws of the State of Delaware, United States of America, other than with respect to choice of laws, rules and principles. Venue for any and all disputes arising out of or in connection with the Plan, any Award hereunder or any Award Agreement shall exclusively be in Travis County, Texas, United States of America, and the courts sitting in Travis County, Texas, United States of America shall have exclusive jurisdiction to adjudicate such disputes.
- 6.6 **Foreign Jurisdictions** — To the extent that the Committee determines that the material terms approved by the Board or imposed by the Plan preclude the achievement of the material purposes of the Plan in jurisdictions outside the United States, the Board, upon the recommendation of the Committee, will have the authority and discretion to modify those terms and provide for such additional terms and conditions as the Board approves to accommodate differences in local law, policy or custom or to facilitate administration of the Plan. The Board, upon the recommendation of the Committee, may adopt or approve sub-plans, appendices or supplements to, or amendments, restatements or alternative versions of, the Plan as it may consider necessary, appropriate or desirable, without thereby affecting the terms of the Plan as in effect for any other purpose. The special terms and any appendices, supplements, amendments, restatements or alternative versions, however, shall not include any provisions that are inconsistent with the terms of the Plan as then in effect, unless the Plan could have been amended to eliminate such inconsistency without further approval by the Voting Stockholder.
- 6.7 **Use of Terms** —
- (a) Words of any gender (whether masculine, feminine or neuter) shall be deemed to include all other genders. Words of the singular number shall be deemed to include the plural number, and vice versa, where applicable.
 - (b) When used herein, the word "including" means "including, without limitation."
 - (c) Unless otherwise specified, references herein to Articles or Sections shall be deemed to be references to Articles or Sections, as applicable, of the Plan. When used herein, the words "hereof," "herein" and "hereunder" and words of similar import shall refer to the Plan as a whole and not to any particular provision of the Plan.

APPENDIX A

Terms used, but not otherwise defined, in this Appendix A shall have the respective meanings set forth in the Plan.

Change in Control Provisions

1. **Accelerated Vesting** — If a Participant has a Qualifying Termination, then:
 - (a) The Participant's outstanding Time-Based Awards shall become fully vested and any restrictions thereon shall lapse; and
 - (b) The performance goals or other vesting criteria applicable to the Participant's outstanding Performance-Based Awards shall be deemed achieved at target levels (i.e., 100% payout) and such Awards shall become fully vested on that basis and any restrictions thereon shall lapse. Any Performance-Based Award applicable to any completed fiscal year in which the stated performance goal was not met at or above the minimum level (i.e., 50% payout) shall not be considered to be "outstanding" for purposes of this subsection (b).
2. **Defined Terms** — As used herein, the following words and phrases shall have the respective meanings indicated below.
 - (a) **Annual Base Salary** — With respect to any Participant, the annual base salary paid or payable to such Participant (including any base salary that is subject to deferral at the election of the Participant) by the Company or any of its Affiliates at the greater of (a) the rate in effect (or required to be in effect before any diminution that is a basis of the Participant's termination for Good Reason) on the Date of Termination or (b) the rate in effect immediately prior to the Change in Control.
 - (b) **Business Combination** — A reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Company or any of its Subsidiaries; a sale or other disposition of all or substantially all the assets of the Company; or the acquisition of assets or securities of another entity by the Company or any of its Subsidiaries.
 - (c) **Cause** — With respect to any Participant:
 - (i) The Participant's willful failure to perform the Participant's duties (other than any such failure resulting from incapacity due to physical or mental illness);
 - (ii) The Participant's willful failure to comply with any valid and legal directive of the person or entity to whom the Participant reports;
 - (iii) The Participant's conviction of, or entering into a plea of either guilty or nolo contendere to, any felony or any misdemeanor involving material acts of moral turpitude, embezzlement, theft or other similar act;
 - (iv) The Participant's willful engagement in serious misconduct in the performance of the Participant's duties;
 - (v) The Participant's willful and material violation of any policy of the Company or any of its Subsidiaries (including the Company's Code of Conduct); or
 - (vi) The Participant's willful and material violation of the Restrictive Covenant Agreement between such Participant and the Company.
 - (d) **Change in Control** — The occurrence of any of the following events:
 - (i) Any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934) becomes the beneficial owner (within the meaning of Rule 13d-3 promulgated under the Securities Exchange

Act of 1934) of 50% or more of the combined voting power of the Outstanding Company Voting Securities;

- (ii) Consummation of a Business Combination, unless immediately thereafter, all or substantially all of the individuals and entities that were the beneficial owners of the Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the then-outstanding voting securities entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent governing body) of the entity resulting from such Business Combination (including an entity that, as a result of such transaction, owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior to such Business Combination of the Outstanding Company Voting Securities; or

- (iii) Approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, any acquisition or beneficial ownership of Outstanding Company Voting Securities by, or transfer of Outstanding Company Voting Securities to, Phillip E. Cohen or any of his heirs or any entity owned or controlled by Phillip E. Cohen or any of his heirs, shall not constitute a Change in Control.

(e) **Date of Termination** —

- (i) If the Participant's Employment is terminated by the Company for Cause, the date of the Participant's receipt of the Notice of Termination from the Company or such later date specified in the Notice of Termination;
- (ii) If the Participant's Employment is terminated by the Participant for Good Reason, the date of the Company's receipt of the Notice of Termination from the Participant or such later date specified in the Notice of Termination;
- (iii) If the Participant's Employment is terminated by the Company other than for Cause or Permanent Disability, the date on which the Company notifies the Participant of such termination;
- (iv) If the Participant resigns without Good Reason, the date on which the Participant notifies the Company of such termination; and
- (v) If the Participant's Employment is terminated by reason of the Participant's death or Permanent Disability, the date of death of the Participant or the 30th day after receipt of the Notice of Termination by the Participant, as the case may be.

Notwithstanding the foregoing, in no event shall the Date of Termination occur until the Participant experiences a "separation from service" within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended from time to time, and the date on which such separation from service takes place shall be the "Date of Termination."

- (f) **Employment** — With respect to any Participant, such Participant's full-time employment with the Company or any of its Subsidiaries.

- (g) **Good Reason** — With respect to any Participant, any of the following actions taken without such Participant's written consent:

- (i) The Participant is assigned duties materially inconsistent with such Participant's position, duties, responsibilities and status with the Company during the 90-day period immediately preceding a Change in Control;

- (ii) The Participant's position, authority, duties or responsibilities are materially diminished from those in effect during the 90-day period immediately preceding a Change in Control (whether or not occurring solely as a result of the Company ceasing to be a publicly traded entity);
- (iii) A material reduction in the Participant's Annual Base Salary or total annual compensation opportunity from such Annual Base Salary or total annual compensation opportunity, as the case may be, as in effect at the time of the Change in Control or (if higher) at the Date of Termination in the event of a termination of Employment after a Change in Control;
- (iv) The Company requires the Participant regularly to perform such Participant's duties of Employment beyond a 50-mile radius from the location of the Participant's Employment immediately prior to the Change in Control;
- (v) The Company fails to obtain a satisfactory agreement from any successor to assume and perform the Plan, as contemplated by Article V below; or
- (vi) Any other action or inaction that constitutes a material breach by the Company of the Plan with respect to such Participant.

In order to invoke a termination of Employment for Good Reason, the Participant shall provide a Notice of Termination to the Company's Chief Legal Officer within 90 days following the initial existence of any of the conditions described in clauses (i) through (vi) above, which notice shall specify in reasonable detail the conditions constituting Good Reason. The Company shall have a period of 30 days following receipt of such Notice of Termination during which it may remedy the conditions cited in the Notice of Termination. In the event that the Company fails to remedy such conditions during such 30-day period, in order for the termination of Employment to constitute a termination for Good Reason, the Participant's "separation from service" (within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended from time to time) must occur, if at all, on or before the later of (A) the second anniversary of the initial existence of any of the conditions constituting Good Reason or (B) the second anniversary of the Change in Control. The Participant's mental or physical incapacity following the occurrence of an event described in clauses (i) through (vi) above shall not affect the Participant's ability to terminate employment for Good Reason and the Participant's death following delivery of a Notice of Termination invoking a termination of Employment for Good Reason shall not affect the Participant's estate's entitlement to Separation Benefits provided hereunder.

- (h) **Notice of Termination** — A written notice of the termination of a Participant's Employment (whether given by the Company or by the Participant) that (i) indicates the specific termination provision relied upon and (ii) to the extent applicable, sets forth in reasonable detail the facts and circumstances claimed to provide a basis for the termination of the Participant's Employment under the provision so indicated. The failure by the Participant or the Company to set forth in the Notice of Termination any fact or circumstance that contributes to a showing of Good Reason or Cause shall not waive any right of the Participant or the Company, respectively, hereunder or preclude the Participant or the Company, respectively, from asserting such fact or circumstance in enforcing the Participant's or the Company's respective rights hereunder.
- (i) **Outstanding Company Voting Securities** — At any time, the then-outstanding voting securities of the Company entitled to vote generally in the election of directors.
- (j) **Performance-Based Award** — An unvested Award (or portion thereof) the vesting of which is contingent in whole or in part on the achievement of specified performance goals or other conditions (other than the passage of time or continued service). Notwithstanding the foregoing, any portion of a Performance-Based Award that has been designated as "available to vest" (i.e., "banked") under the terms of the applicable

Award Agreement shall be considered to be a Time-Based Award rather than a Performance-Based Award.

- (k) **Qualifying Termination** — With respect to any Participant, the termination of such Participant's Employment (i) by the Company for any reason other than Cause or (ii) by the Participant for Good Reason, so long as, in either case, such termination of Employment either (A) occurs after a Change in Control and on or prior to the second anniversary of the Change in Control or (B) occurs prior to a Change in Control and the Participant demonstrates that such termination was requested or otherwise occurred in connection with a potential Change in Control. A Qualifying Termination that occurs prior to a Change in Control will be deemed to occur upon the occurrence of the Change in Control. Notwithstanding the above, the termination of a Participant's Employment by reason of their death, Permanent Disability or retirement under a mandatory retirement policy of the Company or any of its Subsidiaries that is approved by the Board prior to, and not in contemplation of, a Change in Control shall not constitute a Qualifying Termination.
- (l) **Time-Based Award** — An unvested Award the vesting of which is contingent solely on the passage of time or continued service. For this purpose, any portion of a Performance-Based Award that has been designated as "available to vest" (i.e., "banked") under the terms of the applicable Award Agreement shall be considered to be a Time-Based Award.



EZCORP, INC. CHANGE IN CONTROL SEVERANCE PLAN

Terms with their initial letters capitalized shall have the respective meanings ascribed to them in Article II below.

Introduction

The Board of Directors of EZCORP, Inc. considers the maintenance of a sound management to be essential to protecting and enhancing the best interests of the Company and its stockholders. In this connection, the Company recognizes that the possibility of a Change in Control may exist from time to time and that this possibility, and the uncertainty and questions it may raise among management, may result in the departure or distraction of management personnel to the detriment of the Company and its stockholders. Accordingly, the Board of Directors has determined that appropriate steps should be taken to encourage the continued attention and dedication of members of the Company's management to their assigned duties without the distraction that may arise from the possibility of a Change in Control.

