

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended: **March 31, 2024**

OR TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **000-19599**

WORLD ACCEPTANCE CORPORATION

(Exact name of registrant as specified in its charter)

South Carolina

57-0425114

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

104 S. Main St.

Greenville

South Carolina

29601

(Address of principal executive offices)

(Zip Code)

(864) 298-9800

(Registrant's telephone number, including area code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of Each Class

Trading Symbol(s)

Name of Each Exchange on Which Registered

Common Stock, no par value

WRLD

The NASDAQ Stock Market LLC
(NASDAQ Global Select Market)

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: NONE

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or Section 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of voting stock held by non-affiliates of the registrant as of September 30, 2023, computed by reference to the closing sale price on such date, was \$ 508,522,709. (For purposes of calculating this amount only, all directors and executive officers are treated as affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.) As of May 17, 2024, 5,844,898 shares of the registrant's Common Stock, no par value, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement pertaining to the 2024 Annual Meeting of Shareholders ("the Proxy Statement") to be filed pursuant to Regulation 14A are incorporated herein by reference into Part III hereof.

**WORLD ACCEPTANCE CORPORATION
FORM 10-K**

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GLOSSARY OF DEFINED TERMS

The following terms may be used throughout this report, including Consolidated Financial Statements and related notes.

Term	Definition
2008 Plan	World Acceptance Corporation 2008 Stock Option Plan
2011 Plan	World Acceptance Corporation 2011 Stock Option Plan
2017 Plan	World Acceptance Corporation 2017 Stock Incentive Plan
ASC	Accounting Standards Codification
ASU	Accounting Standards Update
CECL	Current Expected Credit Loss
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CFPB	U.S. Consumer Financial Protection Bureau
Compensation Committee	Compensation and Stock Option Committee of World Acceptance Corporation
Customer Tenure	The number of months since a customer was first serviced by the Company
EDGAR	Electronic Data Gathering, Analysis, and Retrieval
ERISA	Employee Retirement Income Security Act
Exchange Act	Securities Exchange Act of 1934, as amended
FASB	Financial Accounting Standards Board
FCPA	U.S. Foreign Corrupt Practices Act of 1977, as amended
FICO	The Fair Isaac Corporation
GAAP	U.S. generally accepted accounting principles
HTC	Historic Tax Credit
IRS	U.S. Internal Revenue Service
NB	New Borrower
Notes	\$300 million in aggregate principal amount of 7.0% senior unsecured notes due 2026 issued on September 27, 2021
Option Measurement Period	The 6.5 year performance period beginning on September 30, 2018 and ending on March 31, 2025 over which the Performance Options are eligible to vest, following certification by the Compensation Committee of achievement of defined performance measures
PCD	Purchased Assets with Credit Deterioration
Performance Options	Performance-based stock options
Performance Share Measurement Period	The 6.5 year performance period beginning on September 30, 2018 and ending on March 31, 2025 over which the Performance Shares are eligible to vest, following certification by the Compensation Committee of achievement of defined performance measures
Performance Shares	Service- and performance-based restricted stock awards
Restricted Stock	Service-based restricted stock awards
Rehab Rate	Percentage of 91 days or more delinquent that do not charge off
ROU	Right-of-use
Sarbanes-Oxley Act	Sarbanes-Oxley Act of 2002
SEC	U.S. Securities and Exchange Commission
SERP	Supplemental Executive Retirement Plans
Service Options	Service-based stock options
SOFR	Secured Overnight Finance Rate
TAL	Tax Advance Loan
Transition Tax	Tax amount associated with a one-time repatriation tax on deferred foreign income
UCC	Uniform Commercial Code

Introduction

World Acceptance Corporation, a South Carolina corporation, operates a small-loan consumer finance (installment loan) business in sixteen states as of March 31, 2024. As used herein, the "Company," "we," "our," "us," or similar formulations include World Acceptance Corporation and each of its subsidiaries, except as the context otherwise requires. All references in this report to "fiscal 2025" are to the Company's fiscal year ending March 31, 2025; all references in this report to "fiscal 2024" are to the Company's fiscal year ended March 31, 2024; all references to "fiscal 2023" are to the Company's fiscal year ended March 31, 2023; all references to "fiscal 2022" are to the Company's fiscal year ended March 31, 2022; all references to "fiscal 2019" are to the Company's fiscal year ended March 31, 2019; all references to "fiscal 2018" are to the Company's fiscal year ended March 31, 2018 and all references to "fiscal 2015" are to the Company's fiscal year ended March 31, 2015.

PART I.

Item 1. Description of Business

General. The Company, which has continuously operated since July 1962, is now one of the nation's largest small-loan consumer finance companies, offering short-term small installment loans, medium-term larger installment loans, related credit insurance and ancillary products and services to individuals. The Company offers traditional installment loans generally between \$350 and \$6,000, with the average loan origination being \$2,118 in fiscal 2024. The Company operates 1,048 branches in Alabama, Georgia, Idaho, Illinois, Indiana, Kentucky, Louisiana, Mississippi, Missouri, New Mexico, Oklahoma, South Carolina, Texas, Tennessee, Utah, and Wisconsin as of March 31, 2024. The Company generally serves individuals with limited access to other sources of consumer credit such as banks, credit unions, other consumer finance businesses and credit card lenders. The Company also offers income tax return preparation services to its loan customers and other individuals.

The traditional installment loan industry is a highly fragmented segment of the consumer lending industry. Installment loan finance companies generally make loans to individuals of less than \$2,000 with maturities of less than 18 months. These companies approve loans on the basis of the personal creditworthiness of their customers and maintain close contact with borrowers to encourage the repayment or, when appropriate to meet the borrower's needs, the refinancing of loans. By contrast, commercial banks, credit unions and some other consumer finance businesses typically make loans of more than \$5,000 with maturities of greater than one year. Those financial institutions generally approve consumer loans on the security of qualifying personal property pledged as collateral or impose more stringent credit requirements than those of small-loan consumer finance companies. As a result of their higher credit standards and specific collateral requirements, commercial banks, credit unions and other consumer finance businesses typically charge lower interest rates and fees and experience lower delinquency and charge-off rates than do small-loan consumer finance companies. Traditional installment loan companies generally charge higher interest rates and fees to compensate for the greater risk of delinquencies and charge-offs and increased loan administration and collection costs.

The majority of the participants in the industry are independent operators with generally less than 100 branches. We believe that competition between small-loan consumer finance companies occurs primarily on the basis of the strength of customer relationships, customer service and reputation in the local community. We believe that our relatively large size affords us a competitive advantage over smaller companies by increasing our access to, and reducing our cost of, capital.

Small-loan consumer finance companies are subject to extensive regulation, supervision, and licensing under various federal and state laws and regulations, as well as local ordinances. Consumer loan offices are licensed under state laws which, in many states, establish maximum loan amounts, interest rates, permissible fees and charges and other aspects of the operation of small-loan consumer finance companies. Furthermore, the industry is subject to numerous federal laws and regulations that affect lending operations. These federal laws require companies to provide complete disclosure of the terms of each loan to the borrower in accordance with specified standards prior to the consummation of the loan transaction. Federal laws also prohibit misleading advertising, protect against discriminatory lending practices and prohibit unfair, deceptive, and abusive credit practices.

Branch Expansion and Consolidation. As of March 31, 2024, the Company had 1,048 branches in 16 states, with over 100 branches located in Texas and Georgia. During fiscal 2024, the Company opened 3 new branches and merged 28 branches into other existing branches due to their inability to generate sufficient returns or for efficiency reasons. In fiscal 2025, the Company may open or acquire new branches in its existing market areas or commence operations in new states where it believes demographic profiles and state regulations are attractive. The Company may merge other branches on a case-by-case basis based on profitability or other factors. The Company's ability to continue existing operations and expand its operations in existing or new states is dependent upon, among other things, laws and regulations that permit the Company to operate its

business profitably and its ability to obtain necessary regulatory approvals and licenses. There can be no assurance that such laws and regulations will not change in ways that adversely affect the Company or that the Company will be able to obtain any such approvals or consents. See Part 1, Item 1A, "Risk Factors" for a further discussion of risks to our business and plans for expansion.

The Company's expansion is also dependent upon its ability to identify attractive locations for new branches and to hire suitable personnel to staff, manage, and supervise new branches. In evaluating a particular community, the Company examines several factors, including the demographic profile of the community, the existence of an established small-loan consumer finance market and the availability of suitable personnel.

Product Offerings

Installment Loans. We primarily offer pre-computed and interest bearing consumer installment loans with interest and fee income from such loans accounting for 81.7%, 82.4%, and 83.0% of our total revenues in fiscal years 2024, 2023, and 2022, respectively. Our loans are payable in fully-amortizing monthly installments with terms generally from 6 to 14 months and are prepayable at any time without penalty.

The following table sets forth information about our loan products for fiscal 2024:

	Minimum Origination ⁽¹⁾	Maximum Origination ⁽¹⁾	Minimum Term (Months)	Maximum Term (Months)
Small loans	\$ 250	\$ 2,450	5	30
Large loans	\$ 2,500	\$ 32,400	9	60

⁽¹⁾ Gross loan net of finance charges.

Specific allowable interest, fees, and other charges vary by state. The finance charge is a combination of origination or acquisition fees, account maintenance fees, monthly account handling fees, interest and other charges permitted by the relevant state laws. As of March 31, 2024, annual percentage rates applicable to our gross loans receivable as defined by the Truth in Lending Act were as follows:

	Amount	Percentage of total gross loans receivable
0 to 36%	\$ 595,445,625	46.5 %
Greater than 36%	\$ 681,703,631	53.5 %
	\$ 1,277,149,256	100.0 %

The average annual percentage rate of our portfolio was 47.5% as of March 31, 2024.

Insurance Related Operations. The Company, as an agent for an unaffiliated insurance company, markets and sells credit life, credit accident and health, credit property and auto, unemployment, and accidental death and dismemberment insurance in connection with its loans in selected states where the sale of such insurance is permitted by law. Credit life insurance provides for the payment in full of the borrower's credit obligation to the lender in the event of death. The Company offers credit insurance for all loans originated in Georgia, Indiana, Kentucky, Louisiana, Mississippi and South Carolina, and on a more limited basis in Alabama, Idaho, Missouri, Oklahoma, Tennessee, Texas and Utah. Customers in those states typically obtain such credit insurance through the Company. Charges for such credit insurance are made at fixed, authorized rates and are stated separately in the Company's disclosure to customers, as required by the Truth in Lending Act and by various applicable state laws. In the sale of insurance policies, the Company, as an agent, writes policies only within limitations established by its agency contracts with the insurer. The Company does not sell credit insurance to non-borrowers. These insurance policies provide for the payment of the outstanding balance of the Company's loan upon the occurrence of an insured event. The Company earns a commission on the sale of such credit insurance, which, for most products, is directly impacted by the claims experience of the insurance company on policies sold on its behalf by the Company. In states where commissions on certain products are capped, the commission earned is not directly impacted by the claims experience.

The Company has a wholly-owned, captive insurance subsidiary that reinsures a portion of the credit insurance sold in connection with loans made by the Company. Certain coverages currently sold by the Company on behalf of the unaffiliated insurance carrier are ceded by the carrier to the captive insurance subsidiary, providing the Company with an additional source of income derived from the earned reinsurance premiums. In fiscal 2024, the captive insurance subsidiary reinsured

approximately 12.6% of the credit insurance sold by the Company and contributed approximately \$2.9 million to the Company's total revenue.

The table below shows the types of insurance and ancillary products the Company sells by state as of March 31, 2024:

	Credit Life	Credit Accident and Health	Credit Property and Auto	Unemployment	Accidental Death & Dismemberment	Non-file	Automobile Club Membership
Alabama ⁽¹⁾	X	X	X	X			X
Georgia	X	X	X		X	X	X
Idaho ⁽¹⁾	X	X	X	X			X
Illinois							
Indiana	X	X	X	X		X	X
Kentucky	X	X	X	X		X	X
Louisiana	X	X	X		X	X	X
Mississippi	X	X	X				X
Missouri ⁽¹⁾	X	X		X			X
New Mexico							
Oklahoma ⁽¹⁾	X	X	X	X			X
South Carolina	X	X	X	X		X	X
Tennessee ⁽¹⁾	X	X	X	X			X
Texas ⁽¹⁾	X	X	X	X			X
Utah ⁽¹⁾	X	X	X	X	X		X
Wisconsin							X

⁽¹⁾ Credit insurance is offered for certain loans.

Non-Filing Insurance. Non-filing insurance premiums are charged to customers where allowed by state law in lieu of recording and perfecting the Company's security interest in the assets pledged. In the event of default, rather than exercising rights in a lien as a lender might otherwise do, the insured can file a claim with the insurer for reimbursement. Non-filing insurance premiums are equal in aggregate amount to the premiums paid by the Company and are passed through to a third-party insurance company. Certain losses related to such loans, which are not recoverable through life, accident and health, property, or unemployment insurance claims, are reimbursed through non-filing insurance claims subject to policy limitations. The Company does not profit from the purchase of non-file other than through an offset to its charge-offs.

Automobile Club Memberships. The Company also offers automobile club memberships to its borrowers in Alabama, Georgia, Idaho, Indiana, Kentucky, Louisiana, Mississippi, Missouri, Oklahoma, Tennessee, Texas, South Carolina, Utah and Wisconsin, as an agent for an unaffiliated automobile club. Club memberships entitle members to automobile breakdown coverage, towing reimbursement and related services. The Company is paid a commission on each membership sold, but has no responsibility for administering the club, paying benefits or providing services to club members. The Company primarily sells automobile club memberships to borrowers.

Tax Preparation Services and Advances. The Company also offers income tax return preparation and electronic filing services. This program is provided in all but a few of the Company's branches. The Company prepared approximately 83,000, 75,000 and 80,000 returns in fiscal years 2024, 2023, and 2022, respectively. Net revenue generated by the Company from this program during fiscal 2024, 2023, and 2022 amounted to approximately \$29.5 million, \$24.0 million, and \$24.5 million, respectively. In addition, our tax customers are eligible to receive an interest and fee-free tax advance loan which is generally a percentage of the anticipated tax refund amount. The Company believes that this is a beneficial service for its existing customer base as well as non-loan customers, and it plans to continue to promote this program.

The following table sets forth information about our tax advance loan product for fiscal 2024:

	Minimum Origination	Maximum Origination	Minimum Term (Months)	Maximum Term (Months)
Tax advance loans	\$ 500	\$ 7,000	8	35

Loan Receivables. The following table sets forth the composition of the Company's gross loans receivable by state at March 31 of each year from 2015 through 2024:

State	At March 31,										
	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015	
Alabama	6 %	6 %	7 %	6 %	5 %	5 %	5 %	4 %	6 %	5 %	
Georgia	12	13	13	13	13	13	14	15	13	13	
Idaho ⁽¹⁾	1	1	1	1	1	1	—	—	—	—	
Illinois	10	10	10	8	8	7	7	7	7	7	
Indiana	3	2	3	2	2	2	2	2	1	1	
Kentucky	6	6	6	7	8	8	9	10	10	10	
Louisiana	4	4	3	3	3	3	2	2	2	2	
Mississippi	2	2	2	2	1	1	1	1	—	—	
Missouri	7	7	7	8	8	7	7	7	8	8	
New Mexico	5	4	2	2	2	2	2	2	2	2	
Oklahoma	6	6	6	6	6	7	7	7	8	8	
South Carolina	7	8	8	10	10	9	10	11	10	11	
Tennessee	9	9	10	11	11	12	13	13	13	13	
Texas	20	20	20	19	19	21	19	18	19	19	
Utah ⁽²⁾	1	1	1	1	1	—	—	—	—	—	
Wisconsin	1	1	1	1	2	2	2	1	1	1	
Total	100 %										

⁽¹⁾ The Company commenced operations in Idaho in October 2014.

⁽²⁾ The Company commenced operations in Utah in October 2018.

The following table sets forth the total number of loans, the average gross loan balance, and the gross loan balance by state at March 31, 2024:

	Total Number of Loans	Average Gross Loan Balance	Gross Loan Balance (thousands)
Alabama	44,958	\$ 1,637	\$ 73,610
Georgia	84,411	1,826	154,146
Idaho	6,175	1,654	10,216
Illinois	44,301	2,974	131,744
Indiana	19,923	1,609	32,050
Kentucky	42,450	1,913	81,197
Louisiana	30,702	1,743	53,528
Mississippi	20,795	1,336	27,773
Missouri	31,562	2,885	91,051
New Mexico	28,933	1,998	57,802
Oklahoma	37,939	1,944	73,746
South Carolina	49,158	2,076	102,049
Tennessee	55,143	2,002	110,416
Texas	162,542	1,586	257,838
Utah	4,073	1,819	7,409
Wisconsin	7,095	1,772	12,574
Total	670,160	\$ 1,906	\$ 1,277,149

Seasonality. The Company's highest loan demand generally occurs from October to December, its third fiscal quarter. Loan demand is generally lowest and loan repayment highest from January to March, its fourth fiscal quarter. Consequently, the Company experiences significant seasonal fluctuations in its operating results and cash needs. Operating results for the Company's third fiscal quarter are generally lower than in other quarters, and operating results for its fourth fiscal quarter are generally higher than in other quarters.

Operations

Lending Operations. The Company seeks to provide short-term consumer installment loans to the segment of the population that has limited access to other sources of credit. In evaluating the creditworthiness of potential customers, the Company primarily examines the individual's discretionary income, length of current employment and/or sources of income, duration of residence, and prior credit experience. Loans are made to individuals on the basis of their discretionary income and other factors and are limited to amounts we believe that customers can reasonably be expected to repay from that income given our assessment of their stability and ability and willingness to pay. The Company also generates a proprietary credit score in assisting loan decisions to potential new customers that evaluates key attributes such as payment history, outstanding debt, length of credit history, number of credit inquiries as well as credit mix. All loan applicants are required to complete standardized credit applications online, in person, or by telephone. Each of the Company's local branches are equipped to perform rapid background, employment, and credit bureau checks and approve loan applications promptly. The Company's employees verify the applicant's sources of income and credit history. Substantially all new customers are required to submit a listing of personal property that will serve as collateral to secure the loan, but the Company does not rely on the value of such collateral in the loan approval process and generally does not perfect its security interest in that collateral. Accordingly, if the customer were to default in the repayment of the loan, the Company may not be able to recover the outstanding loan balance by resorting to the sale of collateral.

New Loans to Current and Former Customers. The Company believes that development and continual reinforcement of personal relationships with customers improves the Company's ability to monitor their creditworthiness, reduce credit risk, and generate customer loyalty. It is not unusual for the Company to have made a number of loans to the same customer over the course of several years, many of which were refinanced with a new loan after the borrower had reduced the existing loan's outstanding balance by making multiple payments. In determining whether to refinance existing loans, the Company typically requires loans to be current on a recency basis, and repeat customers are generally required to complete a new credit application if they have not completed one within the prior year.

A refinancing represents a new loan transaction with a present customer in which a portion of the new loan proceeds is used to repay the balance of an existing loan and the remaining portion is advanced to the customer. In many cases the existing customer's past performance and established creditworthiness with the Company qualifies that customer for a larger loan. For fiscal 2024, 2023, and 2022, the percentages of the Company's loan originations that were refinancings of existing loans were 67.3%, 71.4%, and 63.9%, respectively.

The Company allows refinancing of delinquent loans on a case-by-case basis for those customers who otherwise satisfy the Company's credit standards. Each such refinancing is carefully examined before approval in an effort to avoid increasing credit risk. A delinquent loan generally may be refinanced only if the customer has made payments that, together with any credits of insurance premiums or other charges to which the customer is entitled in connection with the refinancing, reduce the balance due on the loan to an amount equal to or less than the original cash advance made in connection with the loan. The Company does not allow the amount of the new loan to exceed the original amount of the delinquent loan. The Company believes that refinancing delinquent loans for certain customers who have made periodic payments allows the Company to increase its average loans outstanding and its interest, fees and other income without experiencing a significant increase in loan losses. These refinancings also provide a resolution to temporary financial setbacks for these borrowers and sustain their credit rating. Refinancings of delinquent loans represented 1.3%, 1.4%, and 1.1% of the Company's loan volume in fiscal 2024, 2023, and 2022, respectively.

Approximately 18.8%, 16.9%, and 15.0% of the Company's loans were generated through the origination of new loans to previous customers in fiscal 2024, 2023, and 2022, respectively.

Collection Operations. To reduce late payment risk, local branch staff encourage customers to inform the Company in advance of expected payment problems. Delinquent customers are promptly contacted following any payment due date through phone calls, letters, emails, or texts until payment is received or some other resolution is reached. The Company also has a centralized collections team that primarily focuses on customers who have become more than 90 days past due on a recency basis. In Alabama, Georgia, Idaho, Illinois, Indiana, Kentucky, Louisiana, Mississippi, Missouri, New Mexico, Oklahoma, Tennessee, Utah, and Wisconsin, the Company is permitted under state laws to garnish customers' wages, within certain circumstances, for repayment of loans, but the Company does not otherwise generally resort to litigation for collection purposes and rarely attempts to foreclose on collateral.

Monitoring and Supervision. Several levels of management monitor and supervise the operations of each of the Company's branches. Senior management has access to daily delinquency, loan volume, charge-off, and other statistical data on a consolidated, state and branch level. District managers evaluate branch performance in their geographic area, communicate regularly with branch managers regarding operations and submit standardized reports detailing their efforts and findings to the Company's senior management. Regional vice presidents monitor the performance of all branches within their states and communicate regularly with district managers. The Company takes a risk-based approach to determine internal audit frequency. Each branch undergoes periodic audits which include an examination of cash balances and compliance with Company loan approval, review and collection procedures, and compliance with federal and state laws and regulations.

Staff and Training. Local branches are staffed with a minimum of two employees. The branch manager supervises and administers operations of the branch and is responsible for approving all borrower loan applications and requests for increases in the amount of credit extended. Each branch generally has one or two financial service representatives who take loan applications, process loan applications, apply payments, and assist in the preparation of operational reports, collection efforts, and marketing activities. Larger branches may employ additional financial service representatives.

New employees are required to review detailed training materials that explain the Company's operating policies and procedures. The Company tests each employee on the training materials during the first year of employment. In addition, each branch associate completes an online training session and attends periodic training sessions outside the branch. The Company utilizes an enhanced training tool, which provides continuous, real-time, online training to all locations. This allows for more training opportunities to be available to all employees throughout the course of their career with the Company.

Advertising. The Company actively advertises through direct mail, digital platforms, email and SMS/text, targeting both its present and former customers and potential customers who have used other sources of consumer credit. In addition to the general promotion of its loans for last-minute needs, back-to-school needs and other uses, the Company advertises extensively during the October through December holiday season and in connection with new branch openings. The Company believes its advertising contributes to its ability to compete effectively with other providers of small-loan consumer credit. Advertising expenses as a percent of revenue were approximately 1.7%, 1.0%, and 3.1% in fiscal 2024, 2023, and 2022, respectively.

Competition. The small-loan consumer finance industry is highly fragmented, with numerous competitors. The majority of the Company's competitors are independent operators with generally less than 100 branches. Competition from community banks and credit unions is limited because they typically do not make loans of less than \$5,000. We believe that online lending could be affecting the consumer lending market within which we operate. While it currently appears online lenders are marketing to a different customer segment than that of our primary customers, some of our customers may overlap.

The Company believes that competition between small-loan consumer finance companies occurs primarily on the basis of the strength of customer relationships, customer service, and reputation in the local community. The Company believes that its relatively larger size affords it a competitive advantage over smaller companies by increasing its access to, and reducing its cost of, capital.

Several of the states in which the Company currently operates limit the size of loans made by small-loan consumer finance companies and prohibit the extension of more than one loan to a customer by any one company. As a result, many customers borrow from more than one finance company, which enables the Company, subject to the limitations of various consumer protection and privacy statutes, including, but not limited to, the Fair Credit Reporting Act and the Gramm-Leach-Bliley Act, to obtain information on the credit history of specific customers from other consumer finance companies.

Human Capital Resources

Our Mission. At World Acceptance Corporation, our employees (who we call our "Team Members") create possibilities by embracing our mission to partner with customers to unlock their financial good. Creating a culture of opportunity for our Team Members is key to supporting this mission.

Team Members. As a people-focused finance company, we value our Team Members by investing in competitive compensation and benefit packages and a vibrant, team-oriented environment centered on professional service and open communication. We strive to build and maintain a high-performing culture and believe in operating by strong values.

We value feedback from our Team Members and participate in an annual engagement survey that resulted in being named by Energage as a Top Workplaces USA winner in 2024, 2023, 2022, and 2021.

During fiscal 2024, our human capital efforts were focused on accelerating the transformation of our technology for workforce management through investments in upgraded systems and processes, and continuing to increase our agility to meet the quickly changing needs of the business. The Company maintains strong relations with its employees and seeks to hire people who will become long-term employees, and, as a result, the vast majority of our field leadership has been promoted from within.

As of March 31, 2024, we employed 2,872 full and part-time employees, approximately 272 of whom were corporate Team Members located in our main corporate office in Greenville, South Carolina and approximately 2,600 of whom were branch-based Team Members located in 16 states throughout the United States. None of our Team Members belong to a union or are party to any collective bargaining or similar agreement.

We strive toward having a powerful and diverse team of Team Members, knowing we are better together with our combined wisdom and intellect. With a commitment to equality, inclusion and workplace diversity, we focus on understanding, accepting, and valuing the differences between people.

As of March 31, 2024, our Team Members had the following gender, race and ethnicity demographics:

Gender - All Team Members	
Female	85.38%
Male	14.59%
Undeclared	0.03%

Race/Ethnicity - All Team Members	
White	55.27%
Hispanic or Latino	20.71%
Black or African American	16.08%
Other Race/Ethnicity	4.77%
Not provided	3.17%

Total Rewards. We provide a comprehensive suite of benefits designed to help Team Members and their families stay healthy, meet their financial goals, protect their income and help them balance their work and personal lives. We provide competitive pay, as well as a wide array of benefits including the following:

- Healthcare benefits, including medical, dental and vision, and flexible spending accounts
- A 401(k) Plan (with an employer matching contribution)
- Company-paid basic life insurance and long-term and short-term disability
- Vacation, sick and holiday paid-time off, as well as volunteer paid time off and paid parental leave
- Time off donation program for Team Members experiencing medical emergencies
- Financial assistance program for Team Members impacted by natural disasters
- Dependent Scholarship Program

Training and Development. We believe the development of our Team Members is key to our future success and are focused on delivering programs designed to increase our internal talent pools at all levels within the organization.

Information about our Executive Officers. The names and ages, positions, terms of office and periods of service of each of the Company's executive officers (and other business experience for executive officers who have served as such for less than five years) are set forth below.

Name and Age	Position	Period of Service as Executive Officer and Pre-Executive Officer Experience (if an Executive Officer for Less Than Five Years)
R. Chad Prashad (43)	President and Chief Executive Officer	<ul style="list-style-type: none"> President and Chief Executive Officer since June 2018 Senior Vice President, Chief Strategy & Analytics Officer from February 2018 to June 2018 Vice President of Analytics from June 2014 to February 2018 Senior Director of Strategy Development for Resurgent Capital Services (a consumer debt managing and servicing company) from 2013 to June 2014 Director of Legal Strategy for Resurgent Capital Services from 2009 to 2013
John L. Calmes Jr. (44)	Executive Vice President, Chief Financial and Strategy Officer, and Treasurer	<ul style="list-style-type: none"> Executive Vice President, Chief Financial and Strategy Officer and Treasurer since October 2018 Senior Vice President, Chief Financial Officer and Treasurer from November 2015 to October 2018 Vice President, Chief Financial Officer and Treasurer from December 2013 to November 2015 Director of Finance - Corporate and Investment Banking Division of Bank of Tokyo-Mitsubishi UFJ in 2013 Senior Manager of PricewaterhouseCoopers from 2011 to 2013; Manager of PricewaterhouseCoopers from 2008 to 2011.
D. Clinton Dyer (51)	Executive Vice President and Chief Branch Operations Officer	<ul style="list-style-type: none"> Executive Vice President and Chief Branch Operations Officer since February 2018 Executive Vice President of Branch Operations from September 2016 to February 2018 Senior Vice President, Southeastern Division from November 2015 to September 2016 Senior Vice President, Central Division from June 2005 to November 2015; Vice President, Operations –Tennessee and Kentucky from April 2002 to June 2005.
Luke J. Umstetter (44)	Senior Vice President, General Counsel, Chief Compliance Officer and Secretary	<ul style="list-style-type: none"> Senior Vice President, Secretary and General Counsel since August 2018 General Counsel and Chief Compliance Officer for Shellpoint Mortgage Servicing from December 2015 to August 2018 General Counsel for Global Lending Services from May 2015 to December 2015; Managing Counsel for Resurgent Capital Services, June 2009 to May 2015.
A. Lindsay Caulder (48)	Senior Vice President, Human Resources	<ul style="list-style-type: none"> Senior Vice President, Human Resources since October 2018 Vice President, Human Resources from February 2016 to October 2018 Divisional Vice President - Human Resources of Family Dollar Corporation, a nationwide variety retail chain, from 2012 to 2016 Director - Learning and Talent Acquisition of Family Dollar Corporation from 2009-2012.

Jason E. Childers (49)	Senior Vice President, Information Technology	<ul style="list-style-type: none">• Senior Vice President, Information Technology since October 2018• Vice President of IT Strategic Solutions from April 2016 to October 2018• Partner and Head of IT at Sabal Financial Group, LP from March 2009 until April 2016.
Scott McIntyre (47)	Senior Vice President, Accounting	<ul style="list-style-type: none">• Senior Vice President of Accounting since October 2018• Vice President of Accounting-US from June 2013 to October 2018• Controller-US from June 2011 to June 2013.

Government Regulation

Small-loan consumer finance companies are subject to extensive regulation, supervision, and licensing under various federal and state statutes, ordinances, and regulations. See Part I, Item 1A, "Risk Factors", for a discussion of the risks related to our extensive regulation.

State Regulations and Legislation. The Company is subject to numerous state laws and regulations that affect our lending activities. Many of these regulations impose detailed and complex constraints on the terms of our loans, lending forms and operations. Further, there is a trend of increased state regulation on loan origination, servicing, and collection procedures, as well as more detailed reporting and examinations, and coordination of examinations among the states. Failure to comply with applicable laws and regulations could subject us to regulatory enforcement action that could result in the assessment against us of civil, monetary, or other penalties. Generally, state regulations also establish minimum capital requirements for each local branch. Accordingly, the ability of the Company to expand by acquiring existing branches and opening new branches will depend in part on obtaining the necessary regulatory approvals.

For example, Texas regulation requires the approval of the Texas Consumer Credit Commissioner for the acquisition, directly or indirectly, of more than 10% of the voting or common stock of a consumer finance company. A Louisiana statute prohibits any person from acquiring control of 25% or more of the shares of stock of a licensed consumer lender, such as the Company, without first obtaining a license as a consumer lender. The overall effect of these laws, and similar laws in other states, is to make it more difficult to acquire a consumer finance company than it might be to acquire control of an unregulated company.

All of the Company's branches are licensed under the laws of the state in which the branch is located. Licenses in these states are subject to renewal every year and may be revoked for failure to comply with applicable state and federal laws and regulations. In the states in which the Company currently operates, licenses may be revoked only after an administrative hearing.

The Company and its operations are regulated by a variety of state agencies in the jurisdictions in which the Company operates, including those related to banking, finance, financial institutions and consumer credit. These state regulatory agencies audit the Company's local branches from time to time, and most state agencies perform an annual compliance audit of the Company's operations in that state.

Insurance Regulations. The Company is also subject to state regulations governing insurance agents in the states in which it sells credit insurance. State insurance regulations require that insurance agents be licensed, govern the commissions that may be paid to agents in connection with the sale of credit insurance and limit the premium amount charged for such insurance. The Company's captive insurance subsidiary is regulated by the insurance authorities of the Turks and Caicos Islands of the British West Indies, where the subsidiary is organized and domiciled.

In addition, state authorities regulate and supervise the Company's insurance operations. The extent of such regulation varies by product and by state, but relate primarily to the following: licensing; conduct of business, including marketing and sales practices; periodic financial and market conduct examination of the affairs of insurers; form and content of required financial reports; standards of solvency; limitations on the payment of dividends and other affiliate transactions; types of products offered; approval of policy forms and premium rates; formulas used to calculate any unearned premium refund due to an insured customer; permissible investments; deposits of securities for the benefit of policyholders; reserve requirements for unearned premiums, losses, and other purposes; and claims processing.

Consumer finance companies are affected by changes in state and federal statutes and regulations. The Company actively participates in trade associations and in lobbying efforts in the states in which it operates and at the federal level. There have been, and the Company expects that there will continue to be, media attention, initiatives, discussions, proposals, and legislation regarding the entire consumer credit industry, as well as our particular installment loan business, and possible significant changes to the laws and regulations that govern our business, or the authority exercised pursuant to those laws and regulations. In some cases, proposed or pending legislative or regulatory changes have been introduced that would, if enacted, have a material adverse effect on, or possibly even eliminate, our ability to continue our current business. We can give no assurance that the laws and regulations that govern our business, or the interpretation or administration of those laws and regulations, will remain unchanged or that any such future changes will not materially and adversely affect, or in the worst case, eliminate, the Company's lending practices, operations, profitability, or prospects. See "Federal legislation" below and Part I, Item 1A, "Risk Factors," for a further discussion of the potential impact of regulatory changes on our business.

Federal legislation. In addition to state and local laws and regulations, we are subject to numerous federal laws and regulations that affect our lending operations. These laws include the Truth in Lending Act, the Equal Credit Opportunity Act, the Military Lending Act, the Fair Credit Reporting Act, and the regulations thereunder, and the Federal Trade Commission's Credit Practices Rule. These laws require the Company to provide complete disclosure of the principal terms of each loan to the borrower prior to the consummation of the loan transaction, prohibit misleading advertising, protect against discriminatory lending practices, and prohibit unfair, deceptive, or abusive credit practices. Violations of these statutes and regulations may result in actions for damages, claims for refund of payments made, certain fines and penalties, injunctions against certain practices, and the potential forfeiture of rights to repayment of loans.

Over the last several years, the laws and regulations directly affecting our lending activities have been under review and are subject to change as a result of various developments and changes in economic conditions, the make-up of the executive and legislative branches of government, and the political and media focus on issues of consumer and borrower protection. See Part I, Item 1A, "Risk Factors".

