

ASX Release

8 October 2024

Cash Converters International Limited (ASX:CCV) 2024 Annual General Meeting

Dear Shareholder

You are invited to attend the 2024 Annual General Meeting (“Meeting” or “AGM”) of Cash Converters International Limited (“Company”) which will be held on Thursday 7 November 2024 at 9:30am (WST).

In accordance with the *Treasury Laws Amendment (2021 Measures No 1) Act 2021 (Cth)*, the Company will not be dispatching physical copies of the Notice of Meeting (“Notice”). Instead, a copy of the Notice will be available under the “ASX Announcements” section of the Company’s website at <https://www.cashconverters.com/investor-centre>. This details the business of the AGM and, together with the Explanatory Memorandum, contains important information in relation to the matters to go before shareholders.

The Company will hold this year’s Meeting virtually. Shareholders will be able to participate in the AGM in real time through the Computershare Meeting Platform that allows shareholders to view and listen to the Meeting, submit questions and vote while the Meeting is in progress. Visitors to the Meeting will be able to listen to the Meeting via the Computershare Meeting Platform but will not have access to vote or ask questions.

Shareholders can participate in the Meeting online with the following details:

Online Meeting URL: <https://meetnow.global/MRAMS9H>

If you are planning to participate in the Meeting using the online platforms referred to above, we encourage you to submit a proxy and any questions ahead of the meeting.

Shareholders can lodge their proxy online at <https://www.investorvote.com.au/Login> (Control Number: 184131) or complete and return a hard-copy proxy form by 9:30am (WST) on Tuesday, 5 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting. Hard-copy proxy forms can be obtained by contacting Computershare on 1300 653 310 (within Australia) or +61 3 9415 4000 (outside Australia).

Shareholders are also invited to submit questions ahead of the Meeting by sending an email to info@cashconverters.com - questions must be submitted by 5:00pm (WST) on Thursday, 31 October 2024.

On behalf of the Board, we look forward to welcoming you to the Company’s 2024 AGM.

Yours sincerely

Meagan Hamblin
Joint Company Secretary

Use [InvestorCentre](#) to change your communication preferences, and for any other shareholder services.

**Cash Converters International
Limited**

ABN 39 069 141 546

**Notice of
2024 Annual General Meeting,**

**Thursday, 7 November 2024
Commencing at 9:30am (Western Standard Time)**

Dear Shareholder

You are invited to attend the 2024 Annual General Meeting (“Meeting” or “AGM”) of Cash Converters International Limited (“Company”) which will be held as a virtual meeting on Thursday, 7 November 2024 at 9:30am (WST).

Shareholders will be able to participate in the AGM in real-time through the Computershare Meeting Platform which allows Shareholders to view and listen to the Meeting, ask questions both verbally and in writing, and vote while the Meeting is in progress.

Visitors to the Meeting will be able to listen to the Meeting via the Computershare Meeting Platform but will not have access to vote or ask questions.

Shareholders can participate in the Meeting online using the following details:

Online Meeting URL: <https://meetnow.global/MRAMS9H>

Even if you are planning to participate in the Meeting using the online platform referred to above, we encourage you to submit a directed proxy and any questions ahead of the meeting.

Shareholders can lodge their proxy online at <https://www.investorvote.com.au/Login> (Control Number: 184131) or complete and return a hard-copy proxy form. Proxy voting instructions must be received by 9:30am (WST) on Tuesday, 5 November 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting. Hard copy proxy forms can be obtained by contacting Computershare on 1300 653 310 (within Australia) or +61 3 9415 4000 (outside Australia).

Shareholders are also invited to submit questions to the Company or auditor ahead of the Meeting by sending an email to info@cashconverters.com - questions must be submitted by 5:00pm (WST) on Thursday, 31 October 2024. Written responses will not be provided but the Chairman of the Meeting will endeavour to answer as many of the questions as possible at the AGM.

On behalf of the Board, we look forward to welcoming you to the Company’s 2024 AGM.

Yours sincerely

Meagan Hamblin

Joint Company Secretary

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How to participate in the 2024 AGM

Watch and participate live online

Shareholders and proxyholders can watch, vote, make comments and submit questions (both verbally and in writing) during the AGM via the online platform. To participate in the meeting, you can log in by entering the following URL in your compatible browser, tablet or smartphone. Online registrations will open 30 minutes before the meeting.

Meeting URL: <https://meetnow.global/MRAMS9H>

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and click 'Continue'.

Other options for voting

Shareholders who are unable to join us at the AGM are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the Meeting in accordance with your directions.

Shareholders can appoint a proxy online at www.investorvote.com.au or by following the instructions on the proxy form. These must be received by no later than 9:30am (WST) on Tuesday, 5 November 2024 to be valid.

Even if you plan to attend the virtual AGM, you are still encouraged to submit a directed proxy in advance of the Meeting so that your votes can still be counted if for any reason you cannot attend on the day (for example, if there is an issue with your internet connection on the day of the Meeting).

Options for asking questions

Shareholders may direct questions during the AGM to the Chairman of the Meeting about the operations and management of the Company, or to the Company's external auditor.

Shareholders are also able to submit written questions to the Company or auditor in advance of the AGM. Questions submitted in advance of the Meeting for the auditor must relate to the preparation and content of the auditor's reports or the conduct of the audit of the Financial Reports for the year ended 30 June 2024.

Questions should be submitted by sending an email to info@cashconverters.com. Questions must be submitted no later than 5:00pm (WST) on Thursday, 31 October 2024.

The Chairman will endeavour to address as many of the more frequently raised relevant questions as possible during the Meeting.

However, there may not be sufficient time available at the Meeting to address all the questions raised. Please note that individual responses will not be sent to Shareholders, and that the auditor is not obliged to provide written answers.

Notice of Annual General Meeting

Notice is given that Cash Converters International Limited (“the Company”) will hold its virtual 2024 Annual General Meeting (“Meeting” or “AGM”) at 9:30am (WST) on Thursday, 7 November 2024 for the purpose of transacting the business set out in this Notice.

BUSINESS OF THE MEETING

ORDINARY BUSINESS

1. Financial statements and reports

To receive and consider the financial statements and the reports of the directors and of the auditor for the year ended 30 June 2024.

Note: There is no requirement for Shareholders to approve the financial statements and reports.

