

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all your shares in International Personal Finance plc (the '**Company**'), please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass these documents to the person who now holds the shares.



**International
Personal Finance**

**NOTICE OF ANNUAL GENERAL MEETING 2011
and
EXPLANATORY CIRCULAR TO SHAREHOLDERS**

International Personal Finance plc

(incorporated and registered in England and Wales under number 6018973)

Notice of the annual general meeting ('**AGM**') of the Company to be held at 10.30 am on 11 May 2011 at Number Three, Leeds City Office Park, Meadow Lane, Leeds, LS11 5BD is set out on pages 2 to 6.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received not less than 48 hours before the time of the commencement of the AGM.

Your attention is drawn to the letter from the Chairman of the Company which is set out on page 1 of this document and which recommends that you vote in favour of the Resolutions to be proposed at the AGM.

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International Personal Finance plc

(incorporated and registered in England and Wales under number 6018973)

Registered Office

Number Three
Leeds City Office Park
Meadow Lane
Leeds
LS11 5BD

22 March 2011

To the holders of Ordinary Shares

Dear shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of our fourth annual general meeting ('AGM') which will be held at 10.30 am on Wednesday, 11 May 2011 at the Company's registered office in Leeds. The formal Notice of AGM is set out on pages 2 to 6 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in the proxy form sent to you with this Notice and return it to our registrars as soon as possible. They must receive it by 10.30 am on Monday, 9 May 2011.

Business to be considered

The AGM will cover ordinary business, which is dealt with in Resolutions 1 to 16 as follows:

- receipt of the Annual Report and the Financial Statements;
- approval of the Directors' Remuneration Report;
- declaration of a final dividend;
- re-election of directors;
- appointment of the auditors and the directors' authority to pay them;
- enabling the directors to allot shares in the Company for cash in certain circumstances; and
- conferring authority on the Company to purchase its own shares.

Resolutions 17 and 18 deal with additional matters, which the Company considers to be special business. Resolution 17 seeks shareholder approval of a proposed amendment to the International Personal Finance plc Deferred Share Plan. Details of this are set out in Appendix 2 on pages 13 and 14 of this document. Resolution 18 enables meetings other than AGMs to be called on 14 clear days' notice.

Explanatory notes on all the business to be considered at this year's AGM, together with details of the documents which may be inspected, appear on pages 7 to 9 of this document.

Recommendation

The Board considers that all the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

Yours sincerely

Christopher Rodrigues CBE
Chairman

International Personal Finance plc

NOTICE OF ANNUAL GENERAL MEETING

The fourth annual general meeting of International Personal Finance plc will be held at 10.30 am on 11 May 2011 at Number Three, Leeds City Office Park, Meadow Lane, Leeds, LS11 5BD. You will be asked to consider and pass the resolutions below. Resolutions 15, 16 and 18 will be proposed as special resolutions. All other resolutions will be proposed as ordinary resolutions.

ORDINARY RESOLUTION

Annual Report and Financial Statements

1. To receive the Company's Annual Report and audited Financial Statements for the financial year ended 31 December 2010.

ORDINARY RESOLUTION

Directors' Remuneration Report

2. To approve the Directors' Remuneration Report for the year ended 31 December 2010.

ORDINARY RESOLUTION

Dividend

3. To declare a final dividend of 3.74p per share on the ordinary shares of 10p each in respect of the year ended 31 December 2010, payable on 20 May 2011 to the holders of such ordinary shares on the register of members of the Company at the close of business on 15 April 2011.

ORDINARY RESOLUTIONS

Re-election of directors

4. To re-elect Christopher Rodrigues as a director of the Company.
5. To re-elect David Broadbent as a director of the Company.
6. To re-elect Charles Gregson as a director of the Company.
7. To re-elect Tony Hales as a director of the Company.
8. To re-elect John Harnett as a director of the Company.
9. To re-elect Edyta Kurek as a director of the Company.
10. To re-elect John Lorimer as a director of the Company.
11. To re-elect Nicholas Page as a director of the Company.

ORDINARY RESOLUTIONS

Appointment and remuneration of auditors

12. THAT Deloitte LLP be appointed auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.
13. THAT the directors be authorised to determine the auditors' remuneration.

