

**CHARTER
OF THE
AUDIT COMMITTEE
OF
RENT-A-CENTER, INC.**

PURPOSE AND AUTHORITY

The Audit Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Rent-A-Center, Inc. (the “*Company*”) to oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements. In fulfilling its oversight responsibilities, the Committee assists the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the independent auditor’s qualifications and independence, (3) the performance of the Company’s internal audit function and independent auditor, and (4) the compliance by the Company with legal and regulatory requirements. The Committee will primarily satisfy these responsibilities by carrying out the activities enumerated in the Section entitled “Responsibilities and Duties.”

The Committee shall have the sole authority to appoint, determine funding for, and oversee the outside auditors. The Committee shall be directly responsible for the compensation, retention (and termination) and oversight of the work performed by the Company’s independent auditor (including resolution of disputes between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company. The Company’s independent auditor shall report directly to the Committee.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of compensation to the Company’s independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company and to any advisors engaged or employed by the Committee, as well as for the payment of ordinary administration expenses of the Committee that are necessary or appropriate for carrying out its duties.

COMPOSITION OF THE AUDIT COMMITTEE

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall meet the independence, experience and qualification requirements of The Nasdaq Stock Market, Inc. (including, without limitation, the financial literacy requirements), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and the rules and regulations of the Securities and Exchange Commission (the “*Commission*”). All members of the Committee shall be able to read and understand fundamental financial statements. No member of the Committee shall have participated in the preparation of the financial statements of the Company in the past three years. In addition, at least one member of the Committee shall be, in the sole determination of the Board, a “financial expert” in compliance with the criteria established

by Commission and other relevant regulations. The members of the Committee shall be appointed and may be replaced by the Board.

No member of the Committee may serve on the audit committee of more than three other public companies.

MEETINGS OF THE COMMITTEE

The Committee shall meet as often as it determines, but not less frequently than quarterly. All such meetings may be conducted in person or telephonically. The Committee shall meet periodically with management, the Company's internal auditors and the Company's independent auditor in separate executive sessions, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate. The Committee may request any officer or employee of the Company (including without limitation, the Vice President of Internal Audit), the Company's outside counsel or its independent auditor to attend meetings of the Committee or to meet with any members of, or consultants to, the Company.

RESPONSIBILITIES AND DUTIES

The Committee shall:

Financial Statements and Disclosure Matters

1. Review and discuss with management and the Company's independent auditor the annual audited financial statements, including disclosures made in management's discussion and analysis and the quality, not just the acceptability, of the accounting principles and underlying estimates used in the audited financial statements.
2. Report to the Board whether, based on such reviews and discussions, the Committee recommends to the Board that the audited financial statements be included in the Company's Form 10-K to be filed with the Commission.
3. Review and discuss with management and the Company's independent auditor the Company's quarterly financial statements prior to the filing of its Form 10-Q, including the results of the independent auditor's review of the quarterly financial statements.
4. Review earnings press releases with management, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance provided to analysts.
5. Prepare annually the report required by the rules of the Commission to be included in the Company's annual proxy or information statement.
6. Discuss with the Company's independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any

restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

7. Discuss with management and the Company's independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles or methodologies, any major issue as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
8. Discuss with management and the Company's independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
9. Review and discuss with management (including the Vice President – Internal Audit) and the Company's independent auditor the Company's internal controls report and the Company's independent auditor's attestation of the report prior to the filing of the Company's Form 10-K.
10. Review disclosures made to the Committee by Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 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 Company's internal controls.
11. Discuss with management the Company's major financial risk exposures and the steps taken by management to monitor and control such exposures, including the Company's risk assessment and risk management policies.
12. Discuss with management and the Company's independent auditor the effect of regulatory and accounting initiatives on the Company's financial statements.
13. Discuss with management and the Company's independent auditor any material issues regarding the Company's financial statements or accounting policies raised by regulators or governmental agencies.
14. Review and discuss quarterly reports from the Company's independent auditor on :
 - All critical accounting policies and practices used by the Company;
 - All alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Company's independent auditor; and

- other material written communication between the Company's independent auditor and management including, but not limited to, the management letter and schedule of unadjusted differences.

Relationship with the Company's Independent Auditor

15. Review and pre-approve all auditing services, internal control-related services and all permissible non-audit services (including the fees and terms thereof) to be provided to the Company by the independent auditor, other than the *de minimis* exceptions for non-audit services that are approved by Committee in accordance with applicable rules and regulations of the Commission.
16. Obtain and review a report from the Company's independent auditor at least annually regarding:
 - the independent auditor's internal quality-control procedures;
 - any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities or private sector regulatory boards within the preceding five years respecting one or more independent audits carried out by the firm; and
 - any steps taken to deal with any such issues.
17. Evaluate the qualifications, performance and independence of the Company's independent auditor, including considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditors' independence.
18. Obtain from the Company's independent auditor information with respect to all relationships between the Company's independent auditor and the Company, consistent with the applicable requirements of the Public Company Accounting Oversight Board, and actively engage in a dialogue with the Company's independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the Company's independent auditor.
19. Review and evaluate the performance of the lead partner of the Company's independent auditor team and ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
20. Discuss with the Company's independent auditor material issues on which the national office of such independent auditor was consulted by the Company's audit team.
21. Meet with the Company's independent auditor and management prior to the audit to discuss the planning and staffing of the audit.

22. Establish policies regarding the hiring of employees or former employees of the Company's independent auditor.

Internal Audit

23. Review and advise on the selection and removal of the Vice President of Internal Audit, who shall report directly to the Committee no less frequently than quarterly. Periodically, at the Committee's request, a portion of such report may be conducted in executive session outside the presence of Company management.
24. Discuss with management the internal audit department's responsibilities, budget and staffing and any recommended changes in the planned scope of the internal audit.
25. Review summaries of all internal audit reports prepared by the internal audit department (including management's responses) and any other significant findings stemming from internal audit activities.
26. Be apprised by the Company's Vice President of Internal Audit of any significant difficulties, disagreements with management or scope restrictions encountered in the course of the internal audit department's work.

Compliance Oversight and Other Responsibilities

27. Review, update and assess the adequacy of this Charter periodically, but at least annually, as conditions dictate, and recommend any proposed changes to the Board for its approval.
28. Establish policies and procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
29. Oversee the Company's disclosure controls and procedures and the implementation of, and compliance with, the Company's Code of Business Conduct and Ethics. The Company's Compliance Officer shall report directly to the Committee no less frequently than quarterly. Periodically, at the Committee's request, a portion of such report may be conducted in executive session outside the presence of Company management.
30. Obtain from the Company's independent auditor assurance that Section 10A(b) of the Exchange Act concerning awareness of illegal acts pertaining to the Company has not been implicated.
31. Conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter.
32. Report regularly to the Board on the matters discussed at the meetings of the Committee, including the actions taken by the Committee at such meetings.

33. Perform such other duties as may be delegated to the Committee by the Board from time to time.

LIMITATION OF COMMITTEE'S ROLE

While the Committee has the responsibilities and powers 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 and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Company's independent auditor.

Approved by the Board of Directors on December 11, 2008, superseding the Charter of the Audit Committee previously approved on September 14, 2006.