The Plan does not alter the status of Participants as at-will employees of the Company. Just as Participants remain free to leave the employ of the Company at any time, so too does the Company retain its right to terminate the employment of Participants without notice, at any time, for any reason. The Board of Directors believes, however, that, both prior to and at the time a Change in Control is anticipated or occurring, it is necessary to have the continued attention and dedication of Participants to their assigned duties without distraction, and the Plan is intended as an inducement for Participants' willingness to continue to serve as employees of the Company (subject, however, to either party's right to terminate such employment at any time). Therefore, should a Participant still be an employee of the Company at such time, the Company agrees that such Participant shall receive the severance benefits hereinafter set forth in the event the Participant's employment with the Company terminates under the circumstances described below.

ARTICLE I

Establishment of Plan

As of November 15, 2022 (the "Effective Date"), the Company establishes the EZCORP, Inc. Change in Control Severance Plan, as set forth in this document (the "Plan"). The Plan is intended to be a top hat welfare benefit plan under ERISA.

ARTICLE II

Definitions

As used herein, the following words and phrases shall have the respective meanings indicated below, unless the context clearly indicates otherwise.

- 1.1 **Administrator** — The Board of Directors or any other person or committee appointed by the Board of Directors to administer the Plan.
- 1.2 **Affiliate** — Any entity that is directly or indirectly controlled by the Company.
- 1.3 **Annual Base Salary** — With respect to any Participant, the annual base salary paid or payable to such Participant (including any base salary that is subject to deferral at the election of the Participant) by the Company or any of its Affiliates at the greater of (a) the rate in effect (or required to be in effect before any diminution that is a basis of the Participant's termination for Good Reason) on the Date of Termination or (b) the rate in effect immediately prior to the Change in Control.

- 1.4 **Annual Incentive Bonus** — With respect to any Participant and Fiscal Year, the annual incentive bonus that may be earned by such Participant (including any amount thereof that would be deferred at the election of the Participant) pursuant to the STI Plan for such Fiscal Year.
- 1.5 **Applicable Multiple** — With respect to any Participant, the number or fraction (not less than one nor more than three) designated as the “Applicable Multiple” for such Participant by the Board of Directors at the time such Participant qualifies as a Participant or at any time while the Participant remains a Participant and as documented on Appendix A.
- 1.6 **Benefits Continuation Period** — With respect to any Participant, the number of years (or fraction thereof) following the Date of Termination equal to the Participant’s Applicable Multiple.
- 1.7 **Board of Directors** — The Board of Directors of the Company or any duly authorized committee of the Board of Directors with respect to the subject matter.
- 1.8 **Business Combination** — A reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Company or any of its Affiliates; a sale or other disposition of all or substantially all the assets of the Company; or the acquisition of assets or securities of another entity by the Company or any of its subsidiaries.
- 1.9 **Cause** — With respect to any Participant:
- (a) The Participant’s willful failure to perform the Participant’s duties (other than any such failure resulting from incapacity due to physical or mental illness);
 - (b) The Participant’s willful failure to comply with any valid and legal directive of the person or entity to whom the Participant reports;
 - (c) The Participant’s conviction of, or entering into a plea of either guilty or nolo contendere to, any felony or any misdemeanor involving material acts of moral turpitude, embezzlement, theft or other similar act;
 - (d) The Participant’s willful engagement in serious misconduct in the performance of the Participant’s duties;
 - (e) The Participant’s willful and material violation of any policy of the Company or any of its Affiliates (including the Company’s Code of Conduct); or
 - (f) The Participant’s willful and material violation of the Restrictive Covenant Agreement between such Participant and the Company.
- 1.10 **Change in Control** — The occurrence of any of the following events:
- (g) Any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) becomes the beneficial owner (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more of the combined voting power of the Outstanding Company Voting Securities;
 - (h) Consummation of a Business Combination, unless immediately thereafter, all or substantially all of the individuals and entities that were the beneficial owners of the Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the then-outstanding voting securities entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent governing body) of the entity resulting from such Business Combination (including an entity that, as a result of such transaction, owns the Company or all or substantially all of the Company’s assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior to such Business Combination of the Outstanding Company Voting Securities; or

(i) Approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, any acquisition or beneficial ownership of Outstanding Company Voting Securities by, or transfer of Outstanding Company Voting Securities to, Phillip E. Cohen or any of his heirs or any entity owned or controlled by Phillip E. Cohen or any of his heirs, shall not constitute a Change in Control.

1.11 **COBRA** — The Consolidated Omnibus Budget Reconciliation Act of 1985, as amended from time to time.

1.12 **Code** — The Internal Revenue Code of 1986, as amended from time to time.

1.13 **Company** — EZCORP, Inc., a Delaware corporation, and any successor thereto.

1.14 **Date of Termination** —

- (a) If the Participant's Employment is terminated by the Company for Cause, the date of the Participant's receipt of the Notice of Termination from the Company or such later date specified in the Notice of Termination;
- (b) If the Participant's Employment is terminated by the Participant for Good Reason, the date of the Company's receipt of the Notice of Termination from the Participant or such later date specified in the Notice of Termination;
- (c) If the Participant's Employment is terminated by the Company other than for Cause or Disability, the date on which the Company notifies the Participant of such termination;
- (d) If the Participant resigns without Good Reason, the date on which the Participant notifies the Company of such termination; and
- (e) If the Participant's Employment is terminated by reason of the Participant's death or Disability, the date of death of the Participant or the 30th day after receipt of the Notice of Termination by the Participant, as the case may be.

Notwithstanding the foregoing, in no event shall the Date of Termination occur until the Participant experiences a "separation from service" within the meaning of Section 409A of the Code, and the date on which such separation from service takes place shall be the "Date of Termination."

1.15 **Disability** — With respect to any Participant, a condition such that the Participant by reason of physical or mental disability becomes unable to perform their normal duties for more than 180 days in the aggregate (excluding infrequent or temporary absence due to ordinary transitory illness) during any twelve-month period.

1.16 **Effective Date** — Has the meaning specified in Article I above.

1.17 **Employment** — With respect to any Participant, such Participant's full-time employment with the Company or any of its Affiliates.

1.18 **Equity Award** — With respect to any Participant, any equity-based long-term incentive compensation award previously granted to such Participant pursuant to the LTI Plan.

1.19 **ERISA** — The Employee Retirement Income Security Act of 1974, as amended from time to time.

1.20 **Exchange Act** — The Securities Exchange Act of 1934, as amended from time to time.

1.21 **Executive Officer** — An employee of the Company or any of its Affiliates who is designated by the Board of Directors as an "Executive Officer" of the Company.

1.22 **Fiscal Year** — A fiscal year of the Company, consisting of a period of twelve consecutive calendar months commencing October 1 and ending the following September 30.

1.23 **Good Reason** — With respect to any Participant, any of the following actions taken without such Participant's written consent:

- (j) The Participant is assigned duties materially inconsistent with such Participant's position, duties, responsibilities and status with the Company during the 90-day period immediately preceding a Change in Control;
- (k) The Participant's position, authority, duties or responsibilities are materially diminished from those in effect during the 90-day period immediately preceding a Change in Control (whether or not occurring solely as a result of the Company ceasing to be a publicly traded entity);
- (l) A material reduction in the Participant's Annual Base Salary or total annual compensation opportunity from such Annual Base Salary or total annual compensation opportunity, as the case may be, as in effect at the time of the Change in Control or (if higher) at the Date of Termination in the event of a termination of Employment after a Change in Control;
- (m) The Company requires the Participant regularly to perform such Participant's duties of Employment beyond a 50-mile radius from the location of the Participant's Employment immediately prior to the Change in Control;
- (n) The Company fails to obtain a satisfactory agreement from any successor to assume and perform the Plan, as contemplated by Article V below; or
- (o) Any other action or inaction that constitutes a material breach by the Company of the Plan with respect to such Participant.

In order to invoke a termination of Employment for Good Reason, the Participant shall provide a Notice of Termination to the Company's Chief Legal Officer within 90 days following the initial existence of any of the conditions described in clauses (a) through (f) above, which notice shall specify in reasonable detail the conditions constituting Good Reason. The Company shall have a period of 30 days following receipt of such Notice of Termination during which it may remedy the conditions cited in the Notice of Termination. In the event that the Company fails to remedy such conditions during such 30-day period, in order for the termination of Employment to constitute a termination for Good Reason, the Participant's "separation from service" (within the meaning of Section 409A) must occur, if at all, on or before the later of (i) the second anniversary of the initial existence of any of the conditions constituting Good Reason or (ii) the second anniversary of the Change in Control. The Participant's mental or physical incapacity following the occurrence of an event described in clauses (a) through (f) above shall not affect the Participant's ability to terminate employment for Good Reason and the Participant's death following delivery of a Notice of Termination invoking a termination of Employment for Good Reason shall not affect the Participant's estate's entitlement to Separation Benefits provided hereunder.

1.24 **Independent Committee** — Has the meaning specified in Section 8.2.

1.25 **LTI Plan** — The EZCORP, Inc. 2022 Long-Term Incentive Plan (or any similar predecessor or successor plan), under which certain employees of the Company are eligible to receive equity-based long-term incentive compensation awards.

1.26 **Notice of Termination** — A written notice of the termination of a Participant's Employment (whether given by the Company or by the Participant) that (a) indicates the specific termination provision in the Plan relied upon and (b) to the extent applicable, sets forth in reasonable detail the facts and circumstances claimed to provide a basis for the termination of the Participant's Employment under the provision so indicated. The failure by the Participant or the Company to

set forth in the Notice of Termination any fact or circumstance that contributes to a showing of Good Reason or Cause shall not waive any right of the Participant or the Company, respectively, hereunder or preclude the Participant or the Company, respectively, from asserting such fact or circumstance in enforcing the Participant's or the Company's respective rights hereunder.

- 1.27 **NQDCP** — The EZCORP, Inc. Nonqualified Deferred Compensation Plan, pursuant to which Participants may defer a portion of their compensation.
- 1.28 **Outstanding Company Voting Securities** — At any time, the then-outstanding voting securities of the Company entitled to vote generally in the election of directors.
- 1.29 **P&C Committee** — The People and Compensation Committee of the Board of Directors.
- 1.30 **Participant** — An individual who qualifies as such pursuant to Section 3.1.
- 1.31 **Performance-Based Equity Award** — An invested Equity Award (or portion thereof) the vesting of which is contingent in whole or in part on the achievement of specified performance goals or other conditions (other than the passage of time or continued service). Notwithstanding the foregoing, any portion of a Performance-Based Equity Award that has been designated as "available to vest" (i.e., "banked") under the terms of the applicable award agreement shall be considered to be a Time-Based Equity Award rather than a Performance-Based Equity Award.
- 1.32 **Plan** — Has the meaning specified in Article I above.
- 1.33 **PPACA** — The Patient Protection and Affordable Care Act of 2010 and the related regulations and guidance promulgated thereunder.
- 1.34 **Qualifying Termination** — With respect to any Participant, the termination of such Participant's Employment (a) by the Company for any reason other than Cause or (b) by the Participant for Good Reason, so long as, in either case, such termination of Employment either (i) occurs after a Change in Control and on or prior to the second anniversary of the Change in Control or (ii) occurs prior to a Change in Control and the Participant demonstrates that such termination was requested or otherwise occurred in connection with a potential Change in Control. A Qualifying Termination that occurs prior to a Change in Control will be deemed to occur upon the occurrence of the Change in Control for purposes of the Plan. Notwithstanding the above, the termination of a Participant's Employment by reason of their death, Disability or retirement under a mandatory retirement policy of the Company or any of its Affiliates that is approved by the Board of Directors prior to, and not in contemplation of, a Change in Control shall not constitute a Qualifying Termination.
- 1.35 **STI Plan** — The EZCORP, Inc. Short-Term Incentive Compensation Plan, pursuant to which Participants may earn annual incentive bonuses calculated as a multiple of Annual Base Salary.
- 1.36 **Section 409A** — Section 409A of the Code, and the rules and regulations issued thereunder.
- 1.37 **Separation Benefits** — The benefits described in Section 4.2 that are provided to Participants under the Plan.
- 1.38 **Target Bonus** — With respect to any Participant, the greater of the following amounts:
- (f) The amount of the Participant's Annual Incentive Bonus (before any diminution thereof that is a basis for the Participant's termination for Good Reason) for the Fiscal Year in which the Date of Termination occurs; or
 - (g) The amount of the Participant's Annual Incentive Bonus for the Fiscal Year in which the Change in Control occurs;

in either case, assuming that all Annual Incentive Bonuses under the STI Plan for such Fiscal Year are paid at "Target Amount," as designated in the STI Plan for such Fiscal Year (annualized for

any Fiscal Year during which the Participant was employed by the Company or any of its Affiliates for less than 12 full months).

