

Amended and Restated
WORLD ACCEPTANCE CORPORATION
AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
CHARTER

I. PURPOSE AND RESPONSIBILITIES

The primary purpose of the Audit Committee (the "Committee") is to assist the Board of Directors of World Acceptance Corporation, (the "Corporation") in fulfilling its oversight responsibilities by monitoring (i) the Corporation's accounting, auditing, and financial reporting processes generally, including the performance and independence of the independent auditor and the audits of the Corporation's financial statements, (ii) the Corporation's systems of internal controls regarding finance and accounting and (iii) the Company's risk management and compliance with legal and regulatory requirements. The Committee's primary responsibilities are to:

- Serve as an independent and objective party to monitor the integrity of the Corporation's financial reporting process and internal control system;
- Review, oversee and appraise the qualifications, independence and audit performance of the Corporation's independent accountants; and
- Provide an open avenue of communication among the independent accountants, financial and senior management, the internal auditors and the Board.

While the Committee has the responsibilities and authority set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. That is the responsibility of management and the independent accountants.

The independent accountants are ultimately accountable to the Committee, which has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent accountants (or to nominate the independent accountants to be proposed for shareholder approval). The Committee has direct responsibility for the compensation and oversight of the work of the independent accountants (including resolution of disagreements between management and the independent accountants regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent accountants shall report directly to the Committee.

II. COMPOSITION

The Committee shall be comprised of three or more directors appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee, each of whom in the judgment of the Board shall be an independent director within the meaning of applicable regulations, including those of any national securities exchange or market on which the Corporation's securities are traded. All members of the Committee shall have a working familiarity with basic finance and accounting practices, and at least one member of the Committee shall be an "audit committee financial expert" as defined by the SEC. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Corporation or outside consultant parties.

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

III. MEETINGS

The Committee shall meet, in person or by conference call, at least four times annually, or more frequently as circumstances dictate. The Committee may ask members of management or others to attend any meeting and provide information or advice as needed. As part of its responsibility to foster open communication, the Committee should meet periodically with management, the internal auditors and the independent accountants in separate executive sessions to discuss any matters that the Committee or any of these groups believes should be discussed privately.

IV. ACTIVITIES

To fulfill its responsibilities, the Committee shall:

Review of Documents and Reports; Audit Committee Report

1. Review with management and the independent accountants (i) the Corporation's annual and quarterly financial statements, (ii) any accompanying certification, report, opinion, or review by the independent accountants and (iii) prior to the filing of the Form 10-K or 10-Q, as applicable, disclosures to be made in Management's Discussion and Analysis of Financial Condition and Results of Operations. With respect to annual financial statements, recommend to the Board, based on this review, whether the financial statements should be included in the Form 10-K.

2. Review with management and the independent accountants each earnings press release (including the use of "pro forma," "adjusted" or other non-GAAP financial measures and any other earnings guidance) prior to the issuance of such release and the filing of the related Form 10-Q, and review financial information and earnings guidance provided to ratings agencies prior to any ratings agency presentations. The Committee's review in this regard may be general in nature (i.e., a discussion of the types of information to be disclosed and the type of presentation to be made). The Chairman of the Committee may represent the entire Committee for these purposes.

3. Provide or approve a report for inclusion in the Corporation's proxy statement for its annual meeting of shareholders, in accordance with applicable rules and regulations, including those of the Securities and Exchange Commission, and approve any disclosure to be included in the Corporation's annual report or proxy statement that describes the Committee's composition and responsibilities and how they were discharged.

Internal Auditors

4. Consider, in consultation with the independent accountants and the internal auditors, the audit scope and plan of the internal auditors.

5. Consider and review with management and the internal auditors:

- a. Significant findings during the year and management's responses thereto.
- b. Any difficulties encountered in the course of their audits, including any restrictions on the scope of their work or access to required information.
- c. Any changes required in the planned scope of their audit plan.
- d. The internal audit department budget and staffing.

Independent Accountants

6. Select the Corporation's independent accountants, considering independence, qualifications and effectiveness, and approve the scope of the proposed audit for each fiscal year and the fees and other compensation to be paid to the independent accountants therefor.

7. Preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by its independent accountants, subject to such exceptions for non-audit services as permitted by applicable laws and regulations. The Committee may when it deems appropriate form and delegate this authority to subcommittees consisting of one or more Committee members, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next meeting.

8. Review and periodically discuss with the accountants all significant relationships the accountants have with the Corporation and others that may affect the accountants' independence, and ensure receipt from the independent accountants the written disclosures and the letter from the independent accountants required by Standard No. 1 of the Independence Standards Board.

9. Evaluate, at least annually, the independence of the independent accountants, including considering whether the provision of permitted non-audit services is compatible with maintaining the accountants' independence and confirming any rotation of the audit team as required by applicable rules and regulations, and taking into account the opinions of management and internal auditors.

10. Review the performance of the independent accountants, and make changes with respect to the independent accountants if and when circumstances warrant.

11. Set policies governing the Corporation's hiring of employees or former employees of the independent accountants who participated in any capacity in the audit of the Corporation.

12. Periodically consult with the independent accountants out of the presence of management about internal controls and the completeness and accuracy of the Corporation's financial statements.

Financial Reporting Processes

13. In consultation with the independent accountants, review the integrity and adequacy of the Corporation's financial reporting processes, both internal and external.

14. Review periodically the effect of regulatory and accounting initiatives and off-balance-sheet structures, if any, on the Corporation's financial statements.

15. Discuss with the independent accountants their judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.

16. Review and discuss quarterly reports from the independent accountants on: (i) all critical accounting policies and practices of the Corporation; (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent accountants; and (iii) other material written communications between the independent accountants and management, such as any management letter or schedule of unadjusted differences.

17. Review and resolve any significant disagreement among management and the independent accountants in connection with the preparation of the financial statements, and consider with the independent accountants any other significant findings and recommendations of those accountants, together with management's responses thereto.

18. Review disclosures made to the Committee by the Chief Executive Officer and the Chief Financial Officer during their certification process for Forms 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

19. Consider, and approve if appropriate, any major changes to the Corporation's auditing and accounting principles and practices suggested by the independent accountants or management.

Process Improvement

20. Facilitate the reporting to the Committee by both management and the independent accountants of any significant judgments (including, without limitation, critical accounting policies and practices) made in management's preparation of the financial statements and the view of both management and the accountants as to the appropriateness of such judgments.

21. After completion of the annual audit, review separately with both management and the independent accountants any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

22. Review with the independent accountants and management the extent to which any changes or improvements in financial or accounting practices that have been approved by the Committee have been implemented.

Risk Management; Legal and Regulatory

23. Inquire of management, the internal auditors and the independent accountants about significant risks or exposures, including those arising from major legislative or regulatory developments, and assess the steps management has taken to minimize such risks to the Corporation.

24. Review the status of compliance with laws and regulations, and the scope and status of systems designed to promote the Corporation's compliance with laws and regulations, through reports from management, legal counsel and, if deemed appropriate, third parties.

25. Review periodically, with counsel, any legal matter that could have a significant impact on the Corporation's financial statements.

Miscellaneous

26. Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

27. Report Committee activities to the Board of Directors and make such recommendations to the Board of Directors as the Committee deems appropriate.


28. Receive reports regarding, and review, any "related party transactions," as defined by applicable regulations and determine whether to ratify or approve such transactions.

29. Consider questions of possible conflicts of interest of members of the Board and of those senior executives of the Corporation who serve on any of the Corporation's committees.

30. Prepare for the Board an annual performance evaluation of the Committee, and annually review and reassess the adequacy of this Charter (recommending any appropriate changes to the Board).

In discharging its oversight role, the Committee is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the sole authority to retain outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Corporation shall provide appropriate funding to pay all such fees and for any other activities undertaken by the Committee pursuant to this Charter.

Approved, amended and restated at the regularly scheduled meeting of the Board of Directors of World Acceptance Corporation on May 26, 2004.



Judson K. Chapin, III
Secretary and General Counsel