Various legislative proposals addressing consumer credit transactions have been passed in recent years or are currently pending in the U.S. Congress. Congressional members continue to receive pressure from consumer activists and other industry opposition groups to adopt legislation to address various aspects of consumer credit transactions. The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") established the Consumer Financial Protection Bureau (commonly referred to as the CFPB), which has sweeping regulatory, supervisory, and enforcement powers over providers of consumer financial products and services, including explicit supervisory authority to examine and require registration of non-depository lenders and to promulgate rules that can affect the practices and activities of lenders. The CFPB continues to actively engage in the announcement and implementation of various plans and initiatives generally in the area of consumer financial transactions. Some of these CFPB announced plans and initiatives, if implemented, would directly affect certain loan products we currently offer and subject us to the CFPB's supervisory authority. See Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations - Regulatory Matters," for more information regarding the CFPB's regulatory initiatives.

In addition to the grant of certain regulatory powers to the CFPB, the Dodd-Frank Act gives the CFPB authority to pursue administrative proceedings or litigation for violations of federal consumer financial laws. In these proceedings, the CFPB can obtain cease and desist orders (which can include orders for restitution or rescission of contracts, as well as other kinds of affirmative relief) and monetary penalties. Also, where a company has violated Title X of the Dodd-Frank Act or CFPB regulations thereunder, the Dodd-Frank Act empowers state attorneys general and state regulators to bring civil actions to remedy violations of state law.

Although the Dodd-Frank Act prohibits the CFPB from setting interest rates on consumer loans, efforts to create a federal usury cap, applicable to all consumer credit transactions and substantially below rates at which the Company could continue to operate profitably, are still ongoing. Any federal legislative or regulatory action that severely restricts or prohibits the provision of small-loan consumer credit, similar services and related products on terms substantially similar to those we currently provide would, if enacted, have a material, adverse impact on our business, prospects, results of operations and financial condition. Any federal law that would impose a national 36% or similar annualized credit rate cap on our services would, if enacted, almost certainly eliminate our ability to continue our current operations. See Part I, Item 1A, "Risk Factors". "Federal legislative or regulatory proposals, initiatives, actions or changes that are adverse to our operations or result in adverse regulatory proceedings, or our failure to comply with existing or future federal laws and regulations, could force us to modify, suspend, or cease part or all of our nationwide operations," for further information regarding the potential impact of adverse legislative and regulatory changes.

Available Information. The Company maintains an Internet website, "www.LoansByWorld.com," where interested persons will be able to access free of charge, among other information, the Company's annual reports on Form 10-K, its quarterly reports on Form 10-Q, and its current reports on Form 8-K, as well as any amendments to these filings via a link to a third-party website. These documents are available for access as soon as reasonably practicable after we electronically file these documents with the SEC. The Company files these reports with the SEC via the SEC's EDGAR filing system, and such reports also may be accessed via the SEC's EDGAR database at www.sec.gov/edgar. Information included on or linked to our website is not incorporated by reference into this annual report.

Item 1A. Risk Factors

Forward-Looking Statements

This annual report contains various "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 that are based on management's beliefs and assumptions, as well as information currently available to management. Statements other than those of historical fact, including, but not limited to those identified by the use of words such as "anticipate," "estimate," "intend," "plan," "expect," "project," "believe," "may," "will," "should," "would," "could," "continue," "forecast," and any variations of the foregoing and similar expressions, are forward-looking statements. Although we believe that the expectations reflected in any such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Any such statements are subject to certain risks, uncertainties, and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, our actual financial results, performance or financial condition may vary materially from those anticipated, estimated, expected or implied by any forward-looking statements. Therefore, you should not rely on any of these forward-looking statements.

Investors should consider the risk factors described in this annual report, in addition to the other information presented in this annual report and the other reports and registration statements the Company files with or furnishes to the SEC from time to time, in evaluating us, our business, and an investment in our securities. Any of the risk factors described in this annual report, as well as other risks, uncertainties, and possibly inaccurate assumptions underlying our plans and expectations, could result in harm to our business, results of operations and financial condition and cause the value of our securities to decline, which in turn could cause investors to lose all or part of their investment in our Company. These factors, among others, could also cause actual results to differ materially from those we have experienced in the past or those we may express or imply from time to time in any forward-looking statements we make. Investors are advised that it is impossible to identify or predict all risks, and those risks not currently known to us or those we currently deem immaterial could also affect us in the future. The following risks should not be construed as exclusive and should be read with the other cautionary statements that are in this annual report on Form 10-K. The Company does not undertake any obligation to update forward-looking statements, except as may be required by law, whether as a result of new information, future developments, or otherwise.

Media and public characterization of consumer installment loans as being predatory or abusive could have a materially adverse effect on our business, prospects, results of operations and financial condition.

Consumer activist groups and various other media sources continue to advocate for governmental and regulatory action to prohibit or severely restrict our products and services. These critics frequently characterize our products and services as predatory or abusive toward consumers. If this negative characterization of the consumer installment loans we make and/or ancillary services we provide becomes widely accepted by government policy makers or is embodied in legislative, regulatory, policy or litigation developments that adversely affect our ability to continue offering our products and services or the profitability of these products and services, our business, results of operations and financial condition would be materially and adversely affected. Furthermore, our industry is highly regulated, and announcements regarding new or expected governmental and regulatory action regarding consumer lending may adversely impact perceptions of our business even if such actions are not targeted at our operations and do not directly impact us.

Interest rate fluctuations may adversely affect our borrowing costs, profitability and liquidity.

Interest rate risk arises from the possibility that changes in interest rates will affect our results of operations and financial condition. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies, in particular, the Federal Reserve Board. In response to elevated inflation, the Federal Reserve Board has increased interest rates on several occasions since early 2022. The Federal Reserve Board has indicated that it will raise rates further, if deemed necessary, to combat continued inflation growth.

In addition, our profitability may be directly affected by the level of and fluctuations in interest rates, whether caused by changes in economic conditions or other factors that affect our borrowing costs. Changes in monetary policy, including changes

in interest rates, could influence the amount of interest we pay on our revolving credit facility or any other floating interest rate obligations we may incur. Our profitability and liquidity could be materially adversely affected during any period of higher interest rates. See Part II, Item 7A, "Quantitative and Qualitative Disclosure About Market Risk" for additional information regarding our interest rate risk.

We are exposed to credit risk in our lending activities.

Our ability to collect on loans to individuals, our single largest asset group, depends on the ability and willingness of our borrowers to repay such loans. Our customers generally do not qualify for, or have difficulty qualifying for, credit from traditional sources of consumer credit. These traditional sources of consumer credit typically impose more stringent credit requirements than the personal loan products that we provide. As a result, the historical delinquency and default experience on our loans may be higher than those experienced by financial products arising from traditional sources of consumer credit.

Any material adverse change in the ability or willingness of a significant portion of our borrowers to meet their obligations to us, whether due to changes in economic conditions, unemployment rates, the cost of consumer goods (particularly, but not limited to, food and energy costs) and inflationary pressures, disposable income, interest rates, health crises, natural disasters, acts of war or terrorism, political or social conditions, divorce, death, or other causes over which we have no control, would have a material adverse impact on our earnings and financial condition. Additionally, delinquency and default experience on our loans is likely to be more sensitive to changes in the economic climate in the areas in which our borrowers reside. Although new customers are required to submit a listing of personal property that will serve as collateral to secure their loans, the Company does not rely on the value of such collateral in the loan approval process and generally does not perfect its security interest in that collateral. Additionally, increases in the size of the loans we offer and average loan size could increase the chance a borrower does not meet their obligations to us and could further increase our credit risk. Additional information regarding our credit risk is included in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operation-Allowance for Credit Losses."

Our insurance operations are subject to a number of risks and uncertainties, including claims, catastrophic events, underwriting risks and dependence on a primary distribution channel.

Insurance claims and policyholder liabilities are difficult to predict and may exceed the related reserves set aside for claims (losses) and associated expenses for claims adjudication (loss adjustment expenses). Additionally, events such as cybersecurity attacks and breaches and other types of catastrophes, and prolonged economic downturns, could adversely affect our financial condition and results of operations. Other risks relating to our insurance operations include changes to laws and regulations applicable to us, as well as changes to the regulatory environment, such as: changes to laws or regulations affecting capital and reserve requirements; frequency and type of regulatory monitoring and reporting; restrictions on sales process, consumer privacy, use of customer data and data security; benefits or loss ratio requirements; insurance producer licensing or appointment requirements; required disclosures to consumers; and collateral protection insurance (i.e., insurance some of our lender companies purchase, at the customer's expense, on that customer's loan collateral for the periods of time the customer fails to adequately, as required by his loan, insure his collateral).

If our estimates of credit losses are not adequate to absorb actual losses, our provision for credit losses would increase, which would adversely affect our results of operations.

To estimate the appropriate level of allowance for credit losses, we consider known and relevant internal and external factors that affect loan collectability, including the total amount of loan receivables outstanding, historical loan receivable charge-offs, our current collection patterns, and economic trends. Our methodology for establishing our allowance for credit losses is based on the guidance in ASC 326, and, in part, on our historic loss experience. If customer behavior changes as a result of economic, political, social, or other conditions, or if we are unable to predict how these conditions may affect our allowance for credit losses, our allowance for credit losses may be inadequate. Our allowance for credit losses is an estimate, and if actual credit losses are materially greater than our allowance for credit losses, our provision for credit losses would increase, which would result in a decline in our future earnings, and thus our results of operations could be adversely affected. Neither state regulators nor federal regulators regulate our allowance for credit losses. Additional information regarding our allowance for credit losses is included in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations-Allowance for Credit Losses."

In June of 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (CECL). This ASU significantly changed the way that entities are required to measure credit losses. This standard requires that the estimated credit loss be based upon an "expected credit loss" approach rather than the "incurred loss" approach previously required. The new approach requires entities to measure all expected credit losses for financial assets based on historical experience, current conditions, and reasonable forecasts of collectability. As such, the

expected credit loss model requires earlier recognition of credit losses than the incurred loss approach. CECL became effective for the Company April 1, 2020. Our financial results may be negatively affected as weak or deteriorating economic conditions are forecasted and alter our expectations for credit losses. In addition, due to the expansion of the time horizon over which we are required to estimate future credit losses under CECL, we may experience increased volatility in our future provisions for credit losses.

The concentration of our revenues in certain states could adversely affect us.

We currently operate consumer installment loan branches in sixteen states in the United States. Any adverse legislative or regulatory change in any one of our states or an economic downturn or catastrophic event that disproportionately affects one or more of our states, including in any of our larger states, could have a material adverse effect on our business, prospects, and results of operations or financial condition. See Part I, Item 1, "Description of Business" for information regarding the size of our business in the various states in which we operate.

We may be unable to execute our business strategy due to economic conditions and these economic conditions could have a material adverse effect on our business, financial position, results of operations, and cash flows.

Uncertainty and deterioration in general economic conditions in the U.S. historically have created a difficult operating environment for consumer lending. Our financial performance generally, and in particular the ability of our borrowers to make payments on outstanding loans, is highly dependent upon the business and economic environments in the markets where we operate and in the United States as a whole. Many factors, including factors that are beyond our control, may impact our financial position, liquidity, and results of operations and depend on management's ability to execute our business strategy. The U.S. economy is undergoing a period of significant uncertainty. These macro-economic factors include general inflation, unemployment levels, housing markets, commodity prices, energy costs, volatile interest rates, natural disasters, acts of war and terrorism. Additionally, many of our customers are primarily non-prime borrowers, who have historically been more likely to be affected by adverse macro-economic factors than prime borrowers. Currently, due to a number of factors, the global economy is experiencing inflationary pressures not seen in a significant period of time. We cannot predict the timing or the duration of any inflation or downturn in the economy and we are not immune to the effects of general worldwide economic conditions. During an economic downturn or recession, demand for credit products often decreases and credit losses in the financial services industry generally increase. Additionally, during an economic downturn, our loan servicing costs and collection costs may increase as we may have to expend greater time and resources on these activities.

Key factors involved in the execution of our business strategy include achieving our desired loan volume and pricing strategies, the use of effective credit risk management techniques, marketing and servicing strategies, continued investment in technology to support operating efficiency, and continued access to funding and liquidity sources. Although our pricing strategy is intended to maximize the amount of economic profit we generate, within the confines of capital and infrastructure constraints, there can be no assurance that this strategy will have its intended effect. Our failure or inability to execute any element of our business strategy, due to economic conditions or otherwise, could materially adversely affect our financial position, liquidity, and results of operations.

Our ability to execute our growth strategy is subject to significant risks, including some beyond our control, and may be adversely affected.

Our growth strategy includes opening and acquiring branches in existing and new markets and is subject to significant risks, some of which are beyond our control, including:

- the prevailing laws and regulatory environment of each state in which we operate or seek to operate, and, to the extent applicable, federal laws and regulations, which are subject to change at any time;
- our ability to obtain and maintain any regulatory approvals, government permits, or licenses that may be required;
- the degree of competition in new markets and its effect on our ability to attract new customers;
- our ability to obtain adequate financing for our expansion plans; and
- our ability to attract, train, and retain qualified personnel to staff our new operations.

We currently lack product and business diversification; as a result, our revenues and earnings may be disproportionately negatively impacted by external factors and may be more susceptible to fluctuations than more diversified companies.

Our primary business activity is offering small consumer installment loans together with, in some states in which we operate, related ancillary products. Thus, any developments, whether regulatory, economic or otherwise, that would hinder, reduce the profitability of, or limit our ability to operate our small consumer installment loan business on the terms currently conducted

would have a direct and adverse impact on our business, profitability, and perhaps even our viability. Our current lack of product and business diversification could inhibit our opportunities for growth, reduce our revenues and profits, and make us more susceptible to earnings fluctuations than many other financial institutions whose operations are more diversified.

A reduction in demand for our products and a failure by us to adapt to such reduction could adversely affect our business and results of operations.

The demand for the products we offer may be reduced due to a variety of factors, such as demographic patterns, changes in customer preferences or financial condition, regulatory restrictions that decrease customer access to particular products, or the availability of competing products, including through alternative or competing marketing channels. For example, we are highly dependent upon selecting and maintaining attractive branch locations. These locations are subject to local market conditions, including the employment available in the area, housing costs, traffic patterns, crime, and other demographic influences, any of which may quickly change, thereby negatively impacting demand for our products in the area. Should we fail to adapt to significant changes in our customers' demand for, or access to, our products, our revenues could decrease significantly and our operations could be harmed. Even if we do make changes to existing products or introduce new products and channels to fulfill customer demand, customers may resist or may reject such products. Moreover, the effect of any product change on the results of our business may not be fully ascertainable until the change has been in effect for some time, and by that time it may be too late to make further modifications to such product without causing further harm to our business, results of operations, and financial condition.

Our policies and procedures for underwriting, processing, and servicing loans are subject to potential failure or circumvention, which may adversely affect our results of operations.

We rely on certain inputs and verifications in the underwriting process to be performed by individual personnel at the branch level or a centralized location. If the training or supervision of our personnel fails to be effective, or if we are unable to attract and retain qualified employees, it is possible that our underwriting criteria would be improperly applied to a greater percentage of such applications. If such improper applications were to increase, delinquency and losses on our loan portfolio could increase and could increase significantly. In addition, we rely on certain third-party service providers in connection with loan underwriting and origination. Any error or failure by a third-party service provider in providing loan underwriting and origination services may cause us to originate loans to borrowers that do not meet our underwriting standards.

In addition, in deciding whether to extend credit or enter into other transactions with customers and counterparties, we rely heavily on information provided by customers, counterparties, and other third parties, including credit bureaus and data aggregators, the inaccuracy or incompleteness of which may adversely affect our results of operations. We further rely on representations of customers and counterparties as to the accuracy and completeness of that information. If a significant percentage of our customers were to intentionally or negligently misrepresent any of this information, or provide incomplete information, and our internal processes were to fail to detect such misrepresentations in a timely manner, or any or all of the other components of the underwriting process described above were to fail, it could result in our approval of a loan that, based on our underwriting criteria, we would not have otherwise made. As a result, our results of operations and financial condition could be negatively impacted.

We operate in a highly competitive market, and we cannot ensure that the competitive pressures we face will not have a material adverse effect on our results of operations, financial condition and liquidity.

The consumer lending industry is highly competitive. We compete with other consumer finance companies as well as other types of financial institutions that offer similar consumer financial products and services. Some of these competitors may have greater financial, technical, and marketing resources than we possess. Some competitors may also have a lower cost of funds and access to funding sources that may not be available to us. While banks and credit card companies have decreased their lending to non-prime customers in recent years, there is no assurance that such lenders will not resume those lending activities. Further, because of increased regulatory pressure on payday lenders, many of those lenders are starting to make more traditional installment consumer loans in order to reduce regulatory scrutiny of their practices, which could increase competition in markets in which we operate. We cannot be sure that the competitive pressures we face will not have a material adverse effect on our results of operations, financial condition, and liquidity.

We depend on secure information technology, and an attack on or a breach of those systems or those of third-party vendors could result in significant losses, unauthorized disclosure of confidential customer information, and reputational damage, which could materially adversely affect our business, financial condition and/or results of operations, and could lead to significant financial and legal exposure and reputational harm.

Our operations rely heavily on the secure collection, processing, storage, and transmission of personal, confidential, and other information about us, our customers and third parties with which we do business. We process a significant number of customer transactions on a continuous basis through our computer systems and networks and are subject to increasingly more risk related to security systems as we enhance our mobile payment technologies and otherwise attempt to keep pace with rapid technological changes in the financial services industry.

While we commit resources to the design, implementation, maintenance, testing, and monitoring of our networks and systems and training of our employees, we may be required to expend significant additional resources in the future to modify and enhance our security controls in response to new or more sophisticated threats, new regulations related to cybersecurity and other developments. Additionally, there is no guarantee that our security controls can provide absolute security or that our cybersecurity risk management program will be fully implemented, complied with or effective in preventing or mitigating future cybersecurity risks or successfully protect the confidentiality, integrity, and availability of our critical systems and information.

Despite the measures we implement to protect our systems and data, we may not be able to anticipate, identify, prevent or detect cyber-attacks, ransomware, computer viruses or other security breaches, particularly because the techniques used by attackers change frequently and often are not immediately detected, and because cyber-attacks can originate from a wide variety of sources, including third parties who are or may be involved in organized crime or linked to terrorist organizations or hostile foreign governments. Such third parties may seek to gain unauthorized access to our systems directly, by fraudulently inducing employees, customers, or other users of our systems, or by using equipment or security passwords belonging to employees, customers, third-party service providers, or other users of our systems. Or, they may seek to disrupt or disable our services through attacks such as denial-of-service attacks and ransomware attacks. In addition, while we have a third-party risk management process for service providers, suppliers, and vendors, we cannot guarantee that their security controls and other protective measures will be successful in preventing an attack on their systems, which could negatively impact our operations or data. We may be unable to identify, or may be significantly delayed in identifying, cyber-attacks and incidents due to the increasing use of techniques and tools that are designed to circumvent controls, to avoid detection, and to remove or obfuscate forensic artifacts. As a result, our computer systems, software and networks, as well as those of third-party vendors we utilize, may be vulnerable to unauthorized access, computer viruses, malicious attacks and other events that could have a security impact beyond our control. Our staff, technologies, systems, networks, and those of third-parties we utilize also may become the target of cyber-attacks, unauthorized access, malicious code, computer viruses, denial of service attacks, ransomware, and physical attacks that could result in information security breaches, the unauthorized release, gathering, monitoring, misuse, loss or destruction of our or our customers' confidential, proprietary and other information, or otherwise disrupt our or our vendors' operations. We also routinely transmit and receive personal, confidential and proprietary information through third parties, which may be vulnerable to interception, misuse, or mishandling.

If one or more of such events occur, personal, confidential, and other information processed and stored in, and transmitted through our computer systems and networks, or those of third-party vendors, could be compromised or could cause interruptions or malfunctions in our operations that could result in significant losses, loss of confidence and business from customers, customer dissatisfaction, significant litigation, regulatory exposures, and harm to our reputation and brand.

In the event personal, confidential, or other information is threatened, intercepted, misused, mishandled, or compromised, we may be required to expend significant additional resources to modify our protective measures, to investigate the circumstances surrounding the event, and implement mitigation and remediation measures. We also may be subject to fines, penalties, litigation (including securities fraud class action lawsuits), regulatory investigation costs and settlements and financial losses that are either not insured against or not fully covered through any insurance maintained by us. If one or more of such events occur, our business, financial condition and/or results of operations could be significantly and adversely affected.

Any interruption of our information systems could adversely affect us.

Our business and reputation may be materially impacted by information system failures or network disruptions. We rely heavily on communications and information systems to conduct our business. Each branch is part of an information network that is designed to permit us to maintain adequate cash inventory, reconcile cash balances on a daily basis, and report revenues and expenses to our headquarters. Any failure or interruption of these systems, including any failure of our back-up systems, network outages, slow performance, breaches, unauthorized access, misuse, computer viruses, or other failures or disruptions could result in disruption to our business or the loss or theft of confidential information, including customer information. A disruption could impair our ability to offer and process our loans, provide customer service, perform collections or other necessary business activities, which could result in a loss of customer confidence or business, subject us to additional regulatory scrutiny or negative publicity, or expose us to civil litigation and possible financial liability, or otherwise materially adversely affect our financial condition and operating results. Furthermore, we may not be able to immediately detect any such breach.

which may increase the losses that we would suffer. In addition, our existing insurance policies may not reimburse us for all of the damages that we might incur as a result of a breach or other information system failure or network disruption.

We may not be able to make technological improvements as quickly as some of our competitors, which could harm our ability to compete with our competitors and adversely affect our results of operations, financial condition, and liquidity.

The financial services industry is undergoing rapid technological changes, with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial and lending institutions to better serve customers and reduce costs. Our future success and, in particular, the success of our centralized operations, will depend, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience, as well as to create additional efficiencies in our operations. We may not be able to effectively implement new technology-driven products and services as quickly as some of our competitors or be successful in marketing these products and services to our existing and new customers. Failure to successfully keep pace with technological change affecting the financial services industry could harm our ability to compete with our competitors and adversely affect our results of operations, financial condition, and liquidity.

We are subject to data privacy laws, which may significantly increase our compliance and technology costs resulting in a material adverse effect on our results of operations and financial condition.

We are subject to various federal and state privacy, data protection, and information security laws and regulations, including requirements concerning security breach notification. Various federal and state regulatory agencies require us to notify customers in the event of a security breach. Moreover, federal and state legislators are increasingly considering and implementing new guidance, laws, and regulations. Compliance with current or future privacy, data protection and information security laws affecting customer or employee data to which we are subject could result in higher compliance and technology costs and could materially and adversely affect our profitability. Our failure to comply with privacy, data protection and information security laws may require us to change our business practices or operational structure, and could subject us to potentially significant regulatory and/or governmental investigations and/or actions, litigation, fines, sanctions, and damage to our reputation.

We are also subject to the risk of theft or misuse of physical customer and employee records at our facilities.

Our branch offices and centralized headquarters have physical and electronic customer records necessary for day-to-day operations that contain extensive confidential information about our customers. We also retain physical records in various storage locations. The loss or theft of customer information and data from our branch offices, headquarters, or other storage locations could subject us to additional regulatory scrutiny and penalties and could expose us to civil litigation and possible financial liability, which could have a material adverse effect on our results of operations, financial condition and liquidity. In addition, if we cannot locate original documents (or copies, in some cases) for certain loans receivables, we may not be able to collect on those loans receivables.

Our off-site data centers and centralized IT functions are susceptible to disruption by catastrophic events, which could have a material adverse effect on our business, results of operations, and financial condition.

Our information systems, and administrative and management processes could be disrupted if a catastrophic event, such as severe weather, natural disaster, power outage, act of war or terror or similar event, destroyed or severely damaged our infrastructure. Any such catastrophic event or other unexpected disruption of our headquarters' functions or off-site data centers could have a material adverse effect on our business, results of operations, and financial condition.

A small number of our shareholders have the ability to significantly influence matters requiring shareholder approval and such shareholders may have interests which conflict with the interests of our other security holders.

As of March 31, 2024, based on filings made with the SEC and other information made available to us, Prescott General Partners, LLC and its affiliates beneficially owned approximately 46.0% of our common stock. As a result, these shareholders are able to significantly influence matters presented to shareholders, including the election and removal of directors, the approval of significant corporate transactions, such as any reclassification, reorganization, merger, consolidation or sale of all or substantially all of our assets, and the control of our management and affairs, including executive compensation arrangements. Their interests may conflict with the interests of our other security holders.

Initiating and processing potential acquisitions may be unsuccessful or difficult, leading to losses and increased delinquencies, which could have a material adverse effect on our results of operations.

We have previously acquired, and in the future may acquire, assets or businesses, including large portfolios of loans receivables, either through the direct purchase of such assets or the purchase of the equity of a company with such a portfolio. Since we will not have originated or serviced the loans we acquire, we may not be aware of legal or other deficiencies related to origination or servicing, and our due diligence efforts of the acquisition prior to purchase may not uncover those deficiencies. Further, we may have limited recourse against the seller of the portfolio.

In pursuing these transactions, we may experience, among other things:

- overvaluing potential targets;
- difficulties in integrating any acquired companies or branches into our existing business, including integration of account data into our information systems;
- inability to realize the benefits we anticipate in a timely fashion, or at all;
- unexpected losses due to the acquisition of loan portfolios with loans originated using less stringent underwriting criteria;
- significant costs, charges, or write-downs; or
- unforeseen operating difficulties that require significant financial and managerial resources that would otherwise be available for the ongoing development and expansion of our existing operations.

Risks Related to our Indebtedness

We depend to a substantial extent on borrowings under our revolving credit agreement to fund our liquidity needs.

Our revolving credit agreement allows us to borrow up to \$580.0 million, with an accordion feature permitting the maximum aggregate commitments to increase to \$730.0 million provided that certain conditions are met. The maturity date of the revolving credit agreement is June 7, 2026. Pursuant to the terms of our revolving credit agreement, we are required to comply with a number of covenants and conditions, including a minimum borrowing base calculation. If our existing sources of liquidity become insufficient to satisfy our financial needs or our access to these sources becomes unexpectedly restricted, we may need to try to raise additional capital in the future. If such an event were to occur, we can give no assurance that such alternate sources of liquidity would be available to us at all or on favorable terms. Additional information regarding our liquidity risk is included in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources."

Our current debt and any additional debt we may incur in the future could negatively impact our business, prevent us from satisfying our debt obligations and adversely affect our financial condition.

We may incur a substantial amount of debt in the future. As of March 31, 2024, the Company's debt outstanding was \$496.0 million, net of \$2.4 million unamortized debt issuance costs related to the unsecured senior notes payable, and a total debt-to-equity ratio of approximately 1.2 to 1.0. The amount of debt we may incur in the future could have important consequences, including the following:

- our ability to obtain additional financing for working capital, debt refinancing, share repurchases or other purposes could be impaired;
- a substantial portion of our cash flows from operations will be dedicated to paying principal and interest on our debt, reducing funds available for other purposes;
- we may be vulnerable to interest rate increases, as borrowings under our revolving credit agreement bear interest at variable rates, as may any future debt that we incur;
- we may be at a competitive disadvantage to competitors that are not as highly leveraged;
- we could be more vulnerable to adverse developments in our industry or in general economic conditions;
- we may be restricted from taking advantage of business opportunities or making strategic acquisitions;
- we may be limited in our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- we may have difficulty satisfying our obligations under the debt if accelerated upon the occurrence of an event of default; and
- we may be more vulnerable to periods of negative or slow growth in the general economy or in our business.

In addition, meeting our anticipated liquidity requirements is contingent upon our continued compliance with our revolving credit agreement. An acceleration of our debt would have a material adverse effect on our liquidity and our ability to continue as a going concern. If our debt obligations increase, whether due to the increased cost of existing indebtedness or the incurrence of additional indebtedness, the consequences described above could be magnified.

Although the terms of our revolving credit agreement contain restrictions on our ability to incur additional debt, as well as any future debt that we incur, these restrictions are subject, or likely to be subject, in the case of any future debt, to exceptions that could permit us to incur a substantial amount of additional debt. In addition, our existing and future debt agreements will not prevent us from incurring certain liabilities that do not constitute indebtedness as defined for purposes of those debt agreements. If new debt or other liabilities are added to our current debt levels, the risks associated with our having substantial debt could intensify. As of March 31, 2024, we had \$355.9 million available for borrowing under our revolving credit agreement, subject to borrowing base limitations and other specified terms and conditions.

We may not be able to generate sufficient cash flows to service our outstanding debt and fund operations and may be forced to take other actions to satisfy our obligations under such debt.

Our ability to make scheduled payments on the principal of, to pay interest on, or to refinance our indebtedness will depend in part on our cash flows from operations, which are subject to regulatory, economic, financial, competitive, and other factors beyond our control. We may not generate a level of cash flows from operations sufficient to permit us to meet our debt service obligations. If we are unable to generate sufficient cash flows from operations to service our debt, we may be required to sell assets, refinance all or a portion of our existing debt, obtain additional financing, or obtain additional equity capital on terms that may be onerous or highly dilutive. There can be no assurance that any refinancing will be possible or that any asset sales or additional financing can be completed on acceptable terms or at all.

The terms of our debt limit how we conduct our business.

Our revolving credit agreement contains covenants that restrict our ability to, among other things:

- incur and guarantee debt;
- pay dividends or make other distributions on or redeem or repurchase our stock;
- make investments or acquisitions;
- create liens on our assets;
- sell assets;
- merge with or into other companies;
- enter into transactions with shareholders and other affiliates; and
- make capital expenditures.

Our revolving credit agreement also imposes requirements that we maintain specified financial measures not in excess of, or not below, specified levels. In particular, our revolving credit agreement requires, among other things, that we maintain (i) at all times a specified minimum consolidated net worth, (ii) as of the end of each fiscal quarter, a minimum ratio of consolidated net income available for fixed charges for the period of four consecutive fiscal quarters most recently ended to consolidated fixed charges for that period of not less than a specified minimum, (iii) at all times a specified maximum ratio of total debt on a consolidated basis to consolidated adjusted net worth and (iv) at all times a specified maximum collateral performance indicator. These covenants limit the manner in which we can conduct our business and could prevent us from engaging in favorable business activities or financing future operations and capital needs and impair our ability to successfully execute our strategy and operate our business.

The indenture governing our 7.0% senior notes due 2026 (the "Notes") contains certain covenants that, among other things, limit the Company's ability and the ability of its restricted subsidiaries to (i) incur additional indebtedness or issue certain disqualified stock and preferred stock; (ii) pay dividends or distributions or redeem or purchase capital stock; (iii) prepay subordinated debt or make certain investments; (iv) transfer and sell assets; (v) create or permit to exist liens; (vi) enter into agreements that restrict dividends, loans and other distributions from their subsidiaries; (vii) engage in a merger, consolidation or sell, transfer or otherwise dispose of all or substantially all of their assets; and (viii) engage in transactions with affiliates. However, these covenants are subject to a number of important detailed qualifications and exceptions.

A breach of any of the covenants in our revolving credit agreement would result in an event of default thereunder. Any event of default would permit the creditors to accelerate the related debt, which could also result in the acceleration of any other or future debt containing a cross-acceleration or cross-default provision. In addition, an event of default under our revolving credit agreement would permit the lenders thereunder to terminate all commitments to extend further credit under the revolving credit agreement. Furthermore, if we were unable to repay the amounts due and payable under the revolving credit agreement or any other secured debt we may incur, the lenders thereunder could cause the collateral agent to proceed against the collateral securing that debt. In the event our creditors accelerate the repayment of our debt, there can be no assurance that we would have sufficient assets to repay that debt, and our financial condition, liquidity and results of operations would suffer. A breach of our

covenants under the Notes would have similar consequences. Additional information regarding our revolving credit facility and Notes is included in Part II, Item 7 "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources."

The conditions of the U.S. and international capital markets may adversely affect lenders with which we have relationships, causing us to incur additional costs and reducing our sources of liquidity, which may adversely affect our financial position, liquidity and results of operations.

Turbulence in the global or domestic capital markets or other macro-economic factors can result in disruptions in the financial sector, including bank failures, and can affect lenders with which we have relationships, including members of the syndicate of banks that are lenders under our revolving credit agreement. Disruptions in the financial sector may increase our exposure to credit risk and adversely affect the ability of lenders to perform under the terms of their lending arrangements with us. Failure by our lenders to perform under the terms of our lending arrangements could cause us to incur additional costs that may adversely affect our liquidity, financial condition, and results of operations. There can be no assurance that future disruptions in the financial sector will not occur that could have adverse effects on our business. Additional information regarding our liquidity and related risks is included in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources."

Risks Related to Legal Proceedings and Regulation

Federal legislative or regulatory proposals, initiatives, actions, or changes that are adverse to our operations or result in adverse regulatory proceedings, or our failure to comply with existing or future federal laws and regulations, could force us to modify, suspend, or cease part or all of our nationwide operations.

We are subject to numerous federal laws and regulations that affect our lending operations. From time to time, we may become involved in formal and informal reviews, investigations, examinations, proceedings, and information-gathering requests by federal and state government and self-regulatory agencies. Should we become subject to such an investigation, examination, or proceeding, the matter could result in material adverse consequences to us, including, but not limited to, increased compliance costs, adverse judgments, significant settlements, fines, penalties, injunction, or other actions.

The laws and regulations directly affecting our lending activities have been under review and subject to change in recent years as a result of various developments and changes in economic conditions, the make-up of the executive and legislative branches of government, and the political and media focus on issues of consumer and borrower protection. Any changes in such laws and regulations could force us to modify, suspend, or cease part or, in the worst case, all of our existing operations. It is also possible that the scope of federal regulations could change or expand in such a way as to preempt what has traditionally been state law regulation of our business activities. See Part I, Item 1, "Description of Business-Government Regulation" for more information regarding legislation we are subject to and related risks.

The Company is under the supervisory authority of the CFPB. Regulations issued by the CFPB or examinations by the CFPB could adversely impact earnings due to, among other things, increased compliance costs or costs due to noncompliance.