- 1.39 **Time-Based Equity Award** — An unvested Equity Award the vesting of which is contingent solely on the passage of time or continued service. For this purpose, any portion of a Performance-Based Equity Award that has been designated as “available to vest” (i.e., “banked”) under the terms of the applicable award agreement shall be considered to be a Time-Based Equity Award.

ARTICLE III

Eligibility

- 1.40 **Participation** — At any time, the Participants shall consist of (a) each person, other than Phillip E. Cohen, who is then serving as an Executive Officer (unless the Board of Directors has specified that such person shall not be a Participant) and (b) each other employee of the Company or any of its Affiliates who has theretofore been designated by the Board of Directors as a Participant; provided, however that eligible employees shall be limited to a select group of management or highly compensated employees within the meaning of Sections 201, 301 and 404 of ERISA. Appendix A of the Plan document, as it may be updated from time to time as directed by the Board of Directors, shall at all times contain a current list of Participants. Notwithstanding the foregoing, if a Participant is eligible to receive severance benefits from the Company under another plan, agreement or arrangement (other than the LTI Plan or awards issued under that plan) or by applicable law, the Participant shall only be entitled to receive severance benefits under the Plan or such other plan, agreement or arrangement or under applicable law, whichever provides the greatest cumulative benefit to the Participant. For the avoidance of doubt, in no event shall a Participant be entitled to receive a Separation Benefit under the Plan that would be duplicative of any other severance benefits for which a Participant is eligible under another plan, agreement or arrangement or by applicable law; and for this purpose, the acceleration of vesting of any awards issued under the LTI Plan shall not be considered duplicative of any Separation Benefit under the Plan.
- 1.41 **Duration of Participation** — The Board of Directors may remove a person as a Participant by providing written notice of removal to such person and updating Appendix A of the Plan document to remove such person from the list of Participants; provided, however, that no such removal shall be effective (a) during the two-year period following a Change in Control, (b) if effectuated in connection with a potential Change in Control or (c) at such time as the Participant is entitled to payment of a Separation Benefit or any other amounts payable under the Plan. Notwithstanding any other provision hereof to the contrary, a Participant who is entitled to payment of a Separation Benefit or any other amounts under the Plan shall remain a Participant until the full amount of the Separation Benefit and any other amounts payable under the Plan have been paid to the Participant.

ARTICLE IV

Separation Benefits

- 1.42 **Terminations of Employment Which Give Rise to Separation Benefits** — A Participant shall be entitled to Separation Benefits as set forth in Section 4.2 below if the Participant experiences a Qualifying Termination.
- 1.43 **Separation Benefits** —
- (a) If a Participant experiences a Qualifying Termination, the Company shall pay to the Participant, in a lump sum in cash within 10 days after the Date of Termination, the aggregate of the following amounts, which benefits shall be in addition to any other benefits to which the Participant is entitled other than by reason of the Plan:
- (i) Accrued but unpaid Annual Base Salary through the Date of Termination;

- (ii) Any earned but unpaid Annual Incentive Bonus for the Fiscal Year immediately preceding the Fiscal Year in which the Date of Termination occurs (unless the Participant has made an irrevocable election under any deferred compensation arrangement subject to Section 409A to defer any portion of such Annual Incentive Bonus, in which case any such deferred bonus shall be paid in accordance with such election);
 - (iii) An amount equal to the Participant's Target Bonus multiplied by a fraction the numerator of which is the number of days in the Fiscal Year in which the Date of Termination occurs that precedes the Date of Termination and the denominator of which is 365;
 - (iv) An amount equal to the Applicable Multiple times the Participant's Annual Base Salary; and
 - (v) An amount equal to the Applicable Multiple times the Participant's Target Bonus.
- (h) If the Participant's employment is terminated under circumstances that entitle the Participant to Separation Benefits under Section 4.2(a), the Company shall provide the Participant and the Participant's eligible dependents with continued health care, dental and life insurance benefits under the Company's health care, dental and life insurance benefits programs for the Benefits Continuation Period, which benefits shall be no less than those provided to the Participant and the Participant's eligible dependents at the time of the Date of Termination or (if greater) at the time of the Change in Control; provided, however, that the Participant must comply with all terms and conditions of the applicable plans, including paying the necessary employee contributions; and provided further, however, that, if the Participant becomes reemployed with another employer and becomes eligible to receive health care, dental or life insurance benefits under another employer provided plan, the benefits described herein shall be secondary to those provided under such other plan during such applicable period of eligibility. Benefit continuation will be provided concurrently with any benefits required under COBRA. The difference between the cost for such benefits under COBRA and the amount of the necessary contributions that the Participant is required to pay for such coverage as provided above will be paid by the Company and considered imputed income to the Participant. The Participant is responsible for the payment of income tax due as a result of such imputed income. Notwithstanding the foregoing, if the Company's providing benefit continuation hereunder would violate the nondiscrimination rules applicable to non-grandfathered plans or would result in imposition of penalties under PPACA, the Company may reform this Section 4.2(b) in a manner as is necessary to comply with PPACA.
- (i) The Participant shall not be required to mitigate the amount of any payment provided for in this Section 4.2 by seeking other employment or otherwise, nor shall the amount of any payment or benefit provided for in this Section 4.2 be reduced by any compensation earned by the Participant as the result of employment by another employer or by retirement benefits paid by the Company after the Date of Termination, or otherwise, or by any set-off, counterclaim, recoupment or other claim, right or action the Company may have against the Participant or others.

ARTICLE V

Equity Awards

- 5.1 **Accelerated Vesting** — Notwithstanding the terms of the LTI Plan or any award agreement applicable to the Participant's outstanding Equity Awards, if a Participant has a Qualifying Termination, then:

- (b) The Participant's outstanding Time-Based Equity Awards shall become fully vested and any restrictions thereon shall lapse; and
- (c) The performance goals or other vesting criteria applicable to the Participant's outstanding Performance-Based Equity Awards shall be deemed achieved at target levels (i.e., 100% payout) and such awards shall become fully vested on that basis and any restrictions thereon shall lapse. Any Performance-Based Equity Award applicable to any completed fiscal year in which the stated performance goal was not met at or above the minimum level (i.e., 50% payout) shall not be considered to be "outstanding" for purposes of this subsection (b).

Settlement of the vested awards will occur at the time set forth in the LTI Plan or any individual award agreements governing the awards.

ARTICLE VI

Deferred Compensation

- 6.1 **Accelerated Vesting** — Notwithstanding the terms of the Company's NQDCP, if a Participant has a Qualifying Termination, then all Company contributions under the NQDCP will become fully vested. Any payments or distributions of the Participant's accounts from the NQDCP will remain governed by the terms of the NQDCP.

ARTICLE VII

Excise Taxes

- 7.1 **Excise Taxes** — Notwithstanding anything to the contrary in the Plan, if a Participant is a "disqualified individual" (as defined in Section 280G(c) of the Code), and the payments and benefits provided for in the Plan, together with any other payments and benefits which such Participant has the right to receive from the Company or any of its Affiliates, would constitute a "parachute payment" (as defined in Section 280G(b)(2) of the Code), then the payments and benefits provided for in the Plan shall be either:

- (a) Reduced (but not below zero) so that the present value of such total amounts and benefits received by such Participant from the Company and its Affiliates will be one dollar (\$1.00) less than three times such Participant's "base amount" (as defined in Section 280G(b)(3) of the Code) and so that no portion of such amounts and benefits received by such Participant shall be subject to the excise tax imposed by Section 4999 of the Code; or
- (b) Paid in full,

whichever produces the better net after-tax position to such Participant (taking into account any applicable excise tax under Section 4999 of the Code and any other applicable taxes). The reduction of payments and benefits hereunder, if applicable, shall be made by reducing, first, payments or benefits to be paid in cash hereunder in the order in which such payment or benefit would be paid or provided (beginning with such payment or benefit that would be made last in time and continuing, to the extent necessary, through to such payment or benefit that would be made first in time) and, then, reducing any benefit to be provided in-kind hereunder in a similar order. The determination as to whether any such reduction in the amount of the payments and benefits provided hereunder is necessary shall be made by the Company in good faith. If a reduced payment or benefit is made or provided and through error or otherwise that payment or benefit, when aggregated with other payments and benefits from the Company or its Affiliates used in determining if a "parachute payment" exists, exceeds one dollar (\$1.00) less than three times such Participant's base amount, then such Participant shall be required to immediately repay such excess to the Company upon notification that an overpayment has been made. Nothing in this Article VII shall require the Company to be responsible for, or have any

liability or obligation with respect to, such Participant's excise tax liabilities under Section 4999 of the Code.

ARTICLE VIII

Plan Administration

- 1.1 **Authority of the Administrator** — The Plan shall be administered by the P&C Committee. Subject to the express provisions of the Plan and applicable law, the Administrator will have the authority, in its sole and absolute discretion, to:
- (a) Adopt, amend and rescind administrative and interpretive rules and regulations related to the Plan;
 - (b) Delegate its duties under the Plan to such agents as it may appoint from time to time; and
 - (c) Make all other determinations, perform all other acts and exercise all other powers and authority necessary or advisable for administering the Plan, including the delegation of those ministerial acts and responsibilities as the Administrator deems appropriate.

The Administrator shall have complete discretion and authority with respect to the Plan and its application except to the extent that discretion is expressly limited by the Plan. The Administrator may correct any defect, supply any omission or reconcile any inconsistency in the Plan in any manner and to the extent it deems necessary or desirable to carry the Plan into effect, and the Administrator will be the sole and final judge of that necessity or desirability. The determinations of the Administrator on the matters referred to in this Section 8.1 will be final and conclusive; provided, however, that in the event that no Independent Committee is appointed as described in Section 8.2 below, any determination by the P&C Committee of whether "Cause" or "Good Reason" exists shall be subject to de novo review.

