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## DIRECTORS' CONFLICT OF INTERESTS POLICY

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### 1. Purpose

This policy sets out the procedures to be followed and the disclosure obligations of each director where a director has, or where there is a realistic possibility that the director may have:

- (a) a material personal interest or other interest giving rise to a real or substantial possibility of a conflict; or
- (b) a conflict or perceived conflict between his or her duty to the Company and the duties which he or she may owe to another entity,

in relation to any matter which is or is likely to be brought before the Board of Cash Converters International Limited ("the Company").

### 2. Director's duty

Each director has a duty to the Company not to place themselves in a position where he or she has a material personal interest or other interest giving rise to a real or substantial possibility of a conflict of interest.

Directors' conflicts of interest obligations and material personal interest disclosure obligations are governed by the Company's Constitution and the Corporations Act.

### 3. Material Personal Interest definition

A "material personal interest" is one which provides a personal benefit (whether that interest is direct, indirect, contingent or contractual) to the director or an associated person or entity, which is of a real or substantial kind, having the capacity to influence the vote of the director on the decision to be made.

The interest need not necessarily be of a financial or pecuniary nature.

### 4. Disclosure of Interests

A director should disclose to the Board:

- (a) any material personal interest they may have in a matter that relates to the affairs of the Company; and
- (b) any other interest in a matter relating to the affairs of the Company, which may give rise to, or be perceived to give rise to, a real or substantial possibility of conflict.

A director is required to disclose to the Board such conflict or interest immediately on becoming aware of the interest.

The director may notify the Company Secretary of an interest in writing at any time and the Company Secretary shall notify the other directors as soon as practicable.

#### Standing Notices

Each director shall have and maintain a standing notice register, disclosing the nature and extent of their interests, and whether or not the interest relates to the affairs of the Company at the time the notice is given, and if it does, how the interest relates to the affairs of the Company. An interest can be disclosed before it becomes a material personal interest.

Each standing notice register, and any changes made to the register, are required to be tabled at the next Board meeting, and recorded in the minutes of that meeting.

Where a change in circumstance results in an interest becoming a material personal interest or other conflict of interest, a director is required to disclose the change in the interest's status immediately to the Board or Company Secretary.

Standing notices:

- (a) take effect immediately they are given;
- (b) cease to have effect when a new director is appointed, but commence to have effect again when the notices are provided to the new director; and
- (c) cease to have effect in relation to a particular interest if the nature or extent of the interest materially increases above that disclosed in the notice.

## 5. Conflicts of Interest Procedure

### Conflicts identified by the director

Where a director has disclosed a conflict of interest, the conflicted director:

- (a) shall continue to receive board papers or other information relating to the matter which is the subject of the conflict of interest, unless the director requests, or the Chairman determines, that he or she should not receive any or all documents;
- (b) shall withdraw from any part of the Board or Board Committee meeting for the duration of any discussion on that matter; and
- (c) shall abstain from voting on that matter.

A majority of directors who do not have an interest in such matter may resolve that a disclosed interest should not disqualify a director from:

- (a) being present while the matter is being considered; and/or
- (b) voting on the matter.

The minutes shall record the decision taken by those directors who do not have an interest in the matter, including the nature and extent of the director's interest in the matter and its relation to the affairs of the Company.

Individual directors who have identified an item on a Board or Committee agenda where they have a material personal interest (whether disclosed previously or not) are responsible for ensuring that the matter is not dealt with by the Board or Committee in their presence without prior consideration of the procedures to be applied under this Policy.

### Conflicts identified by the Board

If there is a matter to be brought before the Board; and the Chairman, a director or the Chief Executive Officer (or his or her equivalent) has a concern that the disclosure of such matter to a particular director would not be in the best interests of the Company, or would place that particular director in a position of conflict of interest, then the matter should be referred to the Chairman.

After the Chairman has considered the matter in consultation with the Chief Executive Officer, the Chairman may determine that the particular director is in a position of conflict, and that in such circumstances, the conflicted director:

- (a) shall not receive board papers or other information which relates to the matter the subject of the conflict of interest;
- (b) shall withdraw from any part of the Board or Board committee meeting for the duration of any discussion on that matter; and
- (c) shall not vote on the matter.

Where disclosure of a particular matter may place the Chairman in a position of conflict, the directors shall appoint a lead independent director, who shall consider the matter in consultation with the Chief Executive Officer, and make a determination (as per above) concerning the withholding of papers or information from the Chairman, participation in the meeting and/or voting on that matter by the Chairman.

The minutes of the meeting should record the decision taken by the directors who do not have an interest in the matter, including the nature and extent of the directors' interest in the matter and its relation to the affairs of the Company.

The Board reserves the right to determine in advance those matters that directors with a conflict of interest, or perceived conflict of interest, may as a matter of course, be permitted to be present for. Such determinations require the passing of a unanimous resolution of all directors who do not have a conflict of interest in relation to that matter.

These determinations remain in effect only until:

- (a) a new director is appointed to the Board or Committee;
- (b) there is a material change in the nature and extent of that director's interests; or
- (c) a director requests that the advance determination no longer applies.

## **6. Access to information**

Where a director has been excluded from receipt of Board papers or Board discussion on a matter, the Company Secretary will advise the director concerned in writing of the broad nature of the withheld information and why it has been withheld from him or her.

Where a director:

- (a) is uncertain as to whether an interest should be disclosed in accordance with this Policy;
- (b) has been excluded from receipt of board papers or consideration of a matter by the Board; or
- (c) is uncertain whether to request that he or she not receive any board papers or other information relating to a matter,

the director may request through the Chairman or Company Secretary, that legal or other independent professional advice be obtained.

Once information withheld from a director in accordance with this policy becomes public knowledge or if, in the opinion of the Chief Executive Officer, after consultation with the Chairman (or where the matter concerns the Chairman, the lead independent director), the potential for conflict has passed, the excluded director shall be entitled to, should he or she request it, a briefing by the Chief Executive Officer as to the current status of the matter and the particulars of any decision of the Board in respect of the matter.

## **7. Policy review**

This policy is subject to review from time to time to ensure that it complies with applicable laws and appropriate governance standards.

*Adopted by the Board on 28 September 2017*