In July 2010 the Dodd-Frank Act was enacted. The Dodd-Frank Act restructured and enhanced the regulation and supervision of the financial services industry and created the CFPB, an agency with sweeping regulatory and enforcement authority over consumer financial transactions. The CFPB's rulemaking and enforcement authority extends to certain non-depository institutions, including us. The CFPB is specifically authorized, among other things, to take actions to prevent companies providing consumer financial products or services and their service providers from engaging in unfair, deceptive or abusive acts or practices in connection with consumer financial products and services, and to issue rules requiring enhanced disclosures for consumer financial products or services. The CFPB also has authority to interpret, enforce, and issue regulations implementing enumerated consumer laws, including certain laws that apply to our business. Further, the CFPB has authority to designate non-depository "larger participants" in certain markets for consumer financial services and products for purposes of the CFPB's supervisory authority under the Dodd-Frank Act. Such designated "larger participants" are subject to reporting and on-site compliance examinations by the CFPB, which may result in increased compliance costs and potentially greater enforcement risks based on these supervisory activities. Although the CFPB has not yet developed a "larger participant" rule that directly covers the Company's installment lending business, the Company believes that the implementation of any such rules would likely bring the Company's business under the CFPB's direct supervisory authority. In addition, even in the absence of a "larger participant" rule, the CFPB has the power to order individual nonbank financial institutions to submit to supervision where the CFPB has reasonable cause to determine that the institution is engaged in "conduct that poses risks to consumers" under 12 USC 5514(a)(1)(C). In 2022, the CFPB announced that it has begun using this "dormant authority" to examine nonbank entities and the CFPB is attempting to expand the number of nonbank entities it currently supervises. Specifically, the CFPB previously

notified the Company that it was seeking to establish such supervisory authority over the Company. Since then, the CFPB has issued a public designation order setting forth its determination that the Company has met the legal requirements for supervision (the "Order"). Pursuant to the terms of the Order, the CFPB has supervisory authority over the Company until such time as the Order is terminated. Importantly, while the Order establishes that the CFPB has supervisory authority over the Company, it does not constitute a finding that the Company has engaged in wrongdoing, nor does it require any immediate action on the part of the Company. However, the outcome of such supervision could result in operational changes which could reduce our ability to operate profitably or increase compliance costs. The supervision could also result in additional examinations, litigation, consent orders or administrative proceedings, which could require considerable resources, time, effort and attention from our management, and may result in operational changes, monetary penalties or declines in our stock price.

Although the Dodd-Frank Act prohibits the CFPB from setting interest rates on consumer loans, efforts to create a federal usury cap, applicable to all consumer credit transactions and substantially below rates at which the Company could continue to operate profitably, are still ongoing. Any federal legislative or regulatory action that severely restricts or prohibits the provision of small-loan consumer credit and similar services on terms substantially similar to those we currently provide would, if enacted, have a material adverse impact on our business, prospects, results of operations, and financial condition. Any federal law that would impose a maximum annualized credit rate cap in the range of 36% on our products would, if enacted, almost certainly eliminate our ability to continue our current operations. Given the uncertainty associated with the manner in which various expected provisions of the Dodd-Frank Act have been and are expected to continue to be implemented by the various regulatory agencies and through regulations, the full extent of the impact such requirements will have on our operations remains unclear; however, these regulations have increased and are expected to further increase our cost of doing business and time spent by management on regulatory matters, which may have a material adverse effect on the Company's operations and results.

In 2017, the CFPB issued a final rule under its unfair, deceptive and abusive acts and practices rulemaking authority relating to payday and certain high-cost installment loans (the "Rule"). The Rule curtails repeated unsuccessful attempts to debit consumers' accounts for short-term loans, balloon payment loans, and installment loans that involve a payment authorization and an annual percentage rate over 36% ("payment requirements"). The Rule's ability to repay requirements were rescinded in July 2020. Implementation of the Rule's payment requirements may require changes to the Company's practices and procedures for such loans, which could materially and adversely affect the Company's ability to make such loans, the cost of making such loans, the Company's ability to, or frequency with which it could, refinance any such loans, and the profitability of such loans. Additionally, any further regulatory changes to the Rule could have effects beyond those currently contemplated that could further materially and adversely impact our business and operations.

In addition to the specific matters described above, other aspects of our business may be the subject of future CFPB rulemaking. The enactment of one or more of such regulatory changes, or the exercise of broad regulatory authority by regulators, including but not limited to, the CFPB, having jurisdiction or supervisory authority over the Company's business or discretionary consumer financial transactions, generically, could materially and adversely affect our business, results of operations and prospects. See Part I, Item 1, "Description of Business-Government Regulation" for more information regarding legislation we are subject to and related risks.

Litigation and regulatory actions, including challenges to the arbitration clauses in our customer agreements, could subject us to significant class actions, fines, penalties, judgments and requirements resulting in increased expenses and potential material adverse effects on our business, results of operations and financial condition.

In the normal course of business, from time to time, we have been involved in various legal actions, including arbitration, class actions and other litigation, arising in connection with our business activities. All such legal proceedings are inherently unpredictable and, regardless of the merits of the claims, litigation is often expensive, time consuming, disruptive to our operations and resources, and distracting to management. If resolved against us, such legal proceedings could result in excessive verdicts and judgments, injunctive relief, equitable relief, and other adverse consequences that may affect our financial condition and how we operate our business. Similarly, if we settle such legal proceedings, it may affect our financial condition and how we operate our business. Future court decisions, alternative dispute resolution awards, business expansion or legislative activity may increase our exposure to litigation and regulatory investigations. In some cases, substantial non-economic remedies or punitive damages may be sought.

Although we maintain liability insurance coverage, there can be no assurance that such coverage will cover any particular verdict, judgment, or settlement that may be entered against us, that such coverage will prove to be adequate, or that such coverage will continue to remain available on acceptable terms, if at all. If in any legal proceeding we incur liability or defense costs that exceed our insurance coverage or that are not within the scope of our insurance coverage, it could have a material adverse effect on our business, financial condition, and results of operations.

Certain legal actions include claims for substantial compensatory and punitive damages, or claims for indeterminate amounts of damages. While the arbitration provisions in our customer agreements historically have limited our exposure to consumer class action litigation, there can be no assurance that we will be successful in enforcing our arbitration clause in the future. There may also be legislative, administrative or regulatory efforts to directly or indirectly prohibit the use of pre-dispute arbitration clauses, or we may be compelled as a result of competitive pressure or reputational concerns to voluntarily eliminate pre-dispute arbitration clauses.

Additionally, if we are subject to regulatory actions or other litigation, we may not be able to maintain all requisite licenses and permits or obtain additional licenses and permits necessary for future business operations, and the failure to satisfy those or other regulatory requirements could have a material adverse effect on our business, financial condition, and results of operations. Material changes in laws or regulations applicable to us could also subject us to additional licensing, registration and other regulatory requirements in the future or could adversely affect our business, financial condition, and results of operations.

Unfavorable state legislation, executive orders, or regulatory actions, adverse outcomes in litigation or regulatory proceedings or failure to comply with existing laws and regulations could force us to cease, suspend or modify our operations in a state, potentially resulting in a material adverse effect on our business, results of operations and financial condition.

In addition to federal laws and regulations, we are subject to numerous state laws and regulations that affect our lending activities. Many of these regulations impose detailed and complex constraints on the terms of our loans, lending forms and operations. Failure to comply with applicable laws and regulations could subject us to regulatory enforcement action that could result in the assessment against us of civil, monetary, or other penalties, including the suspension or revocation of our licenses to lend in one or more jurisdictions.

As discussed elsewhere in this report, the Company's operations are subject to extensive state and federal laws and regulations, and changes in those laws or regulations or their application could have a material adverse effect on the Company's business, results of operations, prospects, or ability to continue operations in the jurisdictions affected by these changes. See Part I, Item 1, "Description of Business-Government Regulation" for more information regarding this legislation and related risks.

Passage of adverse legislation, such as rate caps on financial lending products or similar initiatives, in any of the states in which we operate could have a material adverse effect on the Company's business, results of operations, prospects, or ability to continue operations in the jurisdictions affected by such changes. We can give no assurance that the laws and regulations that govern our business, or the interpretation or administration of those laws and regulations, will remain unchanged or that any such future changes will not materially and adversely affect or in the worst case, eliminate the Company's lending practices, operations, profitability, or prospects.

In addition, any adverse change in existing laws or regulations, or any adverse interpretation or litigation relating to existing laws and regulations in any state in which we operate, could subject us to liability for prior operating activities or could lower or eliminate the profitability of our operations going forward by, among other things, reducing the amount of interest and fees we can charge in connection with our loans. If these or other factors lead us to close our branches in a state, then in addition to the loss of net revenues attributable to that closing, we would also incur closing costs such as lease cancellation payments and we would have to write off assets that we could no longer use. If we were to suspend rather than permanently cease our operations in a state, we may also have continuing costs associated with maintaining our branches and our employees in that state, with little or no revenues to offset those costs.

Changes in local laws and regulations or interpretations of local laws and regulations could negatively impact our business, results of operations, and financial condition.

In addition to state and federal laws and regulations, our business is subject to various local laws and regulations, such as local zoning regulations. Local zoning boards and other local governing bodies have been increasingly restricting the permitted locations of consumer finance companies. Any future actions taken to require special use permits for or impose other restrictions on our ability to provide products could adversely affect our ability to expand our operations or force us to attempt to relocate existing branches. If we were forced to relocate any of our branches, in addition to the costs associated with the relocation, we may be required to hire new employees in the new areas, which may adversely impact the operations of those branches. Relocation of an existing branch may also hinder our collection abilities, as our business model relies in part on the locations of our branches being close to where our customers live in order to successfully collect on outstanding loans.

Changes in laws or regulations may have a material adverse effect on all aspects of our business in a particular state and on our overall business, financial condition, and results of operations, including our ability to generate new loans and the manner in which existing loans are serviced and collected.

Defaults by, or force majeure events involving, our third-party vendors and service providers could adversely impact our business.

We rely upon third parties for the performance of certain functions within our operations. If the third-party contracts were breached or disrupted by events of force majeure, we may be unable to service the needs of our customers or replace the third party with an alternative provider in a timely manner. Such failure could have a material adverse impact on our business, results of operations, and financial condition. Further, federal and state regulators have been scrutinizing the practices of lead aggregators and providers recently. If regulators place restrictions on certain practices by lead aggregators or providers, our ability to use them as a source for applicants could be affected.

Employee misconduct or misconduct by third parties acting on our behalf could harm us by subjecting us to monetary loss, significant legal liability, regulatory scrutiny, and reputational harm.

There is a risk that our employees or third-party contractors could engage in misconduct that adversely affects our business. Due to the general decentralized nature in which the loan application process occurs, employee misconduct or error in the application or closing process could also result in the origination of loans that do not satisfy our underwriting standards, which could in turn have a material adverse effect on our results of operations and financial condition. Additionally, for example, if an employee or a third-party contractor were to engage in, or be accused of engaging in, illegal or suspicious activities including fraud or theft, we could suffer direct losses from the activity. Additionally, we could be subject to regulatory sanctions and suffer serious harm to our reputation, financial condition, customer relationships and ability to attract future customers. Employee or third-party misconduct could prompt regulators to allege or to determine based upon such misconduct that we have not established adequate supervisory systems and procedures to inform employees of applicable rules or to detect violations of such rules. Our branches have experienced employee fraud from time to time, and it is not always possible to deter employee or third-party misconduct. The precautions that we take to detect and prevent misconduct may not be effective in all cases. Misconduct by our employees or third-party contractors, or even unsubstantiated allegations of misconduct, could result in a material adverse effect on our reputation and our business.

We sell loan accounts that are charged-off, which may result in increased regulator scrutiny, potential reputational damage and financial loss.

As part of our business, from time to time, we may sell loans that are charged off. If we do not appropriately assess a debt buyer's collection practices for compliance with laws and regulations, there is risk potential. Failure to appropriately select and manage debt buyers can lead to additional regulatory scrutiny, penalties and potentially limit our collection practices on certain debts. In addition, if we do not maintain and provide sufficient documentation of the loans sold, debt buyers may pursue collection without complete and accurate information, subjecting us to potential fines by regulators as well as repurchase risk from debt buyers.

General Risk Factors

Our risk management efforts may not be effective.

We could incur substantial losses and our business operations could be disrupted if we are unable to effectively identify, manage, monitor, and mitigate financial risks, such as credit risk, interest rate risk, prepayment risk, liquidity risk, and other market-related risks, as well as regulatory and operational risks related to our business, assets, and liabilities. Our risk management policies, procedures, and techniques may not be sufficient to identify all of the risks we are exposed to, mitigate the risks we have identified, or identify additional risks to which we may become subject in the future.

We may experience significant turnover in our senior management, and our business may be adversely affected by the transitions in our senior management team.

Executive leadership transitions can be inherently difficult to manage and may cause disruption to our business. In addition, management transition inherently causes some loss of institutional knowledge, which can negatively affect strategy and execution, and our results of operations and financial condition could be negatively impacted as a result. The loss of services of one or more other members of senior management, or the inability to attract qualified permanent replacements, could have a

material adverse effect on our business. If we fail to successfully attract and appoint permanent replacements with the appropriate expertise, we could experience increased employee turnover and harm to our business, results of operations, cash flow and financial condition. The search for permanent replacements could also result in significant recruiting and relocation costs.

The departure, transition, or replacement of key personnel could significantly impact the results of our operations. If we cannot continue to hire and retain high-quality employees, our business and financial results may be negatively affected.

Our future success significantly depends on the continued service and performance of our key management personnel. Competition for these employees is intense. Our operating results could be adversely affected by higher employee turnover or increased salary and benefit costs. Like most businesses, our employees are important to our success and we are dependent in part on our ability to retain the services of our key management, operational, compliance, finance, and administrative personnel. We have built our business on a set of core values, and we attempt to hire employees who are committed to these values. We want to hire and retain employees who will fit our culture of compliance and of providing exceptional service to our customers. In order to compete and to continue to grow, we must attract, retain, and motivate employees, including those in executive, senior management, and operational positions. As our employees gain experience and develop their knowledge and skills, they become highly desired by other businesses. Therefore, to retain our employees, we must provide a satisfying work environment and competitive compensation and benefits. If costs to retain our skilled employees increase, then our business and financial results may be negatively affected.

Changes in federal, state and local tax law, interpretations of existing tax law, or adverse determinations by tax authorities, could increase our tax burden or otherwise adversely affect our financial condition or results of operations.

We are subject to taxation at the federal, state and local levels. Furthermore, we are subject to regular review and audit by tax authorities. While we believe our tax positions will be sustained, the final outcome of tax audits and related litigation may differ materially from the tax amounts recorded in our Consolidated Financial Statements, which could adversely impact our cash flows and financial results.

Damage to our reputation could negatively impact our business.

Maintaining a strong reputation is critical to our ability to attract and retain customers, investors, and employees. Harm to our reputation can arise from many sources, including employee misconduct, misconduct by third-party service providers or other vendors, litigation or regulatory actions, failure by us to meet minimum standards of service and quality, inadequate protection of customer information, and compliance failures. Negative publicity regarding our Company (or others engaged in a similar business or similar activities), whether or not accurate, may damage our reputation, which could have a material adverse effect on our business, results of operations, and financial condition.

If we fail to maintain appropriate controls and procedures, we may not be able to accurately report our financial results, which could have a material adverse effect on our operations, financial condition, and the trading price of our common stock.

We are required to maintain disclosure controls and procedures and internal control over financial reporting. Section 404(a) of the Sarbanes Oxley Act requires us to include in our annual reports on Form 10-K an assessment by management of the effectiveness of our internal control over financial reporting. Section 404(b) of the Sarbanes Oxley Act requires us to engage our independent registered public accounting firm to attest to the effectiveness of our internal control over financial reporting. We expect to incur significant expenses and to devote resources to Section 404 compliance on an ongoing basis. It is difficult for us to predict how long it will take or costly it will be to complete the assessment of the effectiveness of our internal control over financial reporting for each year and to remediate any deficiencies in our internal control over financial reporting.

If we identify a material weakness in our controls and procedures, our ability to record, process, summarize, and report financial information accurately and within the time periods specified in the rules and forms of the SEC could be adversely affected. In addition, remediation of a material weakness would require our management to devote significant time and incur significant expense. A material weakness is a deficiency, or a combination of deficiencies, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. If we are unable to maintain effective controls and procedures we could lose investor confidence in the accuracy and completeness of our financial reports, and we may be subject to investigation or sanctions by the SEC. Any such consequence or other negative effect could adversely affect our operations, financial condition, and the trading price of our common stock.

Regular turnover among our managers and other employees at our branches makes it more difficult for us to operate our branches and increases our costs of operations, which could have an adverse effect on our business, results of operations and financial condition.

The annual turnover as of March 31, 2024 among our branch employees was approximately 42.8%. This turnover increases our cost of operations and makes it more difficult to operate our branches. If we are unable to keep our employee turnover rates consistent with historical levels or if unanticipated problems arise from our high employee turnover, our business, results of operations, and financial condition could be adversely affected.

Absence of dividends could reduce our attractiveness to investors.

Since 1989, we have not declared or paid cash dividends on our common stock and may not pay cash dividends in the foreseeable future. As a result, our common stock may be less attractive to certain investors than the stock of dividend-paying companies. Investors may need to rely on sales of their common stock after price appreciation, which may not occur, as the only way to realize future gains on their investment.

Various provisions of our charter documents and applicable laws could delay or prevent a change of control that shareholders may favor.

Provisions of our articles of incorporation, South Carolina law, and the laws in several of the states in which our operating subsidiaries are incorporated could delay or prevent a change of control that the holders of our common stock may favor or may impede the ability of our shareholders to change our management. In particular, our articles of incorporation and South Carolina law, among other things, authorize our Board of Directors to issue preferred stock in one or more series, without shareholder approval, and will require the affirmative vote of holders of two-thirds of our outstanding shares of voting stock, to approve our merger or consolidation with another corporation. Additional information regarding the similar effect of laws in certain states in which we operate is described in Part 1, Item 1, "Description of Business - Government Regulation."

Overall stock market volatility may materially and adversely affect the market price of our common stock.

The Company's common stock price has been and is likely to continue to be subject to significant volatility. Securities markets worldwide experience significant price and volume fluctuations. This market volatility, as well as general economic, market, or political conditions, could reduce the market price of shares of our common stock in spite of our operating performance. Additionally, a variety of factors could cause the price of the common stock to fluctuate, perhaps substantially, including: general market fluctuations resulting from factors not directly related to the Company's operations or the inherent value of its common stock; state or federal legislative or regulatory proposals, initiatives, actions or changes that are, or are perceived to be, adverse to our operations or the broader consumer finance industry in general; announcements of developments related to our business; fluctuations in our operating results and the provision for credit losses; low trading volume in our common stock; decreased availability of our common stock resulting from stock repurchases and concentrations of ownership by large or institutional investors; general conditions in the financial service industry; disruption to the domestic financial services industry, the domestic or global economy, including inflationary pressures, or the domestic or global credit or capital markets; changes in financial estimates by securities analysts; our failure to meet the expectations of securities analysts or investors; negative commentary regarding our Company and corresponding short-selling market behavior; adverse developments in our relationships with our customers; investigations or legal proceedings brought against the Company or its officers; or significant changes in our senior management team.

Changes to accounting rules, regulations or interpretations could significantly affect our financial results.

New accounting rules or regulations, changes to existing accounting rules or regulations, and changing interpretations of existing rules and regulations have been issued or occurred and may continue to be issued or occur in the future. Our methodology for valuing our receivables and otherwise accounting for our business is subject to change depending upon the changes in, and interpretation of, accounting rules, regulations, or interpretations. Any such changes to accounting rules, regulations, or interpretations could negatively affect our reported results of operations and could negatively affect our financial condition through increased cost of compliance.

In addition, the FASB may propose changes to financial accounting and reporting standards that govern key aspects of our financial statements, including areas where assumptions or estimates are required. As a result of changes to financial accounting or reporting standards, whether promulgated or required by the FASB or other regulators, we could be required to change certain assumptions or estimates we previously used in preparing our financial statements, which could negatively impact how we record and report our results of operations and financial condition.

If assumptions or estimates we use in preparing our financial statements are incorrect or are required to change, our reported results of operations and financial condition may be adversely affected.

We are required to use certain assumptions and estimates in preparing our financial statements under GAAP, including determining allowances for credit losses, the fair value of financial instruments, asset impairment, reserves related to litigation and other legal matters, the fair value of share-based compensation, valuation of income, and other taxes and regulatory exposures. In addition, significant assumptions and estimates are involved in determining certain disclosures required under GAAP, including those involving the fair value of our financial instruments. If the assumptions or estimates underlying our financial statements are incorrect, the actual amounts realized on transactions and balances subject to those estimates will be different, and this could have a material adverse effect on our results of operations and financial condition.

In addition, the FASB may propose changes to several financial accounting and reporting standards that govern key aspects of our financial statements, including areas where assumptions or estimates are required. As a result of changes to financial accounting or reporting standards, whether promulgated or required by the FASB or other regulators, we could be required to change certain assumptions or estimates we previously used in preparing our financial statements, which could negatively impact how we record and report our results of operations and financial condition.

The future issuance of additional shares of our common stock in connection with potential acquisitions or otherwise will dilute all other shareholders.

Except in certain circumstances, we are not restricted from issuing additional shares of common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, common stock. The market price of shares of our common stock could decline as a result of sales of a large number of shares of common stock in the market or the perception that such sales could occur. We intend to continue to evaluate acquisition opportunities and may issue shares of common stock in connection with these acquisitions. Any shares of common stock issued in connection with acquisitions, the exercise of outstanding stock options, or otherwise would dilute the percentage ownership held by our existing shareholders.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Cybersecurity Risk Management and Strategy

We have developed and implemented a cybersecurity risk management program intended to protect the confidentiality, integrity, and availability of our critical systems and information.

We design and assess our program based on the National Institute of Standards and Technology Cybersecurity Framework (NIST CSF). This does not imply that we meet any particular technical standards, specifications, or requirements, but rather that we use the NIST CSF as a guide to help us identify, assess, and manage cybersecurity risks relevant to our business.

Our cybersecurity risk management program operates within the Company's overall enterprise risk management program and is aligned to the Company's business strategy. It shares common methodologies, reporting channels and governance processes that apply to other areas of our overall enterprise risk, including legal, compliance, strategic, operational, and financial risk.

As part of its responsibility to oversee the management, business, and strategy of the Company, the Company's Board of Directors reviews and approves the Company's risk management framework annually through its Audit and Compliance Committee and oversees the Company's risk management processes by informing itself about the Company's key risks and evaluating whether management has reasonable risk management and control processes in place to address those risks.

Key elements of our cybersecurity risk management program include:

- periodic risk assessments designed to help identify material cybersecurity risks to our critical systems, information, products, services, and our broader enterprise information technology environment;

- a security team principally responsible for managing our cybersecurity risk assessment processes, our security controls, and our response to cybersecurity incidents;
- the use of external service providers, where appropriate, to assess, test or otherwise assist with aspects of our security controls;
- training and awareness programs for team members that include periodic and ongoing assessments to drive adoption and awareness of cybersecurity processes and controls;
- a cybersecurity incident response plan that includes procedures for responding to cybersecurity incidents; and
- a third-party risk management process for service providers, suppliers, and vendors.

We are not aware of any cybersecurity incidents that have materially affected or are reasonably likely to materially affect our Company, including its business strategies, results of operations or financial condition. We face risks from cybersecurity threats that, if realized, may materially affect our business strategy, results of operations or financial condition. Despite our efforts, we cannot provide full assurance that our cybersecurity risk management processes will be fully implemented, complied with or effective in preventing or mitigating future cybersecurity risks. Refer to "Item 1A. Risk Factors" in this annual report on Form 10-K, including "We depend on secure information technology, and an attack on or a breach of those systems or those of third-party vendors could result in significant losses, unauthorized disclosure of confidential customer information, and reputational damage, which could materially adversely affect our business, financial condition and/or results of operations, and could lead to significant financial and legal exposure and reputational harm.", for additional discussion about cybersecurity-related risks.

Cybersecurity Governance

Our Board of Directors and Audit and Compliance Committee oversee the Company's cybersecurity risk management program, which is operated by senior management. Our Board of Directors has delegated the primary responsibility to oversee cybersecurity matters to the Audit and Compliance Committee.

Both the Board of Directors and the Audit and Compliance Committee periodically review the measures we have implemented to identify and mitigate cybersecurity risks.

Our Vice President of Information Security is responsible for overseeing the Company's cybersecurity practices. He joined the Company in 2018 and has over 10 years of information security and cybersecurity experience. He has an undergraduate degree from Clemson University, and has obtained professional security certifications and trainings, including the Certified Information Systems Security Professional certification. In his role as Vice President of Information Security, he meets with the Audit and Compliance Committee and Board of Directors each quarter to discuss the Company's cybersecurity risk management program.

The cybersecurity team is led by the Vice President of Information Security and the Senior Vice President of IT. Our team is comprised of highly skilled analysts, all of whom hold professional certifications and have undergone extensive training to assist in safeguarding our sensitive customer data.

We strive to integrate cybersecurity into our corporate governance, engaging with expert third parties, managing third-party risks, and ensuring that both management and the Board of Directors are actively involved in overseeing and mitigating these risks.

Item 2. Properties

Our headquarters is located in approximately 45,000 square feet of leased space in downtown Greenville, South Carolina. This lease expires on January 31, 2030 and includes two five-year renewal options. We also lease approximately 8,000 square feet of space in Greenville, South Carolina which expires in January 31, 2032.

As of March 31, 2024, we had 1,048 branches, most of which are leased and are classified as operating leases. Our branch leases generally provide for an initial three-to-five-year term with renewal options. Our branches are typically located in shopping centers, malls and the first floors of downtown buildings. Branches have an average size of 1,600 square feet. We own all of the furniture, fixtures and computer terminals located in each of our branches.

Item 3. Legal Proceedings

From time to time, the Company is involved in litigation matters relating to claims arising out of its operations in the normal course of business.

Estimating an amount or range of possible losses resulting from litigation, government actions, and other legal proceedings is inherently difficult and requires an extensive degree of judgment, particularly where the matters involve indeterminate claims for monetary damages, may involve fines, penalties, or damages that are discretionary in amount, involve a large number of claimants or significant discretion by regulatory authorities, represent a change in regulatory policy or interpretation, present novel legal theories, are in the early stages of the proceedings, are subject to appeal or could result in a change in business practices. In addition, because most legal proceedings are resolved over extended periods of time, potential losses are subject to change due to, among other things, new developments, changes in legal strategy, the outcome of intermediate procedural and substantive rulings and other parties' settlement posture and their evaluation of the strength or weakness of their case against us. For these reasons, we are currently unable to predict the ultimate timing or outcome of, or reasonably estimate the possible losses or a range of possible losses resulting from, currently pending claims. Based on information currently available, the Company does not believe that any reasonably possible losses arising from currently pending legal matters will be material to the Company's results of operations or financial conditions. However, in light of the inherent uncertainties involved in such matters, an adverse outcome in one or more of these matters could materially and adversely affect the Company's financial condition, results of operations or cash flows in any particular reporting period.

Item 4. Mine Safety Disclosures

None.

PART II.

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information

Since November 26, 1991, the Company's common stock has traded on NASDAQ and is currently listed on the NASDAQ Global Select Market ("NASDAQ") under the symbol WRLD.

Holders

As of May 17, 2024, there were 23 holders of record of our common stock and a significant number of persons or entities who hold their stock in nominee or "street" names through various brokerage firms.

Dividends

Since April 1989, the Company has not declared or paid any cash dividends on its common stock. Its policy has been to retain earnings for use in its business and selectively use cash to repurchase its common stock on the open market. In addition, the Company's revolving credit agreement and indenture governing the Notes contain certain restrictions on the payment of cash dividends on its capital stock. See Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations-Liquidity and Capital Resources." In the future, the Company's Board of Directors may determine whether to pay cash dividends based on conditions then existing, including the Company's earnings, financial condition, capital requirements and other relevant factors.

Issuer Purchases of Equity Securities

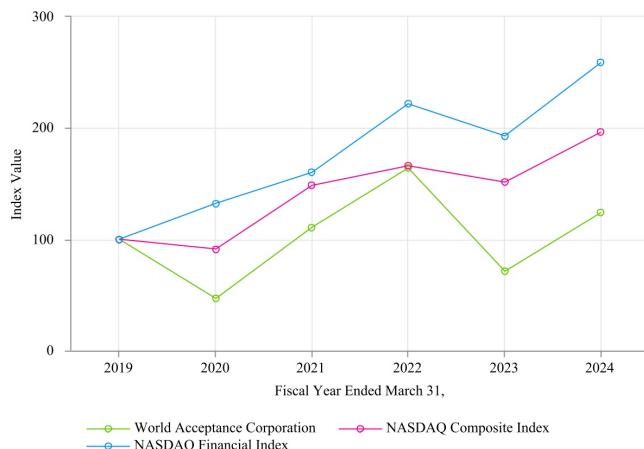
On February 24, 2024, the Board of Directors authorized the Company to repurchase up to \$30.0 million of the Company's outstanding common stock, inclusive of the amount that remained available for repurchase under prior repurchase authorizations. As of March 31, 2024, the Company had \$11.2 million in aggregate remaining repurchase capacity under its current share repurchase program. The timing and actual number of shares repurchased will depend on a variety of factors, including the stock price, corporate and regulatory requirements, available funds, alternative uses of capital, restrictions under the Company's debt agreements, and other market and economic conditions. The Company's stock repurchase program may be suspended or discontinued at any time.

The repurchase authorization does not have a stated expiration date. The following table details purchases of the Company's common stock, if any, made by the Company during the three months ended March 31, 2024:

	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as part of publicly announced plans or programs	(d) Approximate dollar value of shares that may yet be purchased under the plans or programs
January 1 through January 31, 2024	1,383	\$ 129.99	1,383	\$ 2,649,704
February 1 through February 29, 2024	—	—	—	2,649,704
March 1 through March 31, 2024	145,053	129.94	145,053	11,151,669
Total for the quarter	146,436	\$ 129.94	146,436	

Stock Performance Graph

Comparison of Cumulative Total Return Between World Acceptance Corporation, NASDAQ Composite Index and NASDAQ Financial Index



Item 6.

[Reserved]

Item 7.

Management's Discussion and Analysis of Financial Condition and Results of Operations

General

The Company's financial performance continues to be dependent in large part upon the growth in its outstanding loans receivable, the maintenance of loan quality and acceptable levels of operating expenses. Since March 31, 2020, gross loans receivable have increased at a 1.36% annual compounded rate from \$1.21 billion to \$1.28 billion at March 31, 2024. We believe we were able to improve our gross loans receivable growth rates through acquisitions, improved marketing processes, and analytics. The Company plans to enter into new markets through opening new branches and acquisitions as opportunities arise.

The Company offers an income tax return preparation and electronic filing program in all but a few of its branches. The Company prepared approximately 83,000, 75,000, and 80,000 returns in each of the fiscal years 2024, 2023, and 2022, respectively. Revenues from the Company's tax preparation business in fiscal 2024 amounted to approximately \$29.5 million, a 23.1% increase over the \$24.0 million earned during fiscal 2023.

The following table sets forth certain information derived from the Company's Consolidated Statements of Operations and Balance Sheets, as well as operating data and ratios, for the periods indicated:

	Years Ended March 31,		
	2024	2023	2022
		(Dollars in thousands)	
Gross loans receivable	\$ 1,277,149	\$ 1,390,016	\$ 1,522,789
Average gross loans receivable ⁽¹⁾	\$ 1,378,329	\$ 1,555,655	\$ 1,377,740
Net loans receivable ⁽²⁾	\$ 950,403	\$ 1,013,341	\$ 1,119,758
Average net loans receivable ⁽³⁾	\$ 1,012,544	\$ 1,133,051	\$ 1,014,984
Expenses as a percentage of total revenue:			
Provision for credit losses	27.4 %	42.1 %	31.8 %
General and administrative	46.9 %	45.3 %	51.3 %
Interest expense	8.4 %	8.2 %	5.7 %
Operating income as a % of total revenue ⁽⁴⁾	25.8 %	12.6 %	16.9 %
Loan volume ⁽⁵⁾	2,758,260	3,078,672	3,267,860
Net charge-offs as percent of average net loans receivable	17.7 %	23.7 %	14.2 %
Return on average assets (trailing 12 months)	7.0 %	1.7 %	4.8 %
Return on average equity (trailing 12 months)	19.1 %	5.8 %	13.4 %
Branches opened or acquired (merged or closed), net	(25)	(94)	(38)
Branches open (at period end)	1,048	1,073	1,167

⁽¹⁾ Average gross loans receivable have been determined by averaging month-end gross loans receivable over the indicated period, excluding tax advances.

⁽²⁾ Net loans receivable is defined as gross loans receivable less unearned interest and deferred fees.

⁽³⁾ Average net loans receivable have been determined by averaging month-end gross loans receivable less unearned interest and deferred fees over the indicated period, excluding tax advances.

⁽⁴⁾ Operating income is computed as total revenue less provision for credit losses and general and administrative expenses.

⁽⁵⁾ Loan volume includes all loan balances originated by the Company. It does not include loans purchased through acquisitions.

Comparison of Fiscal 2024 Versus Fiscal 2023

Net income for fiscal 2024 was \$77.3 million, a 264.3% increase from the \$21.2 million earned during fiscal 2023. The increase in net income was primarily due to a \$102.5 million decrease in the provision for credit losses partially offset by a \$43.3 million decrease in revenue.

Operating income (revenues less provision for credit losses and general and administrative expenses) during fiscal 2024 increased \$70.0 million.

Total revenues decreased \$43.33 million, or 7.0%, to \$573.21 million in fiscal 2024, from \$616.55 million in fiscal 2023. At March 31, 2024, the Company had 1,048 branches in operation, a decrease of 25 branches from March 31, 2023.

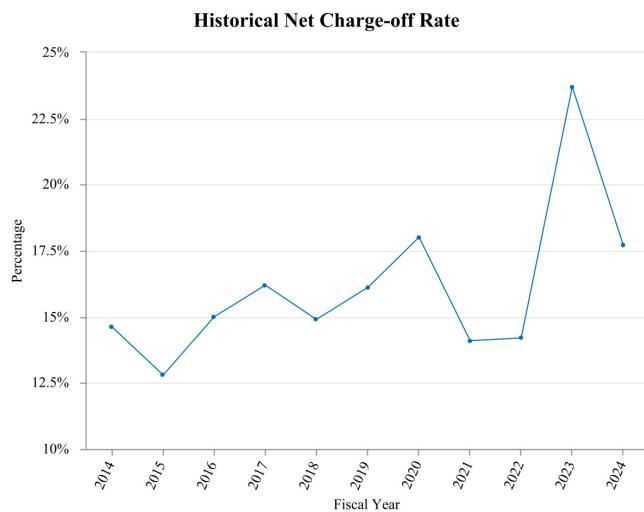
Interest and fee income during fiscal 2024 decreased by \$39.8 million, or 7.8%, from fiscal 2023. The decrease was primarily due to a decrease in average net loans receivable, which decreased 10.6% during fiscal 2024 compared to fiscal 2023. Interest and fee income was also impacted by a shift away from larger, lower interest rate loans. The large loan portfolio decreased from 58.1% of the overall portfolio as of March 31, 2023, to 55.8% as of March 31, 2024.

Insurance revenue and other income decreased by \$3.5 million, or 3.3%, from fiscal 2023 to fiscal 2024. See Note 7 to the Consolidated Financial Statements for the material components of insurance and other income for the fiscal years ended March 31, 2024, 2023 and 2022.