- 1.1 **Independent Committee** — In the event of an impending Change in Control, the P&C Committee may appoint one or more persons (including members of the P&C Committee) to a separate committee (the "Independent Committee") to administer the Plan effective upon the occurrence of a Change in Control and such Independent Committee shall not be removed or modified following a Change in Control, other than at its own initiative.

ARTICLE IX

Claims for Benefits

- 1.2 **Initial Claim** — In the event that a Participant or their estate claims (a "claimant") to be eligible for a payment under the Plan, or claims any other rights under the Plan, such claimant must complete and submit such claim forms and supporting documentation as will be required by the Administrator, in its sole and absolute discretion. In connection with the determination of a claim, or in connection with review of a denied claim, the claimant may examine the Plan and any other pertinent documents generally available to Participants that are specifically related to the claim. A written notice of the disposition of any such claim will be furnished to the claimant within 90 days after the claim is filed with the Administrator. Such notice will refer, if appropriate, to pertinent provisions of the Plan, will set forth in writing the reasons for denial of the claim, if a claim is denied (including references to any pertinent provisions of the Plan), and, where appropriate, will describe any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary. If the claim is denied, in whole or in part, the claimant will also be notified of the Plan's claim review procedure and the time limits applicable to such procedure, including a statement of the Participant's right to bring a civil action under Section 502(a) of ERISA.
- 1.3 **Request for Review** — Within 60 days after receiving written notice of the Administrator's disposition of the claim, the claimant may file with the Administrator a written request for

review of their claim. In connection with the request for review, the claimant will be entitled to be represented by counsel and will be given, upon request and free of charge, reasonable access to all pertinent documents for the preparation of their claim. If the claimant does not file a written request for review within 60 days after receiving written notice of the Administrator's disposition of the claim, the claimant will be deemed to have accepted the Administrator's written disposition, unless the claimant was physically or mentally incapacitated so as to be unable to request review within the 60-day period.

- 1.4 **Decision on Review** — After receipt by the Administrator of a written application for review of an initial claim determination, the Administrator will review the claim taking into account all comments, documents, records and other information submitted by the claimant regarding the claim without regard to whether such information was considered in the initial benefit determination. The Administrator will notify the claimant of its decision by giving written notice thereof as provided in Section 11.5. A decision on review of the claim will be made by the Administrator within 45 days of receipt of the written request for review. If special circumstances require an extension of the 45-day period, the Administrator will so notify the claimant and a decision will be rendered within 90 days of receipt of the request for review. In any event, if a claim is not determined by the Administrator within 90 days of receipt of written submission for review, it will be deemed to be denied. The decision of the Administrator will be provided to the claimant as soon as possible but no later than five days after the benefit determination is made. The decision will be in writing and will include the specific reasons for the decision presented in a manner calculated to be understood by the claimant and will contain references to all relevant Plan provisions on which the decision was based. Such decision will also advise the claimant that they may receive upon request, and free of charge, reasonable access to and copies of all documents, records and other information relevant to their claim and will inform the claimant of their right to file a civil action under Section 502(a) of ERISA, in the case of an adverse decision regarding their appeal. The decision of the Administrator will be final and conclusive.
- 1.5 **Exhaustion of Administrative Remedies** —The exhaustion of these claims procedures is mandatory for resolving every claim and dispute arising under the Plan. As to such claims and disputes:
- (a) No claimant shall be permitted to commence any legal action to recover benefits or to enforce or clarify rights under the Plan under Section 502 or Section 510 of ERISA or under any other provision of law, whether or not statutory, until these claims procedures have been exhausted in their entirety; and
 - (b) In any such legal action, all explicit and implicit determinations by the Administrator (including determinations as to whether the claim, or a request for a review of a denied claim, was timely filed) shall be afforded the maximum deference permitted by law.

ARTICLE X

Duration, Amendment and Termination

- 1.1 **Duration** — Unless earlier terminated pursuant to Section 10.2, if a Change in Control has not occurred, the Plan shall expire three years from the Effective Date, unless the Board of Directors, prior to the third anniversary of the Effective Date, determines to extend the Plan for an additional period not to exceed three years. If a Change in Control occurs while the Plan is in effect, the Plan shall continue in full force and effect for at least two years following such Change in Control, and shall not terminate or expire until after all Participants who become entitled to any payments or benefits hereunder shall have received such payments and benefits in full.
- 1.2 **Amendment or Termination** — The Company reserves the right to amend, modify, suspend or terminate the Plan at any time by action of the Board of Directors; provided, however, that no such amendment, modification, suspension or termination that has the effect of reducing or

diminishing the right of any Participant shall be effective without the written consent of such Participant if the applicable Company action is taken in anticipation of a Change in Control or during the two-year period immediately following a Change in Control. Any amendment, modification, suspension or termination of the Plan adopted after a Change in Control or in anticipation of a Change in Control shall not affect the right of any Participant to payments or benefits to be paid or provided as a result of events that occur prior to the second anniversary of the Change in Control.

- 1.3 **Procedure for Extension, Amendment or Termination** — Any extension, amendment or termination of the Plan by the Board of Directors in accordance with this Article X shall be made by action of the Board of Directors in accordance with the Company's charter and by-laws and applicable law.

ARTICLE XI Miscellaneous

- 1.4 **Taxes** — The Company is authorized to withhold from any payments made hereunder amounts of withholding and other taxes due or potentially payable in connection therewith and to take such other action as the Company may deem advisable to enable the Company and Participants to satisfy obligations for the payment of withholding taxes and other tax obligations relating to any payments made under the Plan.
- 1.5 **No Assignment** — No interest of any Participant or spouse of any Participant or any other beneficiary under the Plan, or any right to receive payment hereunder, shall be subject in any manner to sale, transfer, assignment, pledge, attachment, garnishment or other alienation or encumbrance of any kind, nor may such interest or right to receive a payment or distribution be taken, voluntarily or involuntarily, for the satisfaction of the obligations or debts of, or other claims against, a Participant or spouse of a Participant or other beneficiary, including for alimony.
- 1.6 **Unfunded Obligation** — All benefits due a Participant under the Plan are unfunded and unsecured and are payable out of general assets of the Company.
- 1.7 **Effect on Other Plans, Agreements and Benefits** — Except to the extent expressly set forth herein, any benefit or compensation to which a Participant is entitled under any agreement between the Participant and the Company or any of its Affiliates or under any plan maintained by the Company or any of its Affiliates in which the Participant participates or participated shall not be modified or lessened in any way, but shall be payable according to the terms of the applicable plan or agreement, and adoption of the Plan by the Company will not be construed as creating any limitations on the power of the Company to adopt such other incentive arrangements as it may deem desirable. Notwithstanding the foregoing, any benefits received by a Participant pursuant to the Plan shall be in lieu of any severance benefits to which the Participant would otherwise be entitled under any general severance policy or other severance plan maintained by the Company for its management personnel and, upon consummation of a Change in Control, Participants in the Plan shall in no event be entitled to participate in any such severance policy or other severance plan maintained by the Company for its management personnel. In the event of a Participant's termination of Employment entitling the Participant to Separation Benefits under Section 4.2, any non-competition or non-solicitation provisions applicable to the Participant with respect to the Company or any of its Affiliates shall cease to apply as of the Participant's Date of Termination.
- 1.8 **Notice** — For the purpose of the Plan, notices and all other communications provided for in the Plan shall be in writing and shall be deemed to have been duly given when actually delivered or mailed by United States registered mail, return receipt requested, postage prepaid, addressed (in the case of notice to the Company) to the Company's Chief Legal Officer at the Company's corporate headquarters address or (in the case if notice to a Participant) to the Participant at the last address of the Participant on the Company's books and records.

- 1.9 **Employment Status** — The Plan does not constitute a contract of employment or impose on the Participant or the Company any obligation for the Participant to remain an Employee or change the status of the Participant's employment or the policies of the Company and its Affiliates regarding termination of employment.
- 1.10 **Validity and Severability** — The invalidity or unenforceability of any provision of the Plan shall not affect the validity or enforceability of any other provision of the Plan, which shall remain in full force and effect, and any prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.
- 1.11 **Successors** — The Plan shall inure to the benefit of and be binding upon the Company and its successors. The Company shall require any corporation, entity, individual or other person who is the successor (whether direct or indirect by purchase, merger, consolidation, reorganization or otherwise) to all or substantially all the business or assets of the Company to expressly assume and agree to perform, by a written agreement in form and in substance satisfactory to the Company, all of the obligations of the Company under the Plan. As used herein, the term "Company" shall mean the Company as hereinbefore defined and any successor to its business or assets as aforesaid that assumes and agrees to perform the Plan by operation of law, written agreement or otherwise. It is a condition of the Plan, and all rights of each person eligible to receive benefits under the Plan shall be subject hereto, that no right or interest of any such person in the Plan shall be assignable or transferable in whole or in part, except by operation of law, including lawful execution, levy, garnishment, attachment, pledge, bankruptcy, alimony, child support or qualified domestic relations order.
- 1.12 **Clawback** — Notwithstanding any provisions in the Plan to the contrary, any compensation, payments or benefits provided hereunder, whether in the form of cash or otherwise, shall be subject to a clawback to the extent necessary to comply with the requirements of any applicable law, including the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, Section 304 of the Sarbanes Oxley Act of 2002 or any regulations promulgated thereunder, or any policy adopted by the Company pursuant to any such law (whether in existence as of the Effective Date or later adopted).
- 1.13 **Section 409A** —
- (a) **General** — The Plan is intended to comply with the requirements of Section 409A or an exemption or exclusion therefrom and, with respect to amounts that are subject to Section 409A, shall in all respects be administered in accordance with Section 409A. Any payments that qualify for the "short-term deferral" exception or another exception under Section 409A shall be paid under the applicable exception. Each payment of compensation under the Plan shall be treated as a separate payment of compensation for purposes of Section 409A. All payments to be made upon a termination of employment under the Plan may only be made upon a "separation from service" under Section 409A. In no event may the Participant, directly or indirectly, designate the calendar year of any payment under the Plan.
- (b) **In-Kind Benefits and Reimbursements** — Notwithstanding anything to the contrary in the Plan, all reimbursements and in-kind benefits provided under the Plan shall be made or provided in accordance with the requirements of Section 409A, including, where applicable, the requirement that (i) any reimbursement is for expenses incurred during the Participant's lifetime (or during a shorter period of time specified in the Plan), (ii) the amount of expenses eligible for reimbursement, or in-kind benefits provided, during a calendar year may not affect the expenses eligible for reimbursement, or in-kind benefits to be provided, in any other calendar year, except, if such benefits consist of the reimbursement of expenses referred to in Section 105(b) of the Code, a maximum, if provided under the terms of the plan providing such medical benefit, may be imposed on the amount of such reimbursements over some or all of the period in which such benefit is to be provided to the Participant as described in Treasury Regulation Section 1.409A-3(i)(iv)(B), (iii) the reimbursement of an eligible expense will be made no later

than the last day of the calendar year following the year in which the expense is incurred, provided that the Participant shall have submitted an invoice for such fees and expenses at least ten days before the end of the calendar year next following the calendar year in which such fees and expenses were incurred and (iv) the right to reimbursement or in-kind benefits is not subject to liquidation or exchange for another benefit.

