



## **Audit and Risk Committee**

Cash Converters International Limited ("Cash Converters") notes that it is presently not in compliance with ASX Listing Rule 12.7 regarding the composition of its Audit and Risk Committee.

Listing Rule 12.7 requires companies that have been included in the S&P/ASX 300 Index from the first day of a financial year to comply with the ASX Corporate Governance Council's recommendations in relation to the composition and operation of audit committees.

Those recommendations include the requirement for audit committees to be comprised of at least three directors, all of whom are non-executive directors and the majority of whom are considered to be independent.

At the present time, the Cash Converters Board is comprised of the Managing Director, two non-executive directors (including the non-executive Chairman) and two independent non-executive directors.

Cash Converters intends to comply with the audit committee composition requirements by appointing additional non-executive directors to the Board (rather than appointing another existing non-executive director to the audit committee). The Board's intention to appoint new non-executive directors is subject to the passing, by shareholders, of the resolution contained in the Notice of Meeting for the 2015 Annual General Meeting to increase the existing non-executive director fee cap of \$490,000 (last increased in 2010).

Consequently, the Company's compliance with Listing Rule 12.7 is expected, dependent upon the fee cap being increased and an additional independent non-executive director being appointed to the Board.

Ralph Groom  
Company Secretary  
Cash Converters International Limited  
26 October 2015