



**Cash Converters International Limited**

**ABN 39 069 141 546**

**Notice of  
2019 Annual General Meeting,  
Explanatory Memorandum  
and Proxy Form**

**For the  
Annual General Meeting  
of  
Cash Converters International Limited**

**To be held at  
Duxton Hotel Perth, 1 St Georges Terrace, Perth WA 6000**

**On Monday 25 November 2019  
Commencing at 10:00am (Western Standard Time)**

## Notice of Annual General Meeting

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Notice is hereby given that the 2019 Annual General Meeting ("Meeting") of Cash Converters International Limited (the "Company") will be held at the Duxton Hotel Perth, 1 St Georges Terrace, Perth WA 6000, on Monday 25 November 2019 at 10am (WST).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

### AGENDA ITEMS

#### ORDINARY BUSINESS

##### 1. Financial report

To receive and consider the financial report for the year ended 30 June 2019 and the related directors' report, directors' declaration and auditor's report.

*Note: there is no vote on this item.*

##### 2. Resolution 1 - Re-election of Mr Stuart Grimshaw

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

*"That Mr Stuart Grimshaw, being a Director of the Company who retires by rotation under clause 52.1 of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."*

##### 3. Resolution 2 – Non-binding resolution to 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 2019 be adopted."*

*Note: the vote on this resolution is advisory only and does not bind the Company or the Directors.*

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2:

- (in any capacity) by or on behalf of a member of the Key Management Personnel (which includes each of the Directors) named in the Company's 2019 remuneration report;
- (in any capacity) by or on behalf of a Closely Related Party of a member of the Key Management Personnel; or
- as a proxy by a member of the Key Management Personnel or a Closely Related Party of a member of the Key Management personnel,

unless the vote is cast as proxy for a person entitled to vote on Resolution 2:

- in accordance with a direction on the Proxy Form; or
- by the Chairperson of the Meeting pursuant to an express authorisation to exercise the proxy.

#### EXPLANATORY MEMORANDUM

Shareholders are referred to the attached Explanatory Memorandum forming part of this Notice of Meeting.

# Notice of Annual General Meeting

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## ENTITLEMENT TO VOTE

### 1. Snapshot date

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 Meeting, Shares will be taken to be held by the persons who are the registered holders at 10am (WST) on Saturday 23 November 2019. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the Meeting.

### 2. Proxies

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote at the Meeting instead of the Shareholder. A proxy need not be a Shareholder and can either be an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

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 10am (WST) on Saturday 23 November 2019. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

A Shareholder that is entitled to cast 2 or more votes may appoint up to 2 proxies to attend the Meeting and vote on its 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.

Any directed proxies that are not voted on a poll at the Meeting by a Shareholder's appointed proxy will automatically default to the Chairperson of the Meeting, who must vote the proxies as directed on a poll.

A Proxy Form is enclosed with this Notice. An additional form will be supplied by the Company on request.

If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chairperson) or a Closely Related Party of a member of the Key Management Personnel as their proxy, the Shareholder should ensure that they direct the member of the Key Management Personnel, or a Closely Related Party of a member of the Key Management Personnel, how to vote on Resolution 2.

If the Chairperson is your proxy or is appointed as your proxy by default, you may direct the Chairperson how to vote by ticking the relevant boxes in Step 2 of the Proxy Form. If you do direct the Chairperson how to vote in Step 2 of the Proxy Form, the Chairperson will vote on the relevant Resolution in accordance with those directions. If you do not direct the Chairperson how to vote, you will be directing the Chairperson to vote in accordance with the Chairperson's voting intentions in respect of the relevant Resolutions and you will also be expressly authorising the Chairperson to exercise your proxy in respect of the relevant Resolutions, even where the relevant Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

**Please note:** The Chairperson of the Meeting intends to vote all undirected proxies in favour of Resolutions 1 and 2.

## Notice of Annual General Meeting

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**Online** At [www.investorvote.com.au](http://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](http://www.intermediaryonline.com) to submit your voting intentions

By order of the Board



Brad Edwards  
Company Secretary  
18 October 2019

# Explanatory Memorandum

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## IMPORTANT NOTICE

Please read this document carefully as it contains important information.