- (c) **Delay of Payments** — Notwithstanding any other provision of the Plan to the contrary, if the Participant is considered a “specified employee” for purposes of Section 409A (as determined in accordance with the methodology established by the Company as in effect on the Date of Termination), any payment that constitutes nonqualified deferred compensation within the meaning of Section 409A that is otherwise due to the Participant under the Plan during the six-month period following the Participant’s separation from service (as determined in accordance with Section 409A) on account of the Participant’s separation from service shall be accumulated and paid to the Participant on the first business day after the date that is six months following the Participant’s separation from service. No interest will be paid by the Company with respect to any such delayed payments. If the Participant dies during the postponement period, the amounts and entitlements delayed on account of Section 409A shall be paid to the personal representative of the Participant’s estate on the first to occur of the date specified above or 30 days after the date of the Participant’s death.

- 1.14 **Governing Law** — The validity, interpretation, construction and performance of the Plan shall in all respects be governed by the laws of Delaware, without reference to principles of conflict of law, except to the extent pre-empted by Federal law.

(SIGNATURE PAGE FOLLOWS)

This Change in Control Severance Plan was approved by the Board of Directors and made effective as of the Effective Date specified above.

Thomas H. Welch, Jr.
Chief Legal Officer and Secretary

PARTICIPANTS AND APPLICABLE MULTIPLES

Name	Title	Applicable Multiple
Lachlan P. Given	Chief Executive Officer	2.0
Timothy K. Jugmans	Chief Financial Officer	2.0
John Blair Powell, Jr.	Chief Operating Officer	2.0
Ellen Bryant	Vice President, Deputy General Counsel	1.5
Keith Robertson	Chief Information Officer	1.5
Sunil Sajani	Chief Audit and Loss Prevention Executive	1.5
Nicole Swies	Chief Revenue Officer	1.5
Lisa VanRoekel	Chief Human Resources Officer	1.5



EZCORP, INC.
Amendment to
2010 Long-Term Incentive Plan
Effective November 15, 2022

The Amended and Restated 2010 Long-Term Incentive Plan, as in effect on November 15, 2022 (the “**Plan**”), is hereby amended as follows (with terms used, but not otherwise defined, herein having the respective meanings set forth in the Plan).

Unless otherwise specified by the Board, each currently outstanding Award (other than Awards issued pursuant to Section 4.11) shall be deemed to include the following provisions, and each Award Agreement applicable to any such Award shall be, and is hereby, amended to include such provisions.

1. **Accelerated Vesting** — If a Participant has a Qualifying Termination, then:
 - (a) The Participant’s outstanding Time-Based Awards shall become fully vested and any restrictions thereon shall lapse; and
 - (b) The performance goals or other vesting criteria applicable to the Participant’s outstanding Performance-Based Awards shall be deemed achieved at target levels (i.e., 100% payout) and such Awards shall become fully vested on that basis and any restrictions thereon shall lapse. Any Performance-Based Award applicable to any completed fiscal year in which the stated performance goal was not met at or above the minimum level (i.e., 50% payout) shall not be considered to be “outstanding” for purposes of this subsection (b).

2. **Defined Terms** — As used herein, the following words and phrases shall have the respective meanings indicated below.
 - (a) **Annual Base Salary** — With respect to any Participant, the annual base salary paid or payable to such Participant (including any base salary that is subject to deferral at the election of the Participant) by the Company or any of its Affiliates at the greater of (a) the rate in effect (or required to be in effect before any diminution that is a basis of the Participant’s termination for Good Reason) on the Date of Termination or (b) the rate in effect immediately prior to the Change in Control.
 - (b) **Business Combination** — A reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Company or any of its Subsidiaries; a sale or other disposition of all or substantially all the assets of the Company; or the acquisition of assets or securities of another entity by the Company or any of its Subsidiaries.
 - (c) **Cause** — With respect to any Participant:
 - (i) The Participant’s willful failure to perform the Participant’s duties (other than any such failure resulting from incapacity due to physical or mental illness);
 - (ii) The Participant’s willful failure to comply with any valid and legal directive of the person or entity to whom the Participant reports;
 - (iii) The Participant’s conviction of, or entering into a plea of either guilty or nolo contendere to, any felony or any misdemeanor involving material acts of moral turpitude, embezzlement, theft or other similar act;
 - (iv) The Participant’s willful engagement in serious misconduct in the performance of the Participant’s duties;

- (v) The Participant's willful and material violation of any policy of the Company or any of its Subsidiaries (including the Company's Code of Conduct); or
- (vi) The Participant's willful and material violation of the Restrictive Covenant Agreement between such Participant and the Company.

(d) **Change in Control** — The occurrence of any of the following events:

- (i) Any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934) becomes the beneficial owner (within the meaning of Rule 13d-3 promulgated under the Securities Exchange Act of 1934) of 50% or more of the combined voting power of the Outstanding Company Voting Securities;
- (ii) Consummation of a Business Combination, unless immediately thereafter, all or substantially all of the individuals and entities that were the beneficial owners of the Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of the then-outstanding voting securities entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent governing body) of the entity resulting from such Business Combination (including an entity that, as a result of such transaction, owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership immediately prior to such Business Combination of the Outstanding Company Voting Securities; or
- (iii) Approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

Notwithstanding the foregoing, any acquisition or beneficial ownership of Outstanding Company Voting Securities by, or transfer of Outstanding Company Voting Securities to, Phillip E. Cohen or any of his heirs or any entity owned or controlled by Phillip E. Cohen or any of his heirs, shall not constitute a Change in Control.

(e) **Date of Termination** —

- (i) If the Participant's Employment is terminated by the Company for Cause, the date of the Participant's receipt of the Notice of Termination from the Company or such later date specified in the Notice of Termination;
- (ii) If the Participant's Employment is terminated by the Participant for Good Reason, the date of the Company's receipt of the Notice of Termination from the Participant or such later date specified in the Notice of Termination;
- (iii) If the Participant's Employment is terminated by the Company other than for Cause or Permanent Disability, the date on which the Company notifies the Participant of such termination;
- (iv) If the Participant resigns without Good Reason, the date on which the Participant notifies the Company of such termination; and
- (v) If the Participant's Employment is terminated by reason of the Participant's death or Permanent Disability, the date of death of the Participant or the 30th day after receipt of the Notice of Termination by the Participant, as the case may be.

Notwithstanding the foregoing, in no event shall the Date of Termination occur until the Participant experiences a "separation from service" within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended from time to time, and the date on which such separation from service takes place shall be the "Date of Termination."

- (f) **Employment** — With respect to any Participant, such Participant's full-time employment with the Company or any of its Subsidiaries.
- (g) **Good Reason** — With respect to any Participant, any of the following actions taken without such Participant's written consent:
 - (i) The Participant is assigned duties materially inconsistent with such Participant's position, duties, responsibilities and status with the Company during the 90-day period immediately preceding a Change in Control;
 - (ii) The Participant's position, authority, duties or responsibilities are materially diminished from those in effect during the 90-day period immediately preceding a Change in Control (whether or not occurring solely as a result of the Company ceasing to be a publicly traded entity);
 - (iii) A material reduction in the Participant's Annual Base Salary or total annual compensation opportunity from such Annual Base Salary or total annual compensation opportunity, as the case may be, as in effect at the time of the Change in Control or (if higher) at the Date of Termination in the event of a termination of Employment after a Change in Control;
 - (iv) The Company requires the Participant regularly to perform such Participant's duties of Employment beyond a 50-mile radius from the location of the Participant's Employment immediately prior to the Change in Control;
 - (v) The Company fails to obtain a satisfactory agreement from any successor to assume and perform the Plan, as contemplated by Article V below; or
 - (vi) Any other action or inaction that constitutes a material breach by the Company of the Plan with respect to such Participant.

In order to invoke a termination of Employment for Good Reason, the Participant shall provide a Notice of Termination to the Company's Chief Legal Officer within 90 days following the initial existence of any of the conditions described in clauses (i) through (vi) above, which notice shall specify in reasonable detail the conditions constituting Good Reason. The Company shall have a period of 30 days following receipt of such Notice of Termination during which it may remedy the conditions cited in the Notice of Termination. In the event that the Company fails to remedy such conditions during such 30-day period, in order for the termination of Employment to constitute a termination for Good Reason, the Participant's "separation from service" (within the meaning of Section 409A of the Internal Revenue Code of 1986, as amended from time to time) must occur, if at all, on or before the later of (A) the second anniversary of the initial existence of any of the conditions constituting Good Reason or (B) the second anniversary of the Change in Control. The Participant's mental or physical incapacity following the occurrence of an event described in clauses (i) through (vi) above shall not affect the Participant's ability to terminate employment for Good Reason and the Participant's death following delivery of a Notice of Termination invoking a termination of Employment for Good Reason shall not affect the Participant's estate's entitlement to Separation Benefits provided hereunder.

- (h) **Notice of Termination** — A written notice of the termination of a Participant's Employment (whether given by the Company or by the Participant) that (i) indicates the specific termination provision relied upon and (ii) to the extent applicable, sets forth in reasonable detail the facts and circumstances claimed to provide a basis for the termination of the Participant's Employment under the provision so indicated. The failure by the Participant or the Company to set forth in the Notice of Termination any fact or circumstance that contributes to a showing of Good Reason or Cause shall not waive any right of the Participant or the Company, respectively, hereunder or preclude

the Participant or the Company, respectively, from asserting such fact or circumstance in enforcing the Participant's or the Company's respective rights hereunder.

- (i) **Outstanding Company Voting Securities** — At any time, the then-outstanding voting securities of the Company entitled to vote generally in the election of directors.
- (j) **Performance-Based Award** — An unvested Award (or portion thereof) the vesting of which is contingent in whole or in part on the achievement of specified performance goals or other conditions (other than the passage of time or continued service). Notwithstanding the foregoing, any portion of a Performance-Based Award that has been designated as “available to vest” (i.e., “banked”) under the terms of the applicable Award Agreement shall be considered to be a Time-Based Award rather than a Performance-Based Award.
- (k) **Qualifying Termination** — With respect to any Participant, the termination of such Participant's Employment (i) by the Company for any reason other than Cause or (ii) by the Participant for Good Reason, so long as, in either case, such termination of Employment either (A) occurs after a Change in Control and on or prior to the second anniversary of the Change in Control or (B) occurs prior to a Change in Control and the Participant demonstrates that such termination was requested or otherwise occurred in connection with a potential Change in Control. A Qualifying Termination that occurs prior to a Change in Control will be deemed to occur upon the occurrence of the Change in Control. Notwithstanding the above, the termination of a Participant's Employment by reason of their death, Permanent Disability or retirement under a mandatory retirement policy of the Company or any of its Subsidiaries that is approved by the Board prior to, and not in contemplation of, a Change in Control shall not constitute a Qualifying Termination.
- (l) **Time-Based Award** — An unvested Award the vesting of which is contingent solely on the passage of time or continued service. For this purpose, any portion of a Performance-Based Award that has been designated as “available to vest” (i.e., “banked”) under the terms of the applicable Award Agreement shall be considered to be a Time-Based Award.

RETIREMENT AGREEMENT

This Retirement Agreement (this “**Agreement**”) is made and entered into, effective as of September 30, 2022 by and between EZCORP, Inc., a Delaware corporation, for and on behalf of itself and its subsidiaries and affiliates (collectively, the “**Company**”), and Thomas H. Welch, Jr, an individual resident of Austin, Texas (“**Welch**”). The Company and Welch are referred to collectively herein as the “**Parties**,” and each, individually, as a “**Party**.”