ORDINARY RESOLUTION

Power to allot relevant securities

14. THAT the directors be and are hereby authorised generally and unconditionally pursuant to and in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company

to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company:

- (A) up to a nominal amount of £8,500,000 (such amount to be reduced by the nominal amount allotted or granted under paragraph (B) below in excess of such sum); and
- (B) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £17,000,000 (after deducting from such limit any shares issued under paragraph (A) above) in connection with an offer by way of a rights issue:
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, regulatory or practical problems in, or laws of, any territory or any other matter,

such authorities to apply until the conclusion of the next annual general meeting or, if earlier, until the close of business on 11 August 2012 (unless previously revoked or varied by the Company in a general meeting) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

SPECIAL RESOLUTION

Disapplication of pre-emption rights in certain circumstances

15. THAT if Resolution 14 is passed, the directors be and are hereby authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the general authority conferred by Resolution 14 (set out in this Notice of Meeting) and/or to sell ordinary shares held by the Company as treasury shares for cash, including where the allotment is treated as an allotment of equity securities under section 560(2)(b) of the Companies Act 2006, as if section 561(1) of the Companies Act 2006 did not apply to such allotment or sale, provided that this power shall be limited:

- (A) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (B) of Resolution 14, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities as required by the rights of those securities or as the directors otherwise consider necessary,

and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, regulatory or practical problems in, or laws of, any territory or any other matter; and

- (B) in the case of the authority granted under paragraph (A) of Resolution 14 and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (A) above) of equity securities up to a nominal amount of £1,286,000,

such power to apply until the conclusion of the next annual general meeting or, if earlier, until the close of business on 11 August 2012 (unless previously revoked or varied by the Company in a general meeting) but, in each case, during this period the Company may make offers and enter into agreements which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

SPECIAL RESOLUTION

Authority for the Company to purchase its own shares

16. THAT the Company be and is hereby authorised, generally and without conditions, for the purpose of section 701 of the Companies Act 2006 to make one or more market purchases (as defined in section 693(4) of the Companies Act 2006) of its own ordinary shares of 10p each ('**ordinary shares**'), provided that:
- (A) the Company may not purchase more than 25,721,700 ordinary shares;
 - (B) the minimum price which the Company may pay for each ordinary share is the nominal value;
 - (C) the maximum price (excluding expenses) which the Company may pay for each ordinary share is 5% over the average of the middle-market price of an ordinary share, based on the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the Company agrees to purchase the ordinary shares;
 - (D) this authority will last from the date of this annual general meeting until the conclusion of the next annual general meeting or, if earlier, the close of business on 11 August 2012; and
 - (E) the Company may agree, before the authority ends, to purchase ordinary shares even though the purchase is, or may be, completed or executed wholly or partly after the authority ends, and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended.

ORDINARY RESOLUTION

Deferred Share Plan — share matching element

17. THAT the directors be and are hereby authorised to amend the International Personal Finance plc Deferred Share Plan in the form of the draft amended rules produced to the meeting (and initialled by the Chairman for the purpose of identification) so as to introduce the ability to grant matching awards of shares as described in the summary in Appendix 2 to the letter to shareholders dated 22 March 2011.

SPECIAL RESOLUTION

Notice of general meetings

18. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

22 March 2011

By order of the Board
Rosamond J Marshall Smith
Company Secretary

Registered Office:
Number Three
Leeds City Office Park
Meadow Lane
Leeds
West Yorkshire
LS11 5BD

Registered in England and Wales No. 6018973

Notes

1. **Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the annual general meeting ('AGM') provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that**

shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please telephone 0871 664 0300. (Calls cost 10 pence per minute plus network extras. Lines are open 8.30 am — 5.30 pm Monday — Friday.) If you are calling from overseas, the number is +44 208 639 3399.

2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at Capita Registrars, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU or at the electronic address provided in the proxy form, namely www.capitaregistrars.com, in each case no later than 10.30 am on 9 May 2011.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 10 below) will not prevent a shareholder attending the AGM and voting in person if he/she wishes to do so.
4. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
5. Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a '**Nominated Person**') may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
7. To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Register of Members of the Company at 5 pm on 9 May 2011 (or, in the event of any adjournment, on the date which is two days before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
8. As at 21 March 2011 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 257,217,888 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 21 March 2011 are 257,217,888.
9. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
10. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a '**CREST Proxy Instruction**') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 10.30 am on 9 May 2011. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
11. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
12. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
13. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
14. Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

15. Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
16. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found at www.ipfin.co.uk.
17. Under section 338 and section 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive Notice of Meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 28 March 2011, being the date 6 clear weeks before the AGM, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
18. The electronic address given in this Notice for the appointment of proxies for the meeting is given for that purpose only and may not be used for any other purposes including general communication with the Company in relation to the meeting or otherwise.
19. Except as provided above, members who have general queries about the meeting should use the following means of communication:
- calling the shareholder helpline, details of which are set out in Note 1 above; or
 - by email to enquiries@ipfin.co.uk.
- No other method of communication will be accepted.