This Explanatory Memorandum has been prepared to help Shareholders understand the business to be considered at the Meeting.

### 1. Financial report

The Corporations Act and clause 38.1 of the Company's Constitution require:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2019,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the Meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

### 2. Resolution 1 - Re-election of Director

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).

#### Re-election of Mr Stuart Grimshaw

In accordance with clauses 52.1 and 52.2 of the Company's Constitution, Mr Stuart Grimshaw retires by rotation and offers himself for re-election. The experience, qualifications and other information about Mr Grimshaw appear below:

#### **Mr Stuart Grimshaw - Non-Executive Chairman**

*Appointed director 1 November 2014*

*Appointed Chairman 10 September 2015*

Mr Grimshaw is currently the Chief Executive Officer of EZCORP Inc (a major shareholder in the Company). Prior to joining EZCORP in November 2014, Mr Grimshaw was the Managing Director and Chief Executive Officer of Bank of Queensland Limited (BOQ). 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 at the Commonwealth Bank of Australia and National Australia Bank, where he was the Chief Executive Officer of Great Britain, with responsibility for large UK consumer banks Yorkshire Bank and Clydesdale Bank.

Mr Grimshaw 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.

### **Recommendation**

The Board (with Mr Grimshaw abstaining) unanimously recommends that Shareholders vote in favour of Resolution 1.

### **3. Resolution 2 - 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 Board will take discussion on this Resolution and the outcome of the vote into account when considering the Company's remuneration policy.

Shareholders should note that if at least 25 per cent of the votes cast on this Resolution are voted against the Resolution (constituting a "first strike") and 25 per cent or more of the votes cast on a resolution at the 2020 annual general meeting ("2020 AGM") to adopt the 2020 remuneration report are cast against the resolution, then, in accordance with the Corporations Act, a further resolution would be put to Shareholders at the 2020 AGM on whether to hold a further meeting to spill the Board (a "spill resolution"). At that spill resolution, all of the Directors who were directors at the time of the 2020 AGM would be up for re-election.

### **Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

## Glossary

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In the Notice of Meeting and this Explanatory Memorandum the following terms have the meaning set out below:

<b>Term</b>	<b>Meaning</b>
<b>Board</b>	the board of directors of the Company
<b>Closely Related Party</b>	has the meaning given in section 9 of the Corporations Act and includes in respect of a member of the Key Management Personnel: <ul style="list-style-type: none"><li>• a spouse or child of the member or a child of the member's spouse;</li><li>• a dependent of the member or the member's spouse;</li><li>• anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or</li><li>• a company the member controls</li></ul>
<b>Constitution</b>	the constitution of the Company
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth)
<b>Director</b>	a director of the Company
<b>Explanatory Memorandum</b>	this Explanatory Memorandum accompanying the Notice of Meeting
<b>Key Management Personnel</b>	the key management personnel of the Company as defined in AASB Standard 124
<b>Listing Rules</b>	the Listing Rules of the ASX
<b>Meeting</b>	the annual general meeting of the Company convened by the Notice of Meeting
<b>Notice or Notice of Meeting</b>	the notice convening the Meeting that accompanies this Explanatory Memorandum
<b>Proxy Form</b>	the proxy form included with the Notice of Meeting
<b>Shares</b>	fully paid ordinary shares in the Company
<b>Shareholder</b>	the holder of Shares
<b>WST</b>	Western Standard Time



**Cash Converters  
International Limited**  
ABN 39 069 141 546

## Need assistance?



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



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST)**  
**Saturday, 23 November 2019.**

# Proxy Form

## 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

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 183143**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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



☐ **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

☐ 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 Duxton Hotel Perth, 1 St Georges Terrace, Western Australia on Monday, 25 November 2019 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 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 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 2 by marking the appropriate box in step 2.

## 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
1 Re-election of Mr Stuart Grimshaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Non-binding resolution to adopt 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.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

