



Notice of Annual General Meeting,  
Explanatory Statement  
and Proxy Form

FOR THE  
ANNUAL GENERAL MEETING  
OF  
CASH CONVERTERS INTERNATIONAL LIMITED  
TO BE HELD AT  
THE PAN PACIFIC HOTEL  
207 ADELAIDE TERRACE  
PERTH WA 6000  
WEDNESDAY 19 NOVEMBER 2014  
COMMENCING AT 10.00AM (WESTERN AUSTRALIAN TIME)



## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Cash Converters International Limited ("Company") will be held at 10.00am (WST) on Wednesday 19 November 2014 at:

The Pan Pacific Hotel  
207 Adelaide Terrace  
Perth Western Australia 6000

### ORDINARY BUSINESS

#### Item 1 - Financial report and directors' and auditor's reports

To receive and consider the financial report for the year ended 30 June 2014 and the related directors' report, directors' declaration and auditor's report.

#### Item 2 – Re-election of Mr Reginald Webb

To consider and, if thought fit, pass the following as an ordinary resolution:

*"That Mr Reginald Webb, who retires and, being eligible, offers himself for re-election, be re-elected as a director."*

#### Item 3 – Re-election of Mr Lachlan Given

To consider and, if thought fit, pass the following as an ordinary resolution:

*"That Mr Lachlan Given, who was appointed under clause 51.1, offers himself for re-election, be re-elected as a director".*

#### Item 4 – Re-election of Mr Stuart Grimshaw

To consider and, if thought fit, pass the following as an ordinary resolution:

*"That Mr Stuart Grimshaw, who was appointed under clause 51.1, offers himself for re-election, be re-elected as a director".*

#### Item 5 – Adopt Remuneration Report

To consider and, if thought fit, pass the following as an ordinary resolution:

*"That the Remuneration Report of the Company for the financial year ended 30 June 2014 be adopted."*

#### Voting exclusion statement

To the extent required by sections 250R and 250V of the Corporations Act 2001 (Cwlth), a vote must not be cast (in any capacity) on Item 5 by or on behalf of a member of the Company's or the group's key management personnel whose remuneration details are included in the Remuneration Report or a closely related party of such a member. However, a person (the "voter") may cast a vote as a proxy where the vote is not cast on behalf of such a member or a closely related party of such a member and the voter is either:

- (a) appointed as a proxy by writing that specifies how the proxy is to vote on the relevant Item; or
- (b) the chair of the meeting and the appointment of the chair as proxy does not specify how the proxy is to vote on the relevant Item and expressly authorises the chair to exercise the proxy even though the relevant Item is connected directly or indirectly with the remuneration of a member of the key management personnel.

#### Other matters

To deal with any other ordinary business which may be brought forward in accordance with the Company's Constitution.

By Order of the Board – 17 September 2014

D.R. Groom, C.G.M.A., F.C.P.A., F.C.I.S.  
Company Secretary



## EXPLANATORY STATEMENT

### IMPORTANT NOTICE

Please read this document and the Notice of Annual General Meeting carefully, as it contains important information.

### GENERAL

The main purpose of this explanatory statement is to provide shareholders with information concerning the business to be considered at the Annual General Meeting, including all of the resolutions proposed and detailed in the Notice of Annual General Meeting.

### ITEM 1 - FINANCIAL REPORT AND DIRECTORS' AND AUDITOR'S REPORTS

The Company's financial report, the directors' report, the directors' declaration and the auditor's report for the year ended 30 June 2014 will be placed before the meeting thereby giving shareholders the opportunity to discuss these documents and to ask questions.

### ITEM 2 – RE-ELECTION OF MR REGINALD WEBB

Clause 52.1 of the Company's Constitution requires that at every Annual General Meeting of the Company, one-third (or the number nearest to but not exceeding one third) of the directors (except the managing director) shall retire from office. Clause 52.2 states that in every year the director (or directors) to retire is the one third (or other nearest whole number) who have been longest in office since their last election (and, as between two or more who have been in office an equal length of time, the director determined by lot).

Mr Webb is aged 71 and is a Fellow of the Institute of Chartered Accountants and a former partner of PricewaterhouseCoopers. He joined the board in 1997 and he is also a director of Dorsogna Limited since 1996. Mr Webb is the non-executive Chairman of the board of Cash Converters International Limited. He is also a member of the Remuneration and Nomination Committees.

Being eligible, Mr Webb offers himself for re-election as a director.

The Board (other than Mr Webb, who abstained) unanimously recommends that shareholders **vote in favour** of this resolution.

### ITEM 3 – RE-ELECTION OF MR LACHLAN GIVEN

Clause 51.1 of the Company's Constitution allows the directors to appoint any person as a director either to fill a casual vacancy or as an additional director. Any director appointed under clause 51.1 holds office only until the conclusion of the next general meeting of the Company and is eligible for re-election at that meeting but if that general meeting is an annual general meeting such director shall not be taken into account in determination of the number of directors who are to retire by rotation at such meeting and shall not be regarded as a director retiring by rotation at such meeting.

