Level 18, 37 St Georges Terrace,
Perth Western Australia 6000
Telephone: +61 08 9221 9111
Facsimile: +61 08 9221 9011

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION
You should read it in full before you decide whether or not to vote in favour of the Migration Resolution. If you are in doubt as to what you should do, you should consult your legal, financial or other professional adviser. If you have sold or otherwise transferred all your Cash Converters Shares, you should send this Notice of General Meeting and Explanatory Statement as soon as possible to the purchaser or transferee or to the stock broker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of Cash Converters Shares, you should retain this Notice of General Meeting and Explanatory Statement and consult the stock broker, bank or other agent through whom the sale or transfer was effected.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Cash Converters International Limited will be held at 10.30 am (Perth time) on Thursday, 6 October 2011 at the offices of:

Cash Converters International Limited
Level 18, 37 St Georges Terrace
Perth Western Australia 6000

Information regarding the resolution set out below is contained in the Explanatory Statement which accompanies and forms part of this Notice of General Meeting.

AGENDA - SPECIAL BUSINESS – UK LISTING MIGRATION

To consider, and if thought fit, pass the following resolution as a **special resolution**:

"That the proposal to transfer the Cash Converters Shares on the Official List of the UKLA out of the listing category of "premium equity (commercial company)" and into the category of "standard listing (shares)" be approved."

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By Order of the Board – 6 September 2011

D.R. Groom, A.C.M.A., F.C.P.A., F.C.I.S.
Company Secretary

Members entitled to attend and vote at the General Meeting

In accordance with the Company's constitution and the Corporations Regulations 2001 (Cwlth), the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members of the Company at 4.00 pm (Perth time) on Tuesday, 4 October 2011.

Proxies

A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies. Where more than one proxy is appointed each proxy may be appointed to represent a specified proportion of the member's voting rights but if the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the member's votes. A proxy need not be a member of the Company.

Forms to appoint proxies and the Power of Attorney (if any) under which they are signed must be received by the Company at its registered office, or the address or fax number set out below, by no later than **10.30am (Perth time) on Tuesday, 4 October 2011**.

A form of proxy is enclosed with this notice. Additional forms will be supplied by the Company on request. Completed proxy forms may be lodged by using the reply paid envelope enclosed with the Explanatory Statement or by posting the enclosed proxy form to Computershare Investor Services Pty Ltd GPO BOX D182, Perth WA 6840, Australia, by hand delivery to Computershare Investor Services Pty Ltd, Level 2, Reserve Bank Building, 45 St Georges Terrace Perth WA 6000, Australia or by facsimile transmission to Cash Converters Share Registry on +618 9323 2033.

Proxy appointments in favour of the chairman of the General Meeting, the secretary or any director which do not contain a voting direction will be voted in favour of the Migration Resolution.

Level 18, 37 St Georges Terrace,
Perth Western Australia 6000
Telephone: +61 08 9221 9111
Facsimile: +61 08 9221 9011

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of Cash Converters International Limited (**Company**) to be held at 10.30am (Perth time) on Thursday, 6 October 2011. The Directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the resolution.

MIGRATION

Background and purpose

On 24 May 2011, the Company announced its intention to migrate its UK listing on the Official List from a Premium Listing to a Standard Listing. The Company originally attempted to migrate from a primary listing to a secondary listing in 2001, however as a result of not following specified UKLA procedures at that time, it retained its primary listing and has retained a Premium Listing since 6 April 2010 when the UKLA renamed the listing segments Premium and Standard. The purpose of the Migration Resolution (to be considered at the General Meeting) is to seek formal approval from Cash Converters Shareholders for the Migration.

Every company on the Official List has either a Premium Listing or a Standard Listing. A Premium Listing means the company is expected to meet the UK's highest standards of regulation, corporate governance and shareholder rights. These requirements are often referred to as 'super equivalent' standards because they include standards pursuant to the UK Listing Rules which are more stringent than the minimum standards imposed by the European Union. Companies with a Standard Listing are subject to less comprehensive standards of disclosure and shareholder rights. A number of overseas companies with a primary listing on another recognised exchange, such as the ASX, decide to have a listing on the standard segment of the Official List rather than the premium segment, in order to benefit from trading on the LSE but without having to comply with the more onerous obligations attaching to a Premium Listing.

As a company with a Standard Listing, Cash Converters will remain subject to the UK Prospectus Rules, the UK Disclosure and Transparency Rules and the UK Listing Rules applicable to companies with a Standard Listing. A minimum of 25% of the Company's Shares will be required to be held in public hands and it will continue to be obliged to publish a prospectus when issuing new shares to the public unless such an issue falls within one of the permitted exemptions. Companies with Standard Listings are also required to disclose inside information (as defined by the Disclosure and Transparency Rules) to the market and to make notifications of certain dealings in shares.