2. Re-election or election of Directors

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

a) Resolution 1

“That Mr Henry Shiner, being a Director of the Company who retires by rotation in accordance with clause 52.1 of the Company’s Constitution and, being eligible, be re-elected as a Director of the Company.”

b) Resolution 2

“That Mr Peter Cumins, being a Director of the Company who retires by rotation in accordance with clause 52.1 of the Company’s Constitution and, being eligible, be re-elected as a Director of the Company.”

c) Resolution 3

“That Mr Andrew Spicer who having been appointed a Director of the Company since the last Annual General Meeting, retires under clause 51.2 of the Company’s Constitution, and being eligible, be elected as a Director of the Company.”

3. Adoption of the Remuneration Report

Resolution 4

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 2024 be adopted.”

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

Note: A voting exclusion applies to this resolution.

SPECIAL BUSINESS

4. Approval of grant of performance rights to the CEO & Managing Director

Resolution 5

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

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given for the grant of 4,599,212 performance rights to Mr Sam Budiselik, CEO & Managing Director of the Company, under the Company’s Incentive Rights Plan on the terms described in the Explanatory Memorandum.”

Note: a voting exclusion applies to this resolution

Notice of Annual General Meeting

5. Approval of adoption of the Cash Converters Incentive Rights Plan Rules

Resolution 6

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

“That, for the purposes of Listing Rule 7.2, Exception 13(b) and for all other purposes, approval be given for the issue of securities under the Company’s Incentive Rights Plan as described in the Explanatory Memorandum.”

Note: a voting exclusion applies to this resolution.

6. Approval of amendment to grant of performance rights under the Cash Converters Equity Incentive Plan

Resolution 7

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

“That, for the purposes of Listing Rule 6.23.4 and for all other purposes, approval be given to amend the terms of performance rights issued under the Company’s FY23 and FY24 long-term incentive schemes as described in the Explanatory Memorandum.”

Note: a voting exclusion applies to this resolution.

Voting Exclusion Statements

Resolution 4 (Adoption of the Remuneration Report)

The Company will disregard any votes cast on Resolution 4:

- by or on behalf of a member of the Company’s Key Management Personnel (“KMP”) named in the Company’s Remuneration Report for the year ended 30 June 2024 or their Closely Related Parties, regardless of the capacity in which it is cast; or
- as a proxy by a person who is a member of the Company’s KMP at the date of the Meeting or their Closely Related Parties,

unless the vote is cast as proxy for a person entitled to vote on Resolution 4:

- in accordance with a direction on the Proxy Form to vote in that way; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy as the Chairman of the Meeting decides, even though Resolution 4 is connected directly or indirectly with the remuneration of the Company’s KMP.

Resolution 5 (Approval of grant of performance rights to the CEO & Managing Director)

The Company will disregard any votes cast on Resolution 5:

- in favour of the resolution by or on behalf of Mr Sam Budiselik and any other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.13 who is eligible to participate in the employee incentive scheme in question, and those persons associates regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company’s KMP at the date of the Meeting or their Closely Related Parties,

unless the vote is cast on Resolution 5:

- as proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on the resolution, in accordance with an express authorisation to exercise the proxy as the Chairman of the Meeting decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on

Notice of Annual General Meeting

the resolution; and

- the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6 (Approval of adoption of the Cash Converters Incentive Rights Plan Rules)

The Company will disregard any votes cast on Resolution 6:

- in favour of the resolution by or on behalf of a person who is eligible to participate in the Company's Incentive Rights Plan, or any of their associates regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Company's KMP at the date of the Meeting or their Closely Related Parties,

unless the vote is cast on Resolution 6 by:

- a person as proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the Meeting as proxy for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7 (Approval of amendment to grant of performance rights under the Cash Converters Equity Incentive Plan)

The Company will disregard any votes cast on Resolution 7:

- in favour of the resolution by or on behalf of a person who holds a performance right that is the subject of the approval, or any of their associates regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Company's KMP at the date of the Meeting or their Closely Related Parties,

unless the vote is cast on Resolution 7 by:

- a person as proxy or attorney for a person entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman of the Meeting as proxy for a person entitled to vote on the resolution, in accordance with a direction given to the Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Explanatory Memorandum

Further details in respect of the Resolutions to be put to the Meeting are set out in the accompanying Explanatory Memorandum. The Explanatory Memorandum forms part of this Notice of Meeting and should be read in conjunction with the Resolutions contained in the Notice of Meeting.

Notice of Annual General Meeting

By order of the Board

Meagan Hamblin
Company Secretary
8 October 2024

TECHNICAL DIFFICULTIES

Technical difficulties may arise during the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed if a technical difficulty arises. In exercising his discretion, the Chairman of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chairman of the Meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a directed proxy by 9:30am (WST) on Tuesday, 5 November 2024 even if they plan to attend the Meeting online.

VOTING

ELIGIBILITY TO ATTEND AND VOTE

You are eligible to vote at the Meeting if you are registered as a Shareholder of the Company as at 4.00pm (WST) or 7:00pm (AEDT) on Tuesday, 5 November 2024.

REGISTRATION

Shareholders can register to attend the AGM virtually and vote via the online platform at <https://meetnow.global/MRAMS9H>. Online registration for the AGM will commence from 9:00am (WST) on Thursday, 7 November 2024.

APPOINTING A PROXY

A Shareholder entitled to attend the Meeting and vote has a right to appoint a proxy to attend and vote at the Meeting on their behalf. A proxy need not be a Shareholder of the Company and can be either an individual or a body corporate.

A Shareholder who is a body corporate, or a proxy who is a body corporate, and is appointed by a Shareholder:

- may appoint an individual to act as its corporate representative at the Meeting and to exercise its powers in accordance with s250D of the Corporations Act; and
- if they choose to do so, must provide satisfactory evidence of the appointment of its corporate representative to the Company's share registry, Computershare, prior to the Meeting, unless that document has been previously lodged with Computershare. A Corporate Representative Form may be obtained from Computershare online at www.investorcentre.com/au under "Printable Forms".

A Shareholder that is entitled to cast two or more votes may appoint up to two 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 no proportions are specified, each proxy may exercise half the available votes on a poll. If a Shareholder requires proxy forms, please request a form by contacting Computershare on 1300 653 310 (within Australia) or +61 3 9415 4000 (outside Australia).

For an appointment of proxy to be effective for the Meeting, the Company must receive the proxy appointment in accordance with the instructions given below by 9:30am (WST) on Tuesday, 5 November 2024. If a proxy form is signed under power of attorney on behalf of a Shareholder, then the Company must receive the original power of attorney or a certified copy of it by the same time.