Mr Given is aged 37 and is the executive vice chairman of EZCORP Inc (a major shareholder in the Company). He is also a director of The Farm Journal Corporation, a 134 year old pre-eminent US agricultural media company; Senetas Corporation Limited (ASX: SEN), the world's leading developer and manufacturer of certified, defence-grade encryption solutions; CANSTAR Pty Ltd, the leading Australian financial services ratings and research firm; and RateCity.com Pty Ltd, one of Australia's largest Internet based financial services comparison organisations.

Mr Given began his career working in the investment banking and equity capital markets divisions of Merrill Lynch in Hong Kong and Sydney where he specialised in the origination and execution of a variety of M&A, equity and equity-linked and fixed income transactions.

Mr Given graduated from the Queensland University of Technology with a Bachelor of Business majoring in Banking and Finance (with distinction). Mr Given was a consultant to the Company prior to his appointment.

The Board (other than Mr Given, who abstained) unanimously recommends that shareholders **vote in favour** of this resolution.

### ITEM 4 – RE-ELECTION OF MR STUART GRIMSHAW

Clause 51.1 of the Company's Constitution allows the directors to appoint any person as a director either to fill a casual vacancy or as an additional director. Any director appointed under clause 51.1 holds office only until the conclusion of the next general meeting of the Company and is eligible for re-election at that meeting but if that general meeting is an annual general meeting such director shall not be taken into account in determination of the number of directors who are to retire by rotation at such meeting and shall not be regarded as a director retiring by rotation at such meeting.

Mr Grimshaw has been serving as Managing Director and Chief Executive Officer of Bank of Queensland Limited since November 2011. During his tenure at BOQ, Mr Grimshaw initiated fundamental changes to BOQ's culture, operating model and strategic direction and established a strong track record of execution. In addition, a strong capital and provisioning strategy resulted in two credit rating upgrades to A-, and BOQ has been well supported by the equity markets with two global equity offerings successfully



raising close to \$800 million. In Mr Grimshaw's time at the bank, BOQ attracted and developed exceptional talent across the top four management levels and a unique culture and brand that is now well recognized by the market.

During his 30-year career in financial services, Mr Grimshaw has held a wide variety of other roles across many functions of banking and finance, including eight years at the Commonwealth Bank of Australia. At CBA, he started as Chief Financial Officer and over time became Group Executive, responsible for core business lines including Institutional and Business Banking as well as Wealth Management (Asset Management and Insurance). Prior to joining CBA, Mr Grimshaw worked for the National Australia Bank and was the Chief Executive Officer of Great Britain, with responsibility for large UK consumer banks Yorkshire Bank and Clydesdale Bank.

Mr Grimshaw represented New Zealand at the 1984 Olympics in Field Hockey and has a Bachelor of Commerce and Administration (Victoria University, Wellington, New Zealand) and an MBA (Melbourne University, Australia). He has also completed the Program for Management Development at Harvard Business School.

The Board unanimously recommends that shareholders **vote in favour** of this resolution.

#### **ITEM 5 – ADOPT REMUNERATION REPORT**

The Corporations Act requires listed companies to put a Remuneration Report relating to director and executive remuneration for each financial year to a resolution of members at their annual general meeting. The Remuneration Report is included in the directors' report of the Company's annual financial report, which accompanies this Notice of Annual General Meeting.

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the directors or the Company. However, the "two strikes" rule in the Corporations Act provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive annual general meetings are against adopting the Remuneration Report, shareholders will have the opportunity to vote on a spill resolution (as described below).

At the 2013 AGM a "second strike" was received and a spill resolution in accordance with section 250V of the Corporations Act failed to pass. Therefore, if at least 25% of the votes cast on the adoption of the Remuneration Report at this meeting are against it, it will constitute a "first strike".

Key management personnel - details of whose remuneration are included in the Remuneration Report - and their closely related parties are prohibited from voting on Item 5, except in the circumstances described in the voting exclusion statement set out in the Notice of Annual General Meeting. See also the note in relation to Item 5 under the "Proxies" section below.

Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders **vote in favour** of adopting the Remuneration Report.

## **NOTES**

### **PROXIES**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed each proxy may be appointed to represent a specified proportion of the member's voting rights. If the appointment does not specify the proportion of the member's voting rights each proxy may exercise half of the member's voting rights. A proxy need not be a member of the Company. Should you wish to direct your proxy how to vote, please indicate your direction in Step 2 on the proxy form, otherwise your proxy will have a discretion to vote as they see fit. In the case of joint holders each holder should sign the proxy form. Forms to appoint proxies and the Power of Attorney (if any) under which they are signed must be lodged at the registered office of the Company not less than 48 hours before the time of the meeting.

A form of proxy is enclosed with this notice. An additional form will be supplied by the Company on request.

**Please note:** The Chairman of the meeting intends to vote all proxies in favour of Items 1 to 5.

### **RIGHT TO VOTE**

In accordance with the Corporations Regulations 2001 (Cwlth), the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at **4.00 pm (WST) on Monday, 17 November 2014**.