

**COMPENSATION COMMITTEE CHARTER
OF
FIRST CASH FINANCIAL SERVICES, INC.**

(as amended, restated and adopted by the Board of Directors on October 23, 2009)

I. Committee Membership

Except as permitted by The Nasdaq Stock Market LLC (“NASDAQ”) Rule 5605(d)(3), the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of First Cash Financial Services, Inc. (the “Company”) shall consist solely of “independent directors” under the rules of NASDAQ. At least two of the directors appointed to serve on the Committee shall be “Non-Employee Directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as in effect from time to time, and (ii) “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

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

II. Committee Purpose and Responsibilities

The Committee shall have the purpose and direct responsibility to:

1. Review and approve corporate goals and objectives relevant to the compensation of the Company’s Chief Executive Officer (“CEO”), evaluate the CEO’s performance in light of those goals and objectives, and either as a committee or together with the other independent directors, recommend to the Board for determination, the CEO’s compensation level based on this evaluation. In determining or recommending the long-term incentive component of CEO compensation, the Committee shall consider, among other factors, the Company’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years. The CEO may not be present during any voting or deliberations of the Committee regarding the CEO’s compensation.

2. Either as a committee or together with the other independent directors, recommend to the Board for determination, the compensation of all other executive officers of the Company.

3. Make recommendations to the Board with respect to the Company’s incentive compensation plans and equity-based plans, oversee the activities of the individuals and committees responsible for administering these plans, and discharge any responsibilities imposed on the Committee by any of these plans.

4. Approve issuances under, or any material amendment of, any tax qualified, non-discriminatory employee benefit plan or parallel nonqualified plan pursuant to which a director, officer, employee or consultant will acquire stock or options.

5. Approve issuances under, or any material amendment of, any stock option or other similar plan pursuant to which a person not previously an employee or director of the Company, as an

inducement material to the individual's entering into employment with the Company, will acquire stock or options.

6. Review and approve any severance or similar termination payments proposed to be made to any current or former executive officer of the Company.

7. Prepare an Annual Report of the Compensation Committee for inclusion in the Company's annual proxy statement in accordance with applicable SEC rules and regulations.

8. Report to the Board on a regular basis, and not less than once per year.

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

III. Committee Structure and Operations

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

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

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

IV. Delegation to Subcommittee

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to one or more subcommittees of the Committee consisting of one or more members. In particular, the Committee may delegate the approval of certain transactions to a subcommittee consisting solely of members of the Committee who are (i) "Non-Employee Directors" for the purposes of Rule 16b-3 under

the Securities Exchange Act of 1934, as in effect from time to time, and (ii) “outside directors” for the purposes of Section 162(m) of the Internal Revenue Code, as in effect from time to time.

V. Performance Evaluation

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

VI. Resources and Authority of the Committee

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