RECITALS

WHEREAS, as of the date of this Agreement, Welch is the Chief Legal Officer and Secretary of the Company and has expressed his intention to retire from the Company effective as of December 31, 2022, and the Company has accepted such resignation;

WHEREAS, the Parties desire to enter into this Agreement in order to set forth their mutual agreement regarding Welch’s retirement as an employee of the Company;

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. **Retirement from Employment** — The Company and Welch acknowledge that Welch’s employment with the Company, and his position as the Company’s Chief Legal Officer and Secretary will terminate upon his retirement, effective December 31, 2022 (the “**Retirement Date**”).
2. **Retirement Benefits** — In connection with Welch’s retirement and termination of employment with the Company, the Company will provide Welch with the following benefits:
 - (a) **Retirement Payment** — On or about January 15, 2023, the Company will pay Welch a one-time retirement payment in the amount of \$205,000 (subject to applicable tax and other withholdings);
 - (b) **Healthcare Coverage** — The Company will provide healthcare coverage for a period of twenty-one months following the Retirement Date, as follows:
 - (i) **Continuation of Healthcare Benefits (Medical, Dental, Vision)** — The Company will continue to provide Welch with healthcare benefits for a period of three months from the Retirement Date (i.e., through March 31, 2023) on the same terms as he is enrolled as of the Retirement Date (subject to any alterations in Company benefit programs);
 - (ii) **COBRA Payment (Medical, Dental, Vision)** — On or about January 15, 2023, the Company will pay Welch an amount equal to the approximate equivalent of eighteen months of COBRA (as defined below) premiums (grossed up for tax purposes) for the benefits (Medical, Dental, Vision) in which he is enrolled as of the Retirement Date; and
 - (iii) **Continuation of ArmadaCare** — The Company will continue to provide Welch with ArmadaCare benefits for a period of twenty-one months from the Retirement Date (i.e., through September 30, 2024) on the same terms as he was participating as of the Retirement Date (subject to any alterations in Company benefit programs).

- (c) **Retention of Earned RSUs** — Welch will be deemed to have “earned” certain Restrictive Stock Units (the “**Earned RSUs**”), as follows:
- (i) 65,208 of the FY21 Restricted Stock Units; and
 - (ii) 21,664 of the FY22 Restricted Stock Units.

Notwithstanding the provisions of the Award Agreements governing the above-referenced Restrictive Stock Units, the Earned RSUs will not expire or be forfeited upon Welch’s retirement, but, rather, will continue to be subject to the vesting provisions set forth in the applicable Award Agreement (except for the requirement of continued employment). Any Restricted Stock Units not specifically delineated above will remain unvested and shall be forfeited as of the Retirement Date pursuant to the terms of the applicable Award Agreements.

- (d) **Acknowledgement** — Welch agrees that the payments and benefits described in this Paragraph 2 fully satisfy the Company’s obligations to pay compensation or other benefits to Welch, other than the distribution of his account balances in the Company’s 401(k) retirement savings plan and the Company’s Supplemental Executive Retirement Plan (or Deferred Compensation Plan), both in accordance with the terms of the respective plans. Welch also agrees and acknowledges that such payments constitute adequate and sufficient consideration for the release described in Paragraph 4 below, as well as the other covenants and agreements made by Welch in this Agreement. Welch further agrees and acknowledges that, except as expressly set forth in this Agreement or in the Company’s stock or benefit plans, Welch is not entitled to receive from the Company the payment or distribution of any amounts of pay, bonus, benefits, cash, stock, stock options or other type of property.
3. **COBRA Benefits** — Upon the termination of his employment with the Company, Welch will be eligible for continuation of certain medical benefits under COBRA (as defined below), at his option and his expense, as provided by law.
4. **Complete Release** — Welch hereby fully releases the Company and all of its owners, partners, shareholders, predecessors, successors, assigns, agents, directors, officers, employees, representatives, attorneys, subsidiaries, joint ventures and affiliates, and agents, directors, officers, employees, representatives and attorneys of such subsidiaries and affiliates (collectively, the “**Released Parties**”), from any and all known or unknown claims or demands Welch may have against any of them. Welch expressly waives and opts out of all claims, whether asserted on an individual or class action basis, against any Released Party arising out of any contract, express or implied, any covenant of good faith and fair dealing, express or implied, any tort (**whether intentional or negligent, including claims arising out of the negligence or gross negligence of any Released Party and claims of express or implied defamation by any Released Party**), and any federal, state or other governmental statute, regulation or ordinance, including those relating to employment discrimination, termination of employment, payment of wages or provision of benefits, Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Americans with Disabilities Act, the Employee Retirement Income Security Act, the Family and Medical Leave Act, the Fair Labor Standards Act, the Age Discrimination in Employment Act, the Older Workers Benefit Protection Act (“**OWBPA**”), the Worker Adjustment and Retraining Notification (“**WARN**”) Act, the Consolidated Omnibus Budget Reconciliation Act (“**COBRA**”), and the Occupational Safety and Health Act. Welch represents that he has not assigned to any other person any of such claims and that he has the full right to grant this release.

Notwithstanding any other provision herein, Welch and the Company agree that Welch is not waiving (a) any claims that may arise under the Age Discrimination in Employment Act or COBRA after this Agreement is executed; (b) any claim for benefits under the Company's health and welfare or other benefit plans; (c) any future claims based on the Company's obligations and agreements set forth in this Agreement or in that certain Advisory Agreement by and between the Parties executed contemporaneously with this Agreement (the "**Advisory Agreement**"); or (d) any future claim by Welch for indemnification pursuant to the terms of the Company's Certificate of Incorporation or Bylaws (or the constituent documents of any subsidiary of the Company) or for insurance coverage or recovery under any liability insurance policy carried by the Company for the benefits of its directors and officers. Company and Welch hereby acknowledge and agree that if any claim is asserted against Welch (or Welch otherwise becomes involved in any action, suit, investigation or proceeding) for which such indemnification or insurance coverage is or may be available, Welch shall be entitled to be represented by legal counsel (other than the Company's in-house counsel) at the Company's expense. Such legal counsel shall be selected by the Company and may be outside counsel that also represents the Company or other related defendants (unless the Company's outside counsel determines that it is appropriate for Welch to be represented by separate counsel, in which case such separate counsel shall be selected by Welch with the reasonable approval of the Company).

Welch further agrees that he will not voluntarily become a party to, or directly or indirectly aid or encourage any other party in connection with, any lawsuit, claim, demand or adversarial proceeding of any kind involving the Company or any of the Released Parties that relates in any material way to his employment with the Company or that is based on facts about which Welch obtained personal knowledge while employed with the Company. Welch's compliance with a subpoena or other legally compulsive process will not be a violation of this provision.

5. **Return of Company Documents**— Welch agrees that he will return to the Company, as soon as practicable after the Retirement Date, any and all documents relating to the Company or its business operations (and any and all copies thereof, whether in paper form or electronic form), except for any such documents necessary for Welch to retain for purposes of performing services under the Advisory Agreement.
6. **Proprietary Information, Non-Competition and Non-Solicitation** — The Parties acknowledge that, pursuant to the terms of that certain Protection of Sensitive Information, Noncompetition and Nonsolicitation Agreement between Welch and the Company (the "**Restrictive Covenants Agreement**"), Welch is subject to various obligations regarding (a) the protection and non-disclosure of the Company's confidential, sensitive and proprietary information, (b) competition with the Company, (c) solicitation of the Company's customers, suppliers and vendors and (d) solicitation of the Company's employees. Welch hereby affirms his obligations under the Restrictive Covenants Agreement and acknowledges that such provisions shall remain in full force and effect, as modified by the provisions of the Advisory Agreement. Welch hereby represents and warrants that he will comply with the terms of the Restrictive Covenants Agreement as so modified.
7. **Cooperation** — Welch agrees that, from and after the date of this Agreement:
 - (a) Unless specifically requested or authorized by the Company's Chief Executive Officer or Chief Financial Officer, Welch will not engage in any form of communication (whether initiated by Welch or others) with investors or potential investors, commercial bankers or other lenders, financial or industry analysts, investment bankers, or auditors or other financial professionals

regarding the Company, the Company's business or any aspect of Welch's employment with the Company; and

- (b) Welch will cooperate with the Company, to the extent and as requested by the Company's Chief Executive Officer or Chief Legal Officer, in transitioning the management of the Company's legal functions.
- 8. **Applicable Law and Venue** — THIS AGREEMENT SHALL BE INTERPRETED IN ALL RESPECTS BY THE INTERNAL LAWS OF THE STATE OF TEXAS, AND THE VENUE FOR THE RESOLUTION OF ANY DISPUTES (LOCATION OF ANY LAWSUIT) SHALL BE SOLELY IN THE STATE AND FEDERAL COURTS OF TRAVIS COUNTY, TEXAS.
- 9. **Severability** — The fact that one or more Paragraphs (or portion thereof) of this Agreement may be deemed invalid or unenforceable by any court shall not invalidate the remaining Paragraphs or portions of such Paragraphs of this Agreement.
- 10. **Entire Agreement; Amendments** — This Agreement constitutes the entire agreement between Welch and the Company, and supersedes all prior oral or written negotiations and agreements with the Company, concerning the subject matter hereof; provided however, that (i) the provisions of the Restrictive Covenants Agreement shall remain in full force and effect in accordance with its terms (as modified by the Advisory Agreement), and Welch shall remain subject to the obligations set forth therein as so modified, and (ii) the Parties maintain certain obligations to each other under the terms of the Advisory Agreement. Welch understands and acknowledges that any breach of this Agreement or Welch's obligations under the Restrictive Covenants Agreement will entitle the Company to cease making the payments described in Paragraph 2 above, and recover any such payments previously made, in addition to any other remedies that may be available to the Company. This Agreement may not be amended or modified except by a written agreement signed by Welch and the Company's Chief Executive Officer.
- 11. **Certain Acknowledgments** — Welch acknowledges (a) that he has carefully read this Agreement and is signing it voluntarily with full knowledge of its contents, (b) that he has been advised by counsel to the extent he deems necessary, appropriate or desirable and (c) that he understands and accepts all the terms of this Agreement.
- 12. **Consideration and Revocation Periods** — Welch may take up to 21 days from the date of this Agreement to consider this Agreement. Welch may use as much or as little of this period as he chooses before signing this Agreement. Welch is advised to consult with an attorney before signing this Agreement. If Welch accepts this Agreement, he must sign it and return it to the Company's Chief Executive Officer on or before the expiration of the 21-day period referred to above or the Company's withdrawal of the offer contained in this Agreement. By signing this Agreement, Welch acknowledges that he was afforded a period of at least 21 days from the date the Company's proposal was presented to him in which to consider it. Welch understands that any changes that the Parties agree to make to this Agreement after it has been presented to him, whether such changes are material or non-material, will not extend the amount of time Welch has to consider the agreement. In addition, Welch has a period of seven days within which to revoke this Agreement after signing it. To revoke this Agreement, Welch must notify the Company's Chief Executive Officer of revocation in writing within seven days from the date Welch signed this Agreement.