Notice of Annual General Meeting

You may direct your proxy to vote for a resolution, against a resolution or abstain from voting on a resolution. Any abstained votes will not be counted in computing the required majority on a poll. In the absence of such a direction, the proxy is authorised to vote or abstain from voting on any resolution at their discretion, subject to applicable voting restrictions.

If you submit a proxy form and you do not appoint any person or persons as your proxy on the proxy form, the Chairman of the Meeting will be appointed as your proxy by default. If your named proxy does not vote on a poll in accordance with your instructions on a resolution, the Chairman of the Meeting will become your proxy for that resolution and will vote in accordance with your directions.

PROXY VOTING BY MEMBERS OF KMP

If you appoint a member of the Company's KMP or one of their Closely Related Parties as your proxy, they will not be able to cast your votes on Resolution 4, 5, 6 or 7, unless you direct them how to vote, or the Chairman of the Meeting is your proxy.

If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting becomes your proxy by default, and you do not mark a voting box for Resolution 4, 5, 6 or 7, then by completing the proxy form you will be expressly authorising the Chairman of the Meeting to vote on Resolution 4, 5, 6 or 7 as the Chairman of the Meeting decides, even though it relates to the remuneration of the Company's KMP.

CHAIRMAN'S VOTING INTENTIONS

The Chairman of the Meeting intends to vote all undirected proxies in favour of all resolutions set out in this Notice.

All resolutions will be decided by a poll. Please refer to the Explanatory Memorandum for further information on the proposed resolutions.

LODGING YOUR PROXY

Proxies may be lodged in the following ways by 9:30am (WST) on Tuesday, 5 November 2024:

Online	At www.investorvote.com.au (by following the instructions set out on the website)
By Mail	Share Registry – Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001
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

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Explanatory Memorandum

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 STATEMENTS AND REPORTS

The Corporations Act requires the annual financial report, Directors' report, and independent auditor's report of the Company for the year ended 30 June 2024 to be laid before the Annual General Meeting.

The Corporations Act does not require a vote of Shareholders on this resolution. However, Shareholders as a whole will be given a reasonable opportunity to raise questions or make comments on the management of the Company and the financial statements and reports. The annual financial report, Directors' report and independent auditor's report are contained in the Company's 2024 Annual Report and can be accessed at www.cashconverters.com/investor-centre/annual-reports.

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. RE-ELECTION OR ELECTION OF DIRECTORS (Resolutions 1 to 3)

There are three resolutions dealing with the re-election or election of Directors. These are:

Resolution 1: Re-election of Mr Henry Shiner

Resolution 2: Re-election of Mr Peter Cumins

Resolution 3: Election of Mr Andrew Spicer

The following Director changes relevant to the composition of the Board are as follows:

- Mr Henry Shiner was elected in 2021 and will seek re-election for a three-year period.
- Mr Peter Cumins was last re-elected in 2021 and will seek re-election for a three-year period.
- Mr Andrew Spicer was appointed to the Board since the last Annual General Meeting to fill a casual vacancy in accordance with clause 51.1 of the Company's Constitution. Accordingly, Mr Spicer will seek election for a three-year period. Background checks were completed before Mr Spicer was appointed to the Board with no material adverse information identified.

Each re-election and election will be dealt with as a separate resolution.

The experience, qualifications and other information about each Director standing for re-election or election is provided below.

Explanatory Memorandum

Resolution 1 – Re-election of Mr Henry Shiner

Independent Non-Executive Director

Member of Governance, Remuneration and Nomination Committee

Member of Audit and Risk Committee

Mr Shiner was appointed as an Independent Non-Executive Director in July 2021, bringing a depth of experience across Retail Franchising, Information Technology, Governance and Strategic Planning.

Prior to commencing a Board Career Mr Shiner served as Vice President – Chief Information Officer of McDonald's Australasia since 2007, where he was responsible for IT strategy and implementation for the McDonald's business across Australia, New Zealand, and the Pacific Islands. Mr Shiner is currently part of the Global Mentors Personal Board of Directors as part of 24 global experts in their field to provide mentorship to Company Execs through defined programs across many industries. He is also on the Advisory Board for Guroo Producer Pty Ltd. Previously Mr Shiner has held Non-Executive Director roles on the National Board of Ronald McDonald Charities, Craveable Brands, DragonTail Systems, NoahFace, Slikr, AirService and Advisory Board roles with numerous other companies.

Prior to McDonald's, Mr Shiner held Senior Executive positions in Norske Skog, Fletcher Challenge Paper, Honeywell Ltd and AGL. His experience across these markets have included leading Strategic Planning, Technology Strategy and Development, Franchising, Cyber Security, Large Manufacturing operations and Governance and Quality Management. Mr Shiner's wealth of Executive and Board experience and Personal commitment to seeing others succeed make him a valued member of the Cash Convertors Board.

In addition to an Honours Degree in Chemical Engineering, Mr Shiner has graduated in Management Studies focused on Global Strategy execution from the IMD School at Lausanne, Switzerland and is a member and graduate of the Australian Institute of Company Directors.

Recommendation - Resolution 1

Prior to submitting himself for re-election, Mr Shiner confirmed that he would continue to have sufficient time to properly fulfil his Director's duties for the Company.

In accordance with the Company's policy on independence of Non-Executive Directors, the Board has determined that Mr Shiner remains independent.

The Governance, Remuneration and Nomination Committee, (with Mr Shiner absent), reviewed Mr Shiner's performance. The review included consideration of his expertise, skill and experience as well as his performance and contribution to the work of the Board over his term of office. The review concluded that Mr Shiner is a high-performing Director, and his extensive industry and strategy experience, together with his Retail Franchising and Information Technology experience, further strengthens the Board and complements the skills of the existing Directors.

The Board (with Mr Shiner abstaining) unanimously recommends that Shareholders vote in favour of Mr Shiner's re-election.

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Explanatory Memorandum

Resolution 2 – Re-election of Mr Peter Cumins

Executive Deputy Chairman

Mr Cumins joined the Company in August 1990 as Finance and Administration Manager when the Company had 23 stores, becoming General Manager in March 1992. He became Managing Director in April 1995. Mr Cumins moved from this role to the role of Executive Deputy Chairman on 23 January 2017.

