



CORPORATE GOVERNANCE STATEMENT

ASX Governance Principles and ASX Recommendations

The Australian Securities Exchange Corporate Governance Council sets out best practice recommendations, including corporate governance practices and suggested disclosures. ASX Listing Rule 4.10.3 requires companies to disclose the extent to which they have complied with the ASX recommendations and to give reasons for not following them.

Unless otherwise indicated the best practice recommendations of the ASX Corporate Governance Council, including corporate governance practices and suggested disclosures, have been adopted by Cash Converters International Limited (the Company) for the full year ended 30 June 2015.

In addition, the Company has a Corporate Governance section on its website: www.cashconverters.com/Governance; which includes the relevant documentation suggested by the ASX Recommendations.

The Group's Corporate Governance Statement for the financial year ending 30 June 2015 is dated as at 30 June 2015. The extent to which the Company has complied with the ASX Recommendations during the year ended 30 June 2015, and the main corporate governance practices in place are set out below.

Principle 1: Lay solid foundation for management and oversight

The Board has implemented a Board Charter that formalises the functions and responsibilities of the Board. The Charter is published on the Company's website.

Information on the directors' qualifications and experience can be found on page 88 of the annual report. Senior executives are appointed by written contracts; directors are appointed by a letter of appointment.

The board assesses its performance at least once annually; the most recent evaluation occurring within this reporting period. The performance of Senior Executives is measured against prescribed criteria as set by the Remuneration Committee. These criteria are set annually and individual performance is assessed annually.

The Company Secretary of the Company reports directly to the Chairman of the Board regarding all matters relating to the proper functioning of the Board.

The Company possesses a diversity policy and has set the following gender diversity targets:

Target	Date for completion
The next Board appointments desirably should be female with appropriate skills and attributes.	When it is appropriate to expand or refresh the Board.
To increase the number of women in senior management positions* with appropriate skills and attributes.	When it is appropriate to expand or refresh the senior executive team.
At least 35% of employees should be female with appropriate skills and attributes.	Annually by 30 June each year.

**Senior management is defined as senior executives of the Group as well as the senior executives' direct reports*



The Company has achieved its targets in relation to full time and part time employees during the year. Three non-executive directors were appointed during the year; none of which were women. All five board positions are held by men. Of 18 senior management positions, 13 (72.2%) were held by men (FY14: 83.3%) and 5 (27.8%) were held by women (FY14: 16.7%).

As at 30 June 2015, the proportion of women employed by the Cash Converters Group is set out in the table below:

	Full Time	Part Time	Casual / Temp	Total	%
Male	461	45	24	530	54%
Female	343	68	26	437	46%
Total	804	113	50	967	100%

Principle 2: Structure the Board to add value

The Board consists of a non-executive Chairman, three non-executive Directors and one executive Director. Of the five Board members, two are considered independent: Mr Reginald Webb and Mr Kevin Dundo. A majority of directors are non-executive, but a majority are not independent.

The Chairman of the Board, Mr Stuart Grimshaw is considered by the directors to be person most qualified to chair the Board. He was appointed to represent the interests of the Company's major shareholder (EZCORP Inc.) and accordingly is not considered independent.

The board intends to appoint a further two independent non-executive directors; this requires an increase in the aggregate fee limit approved by the shareholders of the Company. The directors will seek the approval of the shareholders to increase the aggregate fee limit from \$490,000 to \$800,000 per annum at the 2015 Annual General Meeting, scheduled for the 18th November 2015.

The names of the Directors of the Company in office at the date of this Statement are set out in the Directors' Report and further details concerning the skills, experience, expertise and term of office of each Director is set out on page 88 in the Annual report.

The nomination committee comprises of the four non-executive directors, being Mr Reginald Webb (Chairman), Mr Kevin Dundo, Mr Stuart Grimshaw and Mr Lachlan Given, and the managing director Mr Peter Cumins. Details of meetings held are published on page 89 of the annual report. The charter of the committee is published on the Company's website.

Principle 3: Act ethically and responsibly

The Board of Directors and the Company's employees are expected to maintain the highest level of corporate ethics and personal behaviour. The Company's Code of Conduct (Code) provides all of its employees with an ethical and legal framework for their decisions and actions in relation to the conduct of their employment by establishing the minimum standard of conduct expected. It is published on the Company website.