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 14, and 17 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15, 16 and 18 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

Resolution 1: Annual Report and Financial Statements

The directors' report, the auditors' report and the audited Financial Statements of the Company for the year ended 31 December 2010 ('the Annual Report') will be presented to shareholders at the AGM. The Annual Report may be accessed on the Company's website at www.ipfin.co.uk.

Resolution 2: Directors' Remuneration Report

The Directors' Remuneration Report is contained in the Annual Report. It may also be accessed on the Company's website at www.ipfin.co.uk.

Resolution 3: Dividend

Shareholders must approve the final dividend for each ordinary share. However, the final dividend cannot be more than the amount which the directors recommend (which is 3.74p for each ordinary share). The final dividend proposed in this resolution is in addition to the interim dividend of 2.53p for each ordinary share which was paid on 8 October 2010.

Resolutions 4 to 11: Re-election of directors

To take account of the UK Corporate Governance Code which will apply to the Company for 2011, all directors are standing for re-election. In accordance with this Code it is confirmed that performance evaluation has been carried out and that each director continues to be an effective member of the Board and to demonstrate commitment to the role. Biographical details of those standing for re-election are set out in Appendix 1 on pages 10-12 of this document.

Resolutions 12 and 13: Appointment and remuneration of auditors

The Company is obliged by law to appoint external auditors annually. PricewaterhouseCoopers LLP have been the auditors since the Company obtained a listing in 2007. The Audit and Risk Committee decided in the Autumn of 2010 to put the audit out to a full tender process in the first quarter of 2011. Following detailed assessment of the tenders submitted, they recommended to the Board, and the Board now recommends to shareholders, the appointment of Deloitte LLP as auditors of the Company.

Resolution 14: Power to allot relevant securities

Paragraph (A) of this resolution would give the directors the authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares up to an aggregate nominal amount of £8,500,000 (representing 85,000,000 ordinary shares of 10p each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 21 March 2011, the latest practicable date prior to publication of this Notice.

In line with the guidance issued by the Association of British Insurers, paragraph (B) of this resolution would give the directors authority to allot ordinary shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount of £17,000,000 (representing 170,000,000 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (A) of this resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 21 March 2011, the latest practicable date prior to publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 11 August 2012 and the conclusion of the AGM of the Company held in 2012.

As at the date of this Notice, no shares are held by the Company in treasury. Except for the issue of shares pursuant to the Company's employee share schemes, the directors do not currently intend to allot any

unissued shares. However, if they do exercise the authorities, the directors intend to follow ABI recommendations concerning their use (including as regards the directors standing for re-election in certain cases).

Resolution 15: Disapplication of pre-emption rights in certain circumstances

This resolution would give the directors the authority to allot ordinary shares (or sell any ordinary shares which the Company holds in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This authority would be similar to that in previous years. It would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the directors otherwise consider necessary, or otherwise up to an aggregate nominal amount of £1,286,000 (representing 12,860,000 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 21 March 2011, the latest practicable date prior to publication of this Notice.

In respect of this aggregate nominal amount, the directors confirm their intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period where the Principles provide that usage in excess of 7.5% should not take place without prior consultation with shareholders.

The authority will expire at the earlier of 11 August 2012 and the conclusion of the AGM of the Company held in 2012.

Resolution 16: Authority for the Company to purchase its own shares

The resolution gives the Company authority to purchase its own shares up to a maximum of approximately 10% of the issued ordinary share capital of the Company as at 21 March 2011, the latest practicable date prior to publication of this Notice. It sets out the highest and lowest prices which may be paid.

The authority given in this resolution will expire at the earlier of 11 August 2012 and the conclusion of the AGM of the Company held in 2012.

The directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future.

If any shares are purchased the directors intend that they will be either cancelled or held in treasury. Any such decision would be made by the directors at the time of purchase on the basis of the best interests of the Company, and of its shareholders generally, and where the decision could be expected to result in an increase in the earnings per share of the Company. If the directors decide to hold such shares as treasury shares, any subsequent resale of shares out of treasury to satisfy the requirements of the Company's employee share schemes would be made within the overall 10% and 5% equity dilution limits for such schemes for so long as this is required by the guidelines of the Association of British Insurers.

