

# BOARD INVESTMENT COMMITTEE CHARTER

**Date:** 23 August 2023

## 1. Function and Authority

- 1.1. The Board of Cash Converters International Limited (“CCIL”) shall maintain an Investment Committee (“the Committee”) to act as a delegated sub-committee on specific matters, to assist the Board in the discharge of its oversight and duties.
- 1.2. The Committee assists the Board to fulfil its duties and responsibilities relating to:
  - a) Reviewing opportunities of a corporate nature including acquisitions, divestitures, investment matters and similar transactional matters in conjunction with the Company’s management and advisors;
  - b) Reviewing and overseeing due diligence investigations and outcomes;
  - c) Reviewing and making appropriate recommendations to Board associated with matters the Committee reviews;
  - d) Periodically reviewing the tracking of performance of completed acquisitions and transactions with the Company’s management, in the manner the Committee deems necessary and appropriate;
  - e) Considering risks associated with the Company’s transactional activities and opportunities, and the strategy and business models of acquisition candidates;
  - f) At least annually, reviewing and assessing the adequacy of this Charter and evaluating the performance of the Committee and its processes, and recommending any proposed changes to the Board; and
  - g) Performing any other activities consistent with this Charter as the Board may delegate and deem necessary or appropriate.

## 2. Membership

- 2.1. The Committee is to be comprised of at least three members who are Directors of the CCIL Board, with a majority of independent non-executive directors.
- 2.2. At least one member will have professional accounting qualifications and related financial sector experience.
- 2.3. The Chair of the Committee will be nominated by the Board and should have background experience in corporate mergers and acquisitions and similar transactional activity. The Chair of the Committee shall be an independent non-executive director and shall not be the Chair of the Board.
- 2.4. Whilst the Chair of the Board is precluded from Chairing the Committee, the Chair of the Board may be a member of the Committee.
- 2.5. The Committee composition may change as deemed necessary by the Board from time to time based on Director availability, skills required and the nature of the Committee’s work on a particular transaction or opportunity.

### 3. Meetings

- 3.1. The quorum necessary for a meeting of the Committee shall be two members, of whom one must be an independent non-executive director.
- 3.2. The Committee shall meet periodically as required, to act upon any matter within the scope of its authority. If a member is unable to be physically present, they may participate by other electronic means.
- 3.3. The Company Secretary or a delegate shall be the Secretary of the Committee.
- 3.4. The Company Secretary, in conjunction with the Committee Chair, will prepare an agenda which, together with supporting papers, will be circulated to each Committee member at least 2 working days before each meeting.
- 3.5. The Committee Chair may invite any person or persons (other than duly appointed members) to attend meetings of the Committee, but not necessarily for the full duration of the meeting.
- 3.6. The Committee may deal with items of business by written resolution in accordance with the requirements for passing written resolutions under the Company's Constitution.

### 4. Reporting

- 4.1. The Committee Chair will report the review activities, findings and recommendations of the Committee at the next Board meeting following each meeting of the Committee.
- 4.2. The Company Secretary will be responsible for keeping the minutes of Committee meetings and providing drafts of the minutes to the Committee within 14 days of each meeting. Upon request by the Committee, the Company Secretary will circulate the draft minutes and any other Committee papers to all members of the Board.

### 5. Resources and Advisors

- 5.1. The Committee is authorised to approve management's appointment of independent external legal, financial and other advisors deemed necessary or expedient, taking into consideration the nature of the subject matter or transactional activity involved.

Adopted by the Board of Directors on 23 August 2023.