Insurance revenue decreased by \$7.9 million, or 11.8%, from fiscal 2023 to fiscal 2024 due to a decrease in loan volume in states where we offer our insurance products along with the shift away from larger loans. The sale of insurance products is limited to large loans in several states in which we operate. Other income increased by \$4.4 million, or 10.7%, from fiscal 2023 to fiscal 2024 primarily due to an increase in tax preparation revenue of \$5.5 million, partially offset by a decrease in revenue from the Company's motor club product of \$1.6 million.

The provision for credit losses during fiscal 2024 decreased by \$102.5 million, or 39.5%, from the previous year. This decrease can mostly be attributed to a decrease in charge-off rates during the year. Accounts that were 91 days or more past due represented 3.1% and 3.5% of our loan portfolio on a recent basis at March 31, 2024 and March 31, 2023, respectively.

The Company's year-over-year net charge-off ratio (net charge-offs as a percentage of average net loans receivable) decreased from 23.7% for the year ended March 31, 2023 to 17.7% for the year ended March 31, 2024. The net charge-off rate for the past ten fiscal years averaged 16.3%, with a high of 23.7% (fiscal 2023) and a low of 12.8% (fiscal 2015). The following table presents the Company's net charge-off ratios since 2013.



²⁰¹⁵ In fiscal 2015, the Company's net charge-off rate decreased to 12.8%. The net charge-off rate benefited from a change in branch level incentives during the year, which allowed branch managers to continue collection efforts on accounts that are 91 days or more past due without having their monthly bonus negatively impacted. As expected, the change resulted in an increase in accounts 91 days or more past due and fewer net charge-offs during fiscal 2015. We estimate the net charge-off rate would have been approximately 14.0% for fiscal 2015 excluding the impact of the change.

²⁰²³ In fiscal 2023, the Company's net charge-off rate increased to 23.7%. This increase is primarily attributable to the higher proportion of NBs at the beginning of the current fiscal year. Additionally, NBs originated in the prior fiscal year performed worse than expected as a result of the rapid rise in inflation during Q4 of fiscal 2022.

²⁰²⁴ In fiscal 2024, the Company's net charge-off rate decreased to 17.7%. This decrease is primarily attributable to the Company's continued focus on credit quality and a conservative approach to its lending operations.

General and administrative expenses during fiscal 2024 decreased by \$10.9 million, or 3.9%, over the previous fiscal year. General and administrative expenses, when divided by average open branches, increased 1.6% from fiscal 2023 to fiscal 2024 and, overall, general and administrative expenses as a percent of total revenues increased to 46.9% in fiscal 2024 from 45.3% in fiscal 2023. The change in general and administrative expense is explained in greater detail below.

Personnel expense totaled \$164.5 million for fiscal 2024, a \$13.2 million, or 7.4%, decrease over fiscal 2023. The decrease was largely due to a \$10.7 million decrease in stock compensation expense and a \$2.2 million decrease in bonus expense.

Occupancy and equipment expense totaled \$49.8 million for fiscal 2024, a 2.3 million, or 4.5%, decrease over fiscal 2023. Occupancy and equipment expense is generally a function of the number of branches the Company has open throughout the year. In fiscal 2024, the expense per average open branch increased to \$47.2 thousand, up from \$46.7 thousand in fiscal 2023.

Advertising expense totaled \$9.9 million for fiscal 2024, a \$3.8 million, or 62.9%, increase over fiscal 2023. The increase was primarily due to increased spending in our new customer acquisition programs.

Amortization of intangible assets totaled \$4.2 million for fiscal 2024, a \$0.2 million, or 5.5%, decrease over fiscal 2023, which primarily relates to a corresponding decrease in intangible assets acquired in the current fiscal year compared to the previous fiscal year.

Other expense totaled \$40.2 million for fiscal 2024, a \$1.1 million, or 2.8%, increase over fiscal 2023.

Interest expense decreased by \$2.2 million, or 4.4%, during fiscal 2024 when compared to the previous fiscal year as a result of a 21.1% decrease in average debt outstanding, partially offset by an increase in the effective interest rate from 7.1% to 8.6%.

Income tax expense increased \$16.1 million for fiscal 2024 compared to the prior fiscal year. The effective tax rate increased to 22.2% for fiscal 2024 compared to 21.8% for fiscal 2023. The effective tax rate remained substantially unchanged from prior year with the slight increase related to the effects of increased pretax book earnings relative to the effect of permanent items included in the current fiscal year.

Comparison of Fiscal 2023 Versus Fiscal 2022

For a comparison of our results of operations for the years ended March 31, 2023 and March 31, 2022, see Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" of our Annual Report on Form 10-K for the fiscal year ended March 31, 2023 (which was filed with the SEC on June 1, 2023).

Regulatory Matters

CFPB Rulemaking Initiative

On October 5, 2017, the CFPB issued a final rule (the "Rule") imposing limitations on (i) short-term consumer loans, (ii) longer-term consumer installment loans with balloon payments, and (iii) higher-rate consumer installment loans repayable by a payment authorization. The Rule originally required lenders originating short-term loans and longer-term balloon payment loans to evaluate whether each consumer has the ability to repay the loan along with current obligations and expenses ("ability to repay requirements"); however, the ability to repay requirements was rescinded in July 2020. The Rule also curtails repeated unsuccessful attempts to debit consumers' accounts for short-term loans, balloon payment loans, and installment loans that involve a payment authorization and an annual percentage rate over 36% ("payment requirements"). Implementation of the Rule's payment requirements may require changes to the Company's practices and procedures for such loans, which could materially and adversely affect the Company's ability to make such loans, the cost of making such loans, the Company's ability to, or frequency with which it could, refinance any such loans, and the profitability of such loans.

In July 2020, the CFPB rescinded provisions of the Rule governing the ability to repay requirements. The payment requirements were scheduled to take effect in June 2022. However, on October 19, 2022, a three-judge panel of the U.S. Court of Appeals for the Fifth Circuit ruled, in *Community Financial Services Association of America v. Consumer Financial Protection Bureau*, that the funding mechanism for the CFPB violates the appropriations clause of the U.S. Constitution, and as a result, vacated the Rule. On October 3, 2023, the U.S. Supreme Court held oral argument to decide the constitutionality of the CFPB's funding mechanism. On May 16, 2024, the Supreme Court held that the funding mechanism for the CFPB complies with the appropriations clause of the U.S. Constitution, reversing the judgment of the Court of Appeals, and remanding the

cause for further proceedings. To the extent that the Rule is reinstated and takes effect, any regulatory changes could have effects beyond those currently contemplated that could further materially and adversely impact our business and operations. Unless rescinded or otherwise amended, the Company will have to comply with the Rule's payment requirements if it continues to allow consumers to set up future recurring payments online for certain covered loans such that it meets the definition of having a "leveraged payment mechanism" under the Rule. If the payment provisions of the Rule apply, the Company will have to modify its loan payment procedures to comply with the required notices and mandated timeframes set forth in the final rule.

The CFPB also has stated that it expects to conduct separate rulemaking to identify larger participants in the installment lending market for purposes of its supervision program. This initiative was classified as "inactive" on the CFPB's Spring 2018 rulemaking agenda and has remained inactive since, but the CFPB indicated that such action was not a decision on the merits. Though the likelihood and timing of any such rulemaking is uncertain, the Company believes that the implementation of such rules would likely bring the Company's business under the CFPB's supervisory authority which, among other things, would subject the Company to reporting obligations to, and on-site compliance examinations by, the CFPB. In addition, even in the absence of a "larger participant" rule, the CFPB has the power to order individual nonbank financial institutions to submit to supervision where the CFPB has reasonable cause to determine that the institution is engaged in "conduct that poses risks to consumers" under 12 USC 5514(a)(1)(C). In 2022, the CFPB announced that it had begun using this "dormant authority" to examine nonbank entities and the CFPB is attempting to expand the number of nonbank entities it currently supervises. Specifically, the CFPB previously notified the Company that it was seeking to establish such supervisory authority over the Company. Since then, the CFPB issued a public designation order setting forth its determination that the Company has met the legal requirements for supervision (the "Order"). Pursuant to the terms of the Order, the CFPB has supervisory authority over the Company pursuant to section 1024(a)(1)(C) of the Consumer Financial Protection Act of 2010 until such time as the Order is terminated consistent with 12 C.F.R. 1091.113. Importantly, while the Order establishes that the CFPB has supervisory authority over the Company, it does not constitute a finding that the Company has engaged in wrongdoing, nor does it require any immediate action on the part of the Company. However, the outcome of such supervision could result in operational changes which could reduce our ability to operate profitably or increase compliance costs. The supervision could also result in additional examinations, investigations, litigation, consent orders or administrative proceedings, which could require considerable resources, time, effort and attention from our management, and may result in operational changes, monetary penalties or declines in our stock price. See Part I, Item 1, "Description of Business - Government Regulation - Federal legislation," for a further discussion of these matters and the federal regulations to which the Company's operations are subject and Part I, Item 1A, "Risk Factors," for more information regarding these regulatory and related risks.

Quarterly Information and Seasonality

The Company's loan volume and corresponding loans receivable follow seasonal trends. The Company's highest loan demand typically occurs from October through December, its third fiscal quarter. Loan demand has generally been the lowest and loan repayment highest from January to March, its fourth fiscal quarter. Loan volume and average balances typically remain relatively level during the remainder of the year. This seasonal trend affects quarterly operating performance through corresponding fluctuations in interest and fee income and insurance commissions earned and the provision for credit losses recorded, as well as fluctuations in the Company's cash needs. Consequently, operating results for the Company's third fiscal quarter generally are significantly lower than in other quarters and operating results for its fourth fiscal quarter are significantly higher than in other quarters.

The following table sets forth, on a quarterly basis, certain items included in the Company's unaudited Consolidated Financial Statements and shows the number of branches open during fiscal years 2024 and 2023.

	At or for the Three Months Ended							
	Fiscal 2024				Fiscal 2023			
	June 30,	September 30,	December 31,	March 31,	June 30,	September 30,	December 31,	March 31,
(Dollars in thousands)								
Total revenues	\$ 139,324	\$ 136,875	\$ 137,749	\$ 159,265	\$ 157,918	\$ 151,258	\$ 146,533	\$ 160,837
Provision for credit losses	\$ 46,602	\$ 40,463	\$ 40,632	\$ 29,276	\$ 85,822	\$ 68,620	\$ 59,609	\$ 45,412
General and administrative expenses	\$ 68,125	\$ 62,948	\$ 65,909	\$ 71,619	\$ 71,650	\$ 69,694	\$ 64,951	\$ 73,178
Net income (loss)	\$ 9,539	\$ 16,082	\$ 16,665	\$ 35,058	\$ (8,566)	\$ (637)	\$ 5,806	\$ 24,632
Gross loans receivable	\$ 1,397,966	\$ 1,379,514	\$ 1,400,622	\$ 1,277,149	\$ 1,641,798	\$ 1,598,362	\$ 1,553,985	\$ 1,390,016
Number of branches open	1,055	1,053	1,052	1,048	1,146	1,104	1,084	1,073

Critical Accounting Policies

The Company's accounting and reporting policies are in accordance with GAAP and conform to general practices within the finance company industry. The significant accounting policies used in the preparation of the Consolidated Financial Statements are discussed in Note 1 to the Consolidated Financial Statements. Certain critical accounting policies involve significant judgment by the Company's management, including the use of estimates and assumptions which affect the reported amounts of assets, liabilities, revenues, and expenses. As a result, changes in these estimates and assumptions could significantly affect the Company's financial position and results of operations. The Company considers its policies regarding the allowance for credit losses, share-based compensation, and income taxes to be its most critical accounting policies due to the significant degree of management judgment involved.

Allowance for Credit Losses

Accounting policies related to the allowance for credit losses are considered to be critical as these policies involve considerable subjective judgement and estimation by management. In the case of loans, the allowance for credit losses is a contra-asset valuation account, calculated in accordance with ASC 326 that is deducted from the amortized cost basis of loans to present the net amount expected to be collected. The amount of the allowance account represents management's best estimate of current expected credit losses on these financial instruments considering available information, from internal and external sources, relevant to assessing exposure to credit loss over the contractual term of the instrument. Relevant available information includes historical credit loss experience, current conditions, and reasonable and supportable forecasts.

Share-Based Compensation

The Company measures compensation cost for share-based awards at fair value and recognizes compensation over the service period for awards expected to vest. The fair value of restricted stock is based on the number of shares granted and the quoted price of our common stock at the time of grant, and the fair value of stock options is determined using the Black-Scholes valuation model. The Black-Scholes model requires the input of highly subjective assumptions, including expected volatility, risk-free interest rate and expected life, changes to which can materially affect the fair value estimate. Actual results, and future changes in estimates, may differ substantially from our current estimates.

Income Taxes

Management uses certain assumptions and estimates in determining income taxes payable or refundable, deferred income tax liabilities and assets for events recognized differently in its financial statements and income tax returns, and income tax expense. Determining these amounts requires analysis of certain transactions and interpretation of tax laws and regulations. Management exercises considerable judgment in evaluating the amount and timing of recognition of the resulting income tax liabilities and assets. These judgments and estimates are re-evaluated on a periodic basis as regulatory and business factors change.

Pursuant to ASC 740, a deferred tax asset or liability is generally recognized for the estimated future tax effects attributable to temporary differences, net operating losses, and tax credit carryforwards. Deferred tax assets are to be reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Significant judgment is required in assessing the realizability of the Company's deferred tax assets. The Company considers all available evidence, both positive and negative, in assessing the extent to which a valuation allowance should be applied against its deferred tax asset. If, based on its assessment, the Company determines that it is more likely than not (intended to mean a likelihood that is more than 50%) that some portion or all of the deferred tax asset will not be realized, a valuation allowance is established. The ultimate realization of deferred tax assets is dependent upon generation of future taxable income of the appropriate character during the periods in which the temporary differences become deductible. Management considers the timing of the reversal of deferred liabilities, projected future taxable income, tax planning strategies, and the ability to carryback tax attributes in making this assessment.

No assurance can be given that either the tax returns submitted by management or the income tax reported on the Consolidated Financial Statements will not be adjusted by either adverse rulings, changes in the tax code, or assessments made by the IRS or by state or foreign taxing authorities. The Company is subject to potential adverse adjustments including, but not limited to: an increase in the statutory federal or state income tax rates, the permanent non-deductibility of amounts currently considered deductible either now or in future periods, and the dependency on the generation of future taxable income in order to ultimately realize deferred income tax assets.

Under FASB ASC 740, the Company includes the current and deferred tax impact of its tax positions in the financial statements when it is more likely than not (likelihood of greater than 50%) that such positions will be sustained by taxing authorities, with full knowledge of relevant information, based on the technical merits of the tax position. While the Company supports its tax positions by unambiguous tax law, prior experience with the taxing authority, and analysis that considers all relevant facts, circumstances and regulations, management must still rely on assumptions and estimates to determine the overall likelihood of success and proper quantification of a given tax position.

Liquidity and Capital Resources

The Company has financed and continues to finance its operations, acquisitions and branch expansion through a combination of cash flows from operations and borrowings from its institutional lenders. The Company has generally applied its cash flows from operations to fund its loan volume, fund acquisitions, repay long-term indebtedness and repurchase its common stock. As the Company's gross loans receivable increased from \$1.10 billion at March 31, 2021 to \$1.28 billion at March 31, 2024, net cash provided by operating activities for fiscal years 2024, 2023, and 2022 was \$265.8 million, \$291.6 million, and \$272.4 million, respectively.

On September 27, 2021, we issued \$300 million in aggregate principal amount of 7.0% senior notes due 2026. The Notes were sold in a private placement in reliance on Rule 144A and Regulation S under the Securities Act of 1933, as amended. The Notes are unconditionally guaranteed, jointly and severally, on a senior unsecured basis by all of the Company's existing and certain of its future subsidiaries that guarantee the revolving credit facility. Interest on the notes is payable semi-annually in arrears on May 1 and November 1 of each year, commencing May 1, 2022. At any time prior to November 1, 2023, the Company could have redeemed the Notes, in whole or in part, at a redemption price equal to 100% of the principal amount plus a make-whole premium, as described in the indenture, plus accrued and unpaid interest, if any, to, but not including, the date of redemption. At any time on or after November 1, 2023, the Company may redeem the Notes at redemption prices set forth in the indenture, plus accrued and unpaid interest, if any, to, but not including, the date of redemption. In addition, at any time prior to November 1, 2023, the Company could have used the proceeds of certain equity offerings to redeem up to 40% of the aggregate principal amount of the Notes issued under the indenture at a redemption price equal to 107.0% of the principal amount of Notes redeemed, plus accrued and unpaid interest, if any, to, but not including, the date of redemption.

We used the net proceeds from this offering to repay a portion of the outstanding indebtedness under our revolving credit facility and for general corporate purposes.

During fiscal 2024, the Company repurchased and extinguished \$15.7 million of its Notes, net of \$0.2 million unamortized debt issuance costs related to the extinguished debt, on the open market for a reacquisition price of \$14.1 million.

During fiscal 2023, the Company repurchased and extinguished \$9.0 million of its Notes, net of \$0.1 million unamortized debt issuance costs related to the extinguished debt, on the open market for a reacquisition price of \$7.2 million.

As a result, the Company recognized a \$1.6 million and \$1.8 million gain on extinguishment for the years ended March 31, 2024 and 2023, respectively. In accordance with ASC 470, the Company recognized the gain on extinguishment as a component of interest expense in the Company's Consolidated Statements of Operations.

The indenture governing the Notes contains certain covenants that, among other things, limit the Company's ability and the ability of its restricted subsidiaries to (i) incur additional indebtedness or issue certain disqualified stock and preferred stock; (ii) pay dividends or distributions or redeem or purchase capital stock; (iii) prepay subordinated debt or make certain investments; (iv) transfer and sell assets; (v) create or permit to exist liens; (vi) enter into agreements that restrict dividends, loans and other distributions from their subsidiaries; (vii) engage in a merger, consolidation or sell, transfer or otherwise dispose of all or substantially all of their assets; and (viii) engage in transactions with affiliates. However, these covenants are subject to a number of important detailed qualifications and exceptions.

The Company continues to believe stock repurchases are a viable component of the Company's long-term financial strategy and an excellent use of excess cash when the opportunity arises. However, our revolving credit facility and the Notes limit share repurchases to up to \$90.0 million from March 26, 2021 through June 30, 2022 plus up to 50% of consolidated adjusted net income for the period commencing January 1, 2019. As of March 31, 2024, subject to further approval from our Board of Directors, we could repurchase approximately \$30.1 million of shares under the terms of our debt facilities. Additional share repurchases can be made subject to compliance with, among other things, applicable restricted payment covenants under the revolving credit facility and the Notes.

The Company acquired \$2.1 million and \$28.3 million in loans receivable, net during fiscal 2024 and 2023, respectively. The Company believes that attractive opportunities to acquire new branches or receivables from its competitors or to acquire branches in communities not currently served by the Company will continue to become available as conditions in local economies and the financial circumstances of owners change.

The Company has a revolving credit facility with a syndicate of banks. The revolving credit facility provides for revolving borrowings of up to the lesser of (a) the aggregate commitments under the facility and (b) a borrowing base, and it includes a \$725.8 thousand letter of credit under a \$1.5 million subfacility.

Subject to a borrowing base formula, the Company may borrow at the rate of one month SOFR plus a spread adjustment of 0.10% and an applicable margin of 3.5% with a minimum rate of 4.5%. At March 31, 2024, the aggregate commitments under the revolving credit facility were \$580.0 million. The Company had \$725.8 thousand in outstanding standby letters of credit which include (i) \$300.0 thousand related to worker's compensation expiring on December 31, 2024 and (ii) \$425.8 thousand related to the Company's investment in captive insurance expiring on April 12, 2024. Both letters of credit automatically extend for one year on their expiration dates. The borrowing base limitation is equal to the product of (a) the Company's eligible loans receivables, less unearned finance charges, insurance premiums and insurance commissions, and (b) an advance rate percentage that ranges from 70% (decreasing to as low as 62% for the calendar months ended October 31, 2022 through June 30, 2023) to 80% based on a collateral performance indicator, as more completely described below. Further, under the revolving credit facility, the administrative agent has the right to set aside reasonable reserves against the available borrowing base in such amounts as it may deem appropriate, including, without limitation, reserves with respect to certain regulatory events or any increased operational, legal, or regulatory risk of the Company and its subsidiaries.

For the year ended March 31, 2024, the effective interest rate, including the commitment fee, on borrowings under the revolving credit facility was 9.9%. The Company pays a commitment fee equal to 0.50% per annum of the daily unused portion of the commitments. On March 31, 2024, \$223.4 million was outstanding under this facility, and there was \$355.9 million of unused borrowing availability under the borrowing base limitations.

The Company's obligations under the revolving credit facility, together with treasury management and hedging obligations owing to any lender under the revolving credit facility or any affiliate of any such lender, are required to be guaranteed by each of the Company's wholly-owned subsidiaries. The obligations of the Company and the subsidiary guarantors under the revolving credit facility, together with such treasury management and hedging obligations, are secured by a first-priority security interest in substantially all assets of the Company and the subsidiary guarantors.

The agreement governing the Company's revolving credit facility contains affirmative and negative covenants, including covenants that restrict the ability of the Company and its subsidiaries to, among other things, incur or guarantee indebtedness, incur liens, pay dividends and repurchase or redeem capital stock, dispose of assets, engage in mergers and consolidations, make acquisitions or other investments, redeem or prepay subordinated debt, amend subordinated debt documents, make changes in the nature of its business, and engage in transactions with affiliates. The agreement allows the Company to incur subordinated debt that matures after the termination date for the revolving credit facility and that contains specified subordination terms, subject to limitations on amount imposed by the financial covenants under the agreement. The agreement's financial covenants include (i) a minimum consolidated net worth of \$325.0 million; (ii) a maximum ratio of total debt to consolidated adjusted net worth of 2.25 to 1.0 for the fiscal quarter ended December 31, 2023 and each fiscal quarter thereafter; (iii) a maximum collateral performance indicator of 26.0% as of the end of each calendar month; and (iv) a minimum fixed charges coverage ratio of 2.0 to 1.0 for the fiscal quarters ending December 31, 2023 through December 31, 2024, and 2.25 to 1.0 for each fiscal quarter thereafter, where the ratio for the most recent four consecutive fiscal quarters (other than for the fiscal quarter ended September 30, 2023) must be at least 2.0 to 1.0 in order for the Company to declare dividends or purchase any class or series of its capital stock or other equity.

The collateral performance indicator is equal to the sum of (a) a three-month rolling average rate of receivables at least sixty days past due and (b) an eight-month rolling average net charge-off rate. The Company was in compliance with these covenants at March 31, 2024 and does not believe that these covenants will materially limit its business and expansion strategy.

The agreement contains events of default including, without limitation, nonpayment of principal, interest or other obligations, violation of covenants, misrepresentation, cross-default to other debt, bankruptcy and other insolvency events, judgments, certain ERISA events, actual or asserted invalidity of loan documentation, invalidity of subordination provisions of subordinated debt, certain changes of control of the Company, and the occurrence of certain regulatory events (including the entry of any stay, order, judgment, ruling or similar event related to the Company's or any of its subsidiaries' originating, holding, pledging, collecting or enforcing its eligible loans receivables that is material to the Company or any subsidiary) which remains unvacated, undischarged, unbonded or unstayed by appeal or otherwise for a period of 60 days from the date of its entry and is reasonably likely to cause a material adverse change.

As of March 31, 2024, the Company's debt outstanding was \$496.0 million, net of \$2.4 million unamortized debt issuance costs related to the unsecured senior notes payable, and its shareholders' equity was \$424.4 million resulting in a debt-to-equity ratio of 1.2:1.0. Management will continue to monitor the Company's debt-to-equity ratio and is committed to maintaining a debt level that will allow the Company to continue to execute its business objectives, while not putting undue stress on its Consolidated Balance Sheets.

The Company believes that cash flow from operations and borrowings under its revolving credit facility or other sources will be adequate to fund the expected cash requirements from contractual and other obligations and cost of opening or acquiring new branches, including funding initial operating losses of new branches and funding loans receivable originated by those branches and the Company's other branches (for the next 12 months and for the foreseeable future beyond that). Except as otherwise discussed in this report including, but not limited to, any discussions in Part 1, Item 1A, "Risk Factors" (as supplemented by any subsequent disclosures in information the Company files with or furnishes to the SEC from time to time), management is not currently aware of any trends, demands, commitments, events or uncertainties that it believes will or could result in, or are or could be reasonably likely to result in, any material adverse effect on the Company's liquidity.

Share Repurchase Program

On February 24, 2024, the Board of Directors authorized the Company to repurchase up to \$30.0 million of the Company's outstanding common stock, inclusive of the amount that remains available for repurchase under prior repurchase authorizations. As of March 31, 2024, the Company had \$11.2 million in aggregate remaining repurchase capacity under its current share repurchase program. The timing and actual number of shares of common stock repurchased will depend on a variety of factors, including the stock price, corporate and regulatory requirements, restrictions under the Company's debt agreements and other market and economic conditions. The Company's stock repurchase program may be suspended or discontinued at any time.

The Company continues to believe stock repurchases are a viable component of the Company's long-term financial strategy and an excellent use of excess cash when the opportunity arises. Additional share repurchases can be made subject to compliance with, among other things, applicable restricted payment covenants under the revolving credit facility and the Notes. Our first priority is to ensure we have enough capital to fund loan growth. As of March 31, 2024, subject to further approval from our Board of Directors, we could repurchase approximately \$30.1 million of shares under the terms of our debt facilities. To the extent we have excess capital, we may repurchase stock, if appropriate and as authorized by our Board of Directors.

Inflation

The Company does not believe that inflation will have a materially adverse effect on its financial condition, unless changes in inflation are particularly severe and sudden in nature. Although inflation would increase the Company's operating costs in absolute terms and may impact the ability or willingness of borrowers to repay their loans, the Company expects that the same decrease in the value of money would result in an increase in the size of loans demanded by its customer base. It is reasonable to anticipate that such a change in customer preference would result in an increase in total loan receivables and an increase in absolute revenues to be generated from that larger amount of loans receivable. The Company believes that this increase in absolute revenues should offset any increase in operating costs. In addition, because the Company's loans have a relatively short contractual term and average life, it is unlikely that loans made at any given point in time will be repaid with significantly inflated dollars.

Legal Matters

From time to time the Company is involved in litigation relating to claims arising out of its operations in the normal course of business. See Part I, Item 3, "Legal Proceedings" and Note 16 to our audited Consolidated Financial Statements for further discussion of legal matters.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our operations expose us to a variety of market risks, including the effects of changes in interest rates. We monitor and manage these financial exposures as an integral part of our overall risk management program.

Interest Rate Risk

The Company's outstanding debt under its revolving credit facility was \$223.4 million at March 31, 2024. Interest on borrowings under this facility is based on the greater of 4.5% or one month SOFR plus 0.10% and an applicable margin of 3.5%.

Based on the outstanding balance under the Company's revolving credit facility at March 31, 2024, a change of 1% in the interest rate would cause a change in interest expense of approximately \$2.2 million on an annual basis.

Part II
Item 8. Financial Statements and Supplementary Data

CONSOLIDATED BALANCE SHEETS

	March 31,	
	2024	2023
ASSETS		
Cash and cash equivalents	\$ 11,839,460	\$ 16,508,935
Gross loans receivable	1,277,149,256	1,390,015,568
Less:		
Unearned interest, insurance and fees	(326,746,136)	(376,674,349)
Allowance for credit losses	(102,962,811)	(125,552,733)
Loans receivable, net	847,440,309	887,788,486
Income taxes receivable	3,091,229	—
Operating lease ROU assets, net	79,501,238	81,289,240
Property and equipment, net	22,897,197	23,926,080
Deferred income taxes, net	30,942,844	41,722,361
Other assets, net	42,198,242	43,422,669
Goodwill	7,370,791	7,370,791
Intangible assets, net	11,069,733	15,289,579
Total assets	<u><u>\$ 1,056,351,043</u></u>	<u><u>\$ 1,117,318,141</u></u>
LIABILITIES & SHAREHOLDERS' EQUITY		
Liabilities:		
Senior notes payable	\$ 223,419,132	\$ 307,910,824
Senior unsecured notes payable, net	272,609,632	287,352,892
Income taxes payable	—	2,532,766
Operating lease liability	81,920,865	83,735,002
Accounts payable and accrued expenses	53,974,198	50,559,920
Total liabilities	<u><u>631,923,827</u></u>	<u><u>732,091,404</u></u>
Commitments and contingencies (Notes 9 and 16)		
Shareholders' equity:		
Preferred stock, no par value Authorized 5,000,000 , no shares issued or outstanding	—	—
Common stock, no par value Authorized 95,000,000 shares; issued and outstanding 5,938,665 and 6,231,082 shares at March 31, 2024 and March 31, 2023, respectively	—	—
Additional paid-in capital	286,432,952	288,071,839
Retained earnings	137,994,264	97,154,898
Total shareholders' equity	<u><u>424,427,216</u></u>	<u><u>385,226,737</u></u>
Total liabilities and shareholders' equity	<u><u>\$ 1,056,351,043</u></u>	<u><u>\$ 1,117,318,141</u></u>

See accompanying notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF OPERATIONS

	Years Ended March 31,		
	2024	2023	2022
Revenues:			
Interest and fee income	\$ 468,527,861	\$ 508,335,681	\$ 485,666,579
Insurance and other income, net	104,685,541	108,209,683	99,520,174
Total revenues	573,213,402	616,545,364	585,186,753
Expenses:			
Provision for credit losses	156,973,220	259,463,199	186,207,341
General and administrative expenses:			
Personnel	164,454,210	177,690,957	183,058,343
Occupancy and equipment	49,776,200	52,106,567	52,084,641
Advertising	9,932,122	6,096,083	18,298,212
Amortization of intangible assets	4,219,846	4,466,535	5,010,275
Other	40,217,781	39,113,656	41,523,834
Total general and administrative expenses	268,600,159	279,473,798	299,975,305
Interest expense	48,232,287	50,462,594	33,424,788
Total expenses	473,805,666	589,399,591	519,607,434
Income before income taxes	99,407,736	27,145,773	65,579,319
Income taxes	22,062,509	5,913,783	11,659,482
Net income	\$ 77,345,227	\$ 21,231,990	\$ 53,919,837
Net income per common share:			
Basic	\$ 13.45	\$ 3.69	\$ 8.88
Diluted	\$ 13.19	\$ 3.60	\$ 8.47
Weighted average common shares outstanding:			
Basic	5,748,554	5,749,492	6,072,170
Diluted	5,861,900	5,898,670	6,364,066

See accompanying notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Year ended March 31, 2024			
	Common Stock		Additional Paid-in Capital	
	Shares	Capital	Retained Earnings	Total Shareholders' Equity
Balances at March 31, 2023	6,231,082	\$ 288,071,839	\$ 97,154,898	\$ 385,226,737
Proceeds from exercise of stock options	34,649	2,867,974	—	2,867,974
Common stock repurchases	(295,201)	—	(36,505,861)	(36,505,861)
Stock-based compensation (reversal) related to restricted stock, net of cancellations (\$ 2,823,774)	(31,865)	(752,652)	—	(752,652)
Stock-based compensation (reversal) related to stock options	—	(3,754,209)	—	(3,754,209)
Net income	—	—	77,345,227	77,345,227
Balances at March 31, 2024	5,938,665	\$ 286,432,952	\$ 137,994,264	\$ 424,427,216

	Year ended March 31, 2023			
	Common Stock		Additional Paid-in Capital	
	Shares	Capital	Retained Earnings	Total Shareholders' Equity
Balances at March 31, 2022	6,348,314	\$ 280,907,085	\$ 92,117,343	\$ 373,024,428
Proceeds from exercise of stock options, net of cancellations	7,569	654,920	—	654,920
Common stock repurchases	(73,643)	—	(14,314,089)	(14,314,089)
Stock-based compensation related to restricted stock, net of cancellations (\$ 2,543,001)	(51,158)	4,067,525	—	4,067,525
Stock-based compensation related to stock options	—	2,442,309	—	2,442,309
Cumulative effect of adoption of ASU 2023-02	—	—	(1,880,346)	(1,880,346)
Net income	—	—	21,231,990	21,231,990
Balances at March 31, 2023	6,231,082	\$ 288,071,839	\$ 97,154,898	\$ 385,226,737

	Year ended March 31, 2022			
	Common Stock			Total Shareholders' Equity
	Shares	Additional Paid-in Capital	Retained Earnings	
Balances at March 31, 2021	6,805,294	\$ 255,590,674	\$ 149,336,767	\$ 404,927,441
Proceeds from exercise of stock options	154,699	12,805,646	—	12,805,646
Common stock repurchases	(589,533)	—	(111,139,261)	(111,139,261)
Stock-based compensation related to restricted stock, net of cancellations (\$ 5,072,230)	(22,146)	9,036,852	—	9,036,852
Stock-based compensation related to stock options	—	3,473,913	—	3,473,913
Net income	—	—	53,919,837	53,919,837
Balances at March 31, 2022	6,348,314	\$ 280,907,085	\$ 92,117,343	\$ 373,024,428

See accompanying notes to Consolidated Financial Statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended March 31,		
	2024	2023	2022
Cash flow from operating activities:			
Net income	\$ 77,345,227	\$ 21,231,990	\$ 53,919,837
Adjustments to reconcile net income to net cash provided by operating activities:			
Loss on assets held for sale	—	—	38,633
Amortization of intangible assets	4,219,846	4,466,535	5,010,275
Amortization of historic tax credits	—	—	3,930,753
Accrued unearned interest	(1,131,985)	3,213,737	(9,032,020)
Gain on extinguishment of senior unsecured notes payable	(1,631,964)	(1,831,277)	—
Amortization of deferred loan costs	14,216,781	15,526,336	16,911,599
Amortization of debt issuance costs	1,686,563	1,654,916	1,095,325
Provision for credit losses	156,973,220	259,463,199	186,207,341
Depreciation	6,668,557	6,239,266	6,253,175
Amortization of finance leases	—	204,552	407,624
Gain on asset acquisitions, net of income tax	(112,683)	(3,993,168)	—
Loss (gain) on sale of property and equipment	(57,100)	11,837	419,975
Deferred income tax expense (benefit)	10,737,604	(2,102,085)	(14,808,715)
Stock-based compensation (reversal) related to equity classified awards	(1,683,087)	9,052,835	17,582,995
Gain on company-owned life insurance	(154,140)	(104,113)	(106,885)
Change in accounts:			
Other assets, net	1,217,574	(9,147,152)	(8,193,529)
Income taxes payable and receivable	(5,623,995)	(4,851,403)	(4,191,692)
Accounts payable and accrued expenses	3,112,948	(7,482,219)	17,001,850
Net cash provided by operating activities	265,783,366	291,553,786	272,446,541
Cash flows from investing activities:			
Increase in loans receivable, net	(127,576,429)	(152,154,050)	(436,311,573)
Cash paid for acquisitions, primarily loans	(1,978,815)	(23,131,758)	(10,859,984)
Purchases of property and equipment	(5,932,748)	(5,827,773)	(6,070,414)
Proceeds from sale of property and equipment	350,174	529,781	245,935
Proceeds from the sale of assets held for sale	—	—	1,104,895
Net cash used in investing activities	(135,137,818)	(180,583,800)	(451,891,141)
Cash flow from financing activities:			
Borrowings from senior notes payable	305,700,964	313,862,948	515,315,246
Payments on senior notes payable	(390,192,656)	(402,924,870)	(523,350,000)
Payments for extinguished senior unsecured notes payable	(14,043,159)	(7,171,700)	—
Issuance of senior unsecured notes payable	—	—	300,000,000
Debt issuance costs associated with senior unsecured notes payable	—	(19,656)	(5,119,647)
Payments for debt extinguishment costs	(28,125)	(22,850)	—
Debt issuance costs associated with senior notes payable	(591,716)	(1,139,008)	—
Proceeds from exercise of stock options	2,867,974	654,920	12,805,646
Payments for taxes related to net share settlement of equity awards	(2,823,774)	(2,543,001)	(5,072,230)
Repurchase of common stock	(36,204,531)	(14,314,089)	(111,139,261)
Repayment of finance lease	—	(80,067)	(505,286)
Net cash provided by (used in) financing activities	(135,315,023)	(113,697,373)	182,934,468
Net change in cash and cash equivalents	(4,669,475)	(2,727,387)	3,489,868
Cash and cash equivalents at beginning of year	16,508,935	19,236,322	15,746,454

Cash and cash equivalents at end of year	\$ 11,839,460	\$ 16,508,935	\$ 19,236,322
Supplemental Disclosures:			
Interest paid during the year	\$ 48,836,325	\$ 51,761,768	\$ 21,318,911
Income taxes paid during the year	\$ 8,952,124	\$ 10,783,143	\$ 30,941,852
Finance lease ROU assets, net transferred to property and equipment, net	\$ —	\$ 402,960	\$ —
Non-cash excise tax on stock repurchases	\$ 301,330	\$ —	\$ —

See accompanying notes to Consolidated Financial Statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) Summary of Significant Accounting Policies

The Company's accounting and reporting policies are in accordance with GAAP and conform to general practices within the finance company industry. The following is a description of the more significant of these policies used in preparing the Consolidated Financial Statements.

