



# **Consumer Experience and Compliance Committee Charter**

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Consumer Experience and Compliance Committee Charter

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## 1 PURPOSE

The Consumer Experience and Compliance Committee (the CECC) assists the Board of Directors (Board) of Encore Capital Group, Inc. (Company) in fulfilling its oversight responsibilities of the Company's compliance policies and practices, and ensuring an appropriate consumer experience as envisioned in the Company's *Consumer Bill of Rights* at regulated touch points between the Company or its subsidiaries and those consumers with whom they interact. Acknowledging that the Company's Audit Committee has oversight of matters of financial compliance (including auditing, financial reporting, and disclosures to investors) and the Risk and Information Security Committee has oversight of matters of enterprise risk management generally, the CECC shall have oversight for matters of non-financial compliance, with particular emphasis on those areas that define the consumer experience. Such areas include 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.

The CECC exercises its oversight, among other things, by:

- Monitoring the Company's maintenance and enhancement of policies and procedures intended to define the consumer experience, or to be responsive to the various compliance and regulatory risks facing the Company;
- Reviewing the Company's system of internal policies, procedures, and controls regarding consumer experience, compliance and ethical behavior; and
- Performing any other duties as assigned by the Board.

The CECC fulfills these responsibilities by carrying out the activities enumerated under the heading "Roles and Responsibilities" in this charter. In carrying out its responsibilities, the CECC has the authority to investigate or oversee the investigation of any significant instances of potential or actual noncompliance with laws or the Company's compliance programs, policies, or procedures that are brought to its attention. In performing its duties, the CECC shall have full access to all books, records, facilities, and personnel of the Company and authority to retain independent consultants, including legal counsel or other experts, to advise the CECC, at Company expense. The Company shall provide appropriate funding, as determined by the CECC, for the payment of compensation to the Company's independent consultants or advisors employed by the CECC and ordinary administrative expenses of the CECC that are necessary or appropriate in carrying out its duties.

## 2 SCOPE

This charter covers all of Encore Capital Group, Inc. and its subsidiaries (Encore) with operations resulting in significant contact with consumers in the U.S.

## 3 POLICY

### 3.1 Membership

The CECC shall be appointed by the Board, and will consist of members who have an understanding of the regulatory and compliance risks faced by the Company. A majority of the CECC shall be independent directors (as defined by all applicable NASDAQ and SEC rules and regulations). The Board shall also appoint a CECC Chair. The Board may appoint or remove any member from the CECC at any time, at the Board's sole discretion.

### 3.2 Meetings

The CECC shall meet as circumstances require. Meetings of the CECC may be held telephonically. The CECC may require any officer or employee of the Company or its subsidiaries, the Company's outside counsel or others to attend its meetings or to meet with any members of, or consultants to, the CECC and to provide pertinent information as necessary. The CECC may elect to meet from time to time in executive session at its discretion. Minutes will be kept for each CECC meeting.

## 4 ROLES & RESPONSIBILITIES

While the CECC has the responsibilities and powers set forth in this charter, the Company's management is responsible for implementing appropriate quality controls; planning or conducting routine compliance audits and reviews; conducting investigations; implementing an appropriate system of controls; and assuring compliance with relevant laws, the Company's *Consumer Bill of Rights* and *Standards of Business Conduct*, or other relevant standards as they apply to consumer-facing behavior. The CECC may rely on management to assume the primary responsibility for the compliance function and rely on the periodic reports from management. Additionally, the CECC may rely, without independent verification, on the information provided to it and on the representations made by management.

Specific responsibilities and duties for the CECC include:

1. Monitoring, reviewing, and approving Encore's Compliance Management System (CMS) framework, including compliance-related controls, assessment processes, staffing, audit plans, CMS reporting, and compliance policies.
2. Ensuring that Encore's CMS is maintained in a manner that is suitable, effective, and proportionate to the nature, scale, and complexity of the risks inherent in the Company's business involving consumers, taking into account among other things industry risk profiles and regulatory requirements.
3. Reviewing with the Chief Compliance Officer or other members of management as appropriate: (a) results of internal audits related to compliance reviews and any significant findings, (b) periodic reports regarding an assessment of internal controls, (c) reports concerning any difficulties encountered in the course of compliance audits, including any restrictions on the scope of the compliance function's work or access to required information, and (d) any such other matters as the CECC deems appropriate.

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4. Reviewing with the Chief Compliance Officer or other members of management as appropriate material reports or inquiries from government or regulatory agencies that raise potentially significant issues regarding the Company's regulatory compliance and consumer experience, and overseeing management's response to such reports or inquiries.
5. Reviewing with the Chief Compliance Officer or other members of management as appropriate the status of Encore's compliance with federal and state laws and regulations and internal policies, procedures, and controls.
6. Overseeing the processes by which the Company trains or otherwise communicates compliance obligations to key stakeholders, including employees, agents, affiliates, and key third-party vendors and by which employees or others may report potential compliance concerns or issues without reprisal either openly or anonymously.
7. Overseeing the implementation of the Company's CMS or other compliance objectives for any significant new companies acquired by, or significant new lines of business entered into by, the Company.
8. Reporting regularly to the Board on issues that have arisen with respect to the quality or integrity of the Company's CMS, the Company's compliance with legal or regulatory requirements, or the performance of the Chief Compliance Officer or other members of management, as appropriate.
9. Reviewing and evaluating the adequacy of the CECC's Charter annually and recommending to the Board any changes deemed appropriate by the CECC. The Chairman of the CECC may represent the entire CECC for purposes of this review.
10. Evaluating the performance of the Chief Compliance Officer, and providing input and direction to management in connection with the Chief Compliance Officer's periodic performance reviews. The Chairman of the CECC may represent the entire CECC for purposes of such evaluation and input.
11. Receiving from management reports concerning any significant disciplinary action against any of the Company's compliance personnel, including the nature of the conduct that led to the disciplinary action, the disciplinary action and the reason for it, and an analysis of whether the underlying conduct reflects any compliance or regulatory concerns or issues.
12. Approving Board-level compliance policies, by delegation of authority from the Board.
13. Performing any other activities consistent with this charter, the Company's bylaws, and governing law, as the CECC or the Board deems necessary or appropriate.