Mr Cumins is a qualified accountant and has overseen the major growth in the number of franchisees in Australia as well as the international development of the Cash Converters franchise system. Mr Cumins' experience in the management of large organisations has included senior executive positions in the government health sector.

Recommendation - Resolution 2

Prior to submitting himself for re-election, Mr Cumins confirmed that he would continue to have sufficient time to properly fulfil his Director's duties for the Company.

The Governance, Remuneration and Nomination Committee, (with Mr Cumins absent), reviewed Mr Cumins' performance. The review included consideration of his expertise, skill and experience as well as his performance and contribution to the work of the Board over his term of office. The review concluded that Mr Cumins is a high-performing Executive Deputy Chairman and Executive Director, and his extensive executive leadership, industry and financial expertise further strengthens the Board and complements the skills of the existing Directors.

The Board (with Mr Cumins abstaining) unanimously recommends that Shareholders vote in favour of Mr Cumins' re-election.

Resolution 3 – Election of Mr Andrew Spicer

Independent Non-Executive director

Member of the Governance, Remuneration and Nomination Committee

Member of the Audit and Risk Committee

Mr Spicer was appointed as an Independent Non-Executive Director in May 2024, bringing a depth of experience in financial services, strategy, brand building, digital transformation and leadership.

Prior to commencing a Board career, Mr Spicer was the Managing Director and Chief Executive Officer of Canstar Pty Ltd ('Canstar') for 16 years. Under Mr Spicer's leadership, Canstar evolved into one of Australia's most trusted brands, with over 2 million online monthly visitors.

Prior to Canstar, Mr Spicer played a pivotal role in the listing of WebCentral on the ASX and under his leadership, WebCentral grew into Australia's largest web and application hosting company. Mr Spicer's corporate experience also includes executive roles at Suncorp Group and consulting roles for Ernst & Young and McKinsey & Co, where he led major strategic, operational and performance improvement assignments for financial services and resource companies.

Mr Spicer graduated from the Queensland University of Technology with a Bachelor of Engineering and holds an MBA from the University of New South Wales. Mr Spicer is also a graduate of the Australian Institute of Company Directors and has completed a leadership program at the Harvard Business School.

Explanatory Memorandum

Recommendation - Resolution 3

The Governance, Remuneration and Nomination Committee, (with Mr Spicer absent), reviewed Mr Spicer's performance since joining the Board and his relevant experience. The review included consideration of his expertise and skillset as well as his performance and contribution to the work of the Board since his appointment in May 2024. The review concluded that Mr Spicer is a high-performing Director, and the Board considers that Mr Spicer's extensive experience in executive senior management and corporate strategy will add to the Board's expertise.

Prior to submitting himself for election, Mr Spicer confirmed that he would continue to have sufficient time to properly fulfil his Director's duties for the Company.

In accordance with the Company's policy on independence of Non-Executive Directors, the Board has determined that Mr Spicer is independent.

The Board (with Mr Spicer abstaining) unanimously recommends that Shareholders vote in favour of Mr Spicer's election.

3. ADOPTION OF REMUNERATION REPORT (Resolution 4)

The Corporations Act requires ASX-listed companies to put a remuneration report relating to Director and executive KMP 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 at <https://www.cashconverters.com/investor-centre/annual-reports>.

Under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the discussion on this Resolution and the outcome of the vote into account when considering the Company's remuneration practices and policy.

Recommendation - Resolution 4

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

A voting restriction applies to this resolution.

4. APPROVAL OF GRANT OF PERFORMANCE RIGHTS TO THE CEO & MANAGING DIRECTOR (Resolution 5)

The Company proposes to grant 4,599,212 Performance Rights (**Rights**) to Mr Sam Budiselik, CEO & Managing Director of the Company, as the long-term incentive component of his remuneration for FY25 under the new Company's Incentive Rights Plan being approved under Resolution 6 (**2024 Plan**).

Why is shareholder approval being sought?

ASX Listing Rule 10.14 requires Shareholder approval for a director of a listed company to be issued securities under an employee incentive scheme. Accordingly, Resolution 5 seeks approval from Shareholders under ASX Listing Rule 10.14.1 for the grant of Rights to Mr Budiselik under the Plan, because he is the CEO & Managing Director.

What will happen if the resolution is, or is not, approved?

The FY25 grant of Rights to Mr Budiselik is conditional on receiving Shareholder approval. If Shareholder approval is obtained, 4,599,212 Rights will be granted to Mr Budiselik under the Plan within 12 months of the Meeting.

Once Shareholder approval is obtained under ASX Listing Rule 10.14, the issue of such Rights to Mr Budiselik will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

Explanatory Memorandum

If shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Budiselik.

Details of the proposed grant

It is proposed that 4,599,212 Rights will be granted to Mr Budiselik as the long-term incentive component of his remuneration for FY25 under the Plan.

The Company has attributed the Rights offered with a maximum indicative award value of \$1,050,000 in the event the maximum opportunity is achieved at the time of vesting. The actual value (if any) that Mr Budiselik will receive from the award will depend on the extent to which the vesting conditions are achieved including the Cash Converters' share price at the time of vesting measurement.

The number of Rights to be granted has been calculated by dividing the face value of Mr Budiselik's FY25 long-term incentive maximum opportunity, in the event of meeting the "stretch" requirements of the vesting conditions, of \$1,050,000 by the face value attributable to a Right. The face value attributable to each Right is \$0.2283, being the 5-trading day volume weighted average price (VWAP) of the Company's Shares traded in the period immediately following (and not including) the date of release of the FY24 annual results.

Each Right entitles Mr Budiselik to one fully paid ordinary share in the Company on vesting (or a cash payment equivalent to the market value of a Share in lieu of a Share at the time of vesting at the discretion of the Board) if the applicable vesting conditions (set out below) are met. The Rights will be granted at no cost and there is no amount payable by Mr Budiselik on vesting.

Rights have been selected as the long-term incentive component of the FY25 remuneration of the Company's key management personnel, including Mr Budiselik, as they align the interests of executives with the interests of Shareholders without providing the participant with ownership in Shares until vesting conditions are met.

Vesting conditions and performance period

The FY25 grant of Rights will be subject to vesting conditions measured over a performance period of 3 years commencing on 1 July 2024 and ending on 30 June 2027 (Performance Period). Calculation of the achievement against the vesting conditions will be determined by the Board of the Company in its absolute discretion at the conclusion of the performance period, having regard to any matters that it considers relevant. In line with the Plan rules, unless otherwise determined by the Board, the Rights will lapse where the vesting condition applicable to the award cannot be satisfied as at the end of the performance period. On this basis the expiry date for the Rights is 30 September 2027.