Nature of Operations

The Company is a small-dollar consumer finance (installment loan) company headquartered in Greenville, South Carolina that offers short-term small loans, medium-term larger loans, related credit insurance products and ancillary products and services to individuals who have limited access to other sources of consumer credit. It also offers income tax return preparation services to its customer base and to others.

As of March 31, 2024, the Company operated 1,048 branches in Alabama, Georgia, Idaho, Illinois, Indiana, Kentucky, Louisiana, Mississippi, Missouri, New Mexico, Oklahoma, South Carolina, Tennessee, Texas, Utah, and Wisconsin. Branches in the aforementioned states operate under one of the following names: World Finance Corporation or World Finance.

Principles of Consolidation

The Consolidated Financial Statements include the accounts of World Acceptance Corporation and its wholly-owned subsidiaries (the "Company"). Subsidiaries consist of operating entities in various states and WAC Insurance Company, Ltd. (a captive reinsurance company). All significant inter-company balances and transactions have been eliminated in consolidation.

Use of Estimates in the Preparation of Consolidated Financial Statements

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. The most significant item subject to such estimates and assumptions that could materially change in the near term is the allowance for credit losses.

Reclassification

From time to time, prior period amounts may be reclassified to conform to the current presentation. Such reclassifications have no impact on previously reported net income or shareholders' equity.

Business Segments

The Company reports operating segments in accordance with FASB ASC Topic 280. Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and assess performance. FASB ASC Topic 280 requires that a public enterprise report a measure of segment profit or loss, certain specific revenue and expense items, segment assets, information about the way that the operating segments were determined and other items.

The Company has one reportable segment. The other revenue generating activities of the Company, including the sale of insurance products, income tax preparation, and the automobile club, are done within the existing branch network in conjunction with or as a complement to the lending operations. There is no discrete financial information available for these activities, and they do not meet the criteria under FASB ASC Topic 280 to be considered operating segments.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less from the date of original issuance to be cash equivalents. As of March 31, 2024 and 2023, the Company had \$ 6.7 million and \$ 8.3 million, respectively, in restricted cash associated with its captive insurance subsidiary that reinsurance a portion of the credit insurance sold in connection with loans made by the Company.

Loans and Interest and Fee Income

The Company is licensed to originate consumer loans in the states of Alabama, Georgia, Idaho, Illinois, Indiana, Kentucky, Louisiana, Mississippi, Missouri, New Mexico, Oklahoma, South Carolina, Texas, Tennessee, Utah, and Wisconsin. During fiscal 2024, 2023, and 2022, the Company originated loans generally ranging up to \$ 6,000 with terms of 60 months or fewer. Experience indicates that a majority of the consumer loans are refinanced, and the Company accounts for the majority of the refinancings as new loans. Generally, a customer must make multiple payments in order to qualify for refinancing. Furthermore, the Company's lending policy has predetermined lending amounts so that in most cases a refinancing will result in advancing additional funds. The Company believes that the advancement of additional funds constitutes more than a minor modification to the terms of the existing loan if the present value of the cash flows under the terms of the new loan will be 10% or more of the present value of the remaining cash flows under the terms of the original loan.

The following table sets forth information about our loan products for fiscal 2024:

	Minimum Origination	Maximum Origination	Minimum Term (Months)	Maximum Term (Months)
Small loans	\$ 250	\$ 2,450	5	30
Large loans	2,500	32,400	9	60
Tax advance loans	500	7,000	8	35

Gross loans receivable at March 31, 2024 and 2023 consisted of the following:

	2024	2023
Small loans	\$ 551,769,248	\$ 580,107,889
Large loans	712,991,000	807,345,625
Tax advance loans	12,389,008	2,562,054
Total gross loans	\$ 1,277,149,256	\$ 1,390,015,568

Fees received and direct costs incurred for the origination of loans are deferred and amortized to interest income over the contractual lives of the loans using the interest method. Unamortized amounts are recognized in interest income at the time that loans are refinanced or paid in full except for those refinancings that do not constitute a more than minor modification.

Loans are carried at the gross amount outstanding, reduced by unearned interest and insurance income, net of deferred origination fees and direct costs, and an allowance for credit losses. Net unamortized deferred origination costs were \$ 5.0 million and \$ 4.9 million as of March 31, 2024 and 2023, respectively.

The Company recognizes interest and fee income using the interest method. Charges for late payments are recognized in interest and fee income when collected.

With the exception of tax advance loans, which are interest free, the Company offers its loans at the prevailing statutory rates for terms not to exceed 60 months. Management believes that the carrying value approximates the fair value of its loan portfolio.

From time to time, the Company will sell charged off loans receivable, which are accounted for as a sale in accordance with ASC 860, *Transfers and Servicing*. See Note 2, "Allowance for Credit Losses and Credit Quality Information," for further information.

Nonaccrual Policy

The accrual of interest is discontinued when a loan is 61 days or more past the contractual due date. When the interest accrual is discontinued, all unpaid accrued interest is reversed against interest income. While a loan is on nonaccrual status, interest income is recognized only when a payment is received. Once a loan moves to nonaccrual status, it remains in nonaccrual status until it is paid out, charged off or refinanced.

Allowance for Credit Losses

Refer to Note 2, "Allowance for Credit Losses and Credit Quality Information", for information regarding the Company's CECL allowance model and a description of the policies and methodology utilized.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation is recorded using the straight-line method over the estimated useful life of the related asset as follows: buildings, 25 to 40 years; furniture and fixtures, 5 to 10 years; equipment, 3 to 7 years; and vehicles, 3 years. Amortization of leasehold improvements is recorded using the straight-line method over the lesser of the estimated useful life of the asset, which is generally five years , or the lease term, which is generally three to five years . Additions to premises and equipment and major replacements or improvements are added at cost. Maintenance, repairs, and minor replacements are charged to operating expense as incurred. When assets are retired or otherwise disposed of, the cost and accumulated depreciation are removed from the accounts and any gain or loss is reflected in Insurance and other income, net in the Consolidated Statements of Operations.

Leases

For any new or modified lease, the Company, at the inception of the contract, determines whether a contract is or contains a lease. Lease liability is measured as of the lease commencement date based on the present value of the remaining minimum lease payments. The Company uses its effective annual interest rate as the discount rate when evaluating leases. Refer to Note 9, "Leases", for further discussion of the discount rate. A lease's ROU asset equals its lease liability, net of any prepaid rent.

Lease term is defined as the non-cancelable period of the lease plus any options to extend or terminate the lease when it is reasonably certain that the Company will exercise the option. The Company has elected not to recognize ROU assets and lease obligations for its short-term equipment leases, which are defined as leases with an initial term of 12 months or less. Further, the Company has elected to not separate lease from non-lease components. Variable lease costs are payments that vary because of changes in facts or circumstances occurring after a lease's commencement date, other than the passage of time, and can include expenses such as common area maintenance, utilities, and repairs and maintenance.

Other Assets

Other assets include cash surrender value of life insurance policies, HTC investments, prepaid expenses, debt issuance costs related to the senior notes payable, and other deposits and receivables.

Debt Issuance Costs

In accordance with ASC 835, debt issuance costs related to the senior unsecured notes payable are presented as a direct deduction from its carrying value in the Consolidated Balance Sheets. Unamortized debt issuance costs related to the senior unsecured notes payable as of March 31, 2024 and 2023 were \$ 2.4 million and \$ 3.5 million, respectively.

As the Company intends to pay down the senior notes payable throughout the contractual arrangement, debt issuance costs related to this arrangement are presented as an asset within Other assets in the Consolidated Balance Sheets as discussed above. Unamortized debt issuance costs related to the senior notes payable as of March 31, 2024 and 2023 were \$ 1.1 million and \$ 1.2 million, respectively.

Intangible Assets and Goodwill

Intangible assets include the fair value of acquired customer lists and the fair value assigned to non-compete agreements. Customer lists are amortized on a straight line or accelerated basis over their estimated period of benefit. As of March 31, 2024, the useful life of customer lists ranged from 8 to 23 years with a weighted average of approximately 9.3 years. Non-compete agreements are amortized on a straight line basis over the term of the agreement. As of March 31, 2024, the useful life of non-compete agreements ranged from 3 to 5 years with a weighted average of approximately 4.6 years.

The fair value of the customer lists is based on a valuation model that utilizes the Company's historical data to estimate the value of any acquired customer lists. The branches the Company acquires are small, privately-owned branches, which do not have sufficient historical data to determine customer attrition. The Company believes that the customers acquired have the same characteristics and perform similarly to its customers. Therefore, the Company utilized the attrition patterns of its customers when developing the estimate of attrition for acquired customers. This estimation method is re-evaluated periodically. Non-compete agreements are valued at the stated amount paid to the other party for these agreements, which the Company believes approximates the fair value. In a business combination, the remaining excess of the purchase price over the fair value of the tangible assets, customer list, and non-compete agreements is allocated to goodwill.

The Company evaluates goodwill annually for impairment in the fourth quarter of the fiscal year using the market value-based approach. The Company has one reporting unit, and the Company has multiple components, the lowest level of which is individual branches. The Company's components are aggregated for impairment testing as they have similar economic characteristics.

Impairment of Long-Lived Assets

The Company assesses impairment of long-lived assets, including property and equipment and intangible assets, whenever changes or events indicate that the carrying amount may not be recoverable. The Company assesses impairment of these assets generally at the branch level based on the operating cash flows of the branch and the Company's plans for branch closings. The Company will write down such assets to fair value if, based on an analysis, the sum of the expected future undiscounted cash flows is less than the carrying amount of the assets. The Company did not record any impairment charges for the fiscal years ended March 31, 2024, 2023, or 2022.

Fair Value of Financial Instruments

FASB ASC Topic 825 requires disclosures about the fair value of all financial instruments, regardless of whether the financial instrument is recognized on the balance sheet, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. The Company's financial instruments for the periods reported consist of the following: cash and cash equivalents, loans receivable, senior notes payable, and senior unsecured notes payable.

Loans receivable are originated at prevailing market rates and have an average life of up to twelve months. Given the short-term nature of these loans, they are continually repriced at current market rates. The Company's senior notes payable has a variable rate based on a margin over SOFR and reprices with any changes in SOFR. The fair value of the senior unsecured notes payable is estimated based on quoted prices in markets that are not active.

Insurance Premiums and Commissions

Insurance premiums for credit life, accident and health, property and unemployment insurance written in connection with certain loans, net of refunds and applicable advance insurance commissions retained by the Company, are remitted monthly to an insurance company. All commissions are recorded to unearned insurance commissions and recognized as insurance income over the life of the related insurance contracts. The Company recognizes insurance income using the Rule of 78s method for credit life (decreasing term), credit accident and health, unemployment insurance and the Pro Rata method for credit life (level term) and credit property.

Non-filing Insurance

Non-filing insurance premiums are charged to certain customers on certain loans in lieu of recording and perfecting the Company's security interest in the assets pledged. The premiums are passed through to a third-party insurance company, and any recoveries from customers after a receipt of an insurance payment are remitted to the third-party insurance company. Neither non-filing insurance premiums nor recoveries are reflected in the accompanying Consolidated Statements of Operations (see Note 8).

Certain losses related to such loans, which are not recoverable through life, accident and health, property, or unemployment insurance claims, are reimbursed through non-filing insurance claims subject to policy limitations. Paid claims are applied to customers' accounts, typically prior to charge-off, and are not reflected in net charge-offs. Non-filing insurance claims do not impact our allowance for credit losses.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment related to additional facts and circumstances occurs.

Earnings Per Share

Earnings per share ("EPS") is computed in accordance with FASB ASC Topic 260. Basic EPS includes no dilution and is computed by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution of securities that could share in the earnings of the Company. Potential common stock included in the diluted EPS computation consists of Service Options and Restricted Stock, which are computed using the treasury stock method. See Note 11 for the reconciliation of the numerators and denominators for basic and dilutive EPS calculations.

Stock-Based Compensation

FASB ASC Topic 718-10 requires companies to recognize in the income statement the grant-date fair value of stock options and other equity-based compensation issued to employees. FASB ASC Topic 718-10 does not change the accounting guidance for share-based payment transactions with parties other than employees provided in FASB ASC Topic 718-10. Under FASB ASC Topic 718-10, the way an award is classified will affect the measurement of compensation cost. Liability-classified awards are remeasured to fair value at each balance-sheet date until the award is settled. Equity-classified awards are measured at grant-date fair value, amortized over the subsequent vesting period, and are not subsequently remeasured. The fair value of non-vested stock awards for the purposes of recognizing stock-based compensation expense is the market price of the stock on the grant date. The fair value of options is estimated on the grant date using the Black-Scholes option pricing model (see Note 12). The Company accounts for forfeitures as they occur. At March 31, 2024, the Company had several share-based employee compensation plans, which are described more fully in Note 12.

Share Repurchases

On February 24, 2024, the Board of Directors authorized the Company to repurchase up to \$ 30.0 million of the Company's outstanding common stock, inclusive of the amount that remains available for repurchase under prior repurchase authorizations. As of March 31, 2024, the Company had \$ 11.2 million in aggregate remaining repurchase capacity under its current share repurchase program. The timing and actual number of shares of common stock repurchased will depend on a variety of factors, including the stock price, corporate and regulatory requirements, restrictions under the revolving credit facility and other market and economic conditions. The Company's stock repurchase program may be suspended or discontinued at any time.

The Company continues to believe stock repurchases are a viable component of the Company's long-term financial strategy and an excellent use of excess cash when the opportunity arises. Additional share repurchases can be made subject to compliance with, among other things, applicable restricted payment covenants under the revolving credit facility and the Notes. As of March 31, 2024, subject to further approval from our Board of Directors, we could repurchase approximately \$ 30.1 million of shares under the terms of our debt facilities. To the extent we have excess capital, we may repurchase stock, if appropriate and as authorized by our Board of Directors.

Concentration of Risk

The Company generally serves individuals with limited access to other sources of consumer credit such as banks, credit unions, other consumer finance businesses and credit card lenders. Substantially all new customers are

required to submit a listing of personal property that will serve as collateral to secure the loan; however, the Company does not rely on the value of such collateral in the loan approval process and generally does not perfect its security interest in that collateral.

During the year ended March 31, 2024, the Company operated in sixteen states in the United States. For fiscal years ended March 31, 2024, 2023, and 2022, gross loan receivable within the Company's four largest states accounted for approximately 51 % of the Company's gross loans receivable balance.

The Company maintains amounts in bank accounts which, at times, may exceed federally insured limits. The Company has not experienced losses in such accounts, which are maintained with large domestic banks. Management believes the Company's exposure to credit risk is minimal for these accounts.

Advertising Costs

Advertising costs are expensed when incurred. Advertising costs were approximately \$ 9.9 million, \$ 6.1 million, and \$ 18.3 million for fiscal years 2024, 2023, and 2022, respectively.

Recently Adopted Accounting Standards

Troubled Debt Restructurings and Vintage Disclosures

In March 2022, the FASB issued ASU 2022-02, *Troubled Debt Restructurings and Vintage Disclosures*. The amendments in this update eliminate the accounting guidance for troubled debt restructurings by creditors in Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors, while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty. Additionally, for public business entities, the amendments in this update require that an entity disclose current-period gross write-offs by year of origination for financing receivables and net investments in leases within the scope of Subtopic 326-20, Financial Instruments—Credit Losses—Measured at Amortized Cost. The adoption of ASU 2022-02 on April 1, 2023 expanded our write-off disclosures, but had no other impact on the Company's Consolidated Financial Statements.

Recently Issued Accounting Standards Not Yet Adopted

Improvements to Reportable Segment Disclosures

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures*, which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The amendments are effective for fiscal years beginning after December 15, 2023, and for interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. The amendments should be applied retrospectively to all prior periods presented in the financial statements. Management is currently evaluating this ASU to determine its impact on the Company's Consolidated Financial Statements and related disclosures.

Improvements to Income Tax Disclosures

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which modifies the rules on income tax disclosures to require entities to expand annual disclosures to 1) include specific categories in the rate reconciliation and additional information for reconciling items that meet a quantitative threshold and 2) disclose the amount of income taxes paid (net of refunds received) disaggregated by federal, state and foreign taxes. ASU 2023-09 also requires entities to disclose income (or loss) from continuing operations before income tax expense (or benefit) disaggregated between domestic and foreign, and income tax expense (or benefit) from continuing operations disaggregated by federal, state and foreign, among other changes. The amendments are effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. ASU 2023-09 should be applied on a prospective basis, but retrospective application is permitted. Management is currently evaluating this ASU to determine its impact on the Company's Consolidated Financial Statements and related disclosures.

We reviewed all other newly issued accounting pronouncements and concluded that they are either not applicable to our business or are not expected to have a material effect on the Consolidated Financial Statements as a result of future adoption.

(2) Allowance for Credit Losses and Credit Quality Information

The following is a summary of gross loans receivable by Customer Tenure as of:

Customer Tenure		March 31, 2024	March 31, 2023
0 to 5 months	\$	73,699,568	\$ 81,803,668
6 to 17 months		69,616,739	133,650,188
18 to 35 months		140,340,728	135,396,187
36 to 59 months		181,399,293	244,414,255
60+ months		799,703,920	792,189,216
Tax advance loans		12,389,008	2,562,054
Total gross loans	\$	<u>1,277,149,256</u>	<u>\$ 1,390,015,568</u>

The Company uses current payment performance to assess the capability of the borrower to repay contractual obligations of the loan agreements as scheduled. Current payment performance is monitored by management on a daily basis. The Company's payment performance buckets are as follows: current, 30-60 days past due, 61-90 days past due, 91 days or more past due.

All loans, except for TALs, that are greater than 90 days past due on a recency basis and not written off as of the reporting date are reserved for at 100% of the outstanding balance, net of a calculated Rehab Rate. The weighted average Rehab Rate at March 31, 2024 and 2023 was 4.9 % and 7.1 %, respectively. A loan is charged off within the allowance for credit losses in the month following when an account reaches 120 days past due on a recency basis, subject to certain exceptions. Specifically, the Company's customer accounts in a confirmed bankruptcy are charged off in the month after they reach 60 days past due on a recency basis. The accounts of deceased or incarcerated customers are also charged off in the month after they reach 60 days past due on a recency basis, with the exception of deceased customers with credit life insurance. Subsequent recoveries of amounts charged off, if any, are credited to the allowance.

The following tables provide a breakdown of the Company's gross loans receivable by current payment performance on a recency basis and year of origination at March 31, 2024:

Term Loans By Origination								Total
Loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago		
Current	\$ 1,094,896,350	\$ 61,853,967	\$ 4,807,924	\$ 109,050	\$ 25,850	\$ 1,371	\$ 1,161,694,512	
30 - 60 days past due	34,034,537	4,600,615	610,649	10,856	14,076	5,429	39,276,162	
61 - 90 days past due	21,874,701	2,154,561	200,117	17,493	204	—	24,247,076	
91 or more days past due	34,560,868	4,600,040	364,386	6,151	5,617	5,436	39,542,498	
Total	\$ 1,185,366,456	\$ 73,209,183	\$ 5,983,076	\$ 143,550	\$ 45,747	\$ 12,236	\$ 1,264,760,248	

Term Loans By Origination								Total
Tax advance loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago		
Current	\$ 7,441,660	\$ 860	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 7,442,520
30 - 60 days past due	4,942,757	788	—	—	—	—	—	4,943,545
61 - 90 days past due	—	1,650	—	—	—	—	—	1,650
91 or more days past due	—	1,293	—	—	—	—	—	1,293
Total	\$ 12,384,417	\$ 4,591	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 12,389,008
Total gross loans							\$	\$ 1,277,149,256

The following tables provide a breakdown of the Company's gross loans receivable by current payment performance on a recency basis and year of origination at March 31, 2023:

Term Loans By Origination								Total
Loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago		
Current	\$ 1,200,504,088	\$ 62,076,656	\$ 1,998,218	\$ 148,662	\$ 23,046	\$ 6,863	\$ 1,264,757,533	
30 - 60 days past due	40,791,746	4,689,867	160,956	42,700	8,504	2,988	45,696,761	
61 - 90 days past due	26,319,250	2,572,733	92,088	40,281	884	—	29,025,236	
91 or more days past due	41,832,821	5,944,645	160,361	29,494	4,430	2,233	47,973,984	
Total	\$ 1,309,447,905	\$ 75,283,901	\$ 2,411,623	\$ 261,137	\$ 36,864	\$ 12,084	\$ 1,387,453,514	

Term Loans By Origination								Total
Tax advance loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago		
Current	\$ 1,932,607	\$ 3,524	—	—	—	—	—	1,936,131
30 - 60 days past due	609,844	736	—	—	—	—	—	610,580
61 - 90 days past due	—	4,845	—	—	—	—	—	4,845
91 or more days past due	409	10,089	—	—	—	—	—	10,498
Total	\$ 2,542,860	\$ 19,194	—	—	—	—	—	2,562,054
Total gross loans							\$	1,390,015,568

The following tables provide a breakdown of the Company's gross loans receivable by current payment performance on a contractual basis and year of origination at March 31, 2024:

		Term Loans By Origination						
Loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	Between 5 Years Ago	More than 5 Years Ago	Total
Current	\$ 1,079,720,968	\$ 54,770,231	\$ 3,681,104	\$ 39,921	\$ 10,484	\$ 1,371	\$ 1,138,224,079	
30 - 60 days past due	37,475,784	3,388,380	288,576	1,064	—	—	41,153,804	
61 - 90 days past due	26,191,269	2,903,253	208,172	3,430	204	—	29,306,328	
91 or more days past due	41,978,436	12,147,320	1,805,223	99,134	35,059	10,865	56,076,037	
Total	\$ 1,185,366,457	\$ 73,209,184	\$ 5,983,075	\$ 143,549	\$ 45,747	\$ 12,236	\$ 1,264,760,248	

		Term Loans By Origination						
Tax advance loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	Between 5 Years Ago	More than 5 Years Ago	Total
Current	\$ 7,441,661	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 7,441,661
30 - 60 days past due	4,942,757	—	—	—	—	—	—	4,942,757
61 - 90 days past due	—	—	—	—	—	—	—	—
91 or more days past due	—	4,590	—	—	—	—	—	4,590
Total	\$ 12,384,418	\$ 4,590	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 12,389,008
Total gross loans								\$ 1,277,149,256

The following tables provide a breakdown of the Company's gross loans receivable by current payment performance on a contractual basis and year of origination at March 31, 2023:

Term Loans By Origination							
Loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago	Total
Current	\$ 1,174,237,761	\$ 53,652,011	\$ 1,554,144	\$ 64,233	\$ 5,142	\$ 1,491	\$ 1,229,514,782
30 - 60 days past due	47,346,331	3,661,493	77,857	6,714	—	—	51,092,395
61 - 90 days past due	33,012,804	3,030,052	44,129	7,643	—	—	36,094,628
91 or more days past due	54,851,010	14,940,345	735,493	182,547	31,721	10,593	70,751,709
Total	\$ 1,309,447,906	\$ 75,283,901	\$ 2,411,623	\$ 261,137	\$ 36,863	\$ 12,084	\$ 1,387,453,514

Term Loans By Origination							
Tax advance loans	Up to 1 Year Ago	Between 1 and 2 Years Ago	Between 2 and 3 Years Ago	Between 3 and 4 Years Ago	Between 4 and 5 Years Ago	More than 5 Years Ago	Total
Current	\$ 1,932,607	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 1,932,607
30 - 60 days past due	609,844	—	—	—	—	—	609,844
61 - 90 days past due	—	—	—	—	—	—	—
91 or more days past due	409	19,194	—	—	—	—	19,603
Total	\$ 2,542,860	\$ 19,194	\$ —	\$ —	\$ —	\$ —	\$ 2,562,054

Total gross loans							\$ 1,390,015,568
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The following table provides a breakdown of the Company's gross charge-offs by fiscal year of origination for the years ended March 31, 2024 and 2023:

Origination Year	2024		
	Gross Charge-offs by Origination		
	Loans	Tax advance loans	Total
2019 and prior	\$ 17,352	\$ —	\$ 17,352
2020	53,791	—	53,791
2021	301,162	—	301,162
2022	11,095,208	5,197	11,100,405
2023	132,745,783	1,287,512	134,033,295
2024	65,038,754	—	65,038,754
Total	\$ 209,252,050	\$ 1,292,709	\$ 210,544,759

Origination Year	2023		
	Gross Charge-offs by Origination		
	Loans	Tax advance loans	Total
2018 and prior	\$ 7,940	\$ 33,698	\$ 7,940
2019	33,698		33,698
2020	313,337		313,337
2021	4,663,908	18,716	4,682,624
2022	193,167,575	2,473,341	195,640,916
2023	101,668,877	32,753	101,701,630
Total	\$ 299,855,335	\$ 2,524,810	\$ 302,380,145

The allowance for credit losses is applied to amortized cost, which is defined as the amount at which a financing receivable is originated, and net of deferred fees and costs, collection of cash, and charge-offs. Amortized cost also includes interest earned but not collected.

Credit risk is inherent in the business of extending loans to borrowers and is continuously monitored by management and reflected within the allowance for credit losses for loans. The allowance for credit losses is an estimate of expected losses inherent within the Company's gross loans receivable portfolio. In estimating the allowance for credit losses, loans with similar risk characteristics are aggregated into pools and collectively assessed. The Company's loan products have generally the same terms; therefore, the Company looks to borrower characteristics as a way to disaggregate loans into pools sharing similar risks.

In determining the allowance for credit losses, the Company examined four borrower risk metrics as noted below.

1. Borrower type
2. Active months
3. Prior loan performance
4. Customer Tenure

To determine how well each metric predicts default risk, the Company used loss rate data over an observation period of twelve months at the loan level. The information value was then calculated for each metric. From this analysis, management determined the metric that had the strongest predictor of default risk was Customer Tenure. The Customer Tenure buckets used in the allowance for credit loss calculation are:

1. 0 to 5 months
2. 6 to 17 months
3. 18 to 35 months
4. 36 to 59 months
5. 60+ months

Management will continue to monitor this credit metric on a quarterly basis.

Management estimates an allowance for each Customer Tenure bucket by performing a historical migration analysis of loans in that bucket for the twelve most recent historical twelve-month migration periods. Management considers whether current credit conditions might suggest a change is needed to the allowance for credit losses by monitoring trends in first pay success for NBs, 60-89 day delinquencies on a recency basis, FICO scores at origination, percent of loan balances that are paying and percentage of gross loans that are acquired loans. If management determines that historical migration rates should be adjusted to reflect expected credit losses, a qualitative adjustment is made to reflect management's judgment regarding observable changes in recent or expected economic trends and conditions, portfolio composition, or other significant events or conditions that affect the current estimate. The decrease in the allowance for credit losses from March 31, 2023 to March 31, 2024 was primarily due to lower expected loss rates on performing loans resulting from improvement in net charge-offs and a decrease in the loan portfolio.

Due to the short term nature of the loan portfolio, forecasted changes in macro-economic variables, such as unemployment levels, general inflation and commodity prices, typically do not have a significant impact on loans outstanding at the end of a particular reporting period, unless those changes are particularly severe and sudden in nature. Therefore, management develops a reasonable and supportable forecast of losses by comparing the most recent six-month loss curves as compared to historical loss curves to see if there are significant changes in borrower behavior that may indicate the historical migration rates should be adjusted. From time to time, the Company will also make changes, as deemed appropriate, to its NB underwriting guidance. As a result, management also considers whether a change in its NB underwriting might suggest a change is needed to the allowance for credit losses. If a change is determined necessary, then the Company has elected to immediately revert back to historical experience past the forecast period. As of March 31, 2024 and 2023, there were no conditions or other factors considered significant enough to warrant a forecast adjustment.

The following table is an aging analysis on a recency basis at amortized cost of the Company's gross loans receivable at March 31, 2024:

Customer Tenure	Current	Days Past Due - Recency Basis			Total Past Due	Total Loans
		30 - 60	61 - 90	Over 90		
0 to 5 months	\$ 56,802,703	\$ 4,720,150	\$ 4,496,518	\$ 7,680,197	\$ 16,896,865	\$ 73,699,568
6 to 17 months	60,634,735	3,155,423	2,075,608	3,750,973	8,982,004	69,616,739
18 to 35 months	126,843,010	5,057,256	3,224,662	5,215,800	13,497,718	140,340,728
36 to 59 months	165,694,013	6,159,335	3,519,743	6,026,202	15,705,280	181,399,293
60+ months	751,720,050	20,183,999	10,930,545	16,869,326	47,983,870	799,703,920
Tax advance loans	7,442,520	4,943,545	1,650	1,293	4,946,488	12,389,008
Total gross loans	1,169,137,031	44,219,708	24,248,726	39,543,791	108,012,225	1,277,149,256
Unearned interest, insurance and fees	(301,616,958)	(7,677,494)	(6,674,554)	(10,777,130)	(25,129,178)	(326,746,136)
Total net loans	\$ 867,520,073	\$ 36,542,214	\$ 17,574,172	\$ 28,766,661	\$ 82,883,047	\$ 950,403,120

Percentage of period-end gross loans receivable

3.5 %

1.9 %

3.1 %

8.5 %

The following table is an aging analysis on a recency basis at amortized cost of the Company's gross loans receivable at March 31, 2023:

Customer Tenure	Current	Days Past Due - Recency Basis			Total Past Due	Total Loans
		30 - 60	61 - 90	Over 90		
0 to 5 months	\$ 64,615,314	\$ 5,451,276	\$ 4,407,751	\$ 7,329,327	\$ 17,188,354	\$ 81,803,668
6 to 17 months	113,946,833	6,527,355	4,655,441	8,520,559	19,703,355	133,650,188
18 to 35 months	120,125,821	5,336,994	3,727,331	6,206,041	15,270,366	135,396,187
36 to 59 months	223,734,062	8,070,011	4,839,000	7,771,182	20,680,193	244,414,255
60+ months	742,335,503	20,311,125	11,395,713	18,146,875	49,853,713	792,189,216
Tax advance loans	1,936,131	610,580	4,845	10,498	625,923	2,562,054
Total gross loans	1,266,693,664	46,307,341	29,030,081	47,984,482	123,321,904	1,390,015,568
Unearned interest, insurance and fees	(343,255,876)	(12,548,627)	(7,866,737)	(13,003,109)	(33,418,473)	(376,674,349)
Total net loans	\$ 923,437,788	\$ 33,758,714	\$ 21,163,344	\$ 34,981,373	\$ 89,903,431	\$ 1,013,341,219

Percentage of period-end gross loans receivable

3.3 %

2.1 %

3.5 %

8.9 %

The following table provides a breakdown of the Company's gross loans receivable by current payment performance on a contractual basis and year of origination at March 31, 2024:

Loans	Current	Days Past Due - Contractual Basis			Total Past Due	Total Loans
		30 - 60	61 - 90	Over 90		
0 to 5 months	\$ 55,572,691	\$ 4,645,860	\$ 4,784,273	\$ 8,696,744	\$ 18,126,877	\$ 73,699,568
6 to 17 months	58,920,283	2,990,455	2,364,202	5,341,799	10,696,456	69,616,739
18 to 35 months	123,878,546	5,246,778	3,813,284	7,402,120	16,462,182	140,340,728
36 to 59 months	161,614,270	6,388,791	4,435,367	8,960,865	19,785,023	181,399,293
60+ months	738,238,289	21,881,920	13,909,202	25,674,509	61,465,631	799,703,920
Tax advance loans	7,441,661	4,942,757	—	4,590	4,947,347	12,389,008
Total gross loans	1,145,665,740	46,096,561	29,306,328	56,080,627	131,483,516	1,277,149,256
Unearned interest, insurance and fees	(296,584,056)	(7,544,366)	(7,936,622)	(14,681,092)	(30,162,080)	(326,746,136)
Total net loans	\$ 849,081,684	\$ 38,552,195	\$ 21,369,706	\$ 41,399,535	\$ 101,321,436	\$ 950,403,120
Percentage of period-end gross loans receivable		3.6 %	2.3 %	4.4 %	10.3 %	

The following table provides a breakdown of the Company's gross loans receivable by current payment performance on a contractual basis and year of origination at March 31, 2023:

Loans	Current	Days Past Due - Contractual Basis			Total Past Due	Total Loans
		30 - 60	61 - 90	Over 90		
0 to 5 months	\$ 61,850,142	\$ 5,320,659	\$ 4,864,498	\$ 9,768,369	\$ 19,953,526	\$ 81,803,668
6 to 17 months	109,694,389	6,892,610	5,613,468	11,449,721	23,955,799	133,650,188
18 to 35 months	115,711,782	5,721,694	4,499,010	9,463,701	19,684,405	135,396,187
36 to 59 months	217,821,239	8,991,995	6,078,488	11,522,533	26,593,016	244,414,255
60+ months	724,437,230	24,165,437	15,039,164	28,547,385	67,751,986	792,189,216
Tax advance loans	1,932,607	609,844	—	19,603	629,447	2,562,054
Total gross loans	1,231,447,389	51,702,239	36,094,628	70,771,312	158,568,179	1,390,015,568
Unearned interest, insurance and fees	(333,704,639)	(14,010,568)	(9,781,128)	(19,178,014)	(42,969,710)	(376,674,349)
Total net loans	\$ 897,742,750	\$ 37,691,671	\$ 26,313,500	\$ 51,593,298	\$ 115,598,469	\$ 1,013,341,219
Percentage of period-end gross loans receivable		3.7 %	2.6 %	5.1 %	11.4 %	

The Company elected not to record an allowance for credit losses for accrued interest as outlined in ASC 326-20-30-5A. Loans are placed on nonaccrual status when management determines that the full payment of principal and collection of interest according to contractual terms is no longer likely. The accrual of interest is discontinued when a loan is 61 days or more past the contractual due date. When the interest accrual is discontinued, all unpaid accrued interest is reversed against interest income. While a loan is on nonaccrual status, interest income is recognized only when a payment is received. Once a loan moves to nonaccrual status, it remains in nonaccrual status until it is paid out, charged off or refinanced.