(SIGNATURE PAGE FOLLOWS)

In order for this Agreement to become effective, Welch must sign this Agreement in the space provided below and return it to the Company's Chief Executive Officer on or before the close of business on October 14, 2022. If the Company has not received a signed copy of this Agreement by that time, the offer reflected in this Agreement will automatically terminate and expire without further notice from the Company.

EZCORP, INC.

Date: September 30, 2022 By: /s/ Lachlan P. Given
Lachlan P. Given
Chief Executive Officer

Date: September 30, 2022 /s/ Thomas H. Welch, Jr.
Thomas H. Welch, Jr.

ADVISORY AGREEMENT

This Advisory Agreement (this "**Agreement**") is made and entered into, effective as of September 30, 2022, by and between EZCORP, Inc., a Delaware corporation, for and on behalf of itself and its subsidiaries and affiliates (collectively, the "**Company**"), and Thomas H. Welch, Jr, an individual resident of Austin, Texas ("**Welch**"). The Company and Welch are referred to collectively herein as the "**Parties**," and each, individually, as a "**Party**."

RECITALS

WHEREAS, as of the date of this Agreement, Welch is the Chief Legal Officer and Secretary of the Company and has expressed his intention to retire from the Company effective as of December 31, 2022, and the Company has accepted such resignation;

WHEREAS, the Parties desire to enter into this Agreement in order to set forth their mutual agreement regarding Welch's providing certain advisory services to the Company following his retirement as an employee of the Company;

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. **Scope of Services.** Welch shall timely and effectively perform certain advisory services to the Company, to include advice and counsel pertaining to (a) corporate governance matters; (b) SEC Reporting; (c) Grupo Finmart tax matters; (d) the AlphaCredit escrow; and (e) such other Company matters as are reasonably requested (collectively, the "**Services**").

The Company shall not control the manner or means by which Welch performs the Services, including, but not limited to, the time and place Welch performs the Services. In connection with the performance of the Services, Welch shall report to, and be subject to the direction and supervision of, the Chief Legal Officer of the Company.

2. **Term.** The term of this Agreement shall begin on January 1, 2023 (the "**Effective Date**") and shall continue through December 31, 2023, unless terminated earlier in accordance with Paragraph 8 of this Agreement (the "**Term**"). At least sixty (60) days prior to the end of the Term of this Agreement, the Parties may agree to extend this Agreement by executing a written addendum to this Agreement signed by both parties.

3. **Independent Contractor Status.**

(a) **Independent Contractor.** Welch agrees that, during the Term of the Agreement, he shall be an independent contractor for, and not an employee of, the Company and, as such, will not be treated as an employee by the Company with respect to the Services rendered under this Agreement. The Company agrees that it will not treat Welch as an employee of the Company. Therefore, this Agreement shall not create any partnership, joint venture, agency, employment, or similar relationship between the Company and Welch. Specifically, nothing in this Agreement shall be interpreted or construed as creating or continuing the relationship of employer and employee between Welch and the Company.

(b) **Taxes and Withholding.** Welch agrees to comply with all tax laws applicable to the operation of an independent business such as Welch's business and/or self-employment, including, but not limited to, payment of all applicable self-employment taxes and compliance with unemployment tax and workmen's compensation laws. The Company will not be responsible for withholding or

paying any income, payroll, Social Security or other federal, state or local taxes, making any insurance contributions, including unemployment or disability, or obtaining worker's compensation insurance on behalf of Welch. Further, Welch agrees that Welch has the sole responsibility to properly report as income all fees and payments received under this Agreement.

(c) Indemnification. Welch shall not bring any claims or lawsuits against the Company for the payment or the filing of any of the payments referenced in this Paragraph 3, including but not limited to, federal and state taxes, business taxes, Social Security taxes, employer federal income tax withholding or estimated tax obligations and Social Security, Medicare, and workers' compensation, and unemployment insurance taxes or premiums. Welch agrees to indemnify, hold harmless, and provide the Company with a defense against (with the Company to select its own defense counsel), any and all demands, claims, lawsuits, damages, losses, fines, interest, penalties, charges, taxes, and reasonable expenses of attorneys and other professionals relating to any obligation to pay any taxes, social security withholdings, unemployment or disability insurance or similar charges referenced in this Paragraph, or in connection with any payments made to Welch under this Agreement. Welch shall also indemnify, hold harmless, and provide the Company with a defense against (with the Company to select its own defense counsel), all losses, damages, liabilities, deficiencies, actions, judgments, interest, awards, penalties, fines, costs or expenses of whatever kind (including reasonable attorneys' fees) arising out of or resulting from bodily injury, death of any person or damage to real or tangible personal property resulting from Welch's acts or omissions. The Company may satisfy any indemnity under this Agreement, in whole or in part, by way of deduction from any payments due under this Agreement.

(d) No Authority to Bind. Except as expressly authorized by the Chief Legal Officer, Welch has no right or authority to make any agreement (oral or written) or create any obligation (express or implied) on behalf of the Company, or to bind the Company in any manner whatsoever. Welch agrees that he will not undertake to bind or commit the Company to any agreement or course of action, except as expressly authorized.

(e) No Hours of Work. Welch will devote sufficient time and efforts as reasonably necessary to provide the Services, which time and efforts may vary from day to day and week to week. Welch shall be free to utilize his knowledge, time, energy, and skills in such manner as he deems advisable to the extent that he is not otherwise obligated under this Agreement.

1. Fees. As compensation for the Services, the Company shall pay Welch a set fee of \$17,085 per month for the Services (the "**Fees**"). Subject to appropriate approvals and reporting, the Company will reimburse Welch for reasonable expenses, if any, incurred in connection with performing Services. The payments set forth in this Paragraph will be the sole amounts payable to Welch for his Services, and no additional payments will be payable by the Company to Welch by reason of any benefit gained by the Company directly or indirectly through Welch's efforts under this Agreement, nor shall the Company be liable in any way for any additional compensation.

2. Ineligibility for Other Benefits. Welch shall not be treated as an employee of the Company for any purposes (except for the adherence to certain restrictive covenants as specifically designated in Paragraphs 6 and 7 of this Agreement). Unless otherwise agreed in a writing signed by the Parties, Welch shall not be entitled to any benefit plans provided to employees of the Company, including short term incentive plans, long term incentive plans, bonus plans, stock plans, 401(k) and retirement plans, and workman's compensation programs.

3. **Proprietary Information, Non-Competition and Non-Solicitation.** The parties acknowledge that, pursuant to the terms of that certain Protection of Sensitive Information, Noncompetition and Nonsolicitation Agreement between Welch and the Company attached hereto as Exhibit A and incorporated herein by reference (the "**Restrictive Covenants Agreement**"), Welch is subject to various obligations regarding (a) the protection and non-disclosure of the Company's confidential, sensitive and proprietary information, (b) competition with the Company, (c) solicitation of the Company's customers, suppliers and vendors and (d) solicitation of the Company's employees. Welch hereby affirms his obligations under the Restrictive Covenants Agreement and acknowledges that such provisions shall remain in full force and effect. Further, Welch hereby represents and warrants that he will comply with the terms of the Restrictive Covenants Agreement during the Term of this Agreement and for one (1) year thereafter.

4. **Insider Trading.** The Parties agree that Welch shall remain subject to and shall comply with the Company's Insider Trading Policy, attached hereto as Exhibit B and incorporated herein by reference, during the Term of this Agreement in the same manner as if he were employed by the Company.

5. **Termination.**

(f) Events of Termination.

(i) The Parties may terminate this Agreement upon mutual agreement.

(ii) Either Party may terminate this Agreement for any reason upon sixty (60) days Notice to the other Party.

(iii) Either Party may terminate this Agreement for Cause (as defined below), which termination may be effected by giving written Notice to the other Party.

(iv) This Agreement shall terminate upon the occurrence of Welch's death or disability, and the effective date of such termination shall be the date of such death or disability.

(g) Effect of Termination. In the event of the termination of this Agreement pursuant to the provisions of subsection (a) above, Welch shall have no further obligation to provide any Services hereunder and the Company shall have no obligation to pay any Fees to Welch (other than Fees that are accrued through the date of termination).

(h) Cause. As used in this Agreement, the term "**Cause**" shall mean the occurrence of any of the following:

(i) Welch is negligent in the performance of the Services or fails to reasonably provide the Services as requested pursuant to the terms of this Agreement;

(ii) Welch is charged with any felony (other than traffic violations) or any crime involving moral turpitude; or

(iii) Either Party fails to comply in any material respect with any covenant or other term of this Agreement or any other agreement then in effect between the Parties.

4. **Intellectual Property Rights.**

(a) The Company is and shall be, the sole and exclusive owner of all right, title, and interest throughout the world in and to all the results and

proceeds of the Services performed under this Agreement, including deliverables developed as a result, directly or indirectly, of the provision of the Services (collectively, the "**Deliverables**"), including all patents, copyrights, trademarks, trade secrets, and other intellectual property rights (collectively "**Intellectual Property Rights**") therein. Welch agrees that the Deliverables are hereby deemed a "work made for hire" as defined in 17 U.S.C. §101 or any other applicable law for the Company.

(b) Upon request of the Company, Welch shall promptly take such further actions, including execution and delivery of all appropriate instruments of conveyance, as may be necessary to assist the Company to prosecute, register, perfect, record, or enforce its rights in any Deliverables. In the event the Company is unable, after reasonable effort, to obtain Welch's signature on any such documents, Welch hereby irrevocably designates and appoints the Company as its agent and attorney-in-fact, to act for and on its behalf solely to execute and file any such application or other document and do all other lawfully permitted acts to further the prosecution and issuance of patents, copyrights, or other intellectual property protection related to the Deliverables with the same legal force and effect as if Welch had executed them. Welch agrees that this power of attorney is coupled with an interest.

5. **Indemnification.**

(a) The Company agrees to indemnify Welch and hold him harmless from and against any and all claims, costs, expenses, liabilities, losses and damages (or actions in respect thereof) related to or arising out of this Agreement or the performance of Services hereunder; provided, however, that the Company shall not be responsible for any claims, costs, expenses, liabilities, losses, or damages incurred by Welch to the extent that it is finally determined by a court or other tribunal of competent jurisdiction that they resulted primarily from actions taken or omitted to be taken by Welch due to Welch's recklessness, gross negligence, willful misconduct or bad faith.

(b) If any claim, action or proceeding, including any governmental investigation, is brought or asserted against Welch with respect to which indemnity may be sought from the Company, Welch shall promptly notify the Company in writing of his knowledge of such claim, action or proceeding and the Company shall assume the defense thereof, including the employment of counsel reasonably satisfactory to Welch and the payment of all fees and expenses of such counsel and all other expenses related to such claim, action or proceeding. Welch shall have the right to employ separate counsel in any such claim, action or proceeding and to participate in the defense thereof, but the fees and expenses of such separate counsel shall be at Welch's expense unless (i) the Company has agreed to pay such fees and expenses or (ii) the Company has failed to timely assume the defense of such claim, action or proceeding, to employ counsel reasonably satisfactory to Welch or, if requested by Welch, to confirm in writing that it is obligated to indemnify Welch in connection with such claim, action or proceeding in accordance with this Agreement, or (iii) counsel shall determine that there is or could reasonably be expected to be a conflict of interest by reason of having common counsel in such claim, action or proceeding, in which case, if Welch notifies the Company in writing that he elects to employ separate counsel at the expense of the Company, the Company shall not have the right to assume the defense of such claim, action or proceeding, it being understood, however, that the Company shall not, in connection with any one such claim, action or proceeding or separate but substantially similar or related claims, actions or proceedings in the same jurisdiction arising out of the

same general allegations or circumstances, be liable for the reasonable fees and expenses of more than one separate firm of attorneys (together with appropriate local counsel) at any time for Welch, which firm shall be designated in writing by Welch. The Company shall not be liable for any settlement of any such claim, action or proceeding effected without its written consent, which should not be unreasonably withheld. If settled with the Company's prior written consent or if there be a final and nonappealable judgment for the plaintiff in any such claim, action or proceeding, the Company agrees to indemnify Welch and hold him harmless from and against any loss or liability to the extent stated above by reason of such settlement or judgment.