The number of Rights that vest will depend on the level of performance achieved. The Board also retains overall discretion to determine whether vesting of Rights is appropriate considering, among other factors it considers relevant, Company performance from the perspective of Shareholders.

Of the total number of Rights proposed to be granted to Mr Budiselik:

- 50% (i.e., 2,299,606 Rights) will be subject to a Relative Total Shareholder Return ("rTSR Rights") measure, assessing the Company's performance relative to constituents of the S&P/ASX Small Ordinaries index excluding materials, utilities, and REITs over the Performance Period; and
- 50% (i.e., 2,299,606 Rights) will be subject to an earnings per share ("EPS Rights") measure.

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Explanatory Memorandum

rTSR Rights

Broadly, Total Shareholder Return ("TSR") calculates the return Shareholders would earn if they held a notional number of Shares over a period and measures the change in the Company's Share price together with the value of dividends during the period, assuming that all those dividends are re-invested into new Shares.

For any Rights subject to the rTSR measure to vest, a threshold level of performance must be achieved. The percentage of rTSR Rights that vest, if any, will be determined by the Board as follows:

Company's TSR relative to constituents of the S&P/ASX Small Ordinaries index excluding companies from the materials, utilities, and REIT sectors*	Performance Level	Percentage of rTSR Rights vesting	Number of rTSR Rights vesting
Less than median	< Threshold	Nil	Nil
At median (50th percentile)	Target	50%	1,149,803
Between 50th percentile and 75th percentile of comparator group	Pro-rata	Straight line pro-rata vesting between 50% and 100%	Pro-rata
At or above 75th percentile of comparator group	Stretch	100%	2,299,606

**This index is designed to measure companies included in the S&P/ASX300 but not in the S&P/ASX100. The Board may adjust the comparator group to take into account events including, but not limited to, takeovers, mergers or de-mergers that might occur during the performance period.*

The Board will appoint an independent valuation expert to provide a calculation of the rTSR hurdle outcome at the measurement date of 30 June 2027. The calculations will be performed in accordance with the terms outlined with the calculation approach as follows:

- Obtaining share price and dividend data from an independent source
- Determining the TSR of Cash Converters and the Index as described above at the measurement date
- Calculating the TSR for both Cash Converters and the Index
- Calculating the performance of Cash Converters' TSR relative to the Index
- Determining the percentage of rights which would vest based on the relative performance calculated above.

The market observable data collected by the independent expert and used in the calculations is described below:

- Starting and ending share price for Cash Converters
- Starting and ending value of the Index
- Net dividends issued during the measurement period; dividends are assumed to be reinvested to purchase Shares of the Company at the closing price applicable on the ex-dividend date

Explanatory Memorandum

EPS Rights

Broadly, EPS measures the profit generated by the Company attributable to each Share on issue, adjusted for certain accounting items (Operating EPS).

The table below sets out the percentage of Rights subject to the EPS hurdle that can vest depending on the Company's EPS against a Target Average Normalised* EPS.

*For the purposes of assessing performance against the EPS target, the Board will consider whether any adjustments to statutory earnings are appropriate on a case-by-case basis to ensure that inappropriate outcomes are avoided.

EPS vesting schedule

Average EPS over 3 years	Percentage of rights that vest
Less than target average EPS	0%
Equal to target average EPS	50%
Greater than target average EPS and less than 120% of target average EPS	Pro-rata between 50% and 100%
120% of target average EPS or greater	100%

Subject to the terms of the Plan, any Rights that vest will be automatically exercised on the vesting date, and any remaining Rights that do not vest will lapse.

A summary of the material terms of the Plan is provided in Schedule 1 to the Explanatory Memorandum.

Cessation of employment

Unless the Board determines otherwise, if Mr Budiselik's ceases to be employed with the Group during the performance period, other than "for cause" (as defined in the Plan) or through his resignation, he will be entitled to retain a pro-rata amount of his unvested Rights based on the proportion of time that he remained an employee of the Group during the performance period. Any retained Rights will be performance tested in the ordinary course as outlined above following the end of the performance period. Any remaining unvested Rights will lapse.

If Mr Budiselik's employment with the Group is terminated "for cause" or by him resigning, his unvested Rights will immediately lapse, unless the Board determines otherwise.

Change of Control

If a Change of Control occurs with respect to the Company, the Board may determine, in its discretion, the way all unvested Rights will be dealt with.

Misconduct and Clawback

If the Board becomes aware of a material misstatement in the Company's financial statements, or that Mr Budiselik has committed an act of fraud, gross negligence or serious or wilful misconduct or failed to comply with any restrictive covenant or that some other event has occurred which, as a result, means that his Rights should be reduced or cancelled, or should not vest or have been exercised, then the Board may clawback or adjust his Rights and any Shares acquired on exercise of this Rights at its discretion to ensure he derives no inappropriate benefit.

Restrictions on dealing

Rights may not be sold, transferred, encumbered, or otherwise dealt, except in Special Circumstances, or unless required by law.

Mr Budiselik will be free to deal with the Shares allocated on vesting of his Rights, subject to the requirements of the Company's Securities Trading Policy and applicable law.

Explanatory Memorandum

Additional Information

The following additional information is provided for the purposes of ASX Listing Rule 10.15:

- Mr Budiselik's current remuneration package is:

Total fixed remuneration (including superannuation) (TFR)	\$729,932.00
Short-term incentive (maximum opportunity)	\$700,000 (100% of base salary at target) and \$1,050,000 (150% of base if stretch performance is met)
Long-term incentive (maximum opportunity)	\$1,050,000 (Maximum opportunity of 150% of base salary if stretch performance is met)

- Mr Budiselik has not previously been granted any Rights under the Plan. He has previously been granted 4,729,730 Rights under the Equity Incentive Plan in FY24 and 3,615,538 Rights under the Equity Incentive Plan in FY23. No amount was payable for the grants. For further details refer to the 2023 Notice of Annual General Meeting or the 30 June 2024 Remuneration Report and the 2022 Notice of Annual General Meeting or the 30 June 2023 Remuneration Report.
- No loan will be made by the Company in relation to the acquisition of Rights under the Plan.
- Details of any securities issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 5 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Recommendation - Resolution 5

The Board (with Mr Budiselik abstaining) unanimously recommends that Shareholders vote in favour of Resolution 5.