The following table presents unpaid accrued interest reversed against interest income by Customer Tenure for the years ended March 31, 2024 and 2023:

	Unpaid Accrued Interest Reversed Against Interest Income		
	2024	2023	
Customer Tenure			
0 to 5 months	\$ (5,337,159)	\$ (9,280,329)	
6 to 17 months	(3,251,451)	(5,790,516)	
18 to 35 months	(3,381,665)	(4,673,972)	
36 to 59 months	(4,055,663)	(4,596,229)	
60+ months	(10,495,899)	(12,191,199)	
Total	\$ (26,521,837)	\$ (36,532,245)	

The following table presents the amortized cost basis of loans on nonaccrual status as of March 31, 2024 and March 31, 2023, as well as interest income recognized on nonaccrual loans for the years ended March 31, 2024, 2023, and 2022:

Customer Tenure	Nonaccrual Loans Receivable			Interest Income Recognized Fiscal 2024	Interest Income Recognized Fiscal 2023	Interest Income Recognized Fiscal 2022
	As of March 31, 2024	As of March 31, 2023				
0 to 5 months	\$ 13,971,062	\$ 15,781,494	\$ 1,024,573	\$ 2,032,098	\$ 1,485,356	
6 to 17 months	8,507,503	18,288,714	1,522,705	1,815,167	1,662,082	
18 to 35 months	12,569,729	15,551,806	1,730,680	2,385,356	2,292,776	
36 to 59 months	15,250,596	19,745,397	2,364,522	2,357,340	1,602,011	
60+ months	45,091,589	49,285,814	6,547,368	7,017,026	5,615,521	
Tax advance loans	4,590	19,603	—	—	—	—
Unearned interest, insurance and fees	(24,405,895)	(32,158,640)	—	—	—	—
Total	\$ 70,989,174	\$ 86,514,188	\$ 13,189,848	\$ 15,606,987	\$ 12,657,746	

As of March 31, 2024 and March 31, 2023, there were no loans receivable 61 days or more past due, not on nonaccrual status, and no loans receivable on nonaccrual status with no related allowance for credit losses.

The following is a summary of the changes in the allowance for credit losses for the years ended March 31, 2024, 2023, and 2022:

	2024	2023	2022
Balance at beginning of period	\$ 125,552,733	\$ 134,242,862	\$ 91,722,288
Provision for credit losses	156,973,220	259,463,199	186,207,341
Charge-offs ¹	(210,544,759)	(302,380,145)	(164,747,552)
Recoveries ²	30,981,617	34,226,817	21,060,785
Net charge-off	(179,563,142)	(268,153,328)	(143,686,767)
Balance at end of period	\$ 102,962,811	\$ 125,552,733	\$ 134,242,862

¹ The Company saw a significant increase in charge-offs in fiscal 2023 primarily due to the higher proportion of NBs at the beginning of the fiscal year. Additionally, NBs originated in fiscal 2022 performed worse than expected as a result of the rapid rise in inflation during Q4 of fiscal 2022. Fiscal 2024 saw a significant decrease in charge-offs primarily due to the Company's continued focus on credit quality and a conservative approach to its lending operations.

² Recoveries for the year ended March 31, 2024 and March 31, 2023 include \$ 19.3 million and \$ 15.8 million, respectively, in proceeds related to the sale of charge-offs, which are included as a component of Provision for credit losses in the Consolidated Statements of Operations. Of the \$ 19.3 million in fiscal 2024, \$ 5.7 million relates to bulk sales of charge-offs from prior periods and \$ 13.6 million relates to recurring sales of charge-offs. Of the \$ 15.8 million in fiscal 2023, \$ 8.4 million relates to bulk sales of charge-offs from prior periods and \$ 7.4 million relates to recurring sales of charge-offs.

(3) Property and Equipment

Property and equipment consist of:

	March 31, 2024	March 31, 2023
Land	\$ 100,443	\$ 100,443
Building and leasehold improvements	20,155,951	18,504,321
Furniture and equipment	58,814,442	56,482,568
	<u>79,070,836</u>	<u>75,087,332</u>
Less accumulated depreciation and amortization	(56,173,639)	(51,161,252)
Total	\$ 22,897,197	\$ 23,926,080

Depreciation expense was approximately \$ 6.7 million, \$ 6.2 million, and \$ 6.3 million for the years ended March 31, 2024, 2023, and 2022, respectively.

(4) Intangible Assets

The following table provides the gross carrying amount and related accumulated amortization of definite-lived intangible assets:

	March 31, 2024			March 31, 2023		
	Gross Carrying Amount	Accumulated Amortization	Net Intangible Asset	Gross Carrying Amount	Accumulated Amortization	Net Intangible Asset
Customer lists	\$ 55,730,620	\$ (44,796,996)	\$ 10,933,624	\$ 55,730,620	\$ (40,950,350)	\$ 14,780,270
Non-compete agreements	10,528,143	(10,392,034)	136,109	10,528,143	(10,018,834)	509,309
Total	\$ 66,258,763	\$ (55,189,030)	\$ 11,069,733	\$ 66,258,763	\$ (50,969,184)	\$ 15,289,579

The estimated amortization expense for intangible assets for future fiscal years ended March 31 is as follows: \$ 3.8 million for 2025; \$ 3.2 million for 2026; \$ 2.7 million for 2027; \$ 0.9 million for 2028; \$ 0.4 million for 2029; and an aggregate of \$ 0.1 million for the years thereafter.

(5) Goodwill

As of March 31, 2024 and 2023, goodwill was \$ 7.4 million. There were no goodwill additions during fiscal 2024 and 2023. The Company performed an annual impairment test during the fourth quarters of fiscal 2024 and 2023 and determined none of its recorded goodwill was impaired.

(6) Debt

Senior Notes Payable; Revolving Credit Facility

On February 28, 2024, the Company amended its revolving credit agreement ("Twelfth Amendment") to (i) change the ratio of Net Income Available for Fixed Charges from not less than 2.25 to 1 to not less than 2.00 to 1 for the quarters ending March 31, 2024, June 30, 2024, September 30, 2024 and December 31, 2024 and (ii) change the ratio of Total Debt to Consolidated Adjusted Net Worth limit to 225 % for the remainder of the Amended and Restated Credit Agreement.

At March 31, 2024, the Company's senior notes payable consisted of a \$ 580.0 million senior revolving credit facility, which has an accordion feature permitting the maximum aggregate commitments to increase to \$ 730.0 million provided that certain conditions are met. At March 31, 2024, the Company had \$ 223.4 million outstanding under the facility, not including \$ 725.8 thousand in outstanding standby letters of credit which include (i) \$ 300.0 thousand related to worker's compensation expiring on December 31, 2024 and (ii) \$ 425.8 thousand related to the Company's investment in captive insurance expiring on April 12, 2024. Both letters of credit automatically extend for one year on their expiration dates. To the extent that a letter of credit is drawn upon, the disbursement will be funded by the credit facility. There are no amounts due related to the letters of credit as of March 31, 2024. Subject to a borrowing base formula, the Company may borrow at the rate of one month SOFR plus 0.10 % and an applicable margin of 3.5 %, with a minimum rate of 4.5 %. The revolving credit facility has a commitment fee of 0.50 % per annum on the unused portion of the commitment. Commitment fees on the unused portion of the borrowing totaled \$ 1.64 million, \$ 1.29 million, and \$ 1.34 million for the years ended March 31, 2024, 2023, and 2022, respectively. Borrowings under the revolving credit facility mature on June 7, 2026.

For the years ended March 31, 2024, 2023, and 2022 the Company's effective interest rate, including the commitment fee, was 9.9 %, 7.0 %, and 5.0 %, respectively, and the unused amount available under the revolver at March 31, 2024 was \$ 355.9 million.

Substantially all of the Company's assets are pledged as collateral for borrowings under the revolving credit agreement.

Senior Unsecured Notes Payable

On September 27, 2021, we issued \$ 300 million in aggregate principal amount of 7.0 % senior notes due 2026. The Notes were sold in a private placement in reliance on Rule 144A and Regulation S under the Securities Act of 1933, as amended. The Notes are unconditionally guaranteed, jointly and severally, on a senior unsecured basis by all of the Company's existing and certain of its future subsidiaries that guarantee the revolving credit facility. Interest on the notes is payable semi-annually in arrears on May 1 and November 1 of each year, commencing May 1, 2022. At any time prior to November 1, 2023, the Company could have redeemed the Notes, in whole or in part, at a redemption price equal to 100 % of the principal amount plus a make-whole premium, as described in the indenture, plus accrued and unpaid interest, if any, to, but not including, the date of redemption. At any time on or after November 1, 2023, the Company may redeem the Notes at redemption prices set forth in the indenture, plus accrued and unpaid interest, if any, to, but not including, the date of redemption. In addition, at any time prior to November 1, 2023, the Company could have used the proceeds of certain equity offerings to redeem up to 40.0 % of the aggregate principal amount of the Notes issued under the indenture at a redemption price equal to 107.0 % of the principal amount of Notes redeemed, plus accrued and unpaid interest, if any, to, but not including, the date of redemption.

We used the net proceeds from this offering to repay a portion of the outstanding indebtedness under our revolving credit facility and for general corporate purposes.

During fiscal 2024, the Company repurchased and extinguished \$ 15.7 million of its Notes, net of \$ 0.2 million unamortized debt issuance costs related to the extinguished debt, on the open market for a reacquisition price of \$ 14.1 million.

During fiscal 2023, the Company repurchased and extinguished \$ 9.0 million of its Notes, net of \$ 0.1 million unamortized debt issuance costs related to the extinguished debt, on the open market for a reacquisition price of \$ 7.2 million.

As a result, the Company recognized a \$ 1.6 million and \$ 1.8 million gain on extinguishment for the years ended March 31, 2024 and 2023, respectively. In accordance with ASC 470, the Company recognized the gain on extinguishment as a component of interest expense in the Company's Consolidated Statements of Operations.

Debt Covenants

The agreement governing the Company's revolving credit facility contains affirmative and negative covenants, including covenants that restrict the ability of the Company and its subsidiaries to, among other things, incur or guarantee indebtedness, incur liens, pay dividends and repurchase or redeem capital stock, dispose of assets, engage in mergers and consolidations, make acquisitions or other investments, redeem or prepay subordinated debt, amend subordinated debt documents, make changes in the nature of its business, and engage in transactions with affiliates. The agreement allows the Company to incur subordinated debt that matures after the termination date for the revolving credit facility and that contains specified subordination terms, subject to limitations on amount imposed by the financial covenants under the agreement. The agreement's financial covenants include (i) a minimum consolidated net worth of \$ 325.0 million on and after December 31, 2020; (ii) a maximum ratio of total debt to consolidated adjusted net worth of 2.25 to 1.0 for the fiscal quarter ended December 31, 2023 and each fiscal quarter thereafter; (iii) a maximum collateral performance indicator of 26.0 % as of the end of each calendar month; and (iv) a minimum fixed charges coverage ratio of 2.0 to 1.0 for the fiscal quarters ending December 31, 2023 through December 2024, and 2.25 to 1.0 for each fiscal quarter thereafter, where the ratio for the most recent four consecutive fiscal quarters (other than for the fiscal quarter ended September 30, 2023) must be at least 2.0 to 1.0 in order for the Company to declare dividends or purchase any class or series of its capital stock or other equity.

The collateral performance indicator is equal to the sum of (a) a three-month rolling average rate of receivables at least sixty days past due and (b) an eight-month rolling average net charge-off rate.

The Company was in compliance with these covenants at March 31, 2024 and does not believe that these covenants will materially limit its business and expansion strategy.

The agreement contains events of default including, without limitation, nonpayment of principal, interest or other obligations, violation of covenants, misrepresentation, cross-default to other debt, bankruptcy and other insolvency events, judgments, certain ERISA events, actual or asserted invalidity of loan documentation, invalidity of subordination provisions of subordinated debt, certain changes of control of the Company, and the occurrence of certain regulatory events (including the entry of any stay, order, judgment, ruling or similar event related to the Company's or any of its subsidiaries' originating, holding, pledging, collecting or enforcing its eligible loans receivables that is material to the Company or any subsidiary) which remains unvacated, undischarged, unbonded or unstayed by appeal or otherwise for a period of 60 days from the date of its entry and is reasonably likely to cause a material adverse change.

The indenture governing the Notes contains certain covenants that, among other things, limit the Company's ability and the ability of its restricted subsidiaries to (i) incur additional indebtedness or issue certain disqualified stock and preferred stock; (ii) pay dividends or distributions or redeem or purchase capital stock; (iii) prepay subordinated debt or make certain investments; (iv) transfer and sell assets; (v) create or permit to exist liens; (vi) enter into agreements that restrict dividends, loans and other distributions from their subsidiaries; (vii) engage in a merger, consolidation or sell, transfer or otherwise dispose of all or substantially all of their assets; and (viii) engage in transactions with affiliates. However, these covenants are subject to a number of important detailed qualifications and exceptions.

Debt Maturities

As of March 31, 2024, the aggregate annual maturities of the Company's debt arrangements for each of the five fiscal years subsequent to March 31, 2024 were as follows:

2025	\$	—
2026		—
2027		498,419,132
2028		—
2029		—
Total future debt payments	\$	498,419,132

(7) Insurance and Other Income

Insurance and other income for the years ending March 31, 2024, 2023, and 2022 consist of:

	2024	2023	2022
Insurance revenue	\$ 59,237,299	\$ 67,153,063	\$ 56,270,249
Tax return preparation revenue	29,499,378	23,970,639	24,498,059
Auto club membership revenue	8,041,245	9,661,126	14,758,783
Other	7,907,619	7,424,855	3,993,083
Insurance and other income	\$ 104,685,541	\$ 108,209,683	\$ 99,520,174

The Company has a wholly-owned, captive insurance subsidiary that reinsurance a portion of the credit insurance sold in connection with loans made by the Company. Certain coverages currently sold by the Company on behalf of the unaffiliated insurance carrier are ceded by the carrier to the captive insurance subsidiary, providing the Company with an additional source of income derived from the earned reinsurance premiums. Insurance premiums are ceded to the reinsurance subsidiary as written, and revenue is recognized over the life of the related insurance contracts. As of March 31, 2024, 2023, and 2022, the amount of net written premiums by the reinsurance subsidiary were \$ 7.2 million, \$ 9.0 million, and \$ 9.8 million, respectively, and the amount of earned premiums were \$ 8.2 million, \$ 9.1 million, and \$ 7.6 million, respectively.

The Company maintains a cash reserve for claims in an amount determined by the ceding company, and as of March 31, 2024 and 2023, the cash reserves were \$ 4.9 million and \$ 5.7 million, respectively.

(8) Non-filing Insurance

The Company maintains non-filing insurance coverage with an unaffiliated insurance company. The following is a summary of the non-filing insurance activity for the years ended March 31, 2024, 2023, and 2022:

	2024	2023	2022
Insurance premiums written	\$ 7,103,355	\$ 6,732,057	\$ 8,804,046
Recoveries on claims paid	\$ 986,384	\$ 1,143,332	\$ 982,025
Claims paid	\$ 7,426,712	\$ 12,026,092	\$ 6,336,549

(9) Leases

Accounting Policies and Matters Requiring Management's Judgment

The Company uses its effective annual interest rate to determine the discount rate when evaluating leases under Topic 842. Management applies its effective interest rate to leases entered for the entirety of the subsequent year. For example, fiscal 2023's annual effective interest rate of 7.1 % was used in the determination of lease type as well as the discount rate when calculating the present value of lease payments for all leases entered into in fiscal 2024.

Based on its historical practice, the Company believes it is reasonably certain to exercise a given option associated with a given office space lease. Therefore, the Company classifies all lease options for office space as "reasonably certain" unless it has specific knowledge to the contrary for a given lease. The Company does not believe it is reasonably certain to exercise any options associated with its office equipment leases.

Periodic Disclosures

The Company's operating leases consist of real estate leases for office space as well as office equipment. Both the branch real estate and office equipment lease terms generally range from three years to five years , and generally contain options to extend which mirror the original terms of the lease.

During the second quarter of fiscal 2023, the lease terms associated with the Company's finance leases expired and the Company exercised its purchase option to acquire the IT equipment. Because it was reasonably certain that the Company would obtain the assets at the end of their lease terms, the ROU assets were amortized over the useful life of the assets, rather than over the lease terms. As of March 31, 2024 and 2023, the Company had no finance leases.

The	following	table	reports	information	about	the	Company's	lease	costs	for	the	years	ended	March	31,	2024,	2023,	and	2022:
										2024	2023				2022				
Lease Cost																			
Finance lease cost								\$	—	\$		205,975	\$			427,619			
Amortization of ROU assets									—			204,552				407,624			
Interest on lease liabilities									—			1,423				19,995			
Operating lease cost							\$	25,291,087	\$		27,408,284	\$			27,529,425				
Short-term lease cost									—			—				—			
Variable lease cost								3,823,435			3,710,560				3,629,903				
Total lease cost							\$	29,114,522	\$		31,324,819	\$			31,586,947				

The	following	table	reports	other	information	about	the	Company's	leases	for	the	years	ended	March	31,	2024,	2023,	and	2022:
										2024	2023				2022				
Other Lease Information																			
Cash paid for amounts included in the measurement of lease liabilities							\$	25,292,363	\$		26,476,133	\$			27,936,317				
Operating cash flows from finance leases								—			1,423				19,994				
Operating cash flows from operating leases								25,292,363			26,394,643				27,411,037				
Financing cash flows from finance leases								—			80,067				505,286				
ROU assets obtained in exchange for new finance lease liabilities							\$	—	\$		—	\$			—				
ROU assets obtained in exchange for new operating lease liabilities							\$	18,024,157	\$		16,924,511	\$			15,381,953				
Weighted-average remaining lease term — finance leases								—			—				0.4 years				
Weighted-average remaining lease term — operating leases								6.8 years			7.1 years				7.3 years				
Weighted-average discount rate (monthly) — finance leases								— %			— %				6.0 %				
Weighted-average discount rate — operating leases								6.3 %			6.0 %				6.1 %				

The aggregate annual lease obligations as of March 31, 2024, are as follows:

	Operating Leases
2025	\$ 22,595,008
2026	19,015,580
2027	14,798,976
2028	11,839,812
2029	8,135,173
Thereafter	25,100,542
Total undiscounted lease liability	\$ 101,485,091
Imputed interest	19,564,226
Total discounted lease liability	\$ 81,920,865

The Company had no leases with related parties as of March 31, 2024 or 2023.

(10) Income Taxes

The Company adopted ASU 2023-02, *Investments- Equity Method and Joint Ventures*, on a modified retrospective basis in March 2023 with an effective date of April 1, 2022. Prior to the adoption of this pronouncement, the Company recognized its HTC investment under the flow through method over the five-year investment period on a straight-line basis as a component of other expense. With the adoption of this ASU, the Company recognizes the investment of the HTC under the proportional amortization method which allows the investment to be recognized in proportion to the tax credit as a component of income tax expense. In fiscal 2023, the Company recorded a cumulative adjustment of \$ 1.9 million to the opening balance of retained earnings, which represents the net difference between the investment amortization under the two methods through the April 1, 2022 adoption date.

As of March 31, 2024 and 2023, investment in HTC was \$ 24.8 million and \$ 23.0 million, respectively, which is included as a component of Other assets, net and Accounts payable and accrued expenses in the Consolidated Balance Sheets. The Company recognized net amortization from these investments of \$ 8.8 million and \$ 2.1 million for the years ended March 31, 2024 and 2023, respectively, in income tax expense. The Company recognized tax benefits from these investments of \$ 9.7 million and \$ 1.9 million during the years ended March 31, 2024 and 2023, respectively, in income tax expense and in Income taxes payable in the Consolidated Statements of Cash Flows. The Company did not recognize any non-tax related activity or have any significant modifications to its investments during the current fiscal year.

Income tax expense (benefit) consists of:

	Current	Deferred	Total
Year ended March 31, 2024			
Federal	\$ 9,592,743	\$ 8,325,695	\$ 17,918,438
State and local	1,732,162	2,411,909	4,144,071
	<u>\$ 11,324,905</u>	<u>\$ 10,737,604</u>	<u>\$ 22,062,509</u>
Year ended March 31, 2023			
Federal	\$ 7,135,030	\$ (1,430,623)	\$ 5,704,407
State and local	880,838	(671,462)	209,376
	<u>\$ 8,015,868</u>	<u>\$ (2,102,085)</u>	<u>\$ 5,913,783</u>
Year ended March 31, 2022			
Federal	\$ 22,262,110	\$ (11,892,354)	\$ 10,369,756
State and local	4,206,087	(2,916,361)	1,289,726
	<u>\$ 26,468,197</u>	<u>\$ (14,808,715)</u>	<u>\$ 11,659,482</u>

The differences between income taxes expected at the U.S. federal statutory income tax rate of 21 % and the reported income tax expense for March 31, 2024, 2023 and 2022 are summarized as follows:

	2024	2023	2022
Expected income tax	\$ 20,875,624	\$ 5,700,613	\$ 13,771,657
Increase (reduction) in income taxes resulting from:			
State tax (excluding state tax credits), net of federal benefit	3,513,226	328,026	1,489,800
Federal tax credits, net	(1,034,091)	(200,203)	(1,193,021)
State tax credits	(239,410)	(162,619)	(470,916)
Uncertain tax positions	(16,802)	(1,151,234)	(555,252)
Expiration of capital loss carryforward	7,773,559	—	—
Executive compensation limitation under Section 162(m)	62,686	732,504	1,918,618
Excess tax benefits related to equity compensation	(347,806)	(73,644)	(3,237,682)
Decrease in valuation allowance related to capital loss carryforward	(7,773,559)	—	—
Prior year adjustments	(1,135,270)	238,187	(51,728)
Other, net	384,352	502,153	(11,994)
	<hr/> \$ 22,062,509	<hr/> \$ 5,913,783	<hr/> \$ 11,659,482

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at March 31, 2024 and 2023 are presented below:

	2024	2023
Deferred tax assets:		
Allowance for credit losses	\$ 25,538,524	\$ 31,239,616
Unearned insurance commissions	10,944,327	14,589,099
Accrued expenses primarily related to employee benefits	10,234,369	12,444,567
Reserve for uncollectible interest	990,192	1,124,879
Lease liability	20,217,720	20,675,974
Intangible assets	1,701,995	660,312
Foreign tax credit carryforward	3,254,926	3,254,926
Capital loss carryforward	192,767	7,966,326
State net operating loss carryforwards	5,481,746	4,851,747
Gross deferred tax assets	78,556,566	96,807,446
Less valuation allowance	(8,094,712)	(15,209,271)
Net deferred tax assets	70,461,854	81,598,175
 Deferred tax liabilities:		
Fair value adjustment for loans receivable	(12,357,392)	(11,371,461)
Property and equipment	(3,912,030)	(4,611,006)
Deferred loan origination costs	(1,239,726)	(1,212,809)
Prepaid expenses	(1,662,717)	(1,766,564)
ROU assets	(19,619,875)	(20,072,506)
Other	(727,270)	(841,468)
Gross deferred tax liabilities	(39,519,010)	(39,875,814)
Deferred income taxes, net	 \$ 30,942,844	 \$ 41,722,361

At March 31, 2024, the Company had state net operating loss carryforwards of approximately \$ 94.4 million. A deferred tax asset of approximately \$ 5.5 million was recorded to reflect the benefit of these losses. Of this \$ 5.5 million, \$ 0.8 million is expected to be recognized. Approximately \$ 1,000 of the state net operating loss carryforward will expire in 2025 with the remaining carryforward expiring between 2031 and 2042.

The valuation allowance for deferred tax assets decreased by \$ 7.1 million for the year ended March 31, 2024 when compared to March 31, 2023. The valuation allowance at March 31, 2024 and 2023 was \$ 8.1 million and \$ 15.2 million, respectively. The valuation allowance against the total deferred tax assets as of March 31, 2024 consisted of \$ 4.6 million from state net operating loss carryforwards in the amount of \$ 73.6 million which expire from 2025 to 2042, a foreign tax credit carryforward of \$ 3.3 million arising in relation to the Section 965 calculation ("Transition Tax") during fiscal 2018 which expires in 2028, and \$ 0.2 million related to the \$ 0.9 million capital loss on the sale of the former headquarters buildings which expire from 2026 to 2027. The Company does not expect to generate enough foreign source income, state taxable income in the respective jurisdictions or capital gains in future tax years to realize these tax attributes. In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. In order to fully realize the deferred tax asset, the Company will need to generate future taxable income of the appropriate character prior to the expiration of the deferred tax assets governed by the tax code.

As of March 31, 2024, 2023, and 2022, the Company had \$ 1.1 million, \$ 1.1 million, and \$ 2.2 million of total gross unrecognized tax benefits including interest, respectively. Of these totals, approximately \$ 0.9 million, \$ 0.9 million, and \$ 2.0 million, respectively, represents the amount of net unrecognized tax benefits that are permanent in nature and, if recognized, would affect the annual effective tax rate.

A reconciliation of the beginning and ending amount of unrecognized tax benefits at March 31, 2024, 2023, and 2022 are presented below:

	2024	2023	2022
Unrecognized tax benefit balance beginning of year	\$ 818,225	\$ 1,616,116	\$ 1,811,244
Gross increases for tax positions of current year	105,531	129,146	153,754
Lapse of statute of limitations	(175,467)	(927,037)	(348,882)
Unrecognized tax benefit balance end of year	<u><u>\$ 748,289</u></u>	<u><u>\$ 818,225</u></u>	<u><u>\$ 1,616,116</u></u>

At March 31, 2024, approximately \$ 0.4 million of gross unrecognized tax benefits are expected to be resolved during the next 12 months through settlements with taxing authorities or the expiration of the statute of limitations. The Company's continuing practice is to recognize interest and penalties related to income tax matters in income tax expense. As of March 31, 2024, 2023, and 2022, the Company had \$ 0.3 million, \$ 0.3 million, and \$ 0.6 million accrued for gross interest, respectively, of which \$ 0.1 million, \$ 0.1 million, and \$ 0.2 million represented the current period expense for the periods ended March 31, 2024, 2023, and 2022, respectively.

The Company is subject to U.S. income tax, as well as various other state and local jurisdictions. With the exception of a few states, the Company is no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years before 2019, although carryforward attributes that were generated prior to 2019 may still be adjusted upon examination by the taxing authorities if they either have been or will be used in a future period.

(11) Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted EPS calculations:

	For the year ended March 31, 2024		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Net income available to common shareholders	\$ 77,345,227	5,748,554	\$ 13.45
Effect of dilutive securities options and restricted stock	—	113,346	
Diluted EPS			
Net income available to common shareholders including dilutive securities	\$ 77,345,227	5,861,900	\$ 13.19
	For the year ended March 31, 2023		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Net income available to common shareholders	\$ 21,231,990	5,749,492	\$ 3.69
Effect of dilutive securities options and restricted stock	—	149,178	
Diluted EPS			
Net income available to common shareholders including dilutive securities	\$ 21,231,990	5,898,670	\$ 3.60
	For the year ended March 31, 2022		
	Income (Numerator)	Shares (Denominator)	Per Share Amount
Basic EPS			
Net income available to common shareholders	\$ 53,919,837	6,072,170	\$ 8.88
Effect of dilutive securities options and restricted stock	—	291,896	
Diluted EPS			
Net income available to common shareholders including dilutive securities	\$ 53,919,837	6,364,066	\$ 8.47

Options to purchase 293,695 , 333,072 , and 412,015 shares of common stock at various prices were outstanding during the years ended March 31, 2024, 2023, and 2022, respectively, but were not included in the computation of diluted EPS because the option exercise price was antidilutive.

(12) Benefit Plans

Retirement Plan

The Company provides a defined contribution employee benefit plan (401(k) plan) covering full-time employees, whereby employees can invest up to the maximum designated for that year. The Company matches 50 % of each employee's contributions up to the first 6 % of the employee's eligible compensation, providing a maximum employer contribution of 3 % of compensation. The Company's expense under this plan was \$ 1.5 million, \$ 1.7 million, and \$ 1.8 million, for the years ended March 31, 2024, 2023, and 2022, respectively.

Supplemental Executive Retirement Plan

The Company has instituted two supplemental executive retirement plans, which are non-qualified executive benefit plans in which the Company agrees to pay certain executives additional benefits in the future, usually at retirement, in return for continued employment by the executives. The SERPs are unfunded plans, and, as such, there are no specific assets set aside by the Company in connection with the establishment of the plans. The executives have no rights under the agreements beyond those of a general creditor of the Company. For the years ended March 31, 2024, 2023, and 2022, contributions of \$ 0.5 million, respectively, were charged to expense related to the SERP. The unfunded liability, which is included as a component of accounts payable and accrued expenses in the Company's Consolidated Balance Sheets was \$ 5.5 million and \$ 5.7 million as of March 31, 2024 and 2023, respectively.

For the three years presented, the unfunded liability was estimated using the following assumptions: an annual salary increase of 3.5 % for all 3 years; a discount rate of 6.0 % for all 3 years; and a retirement age of 65 .

Executive Deferred Compensation Plan

The Company has an Executive Deferral Plan. Eligible executives and directors may elect to defer all or a portion of their incentive compensation to be paid under the Executive Deferral Plan. As of March 31, 2024 and 2023, no executive or director had deferred any compensation under this plan.

Stock Incentive Plans

The Company maintains the 2008 Plan, the 2011 Plan, and the 2017 Plan for the benefit of certain directors, officers, and key employees. Under these plans, a total of 3,350,000 shares of authorized common stock have been reserved for issuance pursuant to grants approved by the Compensation Committee. Stock options granted under these plans have a maximum duration of ten years , may be subject to certain vesting requirements, which are generally three to six years for officers, non-employee directors, and key employees, and are priced at the market value of the Company's common stock on the option's grant date. At March 31, 2024 there were a total of 242,540 shares of common stock available for grant under the 2017 Plan.

Stock-based compensation is recognized as provided under FASB ASC Topic 718-10 and FASB ASC Topic 505-50. FASB ASC Topic 718-10 requires all share-based payments to employees, including grants of employee stock options, to be recognized as compensation expense over the requisite service period (generally the vesting period) in the consolidated financial statements based on their grant date fair values. Stock-based compensation related to restricted stock is based on the number of shares expected to vest and the fair market value of the common stock on the grant date. Stock-based compensation related to stock option awards is based on the number of shares expected to vest and the estimated fair value of the awards on the grant date using the the Black-Scholes valuation model.

Long-term Incentive Program and Non-Employee Director Awards

On October 15, 2018, the Compensation Committee and Board approved and adopted a long-term incentive program that seeks to motivate and reward certain employees and to align management's interest with shareholders' by focusing executives on the achievement of long-term results. The program is comprised of four components: Service Options, Performance Options, Restricted Stock, and Performance Shares.

Pursuant to this program, in fiscal 2019, the Compensation Committee approved certain grants of Service Options, Performance Options, Restricted Stock and Performance Shares under the 2011 Plan and the 2017 Plan to certain employee directors, vice presidents of operations, vice presidents, senior vice presidents, and executive officers.

Separately, the Compensation Committee approved certain grants of Service Options and Restricted Stock to certain non-employee directors of the Company.

Under the long-term incentive program, up to 100 % of the shares of restricted stock subject to the Performance Shares shall vest, if at all, based on the achievement of two trailing earnings per share performance targets established by the Compensation Committee that are based on earnings per share (measured at the end of each calendar quarter, commencing with the calendar quarter ending September 30, 2019) for the previous four calendar quarters. The Performance Shares are eligible to vest over the Performance Share Measurement Period subject to each respective employee's continued employment at the Company through the last day of the Performance Share Measurement Period (or as otherwise provided under the terms of the applicable award agreement or applicable employment agreement).

The Performance Share performance targets are set forth below.

Trailing 4-Quarter EPS Targets for September 30, 2018 through March 31, 2025	Restricted Stock Eligible for Vesting (Percentage of Award)
\$ 16.35	40 %
\$ 20.45	60 %

The Restricted Stock awards typically vest in three to six equal annual installments, beginning on the first anniversary of the grant date, subject to each respective employee's continued employment at the Company through each applicable vesting date or otherwise provided under the terms of the applicable award agreement or applicable employment agreement.

The Service Options typically vest in three equal annual installments, beginning on the first anniversary of the grant date, subject to each respective employee's continued employment at the Company through each applicable vesting date or otherwise provided under the terms of the applicable award agreement or applicable employment agreement. The option price is equal to the fair market value of the common stock on the grant date and the Service Options shall have a 10 -year term.

The Performance Options shall fully vest if the Company attains the trailing earnings per share target over four consecutive calendar quarters occurring between September 30, 2018 and March 31, 2025 as described below. Such performance target was established by the Compensation Committee and will be measured at the end of each calendar quarter commencing on September 30, 2019. The Performance Options are eligible to vest over the Option Measurement Period, subject to each respective employee's continued employment at the Company through the last day of the Option Measurement Period or as otherwise provided under the terms of the applicable award agreement or applicable employment agreement. The option price is equal to the fair market value of the common stock on the grant date and the Performance Options shall have a 10 -year term. The Performance Option performance target is set forth below.

Trailing 4-Quarter EPS Targets for September 30, 2018 through March 31, 2025	Options Eligible for Vesting (Percentage of Award)
\$ 25.30	100 %

Stock Options

The weighted-average fair value at the grant date for options issued during the years ended March 31, 2024, 2023, and 2022 was \$ 69.00 , \$ 53.57 , and \$ 99.14 per share, respectively. This fair value was estimated at grant date using the weighted-average assumptions listed below.

	2024	2023	2022
Dividend yield	— %	— %	— %
Expected volatility	62.55 %	57.21 %	57.82 %
Average risk-free interest rate	4.69 %	3.64 %	1.02 %
Expected life	4.6 years	5.8 years	6.0 years

The expected stock price volatility is based on the historical volatility of the Company's stock for a period approximating the expected life. The expected life represents the period of time that options are expected to be outstanding after the

grant date. The risk-free rate reflects the interest rate at grant date on zero coupon U.S. governmental bonds having a remaining life similar to the expected option term.

Option activity for the year ended March 31, 2024 was as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Options outstanding, beginning of year	314,742	\$ 104.41		
Granted	2,598	124.67		
Exercised	(34,649)	82.77		
Forfeited	(11,836)	128.08		
Expired	(2,908)	159.05		
Options outstanding, end of period	267,947 ³	\$ 105.77	5.00	\$ 11,130,937
Options exercisable, end of period	117,979	\$ 108.47	4.93	\$ 4,758,782

The aggregate intrinsic value reflected in the table above represents the total pre-tax intrinsic value (the difference between the closing stock price on March 31, 2024 and the exercise price, multiplied by the number of in-the-money options that are currently exercisable) that would have been received by option holders had all option holders exercised their options as of March 31, 2024. This amount will change as the stock's market price changes. The total intrinsic value and tax benefit of options exercised during the years ended March 31, 2024, 2023, and 2022 were as follows:

	2024	2023	2022
Intrinsic value of options exercised	\$ 1,556,871	\$ 493,418	\$ 17,494,865
Tax benefit of options exercised	\$ 120,557	\$ 51,103	\$ 2,454,039

The total fair value of stock options vested during the years ended March 31, 2024, 2023, and 2022 were \$ 2,466,706 , \$ 2,602,858 and \$ 2,376,824 , respectively.

As of March 31, 2024, total unrecognized stock-based compensation expense related to non-vested stock options amounted to approximately \$ 0.4 million, which is expected to be recognized over a weighted-average period of approximately 1.2 years.

Restricted Stock

During fiscal 2024, the Company granted 3,993 shares of restricted stock (which are equity classified), to certain vice presidents and senior vice presidents with a grant date weighted average fair value of \$ 120.12 per share.

During fiscal 2023, the Company granted 3,250 shares of restricted stock (which are equity classified) to certain vice presidents with a grant date weighted average fair value of \$ 129.85 per share.

During fiscal 2022, the Company granted 4,062 shares of restricted stock (which are equity classified) to certain non-employee directors with a grant date weighted average fair value of \$ 188.38 per share.

The total fair value of restricted stock vested during the years ended March 31, 2024, 2023, and 2022 were \$ 7,796,666 , \$ 6,721,492 and \$ 12,814,827 , respectively.

As of March 31, 2024, there was approximately \$ 1.4 million of unrecognized compensation cost related to unvested restricted stock awards, which is expected to be recognized over the next 0.6 years based on current estimates.

³Of the 267,947 options outstanding, 41,103 are not yet exercisable based solely on fulfilling a service condition and another 108,865 are not yet exercisable based solely on fulfilling the performance condition described further above.

A summary of the status of the Company's restricted stock as of March 31, 2024 and changes during the year ended March 31, 2024, are presented below:

	Shares	Weighted Average Fair Value at Grant Date
Outstanding at March 31, 2023	460,614	\$ 101.82
Granted during the period	3,993	120.12
Vested during the period	(62,983)	103.85
Forfeited during the period	(13,047)	116.56
Outstanding at March 31, 2024	<u>388,577</u>	<u>\$ 101.18</u>

Total Stock-Based Compensation

Total stock-based compensation included as a component of personnel expenses in the Company's Consolidated Statements of Operations during the years ended March 31, 2024, 2023, and 2022 was as follows:

	2024	2023	2022
Stock-based compensation related to equity classified units:			
Stock-based compensation (reversal) related to stock options ⁴	\$ (3,754,209)	\$ 2,442,309	\$ 3,473,913
Stock-based compensation related to restricted stock	<u>2,071,122</u>	<u>6,610,526</u>	<u>14,109,082</u>
Total stock-based compensation related to equity classified awards	<u><u>\$ (1,683,087)</u></u>	<u><u>\$ 9,052,835</u></u>	<u><u>\$ 17,582,995</u></u>

⁴ During the second quarter of fiscal 2024, it was determined that the Performance Option performance target was no longer probable of being achieved. As a result and in accordance with ASC 718, the Company reversed \$ 4.9 million in previously recognized stock-based compensation related to these Performance Options.

(13) Acquisitions

The Company evaluates each set of assets and activities it acquires to determine if the set meets the definition of a business according to FASB ASC Topic 805-10-55. Acquisitions meeting the definition of a business are accounted for as a business combination while all other acquisitions are accounted for as an asset purchase.

The following table sets forth the acquisition activity of the Company for the years ended March 31, 2024, 2023, and 2022:

	2024	2023	2022
Acquisitions:			
Number of asset purchases	1	50	50
Total acquisitions	1	50	50
Purchase price			
Tangible assets:			
Loans receivable, net	\$ 2,133,410	28,322,554	9,631,112
Purchase price amount over (below) carrying value of net tangible assets ⁵	\$ (154,595)	\$ (5,190,796)	\$ 1,228,872
Customer lists	\$ —	\$ —	\$ 952,872
Non-compete agreements	—	—	276,000

Acquisitions that are accounted for as business combinations typically result in one or more new branches. In such cases, the Company typically retains the existing employees and the branch location from the acquisition. The purchase price is allocated to the tangible assets and intangible assets acquired based upon their estimated fair values at the acquisition date. The remainder is allocated to goodwill.

Acquisitions that are accounted for as asset purchases are typically limited to acquisitions of loan portfolios. The purchase price is allocated to the tangible assets and intangible assets acquired based upon their estimated fair values at the acquisition date. In an asset purchase, no goodwill is recorded.

The Company's acquisitions include tangible assets (generally loans and furniture and equipment) and intangible assets (generally non-compete agreements, customer lists, and goodwill), both of which are recorded at their fair values, which are estimated pursuant to the processes described below.

Acquired loans are valued at the net loan balance. Given the short-term nature of these loans, generally less than twelve months, and that these loans are priced at current rates, management believes the net loan balances approximate their fair value. Under CECL, acquired loans are included in the reserve calculations for all loan types (excluding TALs). Management includes recent acquisition activity compared to historical activity when considering reasonable and supportable forecasts as it relates to assessing the adequacy of the allowance for expected credit losses. The Company did not acquire any loans that would qualify as PCDs during the period.

Furniture and equipment are valued at the specific purchase price as agreed to by both parties at the time of acquisition, which management believes approximates their fair values.

Non-compete agreements are valued at the stated amount paid to the other party for these agreements, which the Company believes approximates the fair values.

⁵ For the years ended March 31, 2024 and 2023, the Company recorded a \$ 154.6 thousand gain, before income tax of \$ 41.9 thousand, and a \$ 5.2 million gain, before income tax of \$ 1.2 million, respectively, on asset purchases, which are included as a component of Insurance and other income, net in the Consolidated Statements of Operations. Because the loan portfolios were purchased at a discount and there were no other elements to the transactions that should be accounted for separately, the Company recognized a gain on the excess fair value. As an immediate gain would be recognized on the acquired loans if the cost below fair value was allocated, it was not determined appropriate to reduce the basis of the acquired net loans receivable.

Customer lists are valued with a valuation model that utilizes the Company's historical data to estimate the value of any acquired customer lists.

The results of all acquisitions have been included in the Company's Consolidated Financial Statements since the respective acquisition date. The pro forma impact of these branches as though they had been acquired at the beginning of the periods presented would not have a material effect on the results of operations as reported.

(14) Fair Value

Fair Value Disclosures

The Company may carry certain financial instruments and derivative assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The Company determines the fair values of its financial instruments based on the fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Fair value measurements are grouped in three levels. The levels prioritize the inputs used to measure the fair value of the assets or liabilities. These levels are:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 – Inputs other than quoted prices that are observable for assets and liabilities, either directly or indirectly. These inputs include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are less active.
- Level 3 – Unobservable inputs for assets or liabilities reflecting the reporting entity's own assumptions.

The Company's financial instruments consist of cash and cash equivalents, loans receivable, the senior notes payable, and the senior unsecured notes payable. Loans receivable are originated at prevailing market rates and have an average life of up to twelve months. Given the short-term nature of these loans, they are continually repriced at current market rates. The Company's senior notes payable, consisting of a senior revolving credit facility, has a variable rate based on a margin over SOFR and reprices with any changes in SOFR. The fair value of the senior unsecured notes payable is estimated based on quoted prices in markets that are not active. The Company also considered its creditworthiness in its determination of fair value.

The carrying amounts and estimated fair values of financial assets and liabilities disclosed but not carried at fair value and their level within the fair value hierarchy are summarized below.

	Input Level	March 31, 2024		March 31, 2023	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
ASSETS					
Cash and cash equivalents	1	\$ 11,839,460	\$ 11,839,460	\$ 16,508,935	\$ 16,508,935
Loans receivable, net	3	847,440,309	847,440,309	887,788,486	887,788,486
LIABILITIES					
Senior unsecured notes payable	2	275,000,000	256,437,500	290,860,000	218,127,548
Senior notes payable	3	223,419,132	223,419,132	307,910,824	307,910,824

There were no other significant assets or liabilities measured at fair value as of March 31, 2024 and 2023.

(15) Quarterly Information (Unaudited)

The following sets forth selected quarterly operating data:

	Fiscal 2024				Fiscal 2023			
	First	Second	Third	Fourth	First	Second	Third	Fourth
(Dollars in thousands, except for earnings per share data)								
Total revenues	\$ 139,324	\$ 136,875	\$ 137,749	\$ 159,265	\$ 157,918	\$ 151,258	\$ 146,533	\$ 160,837
Provision for credit losses	46,602	40,463	40,632	29,276	85,822	68,620	59,609	45,412
General and administrative expenses	68,125	62,948	65,909	71,619	71,650	69,694	64,951	73,178
Interest expense	12,242	12,543	11,690	11,757	11,174	13,032	14,070	12,185
Income tax expense (benefit)	2,816	4,839	2,853	11,555	(2,162)	549	2,097	5,430
Net income (loss)	\$ 9,539	\$ 16,082	\$ 16,665	\$ 35,058	\$ (8,566)	\$ (637)	\$ 5,806	\$ 24,632
Net income (loss) per common share:								
Basic	\$ 1.65	\$ 2.78	\$ 2.89	\$ 6.19	\$ (1.49)	\$ (0.11)	\$ 1.01	4.27
Diluted	\$ 1.62	\$ 2.71	\$ 2.84	\$ 6.09	\$ (1.49)	\$ (0.11)	\$ 0.99	4.20

The Company's highest loan demand occurs generally from October through December, its third fiscal quarter. Loan demand is generally lowest and loan repayment highest from January to March, its fourth fiscal quarter. Consequently, the Company experiences significant seasonal fluctuations in its operating results and cash needs. Operating results from the Company's third fiscal quarter are generally lower than in other quarters and operating results for its fourth fiscal quarter are generally higher than in other quarters.

(16) Commitments and Contingencies

From time to time, the Company is involved in litigation matters relating to claims arising out of its operations in the normal course of business.

Estimating an amount or range of possible losses resulting from litigation, government actions, and other legal proceedings is inherently difficult and requires an extensive degree of judgment, particularly where the matters involve indeterminate claims for monetary damages, may involve fines, penalties, or damages that are discretionary in amount, involve a large number of claimants or significant discretion by regulatory authorities, represent a change in regulatory policy or interpretation, present novel legal theories, are in the early stages of the proceedings, are subject to appeal or could result in a change in business practices. In addition, because most legal proceedings are resolved over extended periods of time, potential losses are subject to change due to, among other things, new developments, changes in legal strategy, the outcome of intermediate procedural and substantive rulings and other parties' settlement posture and their evaluation of the strength or weakness of their case against us. For these reasons, we are currently unable to predict the ultimate timing or outcome of, or reasonably estimate the possible losses or a range of possible losses resulting from, any currently pending claims. Based on information currently available, the Company does not believe that any reasonably possible losses arising from currently pending legal matters will be material to the Company's results of operations or financial conditions. However, in light of the inherent uncertainties involved in such matters, an adverse outcome in one or more of these matters could materially and adversely affect the Company's financial condition, results of operations or cash flows in any particular reporting period.

Subsequent Events

On May 15, 2024, the Board of Directors of the Company approved a share repurchase program authorizing the Company to repurchase up to \$ 20.0 million of its outstanding common stock inclusive of any amount that remains available for repurchase under prior repurchase authorizations. The timing and actual number of shares repurchased will depend on a variety of factors, including the stock price, corporate and regulatory requirements, available funds, alternative uses of capital, restrictions under the Revolving Credit Agreement, and other market and economic conditions. The Company's stock repurchase program may be suspended or discontinued at any time.

Management is not aware of any other significant events occurring subsequent to the balance sheet date that would have a material effect on the financial statements thereby requiring adjustment or disclosure.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

We are responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a – 15(f) under the Securities Exchange Act of 1934. We have assessed the effectiveness of internal control over financial reporting as of March 31, 2024. Our assessment was based on criteria established in the *Internal Control – Integrated Framework* (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Our internal control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and board of directors; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on our financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, any assumptions regarding internal control over financial reporting in future periods based on an evaluation of effectiveness in a prior period are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Based on using the COSO criteria, we believe our internal control over financial reporting as of March 31, 2024 was effective.

Our independent registered public accounting firm has audited the Consolidated Financial Statements included in this Annual Report and has issued an attestation report on the effectiveness of our internal control over financial reporting, as stated in their report.

By: /s/ R. Chad Prashad

R. Chad Prashad

President and Chief Executive Officer

Date: May 23, 2024

By: /s/ John L. Calmes, Jr.

John L. Calmes, Jr.

Executive Vice President and Chief Financial and Strategy Officer

Date: May 23, 2024

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of World Acceptance Corporation and subsidiaries

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of World Acceptance Corporation and its subsidiaries (the Company) as of March 31, 2024 and 2023, the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2024, and the related notes to the consolidated financial statements and schedules (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of March 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2024, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of March 31, 2024, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated May 23, 2024 expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for Credit Losses

As described in Notes 1 and 2 to the financial statements, the Company established an allowance for credit losses of \$103.0 million as of March 31, 2024, which was estimated using the Company's current expected credit loss (CECL) model. The Company's CECL model estimates the allowance for credit losses for each Customer Tenure bucket using a historical migration analysis for the 12 most recent historical 12-month migration periods. The Company's CECL model also includes a reserve at 100% of the outstanding balance of all loans, except for TAL loans, greater than 90 days past due on a recency basis and not written off as of the reporting date, net of a calculated Rehab Rate. Management considers whether current credit conditions might suggest a change is needed to the allowance for credit losses by monitoring trends in first pay success for new borrowers, 60-89 day delinquencies on a recency basis, FICO scores at origination, percent of loan balances that are paying and percentage of gross loans that are acquired loans as compared to metrics in the historical migration period. If management determines that historical migration rates should be adjusted to reflect expected credit losses, a qualitative adjustment is made to reflect management's judgment regarding observable changes in recent or expected economic trends and conditions, portfolio composition, or other significant events or conditions that affect the current estimate. Management also utilizes a reasonable and supportable forecast by comparing the most recent six-month loss curves as compared to historical loss curves to see if there are significant changes in borrower behavior that may indicate the historical migration rates should be adjusted. Management utilized significant judgment in developing reasonable and supportable forecasts and qualitative factors.

We identified the reasonable and supportable forecasts and qualitative factors of the allowance for credit losses as a critical audit matter as auditing management's judgments of reasonable and supportable forecasts and qualitative factors required a high degree of auditor judgment and increased extent of audit effort.

Our audit procedures related to the Company's estimate of reasonable and supportable forecasts and qualitative factors of the allowance for credit losses, included the following, among others:

- We obtained an understanding of the relevant controls related to the allowance for credit losses as of March 31, 2024, and tested such controls for design and operating effectiveness, in particular, those controls over (a) quarterly review and approval of the appropriateness of the key assumptions of the CECL model, and (b) the quarterly management review control providing approval of the allowance for credit losses, both of which cover the Company's estimate of reasonable and supportable forecasts and qualitative factors.
- We evaluated the reasonableness of management's methodology, including the relevance of data inputs utilized, in determining adjustments for qualitative factors and reasonable and supportable forecasts.
- We tested the completeness and accuracy of data inputs utilized by management in determining adjustments for qualitative factors and reasonable and supportable forecasts by comparing to internal and external source data and documents.
- We evaluated the reasonableness of management's conclusions regarding adjustments for reasonable and supportable forecasts, and qualitative factors.

/s/ RSM US LLP

We have served as the Company's auditor since 2014 .

Raleigh, North Carolina
May 23, 2024

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of World Acceptance Corporation and subsidiaries

Opinion on the Internal Control Over Financial Reporting

We have audited World Acceptance Corporation and subsidiaries' (the Company's) internal control over financial reporting as of March 31, 2024, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of March 31, 2024, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheets of the Company as of March 31, 2024 and 2023 and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended March 31, 2024, and our report dated May 23, 2024 expressed an unqualified opinion.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ RSM US LLP

Raleigh, North Carolina
May 23, 2024

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

The Company had no disagreements on accounting or financial disclosure matters with its independent registered public accounting firm to report under this Item 9.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Based on management's evaluation (with the participation of our principal executive officer and principal financial officer), as of the end of the period covered by this report, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act), are effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes to our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended March 31, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Management assessed our internal control over financial reporting as of March 31, 2024, the end of our fiscal year. Management based its assessment on criteria established in the Internal Control-Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Management's assessment included evaluation of elements such as the design and operating effectiveness of key financial reporting controls, process documentation, accounting policies, and our overall control environment.

Based on our assessment, management has concluded that our internal control over financial reporting was effective as of the end of the fiscal year to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with GAAP. Management's Report on Internal Control over Financial Reporting is included in Part II, Item 8 of this Form 10-K. We reviewed the results of management's assessment with the Audit Compliance Committee of our Board of Directors.

Attestation Report of Public Accounting Firm

Our independent registered public accounting firm, RSM US LLP, independently assessed the effectiveness of the Company's internal control over financial reporting. RSM US LLP has issued an attestation report concurring with management's assessment, which is included at the end of Part II, Item 8 of this Form 10-K.

Inherent Limitations on Effectiveness of Controls

Our management, including the principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be

circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of the effectiveness of controls to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Item 9B. Other Information

During the quarter ended March 31, 2024, none of our directors or officers (as defined in Rule 16a-1(f) promulgated under the Exchange Act) adopted, modified or terminated any "Rule 10b5-1 trading arrangement" or any "non-Rule 10b5-1 trading arrangement," as each term is defined in Item 408(a) of Regulation S-K.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not Applicable.

PART III.

Item 10. Directors, Executive Officers and Corporate Governance

Information contained under the captions "Proposal 1 - Election of Directors," "Corporate Governance," and "Delinquent Section 16(a) Reports" (if any) in the Proxy Statement is incorporated herein by reference in response to this Item 10. The information in response to this Item 10 regarding the executive officers of the Company is contained in Item 1, Part I hereof under the caption "Information about our Executive Officers."

Insider Trading Policies and Procedures

Under United States securities laws, it is a crime to buy or sell securities of a company (including stocks or bonds) while in possession of material, non-public information about the company. Furthermore, it is a crime to pass on such information to others who use it for personal profit if the information was obtained in the course of one's employment and disclosure violates a duty (of confidentiality or otherwise) owed to the employer. Corporations and "controlling persons" can also be criminally liable unless they take precautions to prevent violations of these laws.

The Company maintains an Insider Trading Policy (the "Policy") as part of its efforts to ensure compliance with these laws. If a director, officer or any employee has material non-public information relating to the Company, the Policy, consistent with the law, requires that neither that person nor any related person may buy or sell securities of the Company or engage in any other action to take advantage of that information or to pass it on to others.

The Policy also applies to information obtained in the course of employment relating to any other company, including customers, suppliers or other companies with whom the Company is considering a transaction.

There are no exceptions for transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure).

To provide assistance in preventing inadvertent violations and avoiding even the appearance of an improper transaction (which could result, for example, where any director, officer or other employee engages in a trade while unaware of a pending major development), the Policy provides that:

- Except as otherwise set forth below with respect to Rule 10b5-1 Plans, all transactions in Company securities (acquisitions, dispositions, transfers, etc.) and any plans related thereto by "Insiders" (as defined in the Policy) must be pre-cleared by the Company's Chief Financial Officer or General Counsel.
- Insiders include all directors and officers, as well as certain other designated employees. If an employee has not been previously designated as an Insider and the Company determines that he or she is or may become aware of potentially material information nonetheless, such employee will be notified of his or her Insider status and the rules relating to trading by Insiders will apply to such employee until further notice.
- Those persons required to pre-clear transactions should contact the Chief Financial Officer or General Counsel at least two business days in advance of a proposed transaction. The Chief Financial Officer or General Counsel will make appropriate inquiries, review and, as soon as possible, advise whether or not the Company will permit a transaction under the circumstances. The Chief Financial Officer or General Counsel is under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the transaction, or may approve the transaction in advance of the two business day window, if appropriate review is completed.
- Once pre-cleared, a transaction or Rule 10b5-1 Plan must be initiated within two business days. If a transaction is not initiated within that period, it cannot thereafter be initiated without a second pre-clearance.
- There will be regular quarterly blackout periods, and may be additional blackout periods instituted by the Company for certain specific events or anticipated announcements, during which transactions in the Company's stock will not be permitted.

The Policy also contains prohibitions or limitations on certain transactions that could result in actual or apparent conflicts of interest or forced sales during periods when transactions are prohibited, including various derivative transactions, short sales.

hedges, pledges and short-term trading. This description of the Policy is just a summary and is qualified in its entirety by reference to the full Policy, which is attached as Exhibit 19 to this Annual Report on Form 10-K.

Item 11. Executive Compensation

Information contained under the captions "Corporate Governance," "Executive Compensation," "Director Compensation," and "Compensation Discussion and Analysis" in the Proxy Statement is incorporated herein by reference in response to this Item 11. The "Report of the Compensation Committee" in the Proxy Statement, which shall be deemed furnished, but not filed herewith, is incorporated herein by reference in response to this Item 11.

Item 12. Security Ownership of Certain Beneficial Owners, Management and Related Stockholder Matters

Information contained under the captions "Security Ownership of Certain Beneficial Owners and Management" and "Equity Compensation Plan Information" in the Proxy Statement is incorporated by reference herein in response to this Item 12.

For additional information on our stock option plans, see Note 12 in the Notes to Consolidated Financial Statements for the year ended March 31, 2024.

Item 13. Certain Relationships and Related Transactions and Director Independence

Information contained under the captions "Certain Relationships and Related Person Transactions" and "Corporate Governance" in the Proxy Statement is incorporated by reference in response to this Item 13.

Item 14. Principal Accountant Fees and Services

Information contained under the proposal captioned "Ratification of Appointment of Independent Registered Public Accounting Firm" in the Proxy Statement is incorporated by reference in response to this Item 14.

PART IV.

Item 15. Exhibits and Financial Statement Schedules

(a)(1) The following Consolidated Financial Statements of the Company and Report of Independent Registered Public Accounting Firm are filed as part of this Annual Report under Item 8.

Consolidated Financial Statements:

Consolidated Balance Sheets at March 31, 2024 and 2023

Consolidated Statements of Operations for the fiscal years ended March 31, 2024, 2023, and 2022

Consolidated Statements of Shareholders' Equity for the fiscal years ended March 31, 2024, 2023, and 2022

Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2024, 2023, and 2022

Notes to Consolidated Financial Statements

Reports of Independent Registered Public Accounting Firm (PCAOB ID: 49)

(a)(2) Financial Statement Schedules

All schedules for which provision is made in the applicable accounting regulations of the SEC are not required under the related instructions, are inapplicable, or the required information is included elsewhere in the Consolidated Financial Statements.

(a)(3) Exhibits

The list of exhibits filed as a part of this Form 10-K is set forth on the Exhibit Index immediately preceding the signatures to this Form 10-K and is incorporated by reference in this Item 15(a)(3).

(b) Exhibits

The exhibits listed in the accompanying Exhibit Index are filed as a part of this Annual Report on Form 10-K.

(c) Separate Financial Statements and Schedules

Financial statement schedules have been omitted since the required information is included in our Consolidated Financial Statements contained in Item 8 of this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

None.

EXHIBIT INDEX

Exhibit Number	Exhibit Description	Filed Herewith	Incorporated by Reference		
			Form or Registration Number	Exhibit	Filing Date
3.01	Second Amended and Restated Articles of Incorporation of World Acceptance Corporation, as amended		S-8	3.1	07-29-03
3.02	Eighth Amended and Restated Bylaws of World Acceptance Corporation		10-Q	3.01	11-08-18
4.01	Specimen Share Certificate		S-1A	4.1	10-28-91
4.02	Description of Securities		10-K	4.04	05-24-19
4.03	Indenture, dated as of September 27, 2021, among the Company, the guarantors listed therein, and The Bank of New York Mellon Trust Company, N.A.		8-K	4.1	09-28-21
10.01	Amended and Restated Revolving Credit Agreement, dated as of June 7, 2019		8-K	10.1	06-07-19
10.02	Amended and Restated Security Agreement, Pledge and Indenture of Trust, dated as of June 7, 2019		8-K	10.2	06-07-19
10.03	Amended and Restated Security Agreement, Pledge and Indenture of Trust (subsidiaries), dated as of June 7, 2019		8-K	10.3	06-07-19
10.04	Amended and Restated Guaranty Agreement, dated as of June 7, 2019		8-K	10.4	06-07-19
10.05	First Amendment to Amended and Restated Revolving Credit Facility dated December 20, 2019		8-K	10.1	12-23-19
10.06	Second Amendment to Amended and Restated Revolving Credit Facility dated April 29, 2020		8-K	10.1	04-30-20
10.07	Third Amendment to Amended and Restated Revolving Credit Facility, dated July 24, 2020		8-K	10.1	07-24-20
10.08	Fourth Amendment to Amended and Restated Revolving Credit Facility dated December 15, 2020		8-K/A	10.1	12-16-20
10.09	Fifth Amendment to Amended and Restated Revolving Credit Facility dated March 26, 2021		8-K	10.1	03-29-21
10.10	Sixth Amendment to Amended and Restated Revolving Credit Facility dated September 27, 2021		8-K	10.1	09-28-21
10.11	Seventh Amendment to Amended and Restated Revolving Credit Facility dated May 3, 2022		8-K	10.1	05-06-22
10.12	Eighth Amendment to Amended and Restated Revolving Credit Facility dated July 27, 2022		8-K	10.1	7-27-22
10.13	Ninth Amendment to Amended and Restated Revolving Credit Facility dated November 23, 2022		8-K	10.1	11-23-22
10.14	Tenth Amendment to Amended and Restated Revolving Credit Facility dated July 18, 2023		8-K	10.1	07-18-23
10.15	Eleventh Amendment to Amended and Restated Revolving Credit Facility dated November 9, 2023		8-K	10.1	11-09-23
10.16	Twelfth Amendment to Amended and Restated Revolving Credit Facility dated February 28, 2024		8-K	10.1	02-28-24
10.17+	World Acceptance Corporation Retirement Savings Plan		S-8	4.1	10-18-96
10.18+	World Acceptance Corporation Retirement Savings Plan Fifth Amendment		10-Q	10.1	02-02-09
10.19+	World Acceptance Corporation Supplemental Income Plan		10-K	10.7	06-29-00
10.20+	Second Amendment to the World Acceptance Corporation Supplemental Income Plan		10-Q	10.15	02-01-08
10.21+	Second Amended and Restated World Acceptance Corporation 2005 Supplemental Income Plan		10-Q	10.18	02-01-08
10.22+	First Amendment to the Second Amended and Restated World Acceptance Corporation 2005 Supplemental Income Plan		8-K	10.1	04-19-19

10.23+	World Acceptance Corporation 2009 Supplemental Income Plan	10-Q	10.1	08-03-09
10.24+	World Acceptance Corporation Board of Directors Deferred Compensation Plan	10-K	10.6	06-29-00
10.25+	Second Amendment to the World Acceptance Corporation Board of Directors Deferred Compensation Plan (2000)	10-Q	10.13	02-01-08
10.26+	First Amended and Restated World Acceptance Corporation Board of Directors 2005 Deferred Compensation Plan	10-Q	10.16	02-01-08
10.27+	World Acceptance Corporation Executive Deferral Plan	10-K	10.12	06-29-01
10.28+	Second Amendment to the World Acceptance Corporation Executive Deferral Plan	10-Q	10.14	02-01-08
10.29+	First Amended and Restated World Acceptance Corporation 2005 Executive Deferral Plan	10-Q	10.17	02-01-08
10.30+	World Acceptance Corporation 2008 Stock Option Plan	DEF 14A	Appendix A	06-30-08
10.31+	Form of Stock Option Agreement (Form A)	8-K	99.1	12-10-12
10.32+	World Acceptance Corporation 2011 Stock Option Plan	DEF 14A	Appendix A	06-29-11
10.33+	Form of Stock Option Agreement (Form B)	10-K	10.35	06-13-18
10.34+	Form of Stock Option Agreement (Form C)	10-K	10.36	06-13-18
10.35+	Form of Stock Option Agreement under the 2011 Plan (Long-Term Incentive Program)	8-K	10.5	10-16-18
10.36+	Form of Stock Option Agreement under the 2017 Plan (Long-Term Incentive Program)	8-K	10.6	10-16-18
10.37+	Form of Restricted Stock Award (Service-Based) Agreement under the 2011 Plan (Long-Term Incentive Program)	8-K	10.1	10-16-18
10.38+	Form of Restricted Stock Award Agreement (Service-Based) under the 2017 Plan (Long-Term Incentive Program)	8-K	10.2	10-16-18
10.39+	Form of Restricted Stock Award Agreement (Service- and Performance-Based) under the 2011 Plan (Long-Term Incentive Program)	8-K	10.3	10-16-18
10.40+	Form of Restricted Stock Award Agreement (Service- and Performance-Based) under the 2017 Plan (Long-Term Incentive Program)	8-K	10.4	10-16-18
10.41+	World Acceptance Corporation 2017 Stock Incentive Plan	S-8	99	09-08-17
10.42+	Amended and Restated Employment Agreement, dated as of April 1, 2019, by and between World Acceptance Corporation and R. Chad Prashad	8-K	10.2	04-19-19
10.43+	Amended and Restated Employment Agreement, dated as of April 1, 2019, by and between World Acceptance Corporation and John L. Calmes, Jr.	8-K	10.3	04-19-19
10.44+	Amended and Restated Employment Agreement, dated as of April 1, 2019, by and between World Acceptance Corporation and D. Clinton Dyer	8-K	10.4	04-19-19
10.45+	Employment Agreement, dated as of April 1, 2018, by and between Luke J. Umstetter and World Acceptance Corporation	10-K	10.65	05-24-19
19	Insider Trading Policy	*		
21	Schedule of the Company's Subsidiaries as of March 31, 2024	*		
23	Consent of RSM US LLP	*		
31.01	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer	*		
31.02	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer	*		
32.01	Section 1350 Certification of Chief Executive Officer	*		
32.02	Section 1350 Certification of Chief Financial Officer	*		
97	Policy Relating to Recovery of Erroneously Awarded Compensation	*		

101	The following materials from the Company's Annual Report on Form 10-K for the fiscal year ended March 31, 2024, formatted in XBRL:	*
	(i) Consolidated Balance Sheets as of March 31, 2024 and March 31, 2023;	
	(ii) Consolidated Statements of Operations for the fiscal years ended March 31, 2024, March 31, 2023, and March 31, 2022;	
	(iii) Consolidated Statements of Shareholders' Equity for the fiscal years ended March 31, 2024, March 31, 2023, and March 31, 2022;	
	(iv) Consolidated Statements of Cash Flows for the fiscal years ended March 31, 2024, March 31, 2023, and March 31, 2022;	
	and	
	(v) Notes to Consolidated Financial Statements.	
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)	

* Submitted electronically herewith.

+ Management Contract or other compensatory plan required to be filed under Item 15 of this report and Item 601 of Regulation S-K of the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

WORLD ACCEPTANCE CORPORATION

By: /s/ R. Chad Prashad

R. Chad Prashad

President and Chief Executive Officer

Date: May 23, 2024

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ R. Chad Prashad

R. Chad Prashad

President, Chief Executive Officer and Director

Signing on behalf of the registrant and as principal executive officer

Date: May 23, 2024

/s/ Scott McIntyre

Scott McIntyre

Senior Vice President of Accounting

Signing on behalf of the registrant and as principal accounting officer

Date: May 23, 2024

/s/ Ken R. Bramlett, Jr.

Ken R. Bramlett, Jr.

Chairman of the Board of Directors and a Director

Date: May 23, 2024

/s/ Charles D. Way

Charles D. Way

Director

Date: May 23, 2024

/s/ Beth Neuhoff

Beth Neuhoff

Director

Date: May 23, 2024

/s/ John L. Calmes, Jr.

John L. Calmes, Jr.

Executive Vice President and Chief Financial and Strategy Officer

Signing on behalf of the registrant and as principal financial officer

Date: May 23, 2024

/s/ Scott J. Vassalluzzo

Scott J. Vassalluzzo

Director

Date: May 23, 2024

/s/ Darrell Whitaker

Darrell Whitaker

Director

Date: May 23, 2024

/s/ Benjamin Robinson

Benjamin Robinson

Director

Date: May 23, 2024

INSIDER TRADING POLICY

Policy

Under United States securities laws, it is a crime to buy or sell securities of a company (including stocks or bonds) while in possession of material, non-public information about the company. Furthermore, it is a crime to pass on such information to others who use it for personal profit if the information was obtained in the course of one's employment and disclosure violates a duty (of confidentiality or otherwise) owed to the employer. Corporations and "controlling persons" can also be criminally liable unless they take precautions to prevent violations of these laws.