Principle 4: Safeguard integrity in financial reporting

The Managing Director and the Chief Financial Officer have signed a declaration to the Board attesting to the fact that the 2015 Annual Financial Report presents a true and fair view, in all material respects, of the Company's financial condition and operational results and are in accordance with relevant accounting standards.

The Audit and Risk Committee consists of two independent non-executive Directors and operates under a formal charter approved by the Board. The Charter is published on the Company's website.

The Committee is chaired by an independent Chairperson who is not the Chairman of the Board of Directors. The role of the Committee is to protect the interests of shareholders and other stakeholders by assessing, evaluating and holding management to account on:

- the integrity of corporate and financial reporting;
- the adequacy of the control environment and the processes for identifying and managing risk;
- the internal and external audit functions;
- treasury and taxation practices;
- compliance with the Corporations Act, ASX Listing Rules and Corporate Governance Principles; and
- any other matters referred to it by the Board.

The members of the Audit, Risk and Compliance Committee at the date of this Statement were Mr Kevin Dundo (Chairman) and Mr Reginald Webb. The recruitment of additional independent non-directors is underway to ensure that the Committee consists of at least three members.

The experience and qualifications of each committee member is set out in the Directors' Profiles on page 88 of the Annual Report. The Company Secretary acts as secretary of this Committee. The external auditors, remaining directors, the Managing Director and the Chief Financial Officer are invited to Audit and Risk Committee meetings. Details of meetings held by the Audit and Risk Committee during the year are set out on page 89 of the annual report.

The external auditors are required to attend the Annual General Meeting of the Company and be available to answer questions from Shareholders.

Principle 5: Make timely and balanced disclosure

The Company has developed procedures to ensure that it complies with the disclosure requirements of the ASX Listing Rules. The procedures set out who is responsible for determining whether information is of a type or nature that requires disclosure, the Board's role in reviewing the information disclosed to ASX and the procedures for ensuring that the information is released to ASX. The Company's Continuous Disclosure Policy is published on its website.

All information disclosed to the ASX is published on the Company's website as soon as practicable.



Principle 6: Respect the rights of Shareholders

The Board aims to ensure that Shareholders are informed of all major developments affecting the Group's state of affairs. Information is communicated to Shareholders through the Annual Report which is made available to all Shareholders. The Board ensures that the Annual Report includes relevant information about the operations of the Company during the year, changes in the state of affairs of the Company and details of future developments.

In addition to the other disclosures required by the Corporations Act 2001 a Half-Yearly Report which contains summarised financial information and a review of the operations of the Company during the period is prepared. The Half-Year Financial Report is prepared in accordance with the requirements of Accounting Standards and the Corporations Act 2001 and is lodged with the Australian Securities & Investments Commission and the Australian Securities Exchange. The Half-Year Financial Report is made available to all Shareholders.

Beyond annual and half-yearly reports, quarterly updates are released through the ASX containing quarterly financial information and commentary on its trading results.

The Board encourages full participation by Shareholders at the Annual General Meeting to ensure a high level of accountability and identification with the Group's strategy and goals. Important issues are presented to the Shareholders as single resolutions. The Shareholders are responsible for voting on the re-appointment of non-executive Directors.

Further information concerning the Company and the full text of the various announcements and reports referred to above are available on the Company's website. Further information can also be obtained by emailing the Company at: general.enquiries@cashconverters.com.

Principle 7: Recognise and manage risk

The Board is responsible for ensuring that the Company's risk management systems are adequate and operating effectively. The Company has an independent internal audit function that operates under a Charter approved by the Audit and Risk Committee. The Committee reviews the risk management framework on an annual basis and after undergoing a review in this reporting period does not believe it has any material exposure to economic, environmental and social sustainability risks. Details on Committee meetings are located on page 89 of the annual report.

Principle 8: Remunerate fairly and responsibly

Details on the remuneration of Directors and Executives as well as the Company's remuneration policies are set out in the Remuneration Report on page 91 of the annual report. The Company's Share Trading Policy is published on its website.

The Remuneration Committee consists of two independent non-executive Directors and assists the Board in determining executive remuneration policy, determining the remuneration of executive Directors and reviewing and approving the remuneration of senior management.

The members of the Committee are Mr Kevin Dundo (Chairman) and Mr Reginald Webb. The recruitment of additional independent non-executive directors is underway to ensure that the Committee consists of at least three members.



The experience and qualifications of each committee member is set out in the Directors' profiles on page 88 of the Annual Report. Details of committee meetings held are located on page 89 of the annual report. The Remuneration Committee operates under a written Charter that is published on the Company's website.