A voting exclusion applies to this resolution.

5. APPROVAL OF ADOPTION OF THE CASH CONVERTERS INCENTIVE RIGHTS PLAN RULES (Resolution 6)

The Board adopted in 2021 the Cash Converters Equity Incentive Plan under which certain eligible employees and directors of the Company and its subsidiaries have been granted equity awards from time to time. The Board has resolved to adopt the ("Plan") replace the existing Cash Converters Equity Incentive Plan previously approved by Shareholders at the Company's 2021 annual general meeting.

The Plan is designed to align the interests of certain eligible employees and directors of the Company and its subsidiaries ("Eligible Participants") more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive an equity interest in the Company and to share in any future growth in value of the Company through the granting of equity awards in the Company under the Plan.

The Plan provides for the Company to grant performance rights to acquire Shares ("Rights") subject to the terms of individual offers. It is intended that the Plan will be used to facilitate the grant of Rights as the long-term incentive component of the remuneration of Eligible Participants commencing from FY25.

Explanatory Memorandum

Why is shareholder approval being sought?

ASX Listing Rule 7.1 provides that a listed company must not, without the approval of its shareholders, issue new securities of more than 15% of the securities already on issue in any 12-month period.

Exception 13(b) of ASX Listing Rule 7.2 provides that an issue of securities under an employee incentive scheme will be treated as an exception to ASX Listing 7.1 if, within 3 years before the date of issue of the securities, the shareholders of the listed company have approved the issue of securities pursuant to the relevant employee incentive scheme as an exception to ASX Listing Rule 7.1.

Accordingly, Resolution 6 seeks the approval of Shareholders for any issue of securities under the Plan for the purposes of ASX Listing Rule 7.2, Exception 13(b) so that, to the extent that securities issued under the Plan (including the grant of any Rights under the Plan, and any issue of Shares under the Plan upon exercise of Rights) in the 3-year period following shareholder approval, those securities will not count towards the 15% limit under ASX Listing Rule 7.1.

What are the key terms of the Plan?

A summary of the key terms of the Equity Incentive Plan is set out in Schedule 1.

Maximum number of securities proposed to be issued

The maximum aggregate number of securities proposed to be issued under the Plan within the 3-year period following the passing of Resolution 6 is 80,000,000 Rights, representing 12.7% of the undiluted Shares in the Company as at 8 October 2024. The maximum number is not intended to be a prediction of the actual number of securities to be issued under the Plan, simply a ceiling for the purposes of ASX Listing Rule 7.2, Exception 13(b).

Securities previously issued under the Plan

The Plan has not previously been approved by Shareholders for the purposes of ASX Listing Rule 7.2, Exception 13(b) and, as at 8 October 2024, no securities have been issued under the new 2024 Plan. 37,808,710 securities have been issued under the previous 2021 Equity Incentives Plan.

What will happen if the resolution is, or is not, approved?

If Shareholder approval in accordance with Listing Rule 7.2, Exception 13(b) is granted, it will exempt grants of Rights under the Plan from the calculation of the 15% limit on the grant of new securities without prior Shareholder approval, for a 3-year period following the passing of Resolution 6, subject to there being no material amendments to the terms of the Plan.

If Shareholder approval in accordance with Listing Rule 7.2, Exception 13(b) is not granted, future issues of Rights under the Plan may still be made but will be counted towards the 15% limit on the Company's capacity to issue new securities without Shareholder approval under ASX Listing Rule 7.1. Rights that have been approved for the purposes of Listing Rule 10.14 will not be counted towards the 15% limit. If the resolution is not approved, the Board may consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, including providing an equivalent cash long term incentive subject to the risk of forfeiture, vesting conditions and performance period.

Recommendation - Resolution 6

The Board (other than Mr Budiselik who declines to make a recommendation given he is a participant under the Plan) unanimously recommends that Shareholders vote in favour of Resolution 6.

A voting exclusion applies to this resolution.

Explanatory Memorandum

6. APPROVAL OF AMENDMENT TO GRANT OF PERFORMANCE RIGHTS UNDER THE CASH CONVERTERS EQUITY INCENTIVE PLAN (Resolution 7)

Certain executives, including the CEO & Managing Director, have been granted performance rights under the Company's Equity Incentive Plan as their FY23 and FY24 long-term incentive awards ("FY23 and FY24 Awards").

Shareholder approval is being sought to correct the relative total shareholder return ("rTSR") vesting schedules for the FY23 and FY24 Awards so that 100% vesting of any performance rights subject to the rTSR measure will occur if the Company achieves an outcome at or above the 75th percentile of the comparator group (rather than at the 100th percentile of the comparator group which is currently provided for under the terms of the Awards). The current vesting schedule, and the corrected vesting schedule, are set out below.

The Board confirms that it was their intention for 100% vesting to occur at or above the 75th percentile (which is in line with common market practice). However an error was included in the terms of the FY23 and FY24 Award documents, as well as in the related Annual Report disclosures and in the Notices of Meeting where shareholder approval was sought for the FY23 and FY24 awards to the CEO & Managing Director. Accordingly, shareholder approval is being sought to correct the error.

Why is shareholder approval being sought?

ASX Listing Rule 6.23.4 requires shareholder approval before the Company can change the terms of any existing grants of options, and performance rights are considered to be options for this purpose.

The Board believes that this change is appropriate as it reflects the Board's intention at the time of grant and brings the Company in line with common market practice.

If Shareholder approval is obtained, the rTSR vesting schedule of the FY23 and FY24 Awards will be amended so that 100% vesting of any performance rights subject to the rTSR measure will occur if the Company achieves an outcome at or above the 75th percentile of the comparator group (i.e the corrected vesting schedule set out below will be used for the FY23 and FY24 Awards).

In the event that Shareholder approval is not obtained, the rTSR vesting schedule will not be amended and 100% vesting of any performance rights subject to the rTSR measure will occur if the Company achieves an outcome at the 100th percentile of the comparator group (i.e. the current vesting schedule set out below will be used for the FY23 and FY24 Awards).

Current Vesting Schedule

Company's TSR relative to constituents of the S&P/ASX Small Ordinaries index excluding companies from the materials, utilities, and REIT sectors*	Performance Level	Percentage of rTSR Rights vesting
Less than 50th percentile	< Threshold	Nil
At 50th percentile	Target	50%
Between 50th percentile and 100th percentile	Pro-rata	Straight-line pro-rate vesting between 50% and 100%
At 100th percentile	Stretch	100%

*This index is designed to measure companies included in the S&P/ASX300 but not in the S&P/ASX100.

Explanatory Memorandum

Corrected Vesting Schedule (if shareholder approval is obtained)

Company's TSR relative to constituents of the S&P/ASX Small Ordinaries index excluding companies from the materials, utilities, and REIT sectors*	Performance Level	Percentage of rTSR Rights vesting
Less than 50th percentile	< Threshold	Nil
At 50th percentile	Target	50%
Between 50th percentile and 75th percentile	Pro-rata	Straight-line pro-rata vesting between 50% and 100%
At or above 75th percentile	Stretch	100%

**This index is designed to measure companies included in the S&P/ASX300 but not in the S&P/ASX100.*

Recommendation - Resolution 7

The Board (other than Mr Budiselik who declines to make a recommendation based on his interest in the outcome of Resolution 7) unanimously recommends that Shareholders vote in favour of Resolution 7

A voting exclusion applies to this resolution.

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

Term	Meaning
associate	as defined in Chapter 19 of the ASX Listing Rules
Board	the board of directors of the Company
Closely Related Party	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">• a spouse or child of the member or a child of the member's spouse;• a dependent of the member or the member's spouse;• 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• a company the member controls
Constitution	the constitution of the Company
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Director	a director of the Company
Explanatory Memorandum	this Explanatory Memorandum accompanying and forming part of the Notice of Meeting
Key Management Personnel	the key management personnel of the Company as defined in the Corporations Act
Listing Rules	the Listing Rules of the ASX
Meeting	the annual general meeting of the Company convened by the Notice of Meeting
Notice or Notice of Meeting	the notice convening the Meeting that accompanies this Explanatory Memorandum
Proxy Form	the proxy form in relation to the Meeting
Securities	an equity security
Shares	fully paid ordinary shares in the Company
Shareholder	the holder of Shares
WST	Australian Western Standard Time

Schedule 1 – Key terms of the Incentive Rights Plan

Set out below is a summary of the key terms of the Cash Converters Incentive Rights Plan applicable to the grant of Rights to the CEO & Managing Director, for which Shareholder approval is sought under Resolution 5 and the adoption of the new Incentive Rights plan under Resolution 6.

Term	Description
Eligibility	<p>The Board has the discretion to determine which “Eligible Participants” participate in the Plan, and the number of Rights that they will be offered. Eligible Participants are anyone employed by the Company or any of its subsidiaries, which can include a director or non-executive director, that the Board determines should be eligible to receive grants of Rights under the Plan.</p>
Rights	<p>The Plan allows the Company to grant performance rights to acquire Shares (or an equivalent cash amount if an invitation provides) (“Rights”) as incentives. The Board has the discretion to set the terms and conditions on which it will offer Rights under the Plan.</p> <p>The Board may determine that the Rights will be subject to performance, service, or other conditions which must be satisfied or waived before the Rights vest (“Vesting Conditions”) and, if so, will specify those Vesting Conditions in the invitation to each Eligible Participant.</p> <p>The Board may, at its discretion, vary, reduce or waive any Vesting Conditions attaching to Rights at any time, subject to applicable law and the ASX Listing Rules.</p>
Invitation and Application Form	<p>The Board may, in its absolute discretion, make a written invitation to any Eligible Participant to apply for Rights upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines (“Invitation”). On receipt of an Invitation, an Eligible Participant may apply for the Rights the subject of the Invitation by providing a completed application form to the Company (which may be online) together with any other required Ancillary Documentation. The Board may accept an application from an Eligible Participant or its nominee in its discretion.</p>
Conditions to acquisition of Rights	<p>The acquisition of Rights is conditional on compliance with all applicable legislation, stock exchange rules and the Constitution, and receipt of any necessary approvals required under applicable legislation, stock exchange rules, contractual agreements and the Constitution.</p>
Acquisition Price for Rights	<p>Rights will be granted at no cost to the participant.</p>
Shares acquired on exercise of Rights	<p>Shares issued or transferred on the exercise of Rights will rank equally in all respects, and carry the same rights and entitlements, as other issued Shares, including dividend and voting rights.</p>
Restricted Shares	<p>Subject to the Plan, Shares can be made subject to a Restriction Condition and/or a Restriction Period, either of which prohibit disposal until satisfied or waived at the Board’s discretion (unless an Invitation otherwise provides).</p> <p>If a Restriction Condition is not met (and is not waived), the Company may, amongst other remedies, buyback and cancel the Shares for nil consideration, sell the Shares or declare the Shares to be forfeited.</p> <p>A Share that is subject to a Restriction Period is not at risk of buyback/sale/forfeiture, it is just unable to be disposed of during the Restriction Period. Shares will continue to be subject to misconduct and clawback following removal of disposal restrictions under the Plan.</p>

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Schedule 1 – Key terms of the Incentive Rights Plan

Vesting and exercise of Rights	<p>Rights which have not lapsed under the Plan will vest if and when any applicable Vesting Conditions have been satisfied or waived by the Board.</p> <p>The Board may, at its discretion, amend or waive any Vesting Conditions attaching to Rights at any time, subject to applicable law and stock exchange rules.</p> <p>Vested Rights may be exercised by notice to the Company before their Expiry Date. Specific invitations can provide that Rights are automatically exercised on vesting or on a date or event after vesting but before the Expiry Date, as specified by the Board. Following the valid exercise of a vested Right, the Company will issue or arrange the transfer of Shares to the participant. Alternatively, if provided for by an Invitation, the Board may determine to make a cash payment equal to the Market Value of a Share as at the date the Right is exercised less any superannuation or other taxes, duties or other amounts the Company is required to pay or withhold in respect of any cash payment (“Cash Payment”).</p>
Disposal of Rights	<p>Except as otherwise provided for by the Plan, an Invitation, the ASX Listing Rules or required by law, a Right may only be disposed:</p> <ul style="list-style-type: none">(i) with the consent of the Board (which may be withheld in its discretion) in Special Circumstances, being:<ul style="list-style-type: none">(A) ceasing to be an Eligible Participant due to death or total or permanent disability, or retirement or redundancy;(B) severe financial hardship; or(C) any other circumstance stated to constitute “special circumstances” in the terms of the relevant Invitation; or <p>by force of law upon death to the Participant’s legal personal representative or upon bankruptcy to the Participant’s trustee in bankruptcy.</p>
Expiry Date of Rights	<p>Rights which have not been exercised by the date 15 years from the date of grant of the Rights, or such other date determined by the Board and specified in the invitation (“Expiry Date”), will lapse unless the Board determines otherwise.</p>
Forfeiture/lapse of Rights and Shares	<p>Unless otherwise determined by the Board, a Right granted under the Plan will lapse, and a Share acquired on exercise of a Right will be forfeited, in certain circumstances including:</p> <ul style="list-style-type: none">(ii) where the Board determines that any Vesting Condition applicable to the Right cannot be satisfied;(iii) in the case of a Right, on the Expiry Date applicable to the Right;(iv) in certain circumstances if the participant’s employment is terminated (see ‘Cessation of employment’ below);(v) if the Board determines that the Right or Share is liable to clawback or malus (see ‘Misconduct and Clawback’ below)(vi) if the Board determines that the Right or Share will be forfeited or lapse in the event of a Change of Control in respect of the Company; and(vii) where the participant purports to dispose of the Right or Share or enter any arrangement in respect of the Right or Share, in breach of any disposal or hedging restrictions.

