



Cash Converters International Limited

ABN 39 069 141 546

**Notice of
2017 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**

**On Thursday 23 November 2017
Commencing at 10:00am (Western Standard 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 Thursday 23 November 2017 at:

The Pan Pacific Hotel
207 Adelaide Terrace
Perth, Western Australia 6000

Voting eligibility

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of determining entitlements to attend and vote at the Annual General Meeting, the Directors have determined that the shareholding of each person will be the entitlement of that person set out in the Company's register of members as at 7:00pm (Sydney time) on Tuesday 21 November 2017. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

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 2017 and the related directors' report, directors' declaration and auditor's report.

Item 2 – Re-election of Mr Kevin Dundo

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

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

Item 3 – Election of Ms Andrea Waters

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

"That Ms Andrea Waters, who was appointed under clause 51.1 of the Company's Constitution, retires and, being eligible, offers herself for election, be elected as a director."

Item 4 – Election of Ms Ellen Comerford

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

"That Ms Ellen Comerford, who was appointed under clause 51.1 of the Company's Constitution, retires and, being eligible, offers herself for election, be elected as a director."

Item 5 – Adoption of 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 2017 be adopted."

Note: This resolution is advisory only and does not bind the Company or the directors.

Notice of Annual General Meeting

Voting Prohibition Statement (Item 5)

The Company will disregard any votes cast on Item 5:

- by or on behalf of a member of the key management personnel whose remuneration details are included in the Remuneration Report, or their closely related parties; and
- by a person who is a member of the key management personnel as at the date of the Annual General Meeting or their closely related parties as proxy,

unless the vote is cast as proxy on behalf of a person entitled to vote on this resolution, and that vote has been cast as specified on the Proxy Form, or where there is no specified voting direction, the vote is cast by the Chairman of the Meeting as proxy and who has been expressly authorised to vote on this resolution, even though it is connected with the remuneration of key management personnel.

Other matters

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

The attached explanatory statement should be read in conjunction with this Notice of Meeting.

By order of the Board



B Edwards
Company Secretary
28 September 2017

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 2017 will be placed before the meeting, thereby giving shareholders the opportunity to discuss these documents and to ask questions.

In compliance with section 314 of the Corporations Act, these reports are available in PDF format at: www.cashconverters.com/Investors. If you wish to receive hard copies of these reports free of charge, please send a written request to Mr Brad Edwards, the Company Secretary, at Level 18 Citibank House, 37 St Georges Terrace, Perth, Western Australia.

Item 2 – Re-election of Mr Kevin Dundo

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).

Under clause 51.2 of the Company’s Constitution, directors appointed to fill casual vacancies are not taken into account in determining the number of directors who are to retire by rotation, at an Annual General Meeting.

Mr Dundo was appointed an independent, non-executive director of the Company in February 2015. He is a member of the Board’s Remuneration and Nomination Committee and the Audit and Risk Committee.

Mr Dundo is a lawyer and specialises in the commercial and corporate field, with experience in the mining sector, the service industry and the financial services industry. He is a member of the Law Society of Western Australia, Law Council of Australia, Australian Institute of Company Directors and a Fellow of the Australian Society of Certified Practising Accountants.

Mr Dundo was, during the financial year, a partner of HopgoodGanim Lawyers, a law firm that provided professional legal services to the Company during the year to the value of \$35,428. Mr Dundo is no longer a partner of HopgoodGanim.

Explanatory Statement

The Board considers that the quantum of professional services involved is not material either from the Company's perspective, the law firm's perspective or from the perspective of Mr Dundo's personal financial circumstances. As such, the Board was satisfied, and remains satisfied, that Mr Dundo's previous interest in HopgoodGanim as a partner of that firm was not sufficiently material as to interfere, or reasonably be seen to interfere, with Mr Dundo's capacity to bring an independent judgement to bear on issues before the Board or to act in the best interests of the Company and its shareholders generally.

Mr Dundo is currently a non-executive director of ASX listed Imdex Limited (ASX:IMD) and non-executive Chairman of ASX listed Red 5 Limited (ASX:RED).

Mr Dundo retires by rotation under clause 52.2 of the Company's Constitution, and being eligible, offers himself for re-election as a director. The Board (other than Mr Dundo, who will abstain) unanimously recommends that shareholders **vote in favour** of this resolution.

Item 3 – Election of Ms Andrea Waters

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 election at that meeting. If that general meeting is an annual general meeting, such director shall not be taken into account in determining 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.

Ms Waters was appointed as an independent, non-executive director on 9 February 2017. She is Chair of the Board's Audit and Risk Committee and a member of the Remuneration and Nomination Committee.

Ms Waters is also a non-executive director of Bennelong Funds Management Group, Care Super and CityWide Services Solutions Pty Ltd. She has previously been a non-executive director of Chartered Accountants Australia and New Zealand, Lord Mayor's Charitable Foundation and Cancer Council Victoria. At the time of publishing this notice, Ms Waters had advised the Board of her intended appointment as a director of ASX listed MyState Limited from 19 October 2017.