Responsibilities

If a director, officer or any employee has material non-public information relating to World Acceptance Corporation (together with its subsidiaries, the "Company"), it is the Company's policy, consistent with the law, that neither that person nor any related person may buy or sell securities of the Company or engage in any other action to take advantage of that information or to pass it on to others.

This Policy also applies to information obtained in the course of employment relating to any other company, including customers, suppliers or other companies with whom the Company is considering a transaction. Such information is the property of the Company, and use for personal gain, or disclosure to others who use it for personal gain, is a conversion of Company property for personal use. As such, that improper use of Company property is strictly prohibited.

There are no exceptions for transactions that may be necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure).

Disclosure of Information to Others

The Company is required under Regulation FD of the federal securities laws to avoid the selective disclosure of material nonpublic information. The Company has established procedures for releasing material information in a manner that is designed to achieve broad public dissemination of the information immediately upon its release. No director, officer or employee should, therefore, disclose information to anyone outside the Company, including family members and friends, or discuss the Company or its business on Facebook, X (formerly Twitter), LinkedIn, Instagram, or any other form of social media or any internet message board, chat room or any similar or other forum, other than in accordance with those procedures.

Definition of Material Information

Always remember that "material information" is broadly defined to include any information that a reasonable investor would consider important in a decision to buy, hold or sell securities (in short, any information that could reasonably be expected to affect the price of the securities).

Common examples of information that is frequently regarded as material are:

- the Company's key financial metrics and results;

- guidance on earnings estimates and changing or confirming such guidance at a later date, or other projections of future earnings or losses;
- news of a pending or proposed merger, acquisition or tender offer;
- news of a significant sale of assets or the disposition of a subsidiary;
- changes in dividend policies, the declaration of a new stock split or the offering of additional securities;
- repurchases or redemptions of the Company's securities or plans related thereto (including any amendment or termination of any such plans);
- significant financing transactions outside of the ordinary course of business;
- any default on outstanding debt of the Company or a bankruptcy filing, corporate restructuring or receivership;
- any significant cybersecurity incidents, including vulnerabilities or data breaches;
- significant legal or regulatory matters;
- a conclusion by the Company or a notification from its independent auditor that any of the Company's previously issued financial statements or auditor's report regarding such financial statements should no longer be relied upon, or that a restatement will be needed;
- changes in management or the Board of Directors of the Company;
- significant new products or services offerings; or
- the gain or loss of a substantial customer or supplier.

Either positive or negative information may be material. This list is illustrative only and is not intended to provide a comprehensive list of circumstances that could give rise to material information. The SEC takes a broad view as to what information is considered material. If you have any questions as to whether certain information is material, please contact the Company's General Counsel.

Twenty-Twenty Hindsight

If securities transactions become the subject of scrutiny they will be viewed after the fact with the benefit of twenty-twenty hindsight. As a result, before engaging in any transaction involving the Company's securities, any director, officer or employee should carefully consider how the transaction would be viewed in hindsight if a marked increase or decrease in the stock price occurs after the transaction.

Transactions by Family Members

The restrictions set forth in this Policy apply equally to family members and others living with any director, officer or other employee of the Company. Family members include a spouse, a child, a child away at college, stepchildren, grandchildren, parents, stepparents, grandparents, siblings, in-laws, and anyone (other than domestic employees) who shares the person's home and any family members who do not live in a person's household but whose transactions in Company securities are directed by such person or are subject to such person's influence or control, such as parents or children who consult with such person before they trade in Company securities. Each director, officer and other employee will be held responsible for the actions of their immediate families and personal households. Consequently, directors, officers and employees should make members of their immediate family and personal households aware of the need to confer with them before they trade in Company securities, and should treat all such

transactions for purposes of this Policy and applicable securities laws as if the transactions were for the director's, officer's or employee's own account. If a relative, whether living in such person's home or outside such person's home, trades in Company securities, and thereafter there is a marked increase or decrease in the stock price, the relative's trades, and such person's actions, will be subject to strict scrutiny. For example, in those circumstances, the Securities and Exchange Commission ("SEC") frequently begins investigations into whether directors, officers or employees of the company involved tipped the relative who traded.

Tipping Information to Others

Whether the information is proprietary information about the Company, information that could have an impact on the Company's stock price, or non-public information about another company learned in the course of employment, none of such information should be passed on to others. The same legal penalties apply whether or not the distributor of the information, or tipper, actually benefits from another's actions. The SEC has often successfully asserted substantial penalties against employees who told others about pending transactions even though those employees did not actually trade or profit from their tippees' trading.

When Information is Public

Because the Company's shareholders and the investing public must be afforded the time to receive any potential material information and act upon it, as a general rule no director, officer or employee should engage in any transactions until two full trading days have elapsed after such information has been released. Thus, if a public announcement is made before the markets open on a Monday, Wednesday generally would be the first day on which such persons could trade. Similarly, if an announcement were made after the close on a Thursday, the following Tuesday generally would be the first day. Obviously, these guidelines are meant to ensure only that the public announcement has been adequately disseminated and, even if the specified time periods following a public announcement have passed, any desired transactions by directors, officers or employees will remain subject to all of the other provisions of this Policy.

Additional Prohibited Transactions

The Company's Policy prohibits directors, officers and employees (and their family members noted above) from engaging in any of the following activities with respect to securities of the Company:

1. *Trading in securities on a short-term basis*

- **All employees.** The Company encourages (but does not require) that all Company securities purchased by an employee (other than an Insider (as defined below)) should be held for a minimum period of six months before any subsequent resale.
- **Insiders.** The Company requires that any director, officer or other employee designated as an insider by the Board, the Chief Financial Officer or General Counsel from time to time (collectively, "Insiders") refrain from selling any Company securities for a period of six months after the purchase of any Company securities. Similarly, any Insider must refrain from purchasing any Company securities for a period of six months after the sale of any Company securities. (Note that the SEC's short-swing profit rule similarly subjects Insiders to liability)

for certain sales of securities within six months of certain purchases and for certain purchases of securities within six months after certain sales.) Insiders of the Company may vary from time to time and will typically include, in addition to the directors and executive officers of the Company, those persons who, because of the nature of their responsibilities, are or are likely to become aware of important Company information. These restrictions have been adopted in part to prevent Insiders from engaging in transactions that lead to "short-swing profits" liability under Section 16(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

- **Exceptions.** These restrictions on short-term trading do not apply to stock option exercises because option exercises are not regarded as purchases of securities. The restrictions do apply, however, to sales of shares received upon the exercise of an option. An Insider may immediately sell the option shares after exercising a stock option only if the Insider has not purchased other Company shares within the six months prior to the option exercise. If an Insider has purchased other Company shares within the six months prior to the option exercise, he or she may not sell the option shares until the purchased shares have been held for at least six months.
- These short-term trading restrictions also do not apply to the receipt of shares granted pursuant to an election to receive equity in payment of a portion of a bonus or other award pursuant to any incentive compensation plan of the Company. These restrictions do apply, however, to a market sale of such shares. Shares received pursuant to such a plan also may be subject to contractual restrictions on resale as set forth in the applicable compensation plan or award agreement.

2. **Short sales.** Short sales of Company securities (i.e., the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, no Insiders or other employees should ever engage in short sales of Company securities. In addition, Section 16(c) of the Exchange Act prohibits officers and directors from engaging in short sales.

3. **Buying or selling puts or calls.** Given the relatively short term of publicly-traded options, transactions in options may create the appearance that a director, officer or employee is trading based on material nonpublic information and focus a director's, officer's or other employee's attention on short-term performance at the expense of the Company's long-term objectives. Accordingly, transactions in put options, call options or other derivative securities on an exchange, in any other organized market, or otherwise are prohibited by this Policy.

4. **Hedging.** Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forwards, equity swaps, collars and exchange funds. Such hedging transactions may permit a director, officer or employee to continue to own Company securities, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other shareholders.

Therefore, directors, officers and employees are prohibited from engaging in any such transactions involving Company securities.

5. *Margin Accounts and Pledging Securities.* Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in Company securities, directors, officers, and other employees must obtain pre-clearance from the Company's Chief Financial Officer or General Counsel before placing Company securities in a margin account or otherwise pledging Company securities as collateral for a loan. Pre-clearance generally will be granted when the director, officer, or employee demonstrates the ability to repay the obligation with assets other than the pledged Company securities.
6. *Standing and Limit Orders.* Standing and limit orders (except standing and limit orders under approved Rule 10b5-1 Plans described below) create heightened risks for insider trading violations similar to the use of margin accounts. There is no control over the timing of purchases or sales that result from standing instructions to a broker and, as a result, the broker could execute a transaction when a director, officer or other employee is in possession of material nonpublic information. The Company therefore discourages placing standing or limit orders on Company securities. If a person subject to this Policy determines that they must use a standing order or limit order, the order should be limited to short duration and should otherwise comply with the restrictions and procedures outlined below under the headings "Pre-Clearance of All Transactions by Insiders" and "Blackout Periods."

Company Assistance

Any person who has any questions about specific transactions may obtain additional guidance from the Company's General Counsel. Remember, however, that the ultimate responsibility for adhering to this Policy and avoiding improper transactions rests with the individual. In this regard, it is imperative that good judgment is used at all times.

Pre-Clearance of All Transactions by Insiders

To provide assistance in preventing inadvertent violations and avoiding even the appearance of an improper transaction (which could result, for example, where any director, officer or other employee engages in a trade while unaware of a pending major development), the following procedures will apply:

Except as otherwise set forth below with respect to Rule 10b5-1 Plans, all transactions in Company securities (acquisitions, dispositions, transfers, etc.) and any plans related thereto by Insiders must be pre-cleared by the Company's Chief Financial Officer or General Counsel.

If an employee has not been previously designated as an Insider and the Company determines that he or she is or may become aware of potentially material information nonetheless, such employee will be notified of his or her Insider status and the rules relating to trading by Insiders

will apply to such employee until further notice. Those persons required to pre-clear transactions should contact the Chief Financial Officer or General Counsel at least two business days in advance of a proposed transaction. The Chief Financial Officer or General Counsel will make appropriate inquiries, review and, as soon as possible, advise whether or not the Company will permit a transaction under the circumstances. The Chief Financial Officer or General Counsel is under no obligation to approve a transaction submitted for pre-clearance and may determine not to permit the transaction, or may approve the transaction in advance of the two business day window, if appropriate review is completed.

Once pre-cleared, a transaction or Rule 10b5-1 Plan must be initiated within two business days. If a transaction is not initiated within that period, it cannot thereafter be initiated without a second pre-clearance.

Blackout Periods

Quarterly Blackouts. The Company's announcement of its quarterly financial results almost always has the potential to have a material effect on the market for the Company's securities. Therefore, Insiders can anticipate that, to avoid even the appearance of trading while aware of material nonpublic information, they will not be pre-cleared to trade in Company securities during the period beginning on the twentieth (20th) day of the last month of any fiscal quarter of the Company and ending two full trading days after the issuance of the quarterly earnings release. Thus, if the fiscal quarter in question ends on December 31st and earnings are released before the market opens on January 20th, Insiders will not be permitted to trade between December 20th and January 21st.

Corporate News Blackouts. The Company may also on occasion issue interim earnings guidance or other potentially material information (which may include pending announcement of a stock repurchase plan or any amendments thereto) by means of a press release, SEC filing on Form 8-K or other means designed to achieve widespread dissemination of the information. During that time the Company may impose a blackout on trades while the Company is in the process of assembling the information to be released and until the information has been released and fully absorbed by the market.

Event-Specific Blackout Periods. From time to time, an event may occur that is material to the Company and is known by only a few Insiders. So long as such an event remains material and nonpublic, no Insiders will be permitted to trade in Company securities. The existence of an event- specific blackout will not be announced, other than to those who are aware of the event giving rise to the blackout. If, however, a person whose trades are subject to pre-clearance requests permission to trade in Company securities during an event-specific blackout, the Chief Financial Officer or General Counsel will inform the requester of the existence of a blackout period without disclosing the reason for the blackout. No person made aware of the existence of an event-specific blackout should disclose the existence of the blackout to any other person. The failure of the Chief Financial Officer or General Counsel to designate a person as being subject to an event-specific blackout will not in any event relieve that person of the obligation not to trade while aware of material nonpublic information.

Reports of Beneficial Ownership; Post-Transaction Notice

The Company's directors and executive officers are required to file initial reports of their beneficial ownership of any class of the Company's securities with the SEC on Form 3. Thereafter, each reporting person must file Forms 4 and 5 reporting all reportable changes in beneficial ownership. A report on Form 4 is due for each then-reportable change in beneficial ownership by the second business day after the transaction. A report on Form 5, if applicable, is due from each reporting person within 45 days after the end of the Company's fiscal year.

To facilitate public reporting requirements, each director and executive officer shall also notify the Chief Financial Officer or General Counsel (or his or her designee) of (i) the occurrence of any purchase, sale or other acquisition or disposition of securities of the Company, or (ii) the entry into, amendment or termination of any Rule 10b5-1 plan with respect to the purchase or sale of Company securities, in each case, as soon as possible following the transaction, but in any event within one business day after the transaction. Such notification may be oral or in writing (including by email) and should include the identity of the covered person, the type of transaction, the date of the transaction, the number of shares involved and the purchase or sale price.

Trading of Stock in Company-Sponsored Plan

The Chief Financial Officer or General Counsel may promulgate specific rules, either in addition to or as exceptions to the rules stated above, to govern transactions in Company securities in or through Company-sponsored retirement, savings or profit-sharing plans. All such rules will be deemed to be part of this Policy.

Rule 10b5-1 Plans

Rule 10b5-1 under the Exchange Act provides a defense from insider trading liability. To be eligible to invoke this defense, a person subject to this Policy must enter into a Rule 10b5-1 plan for transactions in Company securities that meets certain conditions specified in the Rule (a "Rule 10b5-1 Plan"). If the plan meets the requirements of Rule 10b5-1, Company securities may be purchased or sold without regard to certain insider trading restrictions. To comply with the Policy, any Rule 10b5-1 Plan (including any amendment thereto or termination thereof) must be approved in advance by the General Counsel as set forth below.

In general, a Rule 10b5-1 Plan must (i) be entered into at a time when the person entering into the plan is not aware of material nonpublic information and is not otherwise subject to a Blackout Period and (ii) comply with all of the requirements of Rule 10b5-1. In the case of directors and executive officers subject to Section 16, any Rule 10b5-1 Plan must also include a requirement that the broker notify the Company before the close of business on the day after the execution of the transaction. No person may have more than one Rule 10b5-1 Plan or overlapping Rule 10b5-1 Plans, except to the extent permitted by Rule 10b5-1. If you have any questions regarding the requirements of Rule 10b5-1, the Company's General Counsel will provide you with a summary of the applicable parameters.

Any Rule 10b5-1 Plan (or any amendment to any such Rule 10b5-1 Plan) must be submitted for approval prior to the entry into (or amendment of) the Rule 10b5-1 Plan. No further pre-approval of transactions conducted pursuant to the Rule 10b5-1 Plan will be required. Any plan to

terminate a Rule 10b5-1 Plan must be submitted for approval at least two business days prior to the proposed termination. The Company reserves the right to withhold pre-clearance of any Rule 10b5-1 Plan that the Company determines is not consistent with the rules regarding such plans or may approve the transaction in advance of the two-business day window, if appropriate review is completed.

Once the Rule 10b5-1 Plan is adopted, the person must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of the trade. The plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on these matters to an independent third party. Modifications to or terminations of Rule 10b5-1 Plans must be carefully considered and generally are discouraged absent compelling circumstances. In all cases, any modification to or termination of a Rule 10b5-1 Plan must also comply with all of the requirements set forth in this Policy, including pre-clearance, occurrence outside of a Blackout Period and compliance with all of the requirements of Rule 10b5-1.

Post-Termination Transactions

This Policy continues to apply to transactions in Company securities by Insiders even after such persons have terminated employment with or service to the Company. If an Insider is in possession of material nonpublic information upon such termination, such person may not trade in Company securities until that information has become public and adequately disseminated in accordance with this Policy or is no longer material. In all other respects, the procedures set forth in this Policy will cease to apply to transactions in Company securities by an Insider upon the expiration of any blackout period that is applicable to Insider transactions at the time of termination of service.

Certifications

From time to time on request from the Chief Financial Officer or General Counsel, each employee, officer and director will be required to certify his or her understanding of and intent to comply with this Policy. In addition, directors and officers will be expected to make this certification no less frequently than annually.

EXHIBIT 21

SUBSIDIARIES OF WORLD ACCEPTANCE CORPORATION

Corporate Name	State of Incorporation/ Establishment
World Acceptance Corporation	South Carolina
World Acceptance Corporation of Alabama	Alabama
World Finance Corporation of Colorado	Colorado
World Finance Company of Georgia, LLC	Georgia
World Finance Corporation of Illinois	Illinois
World Finance Company of Idaho, LLC	Idaho
World Finance Company of Indiana, LLC	Indiana
World Finance Company of Kentucky, LLC	Kentucky
World Finance Corporation of Louisiana	Louisiana
World Finance Company of Mississippi, LLC	Mississippi
World Acceptance Corporation of Missouri	Missouri
World Finance Corporation of New Mexico	New Mexico
World Finance Company of Oklahoma, LLC	Oklahoma
World Finance Company of South Carolina, LLC	South Carolina
WFC of South Carolina, Inc.	South Carolina
WFC Services, Inc. (SC)	South Carolina
World Finance Corporation of Tennessee	Tennessee
WFC Limited Partnership	Texas
World Finance Corporation of Wisconsin	Wisconsin
WAC Insurance Company, Ltd.	Turks & Caicos Islands
WAC of Oklahoma, LP	Oklahoma
WAC of South Carolina, LLC	South Carolina
WAC Mexico Holdings, LLC	South Carolina
World Finance Company of Utah, LLC	Utah

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (No. 333-14399, 333-107426, 333-135621, 333-153212, 333-179389, 333-220391, and 333-228093) on Form S-8 of World Acceptance Corporation of our reports dated May 23, 2024, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of World Acceptance Corporation, appearing in this Annual Report on Form 10-K of World Acceptance Corporation for the year ended March 31, 2024.

/s/ RSM US LLP

Raleigh, North Carolina
May 23, 2024

CERTIFICATION

I, R. Chad Prashad, certify that:

1. I have reviewed this Annual Report on Form 10-K of World Acceptance Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 23, 2024

/s/ R. Chad Prashad

R. Chad Prashad
President and Chief Executive Officer

CERTIFICATION

I, John L. Calmes, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of World Acceptance Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: May 23, 2024

/s/ John L. Calmes, Jr.
John L. Calmes, Jr.
Executive Vice President and Chief Financial and Strategy Officer

CERTIFICATION OF PERIODIC REPORT

I, R. Chad Prashad, President and Chief Executive Officer of World Acceptance Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the year ended March 31, 2024, (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 23, 2024

/s/ R. Chad Prashad

R. Chad Prashad
President and Chief Executive Officer

CERTIFICATION OF PERIODIC REPORT

I, John L. Calmes, Jr., Executive Vice President and Chief Financial and Strategy Officer of World Acceptance Corporation (the "Company"), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to my knowledge:

- (1) the Annual Report on Form 10-K of the Company for the year ended March 31, 2024, (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: May 23, 2024

/s/ John L. Calmes, Jr.

John L. Calmes, Jr.
Executive Vice President and Chief Financial and Strategy Officer

**World Acceptance Corporation
CLAWBACK POLICY**

I. History

- a. The Compensation and Stock Option Committee (the "Committee") of the Board of Directors (the "Board") of World Acceptance Corporation (the "Company") adopted the mandatory policy set forth in Section II hereof (the "Mandatory Policy") in accordance with the applicable listing standards of The Nasdaq Stock Market ("Nasdaq") and Rule 10D-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), effective as of October 2, 2023 (the "Mandatory Policy Effective Date"). To the extent the Mandatory Policy is in any manner deemed inconsistent with Nasdaq listing standards, the Mandatory Policy shall be treated as retroactively amended to be compliant with such listing standards.
- b. The Committee previously adopted the discretionary policy set forth in Section III hereof (the "Discretionary Policy"), effective as of November 15, 2023, (the "Discretionary Policy Effective Date").
- c. As used herein, "Policy" means both the Mandatory Policy and the Discretionary Policy.

II. Mandatory Policy

- a. For purpose of this Mandatory Policy, the following terms have the following meanings:

- i. "**Accounting Restatement**" means any accounting restatement due to the material noncompliance of the Company with any financial reporting requirement under the securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (a "Big R" restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (a "little r" restatement).
- ii. "**Covered Executive**" means the officers identified as executive officers by the Company in the Company's filings with the SEC pursuant to Item 401(b) of Regulation S-K and the officers required to file reports under Section 16 of the Exchange Act.
- iii. "**Erroneously Awarded Compensation**" is the amount of Incentive-Based Compensation Received that exceeds the amount of Incentive-Based Compensation that otherwise would have been Received had it been determined based on the restated amounts, computed without regard to any taxes paid. For Incentive-Based Compensation based on stock price or total stockholder return ("TSR"), where the amount of Erroneously Awarded Compensation is not subject to mathematical recalculation directly from the information in an Accounting Restatement: (i) the amount shall be based on a reasonable estimate of the effect of the Accounting Restatement on the stock price or TSR upon which the

Incentive-Based Compensation was Received; and (ii) the Company shall maintain documentation of the determination of that reasonable estimate and provide such documentation to Nasdaq.

- iv. "**Financial Reporting Measure**" is any measure that is determined and presented in accordance with the accounting principles used in preparing the Company's financial statements, and any measure that is derived wholly or in part from such measure. Stock price and TSR (and any measures that are derived wholly or in part from stock price or TSR) are also Financial Reporting Measures. A Financial Reporting Measure need not be presented within the Company's financial statements or included in a filing with the SEC.
- v. "**Incentive-Based Compensation**" means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure. Please refer to Appendix A to this Policy for a list of examples of Incentive-Based Compensation.
- vi. "**Other Mandatory Person**" has the meaning set forth in Section II(g) hereof.
- vii. "**Received**" means the Company's fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

b. In the event that the Company is required to prepare an Accounting Restatement, the Company shall recover reasonably promptly the amount of all Erroneously Awarded Compensation Received by a person: (i) after beginning service as a Covered Executive; (ii) who served as a Covered Executive at any time during the performance period for that Incentive-Based Compensation; (iii) while the Company has a class of securities listed on Nasdaq; and (iv) during the three completed fiscal years immediately preceding the date that the Company is required to prepare the Accounting Restatement and any transition period (that results from a change in the Company's fiscal year) within or immediately following those three completed fiscal years. For purposes of this Mandatory Policy, a transition period between the last day of the Company's previous fiscal year and the first day of its new fiscal year that comprises a period of nine to twelve months would be deemed a completed fiscal year.

c. Notwithstanding the foregoing, this Mandatory Policy shall only apply to Incentive-Based Compensation Received on or after the Mandatory Policy Effective Date.

d. The Company's obligation to recover Erroneously Awarded Compensation pursuant to this Mandatory Policy is not dependent on when the restated financial statements are filed.

- e. For purposes of determining the relevant recovery period under this Mandatory Policy, the date that the Company is required to prepare an Accounting Restatement is the earliest to occur of: (i) the date the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare an Accounting Restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare an Accounting Restatement.
- f. The Company must recover Erroneously Awarded Compensation in compliance with this Mandatory Policy except to the extent that the conditions of paragraphs (i), (ii) or (iii) below are met, and the Committee, or in the absence of such a committee, a majority of the independent directors serving on the Board, has determined that recovery would be impracticable.
 - i. The direct expense paid to a third party to assist in enforcing this Mandatory Policy would exceed the amount to be recovered. Before concluding that it would be impracticable to recover any amount of Erroneously Awarded Compensation based on expense of enforcement, the Company shall make a reasonable attempt to recover such Erroneously Awarded Compensation, document such reasonable attempt(s) to recover, and provide that documentation to Nasdaq.
 - ii. Recovery would violate home country law where that law was adopted prior to November 28, 2022. Before concluding that it would be impractical to recover any amount of Erroneously Awarded Compensation based on violation of home country law, the Company shall obtain an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in such a violation, and must provide such opinion to Nasdaq.
 - iii. Recovery would likely cause an otherwise tax-qualified retirement plan, under which benefits are broadly available to employees of the Company, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder.
- g. In addition to the Covered Executives and former Covered Executives, this Mandatory Policy shall apply to any other employee of the Company or its subsidiaries designated by the Committee as a person covered by this Mandatory Policy by written notice to the employee ("Other Mandatory Person").
 - i. Unless otherwise determined by the Committee, this Mandatory Policy shall apply to an Other Mandatory Person as if such individual was a Covered Executive during the relevant periods described in Section II(b).
 - ii. The Committee may, in its discretion, limit recovery of Erroneously Awarded Compensation from an Other Mandatory Person to situations in which an Accounting Restatement was caused or contributed to by the Other Mandatory Person's misconduct.

- iii. In addition, the Committee shall have discretion as to (i) whether to seek to recover Erroneously Awarded Compensation from an Other Mandatory Person, (ii) the amount of the Erroneously Awarded Compensation to be recovered from an Other Mandatory Person, and (iii) the method of recovering any such Erroneously Awarded Compensation from an Other Mandatory Person. In exercising such discretion, the Committee may take into account such considerations as it deems appropriate, including whether the assertion of a claim may violate applicable law or prejudice the interests of the Company in any related proceeding or investigation.
- h. The Committee shall determine the repayment schedule for any Erroneously Awarded Compensation in a manner that complies with the "reasonably promptly" requirement set forth in Section II(b). Such determination shall be consistent with any applicable legal guidance, by the SEC, judicial opinion or otherwise. The determination with respect to "reasonably promptly" recovery may vary from case to case and the Committee is authorized to adopt additional rules to further describe what repayment schedule satisfies this requirement.
- i. To the extent a Covered Executive, former Covered Executive or Other Mandatory Person refuses to pay to the Company any Erroneously Awarded Compensation, the Company shall have the right to sue for repayment or, to the extent legally permitted, to enforce such person's obligation to make payment by withholding unpaid or future compensation.
- j. If the requirement to recover Erroneously Awarded Compensation is triggered under this Mandatory Policy, then, in the event of any actual or alleged conflict between the provisions of this Mandatory Policy and a similar clause or provision in any of the Company's plans, awards, policies or agreements, this Mandatory Policy shall be controlling and determinative; provided that, if such other plan, award, policy or agreement provides that a greater amount of compensation shall be subject to clawback, the provisions of such other plan, award, policy or agreement shall apply to the amount in excess of the amount subject to clawback under this Mandatory Policy.

III. Discretionary Policy

- a. The Discretionary Policy applies to the Covered Executives and other members of management (for purposes of the Discretionary Policy, the **Covered Persons** and each, a "Covered Person") in the event of certain "prohibited activities" (as defined below).
- b. Each of the following is a **Prohibited Activity** for purposes of this Discretionary Policy. For the avoidance of doubt, in each and every instance the Committee shall have sole and absolute discretion to determine if a Prohibited Activity has occurred.
 - i. the Covered Executive's or the Covered Person's violation of any noncompetition, nonsolicitation or confidentiality restrictions or other restrictive covenants applicable to the Covered Executive or the Covered Person;

- ii. the Covered Executive's or the Covered Person's material violation of any of the Company's policies which violation is to be detrimental to the business, reputation, character or standing of the Company and/or a subsidiary or parent of the Company (each, an "**Affiliate**"), as determined by the Committee in its discretion;
- iii. the Covered Executive's or the Covered Person's violation of any federal, state or other law, rule or regulation which is materially detrimental to the business, reputation, character or standing of the Company and/or **Affiliate**, as determined by the Committee in its discretion;
- iv. the Covered Executive's or the Covered Person's intentional or negligent disclosure or other knowing misuse of any material confidential information concerning the Company or an Affiliate (except as otherwise required by law or as agreed to by the parties in writing);
- v. the Covered Executive's or the Covered Person's intentional or negligent falsification of Company records or engaging in theft, fraud, embezzlement, or tax evasion as determined by the Committee in its discretion;
- vi. the Covered Executive's or the Covered Person's indictment, conviction or entering of a plea of any type (including, but not limited to, a plea of nolo contendere) for a crime constituting a felony or a misdemeanor involving sexual misconduct or violence of any type, which involves or relates in any way to the Covered Executive's or the Covered Person's actions or omissions during the employment or service of the Covered Executive or the Covered Person and/or to events affecting the Company (and/or an Affiliate) that occur during the employment or service of the Covered Executive or the Covered Person;
- vii. any illicit act or omission which is materially detrimental to the business, reputation, character or standing of the Company and/or an Affiliate, as determined by the Committee in its discretion; or
- viii. the Covered Executive's or the Covered Person's failure to reasonably cooperate with any litigation or investigation affecting the Company and/or an Affiliate.

c. For purposes of this Discretionary Policy, **Subject Compensation** means and includes any and all of the following:

- i. All or a portion of any cash-based incentive compensation granted, awarded, earned or received by the Covered Executive or the Covered Person, including, without limitation, any signing bonuses, retention bonuses, performance bonuses, discretionary bonuses and all other cash-based incentive compensation. For the avoidance of doubt, cash-based incentive compensation shall include the portion of a Covered Executive's or a Covered Person's base salary that is or would have been converted from or attributed to the target performance bonus payable or that would have been payable to such Covered Executive or the Covered Person pursuant to any current or former Company cash-based incentive plan or program; and/or

- ii. All or a portion of any equity-based incentive compensation granted, awarded, earned or received by a Covered Executive or a Covered Person, including, without limitation, all time-based, performance-based and other equity awards and shares of the Company's common stock granted, awarded, earned or received by such Covered Executive or Covered Person and any profits realized by such Covered Executive or Covered Person from the sale of Company securities.
- d. Notwithstanding anything to the contrary herein, no forfeiture, reimbursement, recoupment, repayment or other clawback may be required of a Covered Executive or Covered Person for any cash-based incentive compensation and/or equity-based incentive compensation granted, awarded, earned or received greater than thirty-six (36) months prior to the occurrence of the Prohibited Activity; *provided, however,* that if the Prohibited Activity is a violation of any noncompetition, nonsolicitation or confidentiality restrictions or other restrictive covenants applicable to such Covered Executive or Covered Person, the time period for forfeiture, reimbursement, recoupment, repayment or other clawback shall not be greater than twenty-four (24) months. For the avoidance of doubt, in each and every instance the Committee shall have sole and absolute discretion to determine the amount of the Subject Compensation and the time period for forfeiture, reimbursement, recoupment, repayment or other clawback pursuant to this Discretionary Policy.
- e. The Committee shall recover any excess Subject Compensation in accordance with this Discretionary Policy unless such recovery would be impracticable, as determined by the Committee in its discretion.

IV. Method of Recoupment

The Committee will determine, in its sole discretion, the means to recover Erroneously Awarded Compensation or Subject Compensation, as applicable, hereunder which may include, without limitation:

- i. requiring cash reimbursement;
- ii. seeking recovery of any gain realized on the vesting, exercise, settlement, sale, transfer, or other disposition of any equity-based incentive compensation;
- iii. offsetting the recouped amount from any compensation otherwise owed by the Company to the Covered Executive or Covered Person;
- iv. cancelling outstanding vested, unvested or unexercised equity-based incentive compensation;
- v. taking any other remedial and recovery action permitted by law, as determined by the Committee.

V. No Indemnification

The Company shall not indemnify any Covered Executive or Covered Person against the loss of any incorrectly awarded or recouped Erroneously Awarded Compensation or Subject Compensation, as applicable.

VI. Interpretation; Enforcement

The Committee is authorized to interpret and construe this Policy and to make all determinations necessary, appropriate, or advisable for the administration of this Policy. Any determination by the Committee with respect to this Policy shall be final, conclusive, and binding on all interested parties. The Committee shall have full authority to interpret and enforce this Policy to the fullest extent permitted by law.

VII. Amendment; Termination

The Committee may amend this Policy from time to time in its discretion, provided that any such amendment does not cause the Mandatory Policy to violate applicable listing standards of Nasdaq or Rule 10D-1 under the Exchange Act. The Committee may terminate the Discretionary Policy at any time.

VIII. Other Recoupment Rights

The Committee intends that this Policy will be applied to the fullest extent of the law. Any right of recoupment under this Policy is in addition to, and not in lieu of, any other remedies or rights of recoupment that may be available to the Company pursuant to the terms of any similar policy in any employment agreement, equity award agreement, or similar agreement and any other legal remedies available to the Company. Application of this Policy does not preclude the Company from taking any other action to enforce a Covered Person's or Covered Executive's obligations to the Company, including termination of employment or institution of civil or criminal proceedings. Nothing in this Policy shall be viewed as limiting the right of the Company or the Committee to pursue recoupment under or as provided by the Company's plans, awards, policies or agreements or the applicable provisions of any law, rule or regulation (including, without limitation, Section 304 of the Sarbanes-Oxley Act of 2002).

IX. Successors

This Policy shall be binding and enforceable against all Covered Executives and Covered Persons and their beneficiaries, heirs, executors, administrators or other legal representatives.

X. Required Disclosures

The Company shall file all disclosures with respect to this Policy in accordance with the requirements of the U.S. Federal securities laws, including the disclosure required by the applicable SEC filings.

Covered Executive/Covered Person Acknowledges and Agrees,

Signed:

Name:

Date:

APPENDIX A

Examples of Incentive-Based Compensation

Examples of compensation that constitutes Incentive-Based Compensation for purposes of the Mandatory Policy include, but are not limited to, the following:

- i. Non-equity incentive plan awards earned based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- i. Bonuses paid from a "bonus pool," the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- i. Other cash awards based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- i. Equity-based awards (e.g., restricted stock, restricted stock units, performance share units, stock options, and stock appreciation rights) that are granted or become vested based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- i. Proceeds received upon the sale of shares acquired through an incentive plan that were granted or vested based wholly or in part on satisfying a Financial Reporting Measure performance goal.

Examples of compensation that do not constitute Incentive-Based Compensation for purposes of the Mandatory Policy include the following:

- i. Salary or salary increases for which the increase is not contingent upon achieving any Financial Reporting Measure performance goal.
- i. Bonuses paid solely at the discretion of the Committee or Board that are not paid from a bonus pool, the size of which is determined based wholly or in part on satisfying a Financial Reporting Measure performance goal.
- i. Bonuses paid solely upon satisfying one or more subjective standards (e.g., demonstrated leadership) and/or completion of a specified employment period.
- i. Non-equity incentive plan awards earned solely upon satisfying one or more strategic measures (e.g., consummating a merger or divestiture) or operational measures (e.g., opening a specified number of stores, completion of a project, or increase in market share).
- i. Equity awards for which the grant is not contingent upon achieving any Financial Reporting Measure performance goal and vesting is contingent solely upon completion of a specified employment period and/or attaining one or more non-Financial Reporting Measures.