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Schedule 1 – Key terms of the Incentive Rights Plan

Nature of Rights	<p>Each Right will entitle its holder to subscribe for and be issued or transferred, one Share (upon vesting and exercise of that Right) unless the Plan or an applicable Invitation otherwise provides. See below in relation to a Cash Payment alternative.</p> <p>A Right does not entitle the Participant to:</p> <ul style="list-style-type: none">(viii) other than as required by law, be given notice of, or to vote or attend at, a meeting of Shareholders;(ix) receive any dividends of the Company, whether fixed or at the Directors' discretion;(x) any right to a return of capital, whether in a winding up, upon a reduction of capital, or otherwise;(xi) any right to participate in the surplus profits or assets of the Company upon a winding up; or(xii) participate in new issues of Securities such as bonus issues or entitlement issues.
Reorganisation	<p>If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and any applicable stock exchange rules at the time of the reorganisation which for clarity may include the Company varying Vesting Conditions and Restriction Conditions in respect of a Right or Share so that the holder of the Award is not disadvantaged. A Right does not confer the right to a change in the number of underlying Shares over which the Right can be exercised except to the extent an Invitation otherwise provides.</p>
Restrictions	<p>Rights and Restricted Shares may not be sold, transferred, mortgaged, pledged, charged, granted as security, or otherwise disposed of, without the prior approval of the Board, or unless required by law.</p> <p>Participants must not enter any arrangement for the purpose of hedging, or otherwise affecting their economic exposure to any Restricted Shares, or Rights.</p>
Quotation	<p>Rights will not be quoted on the ASX. The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.</p>
Cessation of employment	<p>Unless the Board determines otherwise, if a Participant ceases to be employed with the Group other than "for cause" (as defined in the Plan) or through resignation, the Participant will be entitled to retain a pro-rata amount of their unvested Rights based on the proportion of time that the Participant remained an employee of the Group during a performance period. Any retained Rights will be performance tested in the ordinary course following the end of the performance period. Any remaining unvested Rights will lapse.</p> <p>If a Participant's employment with the Group is terminated "for cause" or the Participant resigns, unvested Rights will immediately lapse, unless the Board determines otherwise.</p>
Misconduct and Clawback	<p>The Board has clawback and malus powers under the Plan. For example, if the Board becomes aware of a material misstatement in the Company's financial statements, that a participant has committed an act of fraud, gross negligence or serious or wilful misconduct or failed to comply with any restrictive covenant or that some other event has occurred that may warrant the Board exercising clawback powers, then the Board may exercise those malus or clawback powers to ensure no unfair benefit is derived by the participant.</p>

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Schedule 1 – Key terms of the Incentive Rights Plan

Change of Control	If a Change of Control occurs with respect to the Company, the Board may determine, in its discretion, the way Rights will be dealt with. A Change of Control includes any transaction or event proposed that, in the opinion of the Board, is likely to result in an entity obtaining Voting Power in the Company of at least 50.1% other than as a result of a Reconstruction of the Company.
Amendments	The Board may amend the rules of the Plan (including amending, reducing or waiving the application of the rules in relation to a participant) or amend the terms of an offer made under the Plan.
Trust	The Company may establish an employee share trust for the purposes of the Plan.

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ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

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PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.

The screenshot shows a registration form with three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Shareholder' tab is selected. Below the tabs, there is a heading: 'If you are a shareholder or an appointed corporate representative, please enter the required details below.' There are three input fields: 'SRN/HIN' with a placeholder 'eg. X1234567890', 'Country' with a dropdown menu showing 'Australia', and 'Post Code' with a placeholder 'eg. 0123'. A purple 'SIGN IN' button is at the bottom.

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

The screenshot shows a registration form with three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Invitation' tab is selected. Below the tabs, there is a heading: 'If you have received an email invitation for this meeting, please enter your invite code below.' There is one input field: 'Invite Code' with a placeholder 'Enter your invite code. e.g. G-ABCDEFGH or ABCD'. A purple 'SIGN IN' button is at the bottom.

or To register as a guest

Select 'Guest' and enter your details.

The screenshot shows a registration form with three tabs: 'Shareholder', 'Invitation', and 'Guest'. The 'Guest' tab is selected. Below the tabs, there is a heading: 'If you would like to attend the meeting as a Guest please provide your details below.' There are four input fields: 'First Name', 'Last Name', 'Email', and 'Company Name'. A purple 'SIGN IN' button is at the bottom.



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.



Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.

Need assistance?



Phone:
1300 653 310 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (AWST) on Tuesday, 5 November 2024.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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: 184131

For Intermediary Online subscribers (custodians) go to 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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

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 as a virtual meeting on Thursday, 7 November 2024 at 9:30am (AWST) 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 Resolutions 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4, 5, 6 and 7 are 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 Resolutions 4, 5, 6 and 7 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
Resolution 1	Re-election of Mr Henry Shiner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Peter Cumins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Andrew Spicer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of grant of performance rights to the CEO & Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of adoption of the Cash Converters Incentive Rights Plan Rules	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of amendment to grant of performance rights under the Cash Converters Equity Incentive Plan	<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 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director 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



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