Implementation of the Migration

In order to implement the Migration, the UK Listing Rules require the Company to:

a) obtain prior shareholder approval for the Migration, which will be sought at the General Meeting on 6 October 2011; and

b) send an explanatory circular (this Explanatory Statement) to Cash Converters Shareholders informing them of the intended Migration.

Pursuant to the UK Listing Rules, the Migration cannot be effected before the elapse of 20 (UK) business days after the passing of the Migration Resolution. The Cash Converters Board proposes that the Migration be effected as soon as possible thereafter. Accordingly, subject to the passing of the Migration Resolution, it is anticipated that the date of the Migration will be 4 November 2011.

The Migration will take effect when the above requirements (and certain other procedural requirements) have been complied with, and the UK market will be notified of completion of the Migration through an amendment to the dealing notice (which is published via a UK regulatory information service). Thereafter, Cash Converters Shares will continue to be traded on the LSE but under the designation "Listed: Standard".

Migration Resolution

To pass the Migration Resolution, votes in favour of the resolution must be cast by 75% or more of the Company's shareholders present and voting (whether in person, by proxy, by attorney or, in the case of a corporation, by corporate representative).

Benefits of the Migration

Compliance with the super-equivalent standards applicable to a Premium Listing can result in considerable costs. Whilst the Cash Converters Board continues to recognise the benefits of being publicly listed in the UK (in terms of increased profile and access to investors), migrating from a Premium Listing to a Standard Listing would enable the Company to reduce its administrative and compliance burden and related costs and to avoid potential delays and legal complexities which could arise in connection with certain specified transactions.

Level 18, 37 St Georges Terrace,
Perth Western Australia 6000
Telephone: +61 08 9221 9111
Facsimile: +61 08 9221 9011

Following the proposed Migration, as a company with a Standard Listing, certain requirements under the UK Listing Rules would no longer be applicable to the Company, including:

a) the requirements for a sponsor to be appointed or for a sponsor's guidance to be obtained under UK Listing Rule 8;

b) continuing obligations under UK Listing Rule 9 such as providing pre-emption rights to shareholders, complying or explaining against the UK Corporate Governance Code, complying with the UK Model Code, certain rules regarding employee share schemes and long term incentive plans, certain rules regarding the conduct of rights issues, open offers and placings and certain disclosures in annual financial reports;

c) obligations under UK Listing Rule 10, which governs significant transactions and requires shareholders to be notified of certain transactions and in some cases requires the prior approval of shareholders;

d) obligations under UK Listing Rule 11, which governs related party transactions and, in some cases, requires the board of directors to give an opinion that the terms of a proposed transaction are fair and reasonable and in some cases requires the prior approval of shareholders;

e) restrictions and procedures under UK Listing Rule 12 when a company proposes to deal in its own securities;

f) the requirement to ensure that circulars the company issues to shareholders comply with detailed requirements under UK Listing Rule 13; and

g) the listing principles under UK Listing Rule 7.

The Company's listing on the ASX mitigates, to some extent, the loss of some of the above perceived benefits, as the ASX Listing Rules and Corporations Act have similar requirements in relation to significant transactions and related party transactions and contain detailed requirements in relation to disclosure and the conduct of capital raisings through rights issues, share purchase plans, placements and by other means.

Risks of the Migration

The super-equivalent standards applicable to a Premium Listing are designed to provide enhanced investor protections. The Migration to a Standard Listing will have the effect that these additional investor protections will no longer apply to the Company. In particular, a company with a Standard Listing is subject to significantly less stringent continuing obligations under the UK Listing Rules than a company with a Premium Listing. As a result, an investment in the Company's Shares could therefore potentially be regarded as carrying a greater risk after completion of the Migration, which could have an impact on the market value or marketability of the Company's Shares.

When the Company's Shares have a Standard Listing, they will not be eligible for inclusion in the UK series of FTSE indices. Many active funds only invest in shares which are included in the UK series of FTSE indices. As a result, the pool of investors accessible to the Company will be reduced and Cash Converters will no longer be able to take advantage of this additional source of liquidity.

The Company's listing on the ASX will ensure that Cash Converters continues to comply with the standards of reporting and corporate governance and other shareholder protection provisions required by the ASX Listing Rules and the Corporations Act and therefore any potential risk to investors of migrating to a Standard Listing is significantly lower than would otherwise be the case.

