



**CHARTER  
OF THE  
AUDIT AND RISK COMMITTEE OF  
UPBOUND GROUP, INC.**

**PURPOSE AND AUTHORITY**

The Audit and Risk Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Upbound Group, Inc. (the “**Company**”) to assist the Board in its general oversight of the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements, legal and regulatory compliance and other enterprise-wide risks. 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, (4) the Company’s internal controls and procedures designed to promote compliance by the Company with accounting standards and legal and regulatory requirements, and (5) the Company’s risk management practices. 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 registered public accounting firm engaged by the Company as independent auditors. The Committee shall be directly responsible for the compensation, retention (and termination) and oversight of the work performed by any registered public accounting firm (including resolution of disputes between management and such firm 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 registered public accounting firm 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 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 LLC and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (subject to the exemptions provided in Rule 10A-3(c) under the Exchange Act). All members of the Committee shall be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement, and cash flow statement. No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary 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, an “audit committee financial expert” in compliance with the criteria established by the Securities and Exchange Commission (the “**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, telephonically or by other communications equipment by means of which all persons participating in the meeting can hear each other. In lieu of a meeting, the Committee may also act by unanimous written consent. 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 head of the Internal Audit Department), 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 those reviews and discussions and such others as are required by Commission rules, 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 disclosures made in management's discussion and analysis and 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 the types of presentations made and financial information and earnings guidance provided to analysts and rating agencies.
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 applicable requirements of the Public Company Accounting Oversight Board (the "**PCAOB**"), including those 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, any special steps adopted in light of significant deficiencies or material weakness and the adequacy of disclosures about changes in internal control over financial reporting.
8. Review and discuss with management (including the head of the Internal Audit Department) 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.
9. Discuss with the Company's General Counsel any significant legal, compliance or regulatory matters that may have a material effect on the financial statements or the Company's business, financial statements or compliance policies, including material notices to or inquiries received from governmental agencies.
10. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Forms 10-Q about any significant deficiencies or material weakness in the design or operation of internal controls 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 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, any 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 the Committee in accordance with applicable rules and regulations of the Commission. The Committee may delegate pre-approval authority to a member or members of the Committee or may adopt pre-approval policies and procedures. Any pre-approvals made pursuant to delegated authority or pre-approval policies and procedures must be presented for ratification to the full Committee at its next scheduled meeting.
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 PCAOB, 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, regulation or the applicable requirements of the PCAOB.
  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.
  23. Discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditor's response to any identified accounting deficiencies.

#### Internal Audit

24. Review and advise on the selection and removal of the head of the Internal Audit Department, 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.
25. Discuss with management the Internal Audit Department's responsibilities, budget

and staffing and any recommended changes in the planned scope of the internal audit.

26. 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.
27. Be apprised by the Company's head of the Internal Audit Department of any significant difficulties, disagreements with management or scope restrictions encountered in the course of the Internal Audit Department's work.

#### Risk Management

28. Monitor all enterprise risks (including, among other enterprise risks, cybersecurity risk); in doing so, the Committee recognizes the responsibilities delegated by the Board to other committees and understands that the other committees may emphasize specific risk monitoring through their respective activities.
29. Review and evaluate at least annually the Company's policies and practices with respect to risk assessment and risk management, including with respect to risk prioritization, risk action plans and enterprise-wide risk assessment processes.
30. Review and assess at least annually the effectiveness of the Company's enterprise-wide risk assessment processes.
31. Review at least annually and address, as appropriate, management's corrective actions for deficiencies that arise with respect to the effectiveness of the Company's enterprise-wide risk assessment processes.

#### Compliance Oversight and Other Responsibilities

32. 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.
33. 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.
34. Discuss with management the Company's disclosure controls and procedures and the implementation of, and compliance with, the Company's Code of Business Conduct and Ethics and any major issues identified with respect to either. The Company's Ethics and Compliance Committee 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.

35. 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.
36. Conduct and review with the Board annually an evaluation of the Committee's performance with respect to the requirements of this Charter.
37. 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.

In addition to the foregoing, the Committee shall perform such other functions and have such other powers as it shall deem necessary to the efficient discharge of the foregoing and as may be delegated to the Committee by the Board from time to time. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to delegate duties to a sub-committee, composed of members of the Committee.

#### **LIMITATION OF COMMITTEE'S ROLE**

The function of the Committee is oversight. Management is responsible for the Company's financial reporting process, including its system of internal control over financial reporting (as defined in Rule 13a-15(f) promulgated under the Exchange Act), and for the preparation of the Company's consolidated financial statements in accordance with generally accepted accounting principles. The independent auditor is responsible for auditing those financial statements, and expressing an opinion on the effectiveness of internal control over financial reporting. In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of auditors or accountants. As such, it is not the duty or responsibility of the Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards. In addition, 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 September 20, 2023.**