If for any reason the indemnification provided herein is unavailable to Welch with respect to any claims, costs, expenses, liabilities, losses or damages referred to herein or if such indemnification shall be insufficient to hold Welch harmless from all such claims, costs, expenses, liabilities, losses or damages, then the Company, in lieu of indemnifying Welch, shall contribute to the amount paid or payable by Welch as a result of such claims, costs, expenses, liabilities, losses or damages, (i) in such proportion as is appropriate to reflect the relative benefits received by the Company on the one hand and Welch on the other hand or (ii) if the allocation provided by clause (i) above is not permitted by applicable law, in such proportion as is appropriate to reflect not only the relative benefits referred to in clause (i) but also the relative fault of the Company on the one hand and Welch on the other, as well as any other relevant equitable consideration. The amount paid or payable by a party as a result of the claims, costs, expenses, liabilities, losses or damages referred to above shall be deemed to include, subject to the limitations set forth in subparagraph (b) above, any legal or other fees or expenses reasonably incurred by such party in connection with investigating or defending any action or claim. Notwithstanding the provisions herein, Welch shall not be required to contribute any amount in excess of the amount of Fees received by him under this Agreement.

6. **Return of Company Documents and Property.** Upon termination or expiration of this Agreement, Welch agrees that he will return to the Company, as soon as practicable, any and all documents and property belonging to the Company.

7. **Notices.** Any notice required under this Agreement shall be via overnight carrier or email to the address specified herein and shall be deemed effective when received ("**Notice**"). Notice to the Company shall be via overnight carrier addressed to Chief Legal Officer, 2500 Bee Cave Road, Bldg 1, Ste 200, Rollingwood, Texas 78746 (or such other address as it may provide) or via email to legal@ezcorp.com. Notice to Welch shall be via overnight carrier to Thomas H. Welch, Jr. at 4500 Mantle Drive, Austin, Texas 78746 (or such other address as he may provide) or via email to thwelch@austin.rr.com.

8. **Assignment/Successors.** Welch may not assign or delegate any of his rights or obligations under this Agreement, either in whole or in part, without the prior written consent of the Company; provided, however, that Welch may assign his rights and obligations under this Agreement to a professional services entity (such as a professional limited liability company) that is formed and wholly-owned by Welch. This Agreement shall be binding upon and inure to the benefit of the successors-in-interest to the Company, including any person, partnership, corporation, or other business entity that may acquire all or substantially all of the assets or business of the Company, or with or into which the Company may be liquidated, consolidated, merged, or otherwise combined.

9. **Entire Agreement.** With respect to the matters specified herein, this Agreement contains the entire agreement between the parties and supersedes all prior oral and written agreements, understandings and commitments between the parties.

10. **Modifications.** This Agreement may not be modified, altered, amended, or changed other than by a subsequent written agreement signed the parties.

11. **Governing Law and Venue.** All issues and questions concerning the construction, validity, enforcement, and interpretation of this Agreement (whether in contract or tort) shall be governed and construed in accordance with, the laws of the State of Texas, without giving effect to any choice of law or conflict of law rules or provisions. Further, Welch agrees that venue for any dispute arising under this Agreement shall be in the appropriate state district or federal district court in and/or for Travis County, Texas. Each Party hereto agrees to submit to the exclusive personal jurisdiction and venue of the state district or federal courts having jurisdiction over Travis County, Texas, for the resolution of all disputes arising in connection with the construction, validity, enforcement, and interpretation of this Agreement, and hereby waives the claim or defense that such courts constitute an inconvenient forum or improper venue.

12. **Severability.** Should any provision of this Agreement be unenforceable, it shall be severed and the remainder shall continue in full force and effect, as if the severed term had never been part of this Agreement.

13. **Counterparts.** This Agreement may be executed in counterparts, which together will constitute one and the same agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereby have executed this Agreement as of September 30, 2022.

EZCORP, Inc.

By: /s/ Lachlan P. Given
Name: Lachlan P. Given, CEO
Date: September 30, 2022

THOMAS H. WELCH, JR.

By: /s/ Thomas H. Welch, Jr.
Date: September 30, 2022

SUBSIDIARIES OF EZCORP, INC.

Entity	Jurisdiction of Organization
Brainerd Honduras, S.A. de C.V.	Honduras
Brainerd, S.A.	Guatemala
Brainerd, S.A.C.	Peru
Brainerd, S.A. de C.V.	El Salvador
Camira Administration Corp	British Virgin Islands
Cap City Holdings, LLC	Delaware
Change Capital International Holdings, B.V.	Netherlands
Change Capital Mexico Holdings, S.A. de C.V.	Mexico
CCV Americas, LLC	Delaware
CCV Latin America Coöperatief, U.A	Netherlands
CCV Pennsylvania, Inc.	Delaware
EGreen Financial, Inc.	Delaware
EZ Online Sales, Inc.	Delaware
EZ Talent S. de R.L. de C.V	Mexico
EZ Transfers S.A. de C.V.	Mexico
EZCORP (2015) Asia-Pacific PTE, LTD	Singapore
EZCORP FS Holdings, Inc.	Delaware
EZCORP Global, B.V.	Netherlands
EZCORP Global Holdings, C.V.	Netherlands
EZCORP International, Inc.	Delaware
EZCORP International Holdings, LLC	Delaware
EZCORP Latin America Coöperatief, U.A.	Netherlands
EZCORP UK Limited	United Kingdom
EZCORP USA, Inc.	Delaware
EZMONEY Alabama, Inc.	Delaware
EZMONEY Canada Holdings, Inc.	British Columbia
EZMONEY Canada, Inc.	Delaware
EZMONEY Colorado, Inc.	Delaware
EZMONEY Hawaii, Inc.	Delaware
EZMONEY Holdings, Inc.	Delaware
EZMONEY Idaho, Inc.	Delaware
EZMONEY Kansas, Inc.	Delaware
EZMONEY Management, Inc.	Delaware
EZMONEY Missouri, Inc.	Delaware
EZMONEY South Dakota, Inc.	Delaware
EZMONEY Tario, Inc.	British Columbia
EZMONEY Tennessee, Inc.	Delaware
EZMONEY Utah, Inc.	Delaware
EZMONEY Wisconsin, Inc.	Delaware
EZPAWN Alabama, Inc.	Delaware
EZPAWN Arizona, Inc.	Delaware
EZPAWN Arkansas, Inc.	Delaware
EZPAWN Colorado, Inc.	Delaware
EZPAWN Florida, Inc.	Delaware

SUBSIDIARIES OF EZCORP, INC.

Entity	Jurisdiction of Organization
EZPAWN Georgia, Inc.	Delaware
EZPAWN Holdings, Inc.	Delaware
EZPAWN Illinois, Inc.	Delaware
EZPAWN Indiana, Inc.	Delaware
EZPAWN Iowa, Inc.	Delaware
EZPAWN Management Mexico, S. de R.L. de C.V.	Mexico
EZPAWN Mexico Holdings, LLC.	Delaware
EZPAWN Mexico Ltd., LLC.	Delaware
EZPAWN Minnesota, Inc.	Delaware
EZPAWN Nevada, Inc.	Delaware
EZPAWN Oklahoma, Inc.	Delaware
EZPAWN Oregon, Inc.	Delaware
EZPAWN Services Mexico, S. de R.L. de C.V.	Mexico
EZPAWN Tennessee, Inc.	Delaware
EZPAWN Utah, Inc.	Delaware
Janama Honduras, S.A. de C.V.	Honduras
Janama, S.A.	Guatemala
Janama, S.A.C.	Peru
Janama, S.A. de C.V.	El Salvador
Khoper Advisors, Ltd.	British Virgin Islands
Madras Investments Corp.	British Virgin Islands
Maxiefectivo Peru, S.A.C.	Peru
Maxiprestamos. S.A. de C.V.	El Salvador
Miravet Planning Corp	Panama
Mister Money Holdings, Inc.	Colorado
MP Luxury, LLC	Delaware
Operadora de Servicios, S.A. de C.V.	El Salvador
Parkway Insurance, Inc.	Texas
Payday Loan Management, Inc.	Delaware
PLO Del Bajio S. de R.L. de C.V.	Mexico
Prenda Aval, S.A. de C.V.	El Salvador
Renueva Comercial, S.A.P.I. de C.V.	Mexico
Salvaprenda, S.A. de C.V.	El Salvador
Texas EZMONEY, L.P.	Texas
Texas EZPAWN, L.P.	Texas
Texas EZPAWN Management, Inc.	Delaware
Texas PRA Management, L.P.	Texas
Unicode Market, Inc.	Panama
USA Pawn & Jewelry Co. XI, LLC	Nevada
USA Pawn & Jewelry Co. 19, LLC	Nevada

Consent of Independent Registered Public Accounting Firm

EZCORP, Inc.
Rollingwood, Texas

We hereby consent to the incorporation by reference in the Registration Statements on Form S-4 (No. 333-202627), Form S-8 (No. 333-267814), Form S-8 (333-266551), Form S-8 (333-263308), Form S-8 (No. 333-228618), Form S-8 (No. 333-221996), Form S-8 (No. 333-215294), Form S-8 (No. 333-210647), Form S-8 (No. 333-209088), Form S-8 (No. 333-202628) and Form S-8 (No. 333-191677) of our reports dated November 16, 2022, relating to the consolidated financial statements, and the effectiveness of EZCORP, Inc.'s internal control over financial reporting, which appears in the Annual Report on Form 10-K.

/s/ BDO USA, LLP
Dallas, Texas

November 16, 2022

**Certification of Lachlan P. Given, Chief Executive Officer,
pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934,
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Lachlan P. Given, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EZCORP, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2022

/s/ Lachlan P. Given

Lachlan P. Given

Chief Executive Officer

**Certification of Timothy K. Jugmans, Chief Financial Officer,
pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934,
as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Timothy K. Jugmans, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of EZCORP, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2022

/s/ Timothy K. Jugmans

Timothy K. Jugmans
Chief Financial Officer

**Certification of Lachlan P. Given, Chief Executive Officer, and Timothy K. Jugmans, Chief Financial Officer,
pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

The undersigned officers of EZCORP, Inc. hereby certify that (a) EZCORP's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022, as filed with the Securities and Exchange Commission, fully complies with the requirements of section 13(a) of the Securities Exchange Act of 1934, as amended, and (b) the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of EZCORP.

Date: November 16, 2022

/s/ Lachlan P. Given

Lachlan P. Given
Chief Executive Officer

Date: November 16, 2022

/s/ Timothy K. Jugmans

Timothy K. Jugmans
Chief Financial Officer