



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

A. PURPOSE

The primary objective of the Strategy Committee (the “Committee”) is to assist the Board of Directors of the Company (the “Board”) in discharging its oversight duties with respect to the development and implementation of the Company’s strategic plan and the risks associated with such plan. The Board recognizes that it is the responsibility of management to develop the Company’s strategic plan and implement such plan. The Committee has been formed to foster a cooperative, interactive strategic planning process between the Board and management.

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

B. ORGANIZATION

1. **Composition:** The size of the Committee shall be determined by the Board and shall consist of at least two members. Committee members shall be elected by the Board, upon the recommendation of the Nominating and Corporate Governance Committee, and shall serve until their successors have been duly elected and qualified, subject to their earlier death, resignation or removal. Committee members may be removed by the Board, with or without cause, in the Board’s discretion and vacancies on the Committee shall be filled by action of the Board. The Committee’s chairperson shall be designated by the Board or, if the Board so chooses, the Committee.
2. **Subcommittees:** The Committee is empowered by the Board to form and delegate authority to subcommittees when appropriate.

C. STRUCTURE AND MEETINGS

The chairperson of the Committee will preside at each meeting, set the frequency and length of each meeting and prepare and/or approve an agenda in advance of each meeting. The Committee will meet at least annually and more frequently as circumstances require. The Committee may invite to any of its meetings other directors, members of Company management, and such other persons as it deems appropriate in order to carry out its responsibilities.

D. RESPONSIBILITIES AND DUTIES

The Committee shall have the following duties and responsibilities:

1. Review periodically and make recommendations to the Board regarding:
 - a. the Company's strategic plan and overall strategy,
 - b. the Company's overall strategy with respect to mergers and acquisitions, and
 - c. any strategic initiatives identified by the Board or management from time to time, including exit from existing lines of business and entry into new lines of business, joint ventures, acquisitions, investments, dispositions of business and assets and business expansions.
2. Assist management in the development of the Company's strategy, including reviewing and discussing with management the strategic direction and initiatives of the Company and the risks associated with the Company's strategy.
3. Review with management the process for development, approval and modification of the Company's strategy and strategic plan.
4. Assist management with identifying key issues, options and external developments impacting the Company's strategy. Meet with management periodically to monitor the Company's progress against its strategic goals.
5. Ensure the Board is regularly apprised of the Company's progress with respect to implementation of any approved strategy.
6. Review and assess annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

The Committee shall perform any other duties or responsibilities consistent with this Charter, the Company's By-Laws, Certificate of Incorporation and corporate governance principles and governing law as the Committee or the Board deems appropriate.

E. PERFORMANCE EVALUATION

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

F. COMMITTEE RESOURCES

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

G. AMENDMENTS

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

Effective as of April ____, 2017