Ms Waters is a Chartered Accountant, who has had an extensive career at KPMG, including 16 years as a Financial Services Audit Partner (until 2012), specialising in managed investments and superannuation. Ms Waters has significant experience with audit committees and, in her capacity as a professional, non-executive director, is able to apply specialist knowledge and experience in the oversight of the Company's governance, audit and risk practices.

Ms Waters holds a Bachelor of Commerce from the University of Melbourne, is a Fellow of Chartered Accountants Australia and New Zealand, is a graduate member of the Australian Institute of Company Directors and the Australian Institute of Superannuation Trustees. Ms Waters is also an accredited facilitator for the Australian Institute of Company Directors' Company Director Course.

Ms Waters, who was appointed under clause 51.1 of the Company's Constitution, retires and, being eligible, offers herself for election as a director. The Board (other than Ms Waters, who will abstain) unanimously recommends that shareholders **vote in favour** of this resolution.

Explanatory Statement

Item 4 – Election of Ms Ellen Comerford

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 election at that meeting. If that general meeting is an annual general meeting, such director shall not be taken into account in determining 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.

Ms Comerford was appointed as an independent, non-executive director on 9 February 2017. She is Chair of the Board's Remuneration and Nomination Committee and a member of the Audit and Risk Committee.

Ms Comerford is also a non-executive director of Hollard Holdings Australia, Hollard Insurance Company in Australia and Heartland Bank Limited in New Zealand and various of its Australian subsidiaries.

Ms Comerford has over 30 years of financial services experience across a range of banking and insurance businesses in both an executive and non-executive capacity. Most recently, she was Chief Executive Officer and Managing Director of Genworth Mortgage Insurance Australia (ASX:GMA a top 200 listed company), successfully leading it through an IPO in 2014. She has also held various positions with leading global title and specialty insurance company First American Financial Corporation, both in Australia and internationally, including CEO and Managing Director for the Australian and New Zealand operations, and Chief Operating Officer for the International Division. Prior to this, she was at Citigroup for approximately 14 years. Ms Comerford has significant experience in strategic planning and execution, business development, risk management, corporate finance and operations management, and brings a track record of enhancing financial performance and leadership cultures within organisations. Ms Comerford has a strong passion for diversity and a commitment to promoting diversity. She is a member of Chief Executive Women in Australia.

Ms Comerford has a Bachelor of Economics from Macquarie University.

Ms Comerford, who was appointed under clause 51.1 of the Company's Constitution, retires and, being eligible, offers herself for election as a director. The Board (other than Ms Comerford, who will abstain) unanimously recommends that shareholders **vote in favour** of this resolution.

Item 5 – Adoption of Remuneration Report

The Corporations Act requires ASX 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 is available on the Company's website.

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. If at least 25% of the votes cast on Item 5 are against the adoption of the Remuneration Report, it will constitute a 'first strike' under the Corporations Act.

Explanatory Statement

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 prohibition 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.

The Chairperson will vote undirected proxies **in favour** of this resolution.

How to vote

Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf and may specify the proportion or number of votes that each proxy is entitled to exercise. If you do not specify the proportion or number of votes that each proxy is entitled to exercise, each proxy may exercise half of the votes. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the proxy form.

Sections 250BB and 250BC of the Corporations Act took effect on 1 August 2011 and apply to voting by proxy. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the chairman of the meeting, who must vote the proxies as directed.

If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on that resolution on a show of hands.

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

For Item 5, if the chairman is your proxy or is appointed as your proxy by default, you may direct the chairman how to vote by ticking the relevant boxes in Step 2 of the proxy form. If you do direct the chairman how to vote in Step 2 of the proxy form, the chairman will vote on the relevant Item in accordance with those directions. If you do not direct the chairman how to vote on Item 5, you will be directing the chairman to vote in accordance with the chairman's voting intentions in respect of that Item (that is in favour of Item 5) and you will also be expressly authorising the chairman to exercise your proxy in respect of the relevant Item, even though the relevant Item is connected directly or indirectly with the remuneration of a member of key management personnel.

Please note: The Chairman of the meeting intends to vote all proxies in favour of Items 2 to 5.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am WST on 21 November 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

Online	www.investorvote.com.au
By mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
By mobile	Scan the QR Code on your proxy form and follow the prompts
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 653 310
(outside Australia) +61 3 9946 4403

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: **PIN:**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (WST) Tuesday, 21 November 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Cash Converters International Limited hereby appoint

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the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Cash Converters International Limited to be held at the Pan Pacific Hotel, 207 Adelaide Terrace, Perth, Western Australia on Thursday, 23 November 2017 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 5 (except where I/we have indicated a different voting intention below) even though Resolution 5 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 5 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 2	Re-election of Mr Kevin Dundo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Ms Andrea Waters	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Ms Ellen Comerford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /