

CORPORATE GOVERNANCE STATEMENT YEAR ENDED 30 JUNE 2024

Corporate Governance at Cash Converters

The Board of Cash Converters International Limited (the Company) is responsible for establishing the Company’s corporate governance standards and ensuring that they comply not only with regulatory guidelines, but that they also reflect the expectations of the Company’s stakeholders taking into consideration the Company’s size, activities, and geographical operations. The Board is continually monitoring all aspects of its corporate governance and new or improved policies and procedures are adopted as appropriate to ensure the highest possible standards can be attained and maintained.

The key components of the Company’s corporate governance model are illustrated below.



The Company, as a listed entity, must comply with the Corporations Act 2001 (Cth), the ASX Listing Rules, and other Australian and relevant international laws. The ASX Listing Rules require the Company to report to shareholders on the extent to which its corporate governance practices comply with the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 4th Edition ("ASXCGC Recommendations") and to provide an "if not, why not" statement in those circumstances where it has not implemented an ASXCGC recommendation during the Reporting Period.

This Corporate Governance Statement ("Statement") is dated 29 August 2024 and reports on the key governance principles and practices that were in place during the year ended 30 June 2024 ("Reporting Period") and any changes to their status as at the date of this Statement. Subject to any exceptions outlined in this Statement, the Company has complied with the ASXCGC Recommendations throughout the Reporting Period.

The following governance documents are available on the Company's website under the "Corporate Governance" tab (<https://www.cashconverters.com/governance>):

- Corporate Governance Statement
- Board Charter
- Audit and Risk Committee Charter
- Governance, Remuneration and Nomination Committee Charter
- Constitution
- Code of Conduct
- Market Disclosure Policy
- Securities Trading Policy
- Directors' Conflict of Interests Policy
- Whistleblower Policy
- Rules of Dividend Reinvestment Plan
- Modern Slavery Statement
- Anti-bribery & Corruption Policy.
- Values Statement
- Workplace Gender Equality Compliance Report, Workplace Profile Report, Workforce Management Statistics and WGEA Compliance Letter
- Equity Incentive Plan Rules
- Engaging External Remuneration Consultants Policy
- Senior Executive Remuneration Policy
- Diversity and Inclusion Policy
- Remuneration Policy

Principle 1: Lay solid foundations for management and oversight

Recommendation 1.1 - Roles of Board and Management

The Board has approved and implemented a Board Charter that formalises the functions and responsibilities of the Board, a copy of which is published on the Company's website. This charter clearly articulates the division of responsibilities between the Board and management.

The Board is responsible for determining the Company's vision to be a trusted consumer retail and financial services provider in its sector and ensures that strategic priorities are set and actioned to achieve this vision over the long term. In doing so, Directors are involved not only in determining, approving and monitoring initiatives aligned to strategic priorities, but also in ensuring robust processes and controls are established and operational to promote effective decision making across all aspects of the business.

As well as its role in setting the strategic direction, the Board is also, among its other functions, responsible for:

- the appointment and evaluation of the performance of the Managing Director and Key Management Personnel ('KMP');
- approving financial budgets and monitoring performance against them;
- delegating authority to management;
- reviewing business operations and the progress of major capital expenditure projects;
- approving the Company's remuneration framework;
- approving and reviewing Board and executive succession plans;
- establishing corporate governance standards and monitoring their effectiveness;
- ensuring that the Company has in place an appropriate and effective risk management framework and internal controls and compliance systems;
- approving Company policies and monitoring compliance with them;
- oversight of the Company's disclosure processes to ensure disclosure is timely and balanced;
- protecting and enhancing the Company's reputation; and
- ensuring that the Company operates with high ethical standards, and in a legal and responsible manner.

The Board is supported in its role by two committees, the charters of which are available on our website:

- Audit and Risk Committee; and
- Governance, Remuneration and Nomination Committee.

A third Committee, the Board Investment Committee was suspended on 1 April 2024 and the responsibilities of that Committee reverted to the Board on that date.

Subject to prior approval of the Chairman, the Board Charter provides that Directors may obtain independent professional advice at the expense of the Company.

Recommendation 1.2 - Pre-appointment checks for new directors

The Company undertakes appropriate checks before appointing a person or putting forward to shareholders a candidate for election as a director. These include checks as to the person's character, experience, education, criminal record, and bankruptcy history, and may be conducted by external consultants assisting in the appointment process.

Non-Executive Director Mr Mark Ashby was appointed effective 5 October 2023 and Non-Executive Director Mr Andrew Spencer was appointed effective 22 May 2024. The above checks were performed on each Director prior to their appointment. The checking process did not reveal any information that would preclude their respective appointments. There were no other directors appointed during the Reporting Period.

The Company provides shareholders with all material information in its possession relevant to a decision on whether to elect or re-elect a director. For those directors standing for election or re-election at an Annual General Meeting ('AGM'), this information is provided in the Notice of Meeting. Information on all directors' qualifications and experience can be found under the Directors' Profiles section in the 2024 Annual Report and on the Company's website.

Recommendation 1.3 - Appointment documentation

New directors are provided with a letter of appointment setting out their roles and responsibilities and the Company's expectations of them. Senior executives are subject to written contracts setting out the terms of their appointment. A director's induction manual is provided to new directors for background information.

Recommendation 1.4 - Company Secretary

The Company Secretary is accountable to the Board, through the Chairman, on all matters relating to the proper functioning of the Board. Each director always has a right of access to the Company Secretary. The decision to appoint or remove the Company Secretary is made or approved by the Board. The Company Secretary details are reported in the Directors' Report in the 2024 Annual Report.






Recommendation 1.5 – Diversity

Cash Converters recognises the value our team's diversity brings to our customers and our business. We understand that our connection to our customers, product innovation, business growth and performance can only be achieved through a workplace that attracts, encourages, and prioritises diversity and inclusion. At Cash Converters, our commitment to diversity and inclusion is captured in our commitments to policies, programs of work and strategic initiatives designed to drive progress and improvements across all aspects of Diversity and Inclusion.

Outlined below is progress against the Cash Converters Diversity and Inclusion commitments outlined in our policy:

Commitment	Progress	Commentary
<p>Provide a supportive, healthy and safe place of work for all employees.</p>		<ul style="list-style-type: none"> • Workplace Health and Safety, Discrimination, Domestic violence, Equal Employment Opportunity, Harassment, Bullying and Victimization policies are in place. • Training is delivered on these policies as part of employee induction and retrained annually targeting bullying, harassment, sexual harassment behaviours and concepts of consent, bystanders and victimisation. • Policies are reviewed at least annually, in line with changing legislation, and re-launched. • WHS 'Safety champions' are embedded within each state to consult with employees on psychosocial safety matters and report back via monthly WHS meetings.
<p>Support the investigation and reporting of behaviours that negatively impact diversity and inclusion.</p>		<ul style="list-style-type: none"> • Incidents / grievances linked to discrimination, harassment, bullying and victimisation are investigated and reported to Board on a regular basis. • IR Specialists are employed to develop policies and procedures that deliver objective, consistent, timely and confidential investigations and outcomes.
<p>Ensure a fair and effective selection process and a pool of diverse candidates.</p>		<ul style="list-style-type: none"> • Attraction, recruitment, and selection activities promote equity, diversity, and inclusion. The application process excludes questions around gender, race, marital status, disability, age or sexual orientation and aims for a balanced gender option for hiring managers. • Strategic equity goals are in place to develop profiles that reflect the diversity of our communities. • Our diversity and inclusion approach targets the recruitment of women into senior positions and women into customer facing roles to better reflect our customer base.
<p>Provide training and development opportunities equally to all employees.</p>		<ul style="list-style-type: none"> • Leadership development training was delivered across both frontline and office-based roles and covers conflict resolution, communication, and diversity, equipping managers to strive for and lead effective and inclusive teams. • Competency-based training and personalised development plans ensure employees have equal opportunities for career advancement. • Annual training is delivered to all employees to enable them to recognise and address unconscious biases, promoting fair and equitable decision-making. • Our training materials are available in multiple formats, ensuring accessibility for all employees, including those with disabilities or diverse learning needs.
<p>Provide for flexibility in the way work is conducted to recognise individual circumstances, and balance business requirements.</p>		<ul style="list-style-type: none"> • Flexible work practices and a working from home policy in place, supports employees to balance work, family and personal commitments. • Multiple leave options available to support flexibility including 14 weeks paid parental leave, 4 weeks secondary carers leave, study leave, flexible work arrangements to balance caring responsibilities.

 Planning
  Commenced
  Progressing
  Achieved

Commitment	Progress	Commentary															
Apply consistent and fair remuneration principles, practices and reviews.		<ul style="list-style-type: none"> Our remuneration policy outlines the key principles driving our policy and practice decisions. Internal and external specialists are engaged to evolve our remuneration framework and ensure fair, consistent and objective processes are in place to inform pay decisions. Annual remuneration review processes are fair and consistently applied across all roles, promotions and appointments. Current initiatives will enhance our focus on diversity in pay decisions. 															
Commit to conducting reviews of our performance against the WGEA six Gender Equality Indicators (GEI's).		<ul style="list-style-type: none"> Policies are in place to meet the six WGEA GEI's Annual WGEA reporting shows an average overall gender pay gap of 12%, against an industry average of 30.7%. In 2024, a D&I committee will be formed to drive further gender equity focussed initiatives 															
Commit to consulting with employees on issues concerning gender equality.		<ul style="list-style-type: none"> Consultation planned with the business on recruitment practices, flexible working arrangements, parental leave, gender pay equity, diversity targets and sexual harassment to understand opportunities and areas for focus. Additional consultation occurs via engagement surveys, focus groups, WHS champions, and pulse surveys. Consultation includes female employees and minority groups. The Workplace Gender Equality Compliance Report is published on the Company's website www.cashconverters.com Opportunities for enhancement delivered by focusing on minority groups represented in the business to enable their voices. 															
Progress diversity targets for governing bodies, Senior Executives and overall workforce.		<ul style="list-style-type: none"> Immediate and longer-term strategies will be implemented to support the achievement of diversity targets for different levels and functions across the business. We have met our targets for whole of workforce. Strategies will be developed to increase female representation, where appropriate, at Senior Executive and Board level. <table border="1" data-bbox="692 1480 1417 1742"> <thead> <tr> <th></th> <th colspan="2">Women as a percentage of total²</th> </tr> <tr> <th></th> <th>Target</th> <th>Actual</th> </tr> </thead> <tbody> <tr> <td>Board</td> <td>33%</td> <td>0%</td> </tr> <tr> <td>Senior Executives¹</td> <td>30%</td> <td>17%</td> </tr> <tr> <td>Whole of workforce</td> <td>45%</td> <td>45%</td> </tr> </tbody> </table>		Women as a percentage of total ²			Target	Actual	Board	33%	0%	Senior Executives ¹	30%	17%	Whole of workforce	45%	45%
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Commit to measuring and monitoring our diversity profile through a set of diversity metrics and initiatives.		<ul style="list-style-type: none"> Regular reporting and analysis is completed and reported to Senior Management and Board level. Metrics include diversity targets, progress against them, and turnover analysis. Cultural awareness initiatives that educate, celebrate diversity, and drive inclusion. 															

1 Senior Executives are defined as Managing Director and Key Management Personnel (KMP are all direct reports of the MD)

2 Reporting period is 1st July 2023 to 30th June 2024

Recommendation 1.6 - Board performance

A Board performance review is usually held every two to three years. The Board engaged corporate governance specialists from the Australian Institute of Company Directors ('AICD') to conduct an independent Board governance review during the Reporting Period. The Board performance review included a comparison of the Board's performance to standards of accepted and leading practice for corporate governance and involved consultation with Board members and key executives to identify potential improvements. The AICD issued a Board performance review report to the Board in February 2024. The Board considered the AICD report and recommendations and has begun implementing measures to enhance the Board's performance and effectiveness.

Recommendation 1.7 - KMP performance measurement

The performance of KMP is measured against prescribed criteria (Key Performance Indicators) as set by the Managing Director and approved by the Governance, Remuneration and Nomination Committee and Board. In the case of the Managing Director, Key Performance Indicators are set and measured by the Governance, Remuneration and Nomination Committee and the Board. These criteria are set annually, and individual performance is assessed annually. Performance assessments were undertaken during the Reporting Period.

Principle 2: Structure the Board to add value

Recommendation 2.1 - Nomination Committee

Under Recommendation 2.1, the board of a listed entity should have a nomination committee with at least three members, a majority of whom are independent directors, and the committee should be chaired by an independent director. Nomination committee responsibilities are carried out by the Governance, Remuneration and Nomination Committee.

The following were members of the Governance, Remuneration and Nomination Committee during the Reporting Period:

- Julie Elliott (Independent Non-Executive Chair) until her resignation on 22 May 2024;
- Mark Ashby (Independent Non-Executive Director from his appointment on 6 October 2023 and appointed as Independent Non-Executive Chair of the Committee on 22 May 2024);
- Robert Hines (Independent Non-Executive Director);
- Henry Shiner (Independent Non-Executive Director);
- Susan Thomas (Independent Non-Executive Director) until her resignation on 30 September 2024; and
- Andrew Spicer (Independent Non-Executive Director) appointed on 22 May 2024.

It is normal practice for all Board members to attend meetings of the Governance, Remuneration and Nomination Committee. The Committee's membership met the minimum membership requirements of Recommendation 2.1 for the Reporting Period and continue to do so as at the date of this Statement.

The charter for the Governance, Remuneration and Nomination Committee is available on the Company's website (<https://www.cashconverters.com/governance>).

The role of this Committee as it relates to nomination responsibilities is to assist the Board by:

- developing and implementing policy and procedures for nomination, selection, appointment and re-appointment, retention and termination of directors;
- reviewing Board and KMP succession plans;
- monitoring and appraising the size and composition of the Board and Board renewal matters;
- determining an appropriate mix of skills, knowledge, experience, expertise and diversity on the Board;

- developing a Board skills matrix and ensuring it is utilised in the director recruitment process;
- identifying and evaluating individuals qualified to become a director on the Board, determining the terms and conditions for appointment and ensuring appropriate candidate checks are performed prior to appointment to the Board; and
- ensuring an effective induction and orientation program is available to new directors.

The experience and qualifications of each committee member is set out under Directors’ Profiles in the 2024 Annual Report. Details of the number of meetings held during the Reporting Period by the Committee are provided in the Directors’ Report in the 2024 Annual Report.

Recommendation 2.2 - Board skills matrix

The Board maintains a detailed skills matrix identifying the skills, experience and other attributes considered important for the Board to discharge its responsibilities.

The Board remains of the view that the traditional financial services skills such as risk management, finance, strategy, and mergers and acquisitions (‘M&A’) are fundamental skills for the board of a company operating in the industry in which Cash Converters operates. Skills in the areas of governance, stakeholder management, risk management, government relations and issues management are also viewed as critical if a company is to remain successful in this highly regulated industry sector. Data management and information technology are also considered to be important skills for dealing with digital disruption.

Below is the combination of skills, experience, and other attributes against which the Company’s directors have been assessed.

Technical skills	Risk Management	Risk management frameworks, setting risk appetite, building and adapting organisational risk culture, regulatory relationships, assessing the effectiveness of senior leadership. Credit skills with detailed understanding of retail lending parameters and ability to assess fundamental inherent risks of the business.
	Marketing/Distribution/CRM	Professional experience of creating, communicating and delivering offerings that have value to customers and partners. Experience of managing and operating through a range of different distribution channels.
	Corporate Finance/Asset Management/M&A	Implementation of financial, capital and asset management strategies, treasury and funding, corporate finance restructuring, capital raisings within risk appetite, M&A experience, analytic.
	Corporate Strategy	Reviewing and setting organisational strategy, organic growth opportunities, merger and acquisition opportunities (including joint ventures). Strong intellectual strategic capability with the ability to solve complex business problems in a highly competitive and dynamic market.
	Government Relations /Policy	Interaction with Government, Regulators and consumer advocates and at all levels, influencing public policy decisions and outcomes and in particular depth of skill in dealing with regulators/litigation (class actions)/politicians (Senate inquiries/Royal Commissions).
	Governance and Compliance	Implementing organisation-wide governance and compliance systems, processes and frameworks, regulatory compliance, assessing the effectiveness of senior leadership. Understanding of regulations that apply to retail lending and franchising.
	Health and Safety	Implementing health, safety and wellbeing strategies, proactive identification and prevention of health and safety risks.
	Remuneration	Detailed executive remuneration matters, incentive arrangements, staff superannuation. Understanding of the relevant legislative/contractual framework for remuneration. Experience in human resource management: culture, diversity and talent.

Experience	Financial Services	Extensive experience in, and knowledge of, financial services sector; ideally direct management (i.e., P&L implications) with potential to impact customers and operations across multiple geographies; retail merchandising and franchise experience including current landscape and underlying issues impacting the industry; risk management experience.
	Corporate Finance and Banking	Domestic and/or international experience in corporate finance, capital management, banking and funds management.
	Consumer Credit	Domestic and/or international experience in consumer credit businesses (especially unsecured lending) including the regulatory landscape and underlying issues impacting the industry.
	Finance/Accounting	Financial experience with strong technical skills (accounting/audit).
	CRM/Customer Data	Experience in driving strategic insights from the collection and analysis of customer data. Experience in customer relationship management.
	Information Technology and Digital	Domestic and/or international experience in IT strategies, IT networks, Internet disruptive applications, and the latest innovative technologies/ offerings. Understanding the current drivers of innovation in the information technology market and specifically in the software delivery and licensing and cloud computing sectors and online distribution platforms.
	Issues/Event Management	Exposure to commercial issues. For example, Enforceable Undertaking, Credit Rating downgrade, media/social media events and other reputational events/catastrophes.
	Environmental, Social and Governance ('ESG') oversight	Experience in monitoring corporate performance on key ESG metrics and overseeing implementation of strategies to improve ESG performance and enhance ESG awareness.
	Regulatory Compliance	Experience relating to ASX compliance regime, ASIC and other applicable regulatory bodies.
Capabilities	Leadership	Driving engagement and enablement, evaluating employee and executive performance, strategic workforce planning, leading organisation change and talent development.
	Financial Acumen	Demonstrated ability in understanding and dealing with business opportunities in a manner that is likely to lead to good results in the short-term and long-term bringing risk appetite focus to all decision-making.
	Collegiate	An ability to work with other members of the Board, respecting different views, approaches and styles. Demonstrating focus on the collective good as more important than individual view.
	Stakeholder Management	Ability to understand the power, influence and interest of various stakeholders. Understanding of key stakeholders (i.e., shareholders, analysts, fund managers, ASX).
	Corporate Emotional Intelligence (EQ)	Personal attributes/characteristics relevant to the Board environment including communication skills, the ability to constructively challenge, championing an environment that effectively deals with complex issues and seeking/engendering continuous improvement. Be able to balance appropriate levels of governance with the need to keep the business progressing.
Diversity	Age, Gender, Term in office, Ethnicity, Overseas experience	

Overall, the skills base of the Board is broad and deep with a good geographical reach of experience. The Board, through the Governance, Remuneration and Nomination Committee, continues to consider appropriate geographic, ethnic and gender diversity in its composition.

Recommendation 2.3 - Independence of directors

A listed entity should disclose the names of the directors considered to be independent directors and if any director has an interest, position, association or relationship of the type described under Box 2.3 of Recommendation 2.3 of the ASXCGC Recommendations. If a director has an interest of the nature described in Box 2.3, but the Board is of the opinion that this interest does not compromise the independence of the director, then the Board is required to describe in this Statement the nature of that interest and the reason why it has formed that opinion.

Details of directors on the Board during the Reporting Period and as at the date of this Statement are provided below, along with their independence status and terms in office.

Name of Director	Non-executive	Independent	Term in office
Timothy Jugmans (Chairman)	Yes	No	Director and Chairman since 1 April 2022
Peter Cumins (Deputy chairman)	No	No	Director since 26 April 1995
Sam Budiselik	No	No	Appointed Managing Director from 18 December 2020 (CEO from February 2020)
Lachlan Given	Yes	No	Director since 22 August 2014
Robert Hines	Yes	Yes	Director since 14 April 2020
Henry Shiner	Yes	Yes	Director since 1 July 2021
Mark Ashby	Yes	Yes	Director since 6 October 2023
Andrew Spencer	Yes	Yes	Director since 22 May 2024
Julie Elliott	Yes	Yes	Director since 14 April 2020 and resigned on 22 May 2024
Susan Thomas	Yes	Yes	Director since 1 April 2022 and resigned on 30 September 2023

The Board Charter sets out the procedures and the disclosure principles applied by the Board when assessing the independence of directors.

In accordance with the Charter, the Board considers whether a director is non-executive, not a member of management and is free of any other business relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their judgement. In making this assessment, the Board considers all relevant factors and circumstances, including the relevant factors for assessing independence of directors as listed under Recommendation 2.3 of the ASXCGC Recommendations.

The Board has reviewed the independence of each of the directors in office. Sam Budiselik and Peter Cumins are executive directors and members of management and are therefore not considered independent. Lachlan Given is the Chief Executive Officer of EZCORP Inc. ('EZCORP') and Chairman Timothy Jugmans is the Chief Financial Officer of EZCORP. EZCORP is a substantial shareholder in the Company with rights to appoint nominee directors to the Company's Board under a 2009 Subscription Agreement between the Company and EZCORP. As officers of a substantial shareholder, both Lachlan Given and Timothy Jugmans are not considered by the Board to be independent.

Recommendation 2.4 - Independent majority

Recommendation 2.4 requires that a majority of the board of a listed entity should be independent directors.

The Board did not have a majority of independent directors either at the date of this Statement or during the Reporting Period. The Board was made up of 50% (four out of eight directors) independent non-executive directors from 1 July 2023 to 30 September 2023 and again from 6 October 2023 to 30 June 2024. During the period 1 October to 5 October 2023 the Board was made up of 42.85% independent non-executive directors (three out of seven directors).

Recommendation 2.5 - Independent Chairman

For the reasons outlined below, the Company does not comply with the recommendation that the Chairman should be an independent director.

Timothy Jugmans was appointed Chairman of the Board from 1 April 2022. Mr Jugmans is also the Chief Financial Officer of EZCORP. EZCORP is a major shareholder of the Company with rights to appoint nominee directors to the Company's Board under a 2009 Subscription Agreement between the Company and EZCORP. Under the terms of the agreement, while EZCORP holds at least 20 per cent of the issued capital of the Company, it can appoint two nominee directors to the Board and the position of Chairman is also required to be offered to one of the nominee directors who may accept that position in his or her sole discretion. Timothy Jugmans was appointed a nominee director by EZCORP and he was offered the position of Chairman of the Board of the Company in accordance with the terms of the Subscription Agreement. He accepted this offer and took up the position of Chairman on 1 April 2022. Due to his position as nominee director of a major shareholder, Timothy Jugmans is not considered to be an independent Chairman.

A copy of the Subscription Agreement between EZCORP and the Company was released to ASX on 9 November 2009. Links to the Subscription Agreement and related documents have been provided in the Board Charter contained on the Company's website.

Under the Directors' Conflict of Interests Policy, the Board has protocols and processes in place for dealing with conflicts or potential conflicts of interest. If the Board considers that a matter for consideration by the Board might place the Chairman in a position of conflict, the directors appoint a lead independent director, who considers the matter in consultation with the Managing Director and decides as to whether the Chairman may receive papers, vote, or be in attendance during the discussion of that matter. The Chairman may also give the Board prior notice of those matters in which he intends to withdraw from the meeting and not receive papers relating to those matters.

The positions of Chairman of the Board and Managing Director of the Company are not held by the same person.

Recommendation 2.6 - Director inductions

The Company has a program for inducting new directors and providing appropriate professional development opportunities for directors. The two directors appointed during the Reporting Period, Mr Mark Ashby and Mr

Andrew Spicer participated in the induction program which included meeting other Board members and KMP during the Board induction process.

The Board continually reviews whether there is a need for directors to undertake professional development to maintain the skills and knowledge required to perform their role effectively. During the Reporting Period, the Board benefitted from continuous engagement with senior management across the business on topics specific to the senior management's respective business function. On an ongoing basis, directors are provided with papers, presentations and briefings on specific matters which may affect the business or operations. To assist the directors in maintaining an appropriate level of knowledge of the operations of the company, directors undertake site visits each year to some of its corporate and franchised businesses. In addition, directors have personally engaged in professional development activities to develop and maintain their skills and knowledge needed to perform their roles as directors.

In June 2024, the Governance, Remuneration and Nominations Committee conducted a formal review of the group and individual professional development activities completed during the Reporting Period. Directors considered that the development/briefing sessions conducted during the Reporting Period to have been appropriate and adequate. There were no material new or emerging business or governance issues that had arisen that would have necessitated additional development imperatives for the Reporting Period.

All directors are expected and encouraged to engage in professional development activities to develop and maintain the skills and knowledge needed to perform their roles as directors.

Oversight of this induction and development program is the responsibility of the Governance, Remuneration and Nomination Committee.

Principle 3: Act ethically and responsibly

Recommendation 3.1 - Core Values

The Company recognises the importance of its reputation and standing within the community and with its key stakeholders, such as customers, employees, suppliers, creditors, law makers and regulators.

The Board reconfirmed the Company's Value Statement during the Reporting Period. All team members are encouraged to embrace these values. Performance in accordance with these values is acknowledged and rewarded through Annual Performance Awards and includes an award for a Values and Brand Champion.

The Values Statement is encapsulated as follows:

We're real people who are passionate and proud

- We're genuine, friendly and from your neighbourhood. We're passionate and proud to be here helping our customers.

We're caring and respectful

- We're here to listen and find ways to help makes things possible, supportive of our customers and our colleagues. There's no judgement here. We treat everyone as an individual

We're tenacious problem solvers

- We don't back down. We always try our best to help others, no matter how hard the task seems.

The performance of all team members including members of executive key management personnel is formally assessed each year across key behavioural competencies as disclosed in the performance measures in the Remuneration Report.

The Values Statement is available on the company's website under the Corporate Governance tab (<https://www.cashconverters.com/governance>).

Recommendations 3.2, 3.3 and 3.4 - Code of Conduct, Anti-bribery and Corruption Policy and Whistleblower Policy

The Company has a Code of Conduct and Anti-bribery and Corruption Policy which outline the Company's commitment to appropriate and ethical corporate practices. All directors, officers and employees are expected to comply with the Code and this Policy. The Audit and Risk Committee is informed of material breaches of the Code or incidents under the Anti-bribery and Corruption Policy.

The Company is committed to an open working environment in which its personnel and other stakeholders can report instances of unethical, unlawful or undesirable conduct without fear or intimidation or reprisal. For this purpose, the Company has a Whistleblower Policy. Subject to the confidentiality provisions of the Policy, material incidents under the Whistleblower Policy are reported to the Audit and Risk Committee.

The Code of Conduct, Anti-bribery and Corruption Policy, Whistleblower Policy, Modern Slavery Statement and Workplace Gender Equality Compliance Reports are published on the Company's website (<https://www.cashconverters.com/governance>).

Principle 4: Safeguard integrity in corporate reporting

Recommendation 4.1 - Audit Committee

Under Recommendation 4.1, a board of a listed entity should have an audit committee with at least three members, all of whom are non-executive directors and a majority of whom are independent. The committee should be chaired by an independent director.

The Audit and Risk Committee had the following members during the Reporting Period:

- Robert Hines (Independent Non-Executive Chair);
- Henry Shiner (Independent Non-Executive Director);
- Mark Ashby (Independent Non-Executive Director) appointed on 6 October 2023;
- Andrew Spicer (Independent Non-Executive Director) appointed on 22 May 2024;
- Julie Elliott (Independent Non-Executive Director) until her resignation on 22 May 2024; and
- Susan Thomas (Independent Non-Executive Director) until her resignation on 30 September 2023.

Currently, it is normal practice for all Board members to attend meetings of the Audit and Risk Committee. The Committee complied with the minimum membership requirements of Recommendation 4.1 for the Reporting Period and continues to do so as at the date of this Statement.

The Audit and Risk Committee operates under a formal charter approved by the Board. A copy of the charter is published on the Company's website (<https://www.cashconverters.com/governance>).

As set out in the charter, the role of the Audit and Risk Committee as it relates to audit matters is to assist the Board to fulfil its oversight responsibilities relating to:

- the preparation and integrity of all corporate and financial reporting prior to being published;
- the adequacy of the control environment;
- the internal and external audit function;
- treasury and taxation and other key financial processes and practices;
- appropriateness of accounting policies, estimates and judgements;
- review of any significant accounting and reporting issues, including professional and regulatory announcements and impact on the Company's financial statements;
- compliance with all regulatory obligations including the Corporations Act, ASX Listing Rules and the ASXCGC Corporate Governance Principles and Recommendations; and
- any other matters referred to the Committee by the Board.

The experience and qualifications of each committee member are set out in the Directors' Profiles section of the 2024 Annual Report. The external and internal auditors invited to Audit and Risk Committee meetings. Details of the number of meetings held by the Audit and Risk Committee during the year are set out in the Directors' Report in the 2024 Annual Report.

Recommendation 4.2 – Managing Director and CFO Declaration

The Board received signed written statements from the Managing Director and the Chief Financial Officer in relation to the financial statements for the half year to 31 December 2023 and for the year ended 30 June 2024, declaring that, in their opinion:

- the financial records of the Company have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company;
- that the opinion has been founded on the basis of a sound system of risk management and internal control which implements policies adopted by the Board,
- that the Company's risk management and internal compliance systems are operating efficiently and effectively in all material respects in relation to financial reporting; and
- the Consolidated Entity Disclosure Statement for the Report Period is true and correct.

Recommendation 4.3 - Corporate report verification

The Company's key periodic corporate reporting comprises the half year report and full year annual financial statements which are subject to formal review and approval by the Audit and Risk Committee and Board and on which an external review or audit is conducted by independent external audit firm Deloitte Touche Tohmatsu (Deloitte). The scope of the audit includes the expression of an audit opinion as to whether the Remuneration Report included within the Directors' Report and reviewed and recommended to the Board for approval by the Governance, Remuneration and Nomination Committee complies with Section 300A of the Corporations Act.

The additional periodic corporate report issued by the Company that is not audited or reviewed by an external auditor is the remainder of the Directors' Report contained in the half year and Annual Report including the operating and financial review commentary.

The content of the Directors' Report is prepared by the Chief Financial Officer and Company Secretary and checked against appropriate internal and external source records to ensure it is materially accurate. Narrative reports including the operating and financial review are prepared by the Chief Financial Officer and reviewed by the Managing Director.

The entire contents of the half year report and Annual Report are reviewed by the Audit and Risk Committee and formally recommended for approval by the Board. To ensure the material presented is materially accurate, balanced and provides investors with appropriate information to make informed investment decisions, any material statements must be verified and supported by evidence and/or references to credible sources including metrics obtained from the financial records of the Company.

While the Directors' Report, except for the Remuneration Report, is not subject to audit by the Company's auditors it is provided to them for review in the context of their audit of the annual financial statements and review of the half year report. Any comments with respect to inconsistencies to the reported financial information are responded to prior to approval by the Board.

Principle 5: Make timely and balanced disclosure

Recommendation 5.1 - Continuous Disclosure

The Company has procedures in place to ensure that it complies with the continuous disclosure requirements of the ASX Listing Rules. These are described in the Company's Market Disclosure Policy, published on its website (<https://www.cashconverters.com/governance>). These 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 in a timely manner.

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

Recommendation 5.2 - Announcements copied to directors

A listed entity is required to ensure that its board receives copies of all material announcements promptly after they have been released.

All material, price-sensitive announcements issued during the Reporting Period were provided to all Board members as drafts for approval prior to release. Once released and published on the website and the ASX platform, all announcements are immediately accessible to all directors. The Company Secretary has, during the Reporting Period ensured that all material, price-sensitive announcements are promptly distributed to Board members upon release to the market.

Recommendation 5.3 - Presentation materials

All new or substantive investor or analyst presentation materials are released to the ASX Market Announcements Platform ahead of the presentation as standard practice. Generally, the Company's presentations are delivered in conjunction with full and half year results releases.

Principle 6: Respect the rights of security holders

Recommendation 6.1 - Information on website

The Company provides information about itself and its governance to investors via its website at www.cashconverters.com. The following information is available on the website:

- The names, photographs, and brief biographical information for each of the directors;
- Copies of Annual Reports and ASX announcements; and
- Company overview.

The website also has a corporate governance page where this Statement and copies of corporate governance policies and other corporate governance materials referred to in this Statement can be found.

Recommendation 6.2 - Investor communications

The Board aims to ensure that shareholders are informed in a timely manner of all major developments affecting the Company's state of affairs. Information is communicated to shareholders through the Annual Report which is made available to all shareholders either electronically or as paper copy. 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 plans.

In addition to the other disclosures required by the Corporations Act 2001, a half-yearly report containing the financial information required to comply with the applicable Accounting Standards and a review of the operations of the Company during the period, is prepared and made available to shareholders.

Following the release of half-year and full year results, the Company holds briefings for investors and analysts. In addition, business and trading updates have been released to the ASX during the financial year to keep shareholders informed.

The Company encourages two-way communication with investors, both at the Company's Annual General Meeting and throughout the year. The Company can be contacted by emailing info@cashconverters.com.

Recommendation 6.3 - Shareholder participation at meetings

The Board encourages full participation by shareholders at its Annual General Meetings ('AGM'). Adequate opportunities are provided during meetings for shareholders to raise questions concerning all matters before them for their approval.

The 2023 Annual General Meeting was held as a virtual meeting. Shareholders were able to participate in the meeting in real time through the online meeting platform that allows shareholders to view, listen, submit questions and vote while the meeting is in progress.

The Company also considers communications and queries received during the year from shareholders, investors and relevant interest groups to determine if the Chairman or Managing Director Addresses should be expanded to provide additional explanations for the benefit of all shareholders.

Important AGM approval items are presented to shareholders as single resolutions and complex matters are accompanied by clear explanations in the explanatory notes. Shareholders are responsible for voting on the election of newly appointed directors and the re-election of existing non-executive directors.

Recommendation 6.4 - Polls at AGMs

All substantive resolutions at meetings of the Company's shareholders are decided by a poll rather than a show of hands as it is considered this best ensures the "one security one vote" principle enshrined in the listing rules.

Recommendation 6.5 - Shareholder access to electronic communications

Shareholders can register with the Company's share registry, Computershare Investor Services, to receive electronic notifications of the release of annual and half-yearly reports, notices of Annual General Meeting and distributions of dividends. The share registry also provides contact information on its website and the ability to receive documents by email from the share registry.

The Company also provides information through its website, enabling shareholders access to Company announcements and the ability to email the Company with enquiries.

Principle 7: Recognise and manage risk

Recommendation 7.1 - Risk Committee

Under Recommendation 7.1, the board of a listed entity should have a committee to oversee risk. That committee should have at least three members, a majority of whom are independent directors, and it should be chaired by an independent director.

Risk and risk management within the Company is overseen by the Audit and Risk Committee, the membership details of which are provided under Recommendation 4.1 above. The membership of this Committee met the requirements of Recommendation 7.1 for the Reporting Period and continues to do so as at the date of this Statement. Currently, it is normal practice for all Board members to attend meetings of the Audit and Risk Committee.

As set out in the charter, the role of the Audit and Risk Committee as it relates to risk management is to assist the Board to fulfil its oversight responsibilities relating to:

- the adequacy of the control environment and the processes for identifying and managing risk;
- reviewing the Company's risk management framework, strategy and risk appetite development and overseeing the risk management system, including the risk management function and its resourcing;
- reviewing and monitoring the Company's risk profile;
- reviewing the operational effectiveness of the policies and procedures relating to risk and the Company's internal control environment;
- reviewing management's evaluation of the effectiveness of internal controls;
- reviewing the effectiveness of the Company's insurance activities;
- ensuring compliance with all regulatory obligations including the Corporations Act, the National Consumer Credit Protection Act 2009, ASX Listing Rules and the Corporate Governance Principles;
- reviewing the effectiveness of the Company's approach to achieving compliance with laws, regulations and Company policies;
- reviewing and making recommendations in relation to the Company's Compliance Framework;
- ensuring compliance processes are sound, appropriate and operating effectively throughout the Company; and
- obtaining regular reports regarding compliance matters that may have a material impact on the Company's activities, including reviewing any correspondence from regulatory bodies regarding significant issues.

The Board Investment Committee was endorsed as a standing committee in July 2022 and the Committee was suspended on 1 April 2024, with the responsibilities and powers previously delegated to the Committee

reverting to the Board. While the committee was active, it assisted the Board by reviewing opportunities of a corporate transactional nature including acquisitions, divestments and investments. This included the evaluation of risks associated with material transactions and the adequacy of related due diligence processes. Until the Committee was suspended, its membership comprised of all four of the independent non-executive directors: Robert Hines (Committee Chairman), Julie Elliott, Henry Shiner, Susan Thomas (resigned 30 September 2023) and Mark Ashby (appointed 6 October 2023).

Recommendation 7.2 - Risk reviews

The Audit and Risk Committee reviews the Company's Risk Management Framework ('RMF') on an annual basis. A review was undertaken during the Reporting Period and the Committee satisfied itself that all material risks have been properly identified and assessed, the RMF continues to be sound and that the entity is operating with due regard within an appropriate risk appetite, consistent with Board and committee oversight.

Recommendation 7.3 - Internal audit

The Company has an independent internal audit function that operates under a charter approved by the Audit and Risk Committee. This function reports to the Audit and Risk Committee, and among other duties, evaluates the effectiveness of, and contributes to the improvement of, the Company's risk management processes.

The Audit and Risk Committee's responsibilities as they relate to internal audit include:

- approving the appointment, remuneration and removal of the head of internal audit;
- reviewing the internal audit charter and resourcing of the internal audit function;
- approving the annual internal audit plan and monitoring progress against the plan;
- reviewing significant internal audit findings and action taken by management to address these;
- discussing issues with internal audit in the absence of management; and
- reviewing the objectivity and performance of the Internal Auditor.

Recommendation 7.4 - Environmental and social sustainability risks

The Board is responsible for ensuring that the Company's risk management systems are adequate and operating effectively.

Environmental and social sustainability risks where the Board considers that Cash Converters' exposure is potentially material include:

- working with legislators and regulators to continue to deliver improvements and initiatives to support a trustworthy and reliable financial service to our valued customers;
- Cyber-criminal activity and its continued escalation; and
- evolving legislation and the advent of new and often unregulated online credit products and services.

The sustainability contribution of the second-hand goods retail offer continued to appeal to value and environmentally conscious customers.

There has been a marked increase in cyber-criminal activities globally over the last two years that impact all companies, large and small, but which also pose a greater risk to those companies with a large online customer base. Through our cyber security program, we continue to enhance the Company's cyber defences and have focused on educating team members on the dangers of cyber-crime activities.

The Financial Sector Reform Act 2022 ("Reform Act") received royal Assent in December 2022 and introduced a significant number of reforms in relation to Small Amount Credit Contracts ('SACC'), including new restrictions on unsolicited communications, proscribed referrals to unregulated products and tighter income requirements

for credit eligibility. Cash Converters supports efforts to prevent predatory and unethical behaviours of credit providers operating in the SACC market and is committed to operating in a compliant and transparent manner.

Outside of these areas of potentially material exposure, the Company is dedicated to managing social risks and maintaining and developing trust with its key stakeholders. The Company is working to mitigate and resolve many social risks that may impact stakeholders, such as by supporting its customers through the ongoing cost of living pressures caused by high inflation, and through adherence to its anti-modern slavery and its anti-bribery and corruption principles and practices.

The Company's anti-modern slavery principles and practices are designed to reduce the risk of slavery within its supply chain or operations. The principles and practices are supported by a framework of policies that sit within the Risk and Compliance department. In line with the Commonwealth Modern Slavery Act 2018 recommendations, the Company published and submits annual Modern Slavery Statements approved by the Company's Board. The Company's Modern Slavery Statement is available on its website (<https://www.cashconverters.com/governance>).

The Company is also dedicated to mitigating the risk of bribery and corruption. The Company's Anti-Bribery and Corruption policy outlines its intent to not engage in bribery or corruption and to comply with all anti-bribery and corruption laws. The policy sets out the Company's expectations and standards of conduct of all employees with respect to bribes and corruption, gifts and entertainment, political donations and inadequate records.

Principle 8: Remunerate fairly and responsibly

Recommendation 8.1 - Remuneration Committee

Under Recommendation 8.1, the board of a listed entity should have a remuneration committee that has at least three members, a majority of whom are independent directors, and the committee should be chaired by an independent director. Remuneration committee responsibilities are carried out by the Governance, Remuneration and Nomination Committee, the membership details of which are provided under Recommendation 2.1 above.

This Committee met the minimum membership requirements of Recommendation 8.1 for the Reporting Period and continues to do so as at the date of this Statement. Currently, the meetings of this Committee are attended by all Board members.

The charter for the Governance, Remuneration and Nomination Committee is available on the Company's website.

The role of this Committee in relation to remuneration responsibilities is described in the charter, and summarised as:

- providing advice in relation to remuneration packages of non-executive directors, key management personnel ('KMP'), equity-based incentive plans and other employee benefit programs, in accordance with the relevant policies;
- developing and maintaining, for Board approval, the policies and other documents that guide and govern KMP remuneration decisions, practices and outcomes, referred to as a Remuneration Governance Framework;
- considering those aspects of the Company's remuneration practices, including securities-based remuneration, which may be subject to shareholder approval;

- determining and reviewing the nature of the Company's disclosure or communication of remuneration practices and policies;
- reviewing the Company's recruitment, retention and termination policies;
- reviewing the Company's superannuation arrangements;
- reviewing succession plans for the Board, the Managing Director and KMP;
- ensuring the performance and competencies of the Managing Director, KMP and members of the Board are reviewed at least annually; and
- reviewing the Company's diversity policy and monitoring diversity within the Company.

The experience and qualifications of each committee member are set out in the Directors' Profiles section of the 2024 Annual Report. Details of the number of meetings held during the Reporting Period are set out in the Directors' Report in the 2024 Annual Report.

Recommendation 8.2 - Company's Remuneration policies

A listed entity should disclose separately its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

The Company has in place a Remuneration Policy which sets out the Company's remuneration practices. The policy is published on the Company's website. Details on the remuneration of directors and executives as well as the Company's remuneration framework and policies are set out in the Remuneration Report in the 2024 Annual Report.

Recommendation 8.3 - Hedging prohibition

The Company has an equity-based remuneration scheme for executive employees.

Consistent with Recommendation 8.3, the Company's Securities Trading Policy (a copy of which is published on the Company's website) prohibits directors and senior executives from entering transactions or arrangements which operate to limit the economic risk of their holdings of Company securities at any time during which those securities are subject to the hedging prohibitions specified in section 206J of the Corporations Act.