



**CHARTER OF THE
COMPLIANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
PRA GROUP, INC.**

A. PURPOSE

The primary objectives of the Compliance Committee (the “Committee”) are to assist the Board of Directors of the Company (the “Board”) in fulfilling its oversight responsibilities by:

- overseeing the Company’s implementation of compliance programs, policies and procedures that are designed to be responsive to the various compliance and regulatory risks facing the Company;
- fulfilling the oversight responsibility for the Company’s compliance and ethics programs, policies and procedures; and
- performing any other duties as are directed by the Board.

The oversight responsibility of the Committee shall not extend to planning or conducting audits, or assuring compliance with relevant laws, the Company’s Code of Business Conduct and Ethics, or other relevant standards, including those imposed by any settlement agreements. These are the responsibilities of the Company’s management.

The Committee shall exercise its business judgment in carrying out the responsibilities described in this Charter in a manner that the Committee members reasonably believe to be in the best interests of the Company and its stockholders. No provision of this Charter, however, is intended to create any right in favor of any third party, including any stockholder, officer, director or employee of the Company or any subsidiary thereof, in the event of a failure to comply with any provision of this Charter. Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities provided that such procedures are consistent with the Company’s Certificate of Incorporation, By-Laws, corporate governance principles and standards and any applicable law.

B. ORGANIZATION

1. **Composition.** The size of the Committee shall be determined by the Board, but will consist of only independent Directors, who have an understanding of the regulatory and compliance risks faced by the Company. Committee members shall be elected by the Board and those members shall serve until their successors have been duly elected and qualified, subject to their earlier death, resignation or removal.

Committee members may be removed by the Board, with or without cause, in the Board's discretion and vacancies on the Committee shall be filled by action of the Board. The chairperson of the Committee shall be designated by a vote of the full Board or, if the Board so chooses, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

2. **Subcommittees:** The Committee is empowered by the Board to form and delegate authority to subcommittees when appropriate.

C. **STRUCTURE AND MEETINGS**

The chairperson of the Committee will preside at each meeting, set the frequency and length of each meeting, and review and/or approve an agenda in advance of each meeting. The chairperson of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The Committee will meet as frequently as it deems necessary, but not less than four times per year. The Committee may invite to any of its meetings other directors, members of Company management, and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee will maintain written minutes of its meetings. At each regularly scheduled meeting of the Board the chairperson of the Committee shall provide the Board with a report of the Committee's activities and proceedings.

D. **RESPONSIBILITIES AND DUTIES**

1. **Compliance Matters Generally.** The Committee shall have oversight responsibility for matters of non-financial compliance, including the Company's overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure; and material reports or inquiries from government or regulatory agencies.
2. **Compliance Programs, Policies and Procedures.** The Committee shall oversee the Company's compliance efforts with respect to relevant Company policies, the Company's Code of Business Conduct and Ethics and other relevant laws and regulations. The Committee shall monitor the Company's efforts to implement compliance programs, policies and procedures that are designed to be: responsive to the various compliance and regulatory risks facing the Company; communicated in an effective manner to the Company's employees; and developed to support the lawful and ethical business conduct by the Company's employees. The Committee shall also monitor the Company's efforts to implement legal obligations arising from settlement agreements and other similar documents or orders, and shall review and issue any reports required by settlement agreements or other relevant legal obligations.
3. **Investigations.** The Committee shall oversee the investigation of, and may also request the investigation of, any significant instances of noncompliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that matters related to financial noncompliance or potential financial compliance

violations shall be directed to the Audit Committee for investigation.

4. **Compliance Risk Assessment Plan.** The Committee shall regularly review the Company's compliance risk assessment plan with the Company's Chief Compliance Officer.
5. **Review of Complaints.** The Committee shall oversee the review of consumer complaints.
6. **Other Duties.** The Committee shall also carry out such other duties as may be delegated to it by the Board from time to time.

E. PERFORMANCE EVALUATION

The Committee shall conduct an annual performance evaluation, including a review of compliance with this Charter. The Committee shall conduct such evaluation and review in such manner as it deems appropriate and report the results of the evaluation to the Board.

F. COMMITTEE RESOURCES

The Committee shall have the authority to seek assistance from internal or external advisors. The Committee shall have the sole authority to retain and/or terminate any external advisors, including sole authority to approve such advisor's fees.

G. AMENDMENTS

This Charter may be amended from time to time by the Board, and any amendment must be disclosed as required by, and in accordance with, applicable laws, rules and regulations.

Effective as of February 16, 2017