Recommendation of the Cash Converters Board

The Cash Converters Board considers the Migration to be in the best interests of Cash Converters and the Company's shareholders as a whole and accordingly unanimously recommends that shareholders vote in favour of the Migration. Each member of the Cash Converters Board who has a Relevant Interest in Cash Converters Shares and in respect of which they also have a power to vote, intends to vote in favour of the Migration Resolution.

Level 18, 37 St Georges Terrace,
Perth Western Australia 6000
Telephone: +61 08 9221 9111
Facsimile: +61 08 9221 9011

GLOSSARY

ASX means ASX Limited.

ASX Listing Rules means the official listing rules of ASX.

Cash Converters Board means the board of directors of Cash Converters.

Company or **Cash Converters** means Cash Converters International Limited ABN 39 069 141 546.

Corporations Act means the Australian Corporations Act 2001 (Cwlth).

Disclosure and Transparency Rules means the disclosure and transparency rules made by the FSA under Part VI of the FSMA.

Explanatory Statement means this explanatory statement.

FSA means the UK Financial Services Authority.

FSMA means the Financial Services and Markets Act 2000 (UK).

LSE means the London Stock Exchange plc.

Migration means the migration (which was intended to take place in 2001 and which is now proposed to take place in late 2011) of Cash Converters from a “primary listing” to a “secondary listing” (or from a “premium listing” to a “standard Listing” where the term is used to refer to the proposed Migration in late 2011) on the Official List.

Migration Resolution means the resolution to be proposed at the General Meeting on 6 October 2011 to authorise Cash Converters to effect the Migration.

Notice of General Meeting means the notice of general meeting which accompanies this Explanatory Statement.

Official List means the official list of the UKLA.

Premium Listing means a listing on the premium segment of the Official List as prescribed by the FSA (and references to Premium Listing relevant to the period before 6 April 2010 shall be construed as meaning references to "primary listing").

Relevant Interest has the meaning given to it in sections 608 and 609 of the Corporations Act.

Standard Listing means a listing on the standard segment of the Official List as prescribed by the FSA (and references to Standard Listing relevant to the period before 6 April 2010 shall be construed as meaning references "secondary listing").

Share means a fully paid ordinary share in the capital of the Company.

UK Corporate Governance Code means the UK Corporate Governance Code published by the Financial Reporting Council in June 2010.

UKLA means the UK Listing Authority as a body of the FSA acting in its capacity as the competent authority for the purposes of Part VI of the FSMA.

UK Listing Rules means the Listing Rules made by the FSA under Part VI of the FSMA, as amended from time to time.

UK Model Code means the Model Code on directors' dealings in securities set out in UK Listing Rule 9 Annex 1R.

UK Prospectus Rules means the rules made for the purpose of Part VI of FSMA in relation to offers of transferable securities to the public and admission of transferable securities to trading on a regulated market and brought into effect on 1 July 2005 pursuant to Commission Regulation (EC) no. 809/2004 (PD Regulation), as amended from time to time.

cash converters

Cash Converters International Limited

ABN 39 069 141 546

000001 000 CCV
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

By Mail:
Computershare Investor Services Pty Limited
GPO Box D182
Perth WA 6840 Australia

Alternatively you can fax your form to
(within Australia) 08 9323 2033
(outside Australia) +61 8 9323 2033

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 653 310
(outside Australia) +61 8 9323 2000

Proxy Form - General Meeting - UK Listing Migration

For your vote to be effective it must be received by 10:30am (Perth time) Tuesday 4 October 2011

How to Vote on Items of Business

All your shares 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 as they choose. 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 shares 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 shares 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 shares for each in Step 1 overleaf.

A proxy need not be a shareholder of the Company.

Terms used in this proxy form that are not otherwise defined have the meanings given to them in the Notice of Meeting and Scheme Booklet that accompanied this proxy form.

Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign.
Joint Holding: Where the holding is in more than one name, all of the shareholders 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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate “Certificate of Appointment of Corporate Representative” prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

☑ **Review your securityholding**

☑ **Update your securityholding**

Your secure access information is:

SRN/HIN: I9999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with '**X**') should advise your broker of any changes.

I 9999999999 IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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, as the proxy sees fit) at the General Meeting of Cash Converters International Limited shareholders to be held at the offices of Cash Converters International Limited, Level 18, 37 St Georges Terrace, Perth, Western Australia 6000 on Thursday, 6 October 2011 at 10:30am (Perth time) and at any adjournment of that meeting.

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	Migration Resolution - to approve the transfer of the Company's listing category on the official list of the UKLA	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ____________ Contact Daytime Telephone ____________ Date ___ / ___ / ___

computershare