Resolution 17: Deferred Share Plan — share matching element

It is proposed to amend the International Personal Finance plc Deferred Share Plan to introduce an opportunity for the executive directors and senior executives to earn matching shares on the deferred element of the annual bonus. The maximum match would be one-for-one with vesting based on the same performance targets as used in the Company's Performance Share Plan. This requires a minimum three year growth in total shareholder return ('TSR') of 30% for threshold (one third) vesting and 60% TSR for full vesting, with a sliding scale in between. In addition, for any matching shares to vest the Remuneration Committee will need to satisfy itself that the TSR performance is a fair reflection of the performance of the Company, specifically with regard to the Company's TSR relative to the median of the FTSE 250.

The Remuneration Committee (following consultation with the Company's major institutional shareholders) believes the implementation of the matching element will provide a highly effective incentive going forward as:

- vesting is dependent on both short-term and long-term performance;
- the design provides strong alignment with shareholder interests through the link to TSR and delivery in shares;

- the proposals will help support the retention and motivation of talent by ensuring incentive opportunities are competitive.

More details regarding the proposals are set out in Appendix 2 on pages 13 and 14 of this document.

Resolution 18: Notice of general meetings

Changes made to the Companies Act 2006 by the Shareholders' Rights Regulations increase the notice period required for general meetings of the Company to 21 days unless shareholders approve a shorter notice period, which cannot however be less than 14 clear days. (AGMs will continue to be held on at least 21 clear days' notice.)

Before the coming into force of the Shareholders' Rights Regulations on 3 August 2009, the Company was able to call general meetings other than an AGM on 14 clear days' notice without obtaining such shareholder approval. In order to preserve this ability, Resolution 18 seeks such approval. Such approval was obtained at the 2010 AGM. The approval now sought will be effective until the Company's next AGM, when it is intended that a similar resolution will be proposed.

The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

Note that the changes to the Companies Act 2006 mean that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting.

Inspection of documents

The following documents will be available for inspection at Number Three, Leeds City Office Park, Meadow Lane, Leeds, LS11 5BD, being the Company's registered office and the location of the AGM, and at the office of Slaughter and May, One Bunhill Row, London, EC1Y 8YY from the date of this Notice until the conclusion of the AGM, and at the AGM from 30 minutes before the start time until it ends:

- copies of the executive directors' service contracts;
- copies of letters of appointment of the Chairman and the non-executive directors; and
- a copy of the rules of the International Personal Finance plc Deferred Share Plan, showing the proposed amendments.

APPENDIX 1

BIOGRAPHICAL DETAILS OF THE DIRECTORS STANDING FOR RE-ELECTION

Christopher Rodrigues CBE

Non-Executive Chairman, age 61

Christopher joined the Board of International Personal Finance plc in 2007 at the time of the demerger from Provident Financial plc, serving as Executive Chairman until October 2008 when the chairmanship became a non-executive role.

Qualifications: Graduated in Economics and Economic History and has an MBA.

Other appointments: Chairman of VisitBritain and a non-executive director of Ladbroke's plc.

Previous appointments: Chief Executive of Thomas Cook, Chief Executive of Bradford and Bingley, board member of the Financial Services Authority, President and Chief Executive of Visa International and Joint Deputy Chairman of Provident Financial plc.

Committees: Chairman of the Nomination Committee.

Christopher's extensive experience in financial services makes him well placed to chair the Company which is a leading provider of simple financial products and services to people of modest means.

John Harnett

Chief Executive Officer, age 56

John joined the Board of International Personal Finance plc in 2007 and served as Chief Operating Officer until October 2008 when he was appointed Chief Executive Officer.

Qualifications: Graduated in Business Studies and is a chartered accountant.

Previous appointments: Finance Director of Holliday Chemical Holdings plc, Finance Director of Allied Colloids PLC and Finance Director of Provident Financial plc, later Managing Director of its International Division.

Committees: member of the Disclosure, Executive and Nomination Committees.

John's financial experience gained from his Finance Director roles, coupled with his detailed knowledge of the home credit business acquired over the last twelve years, enables him to operate effectively in his role as Chief Executive Officer.

David Broadbent

Finance Director, age 42

David joined the Board of International Personal Finance plc as Finance Director in 2007.

Qualifications: Graduated in Classics, has an MBA and is a chartered accountant.

Previous appointments: Senior Manager with PricewaterhouseCoopers, Financial Controller and later Finance Director of the International Division of Provident Financial plc.

Committees: member of the Disclosure and Executive Committees.

As a chartered accountant with a very detailed knowledge of the business built up from working in it from its early days of establishment, David is well placed to perform the role of Finance Director.

Charles Gregson
Non-executive director, age 64

Charles joined the Board of International Personal Finance plc as a non-executive director in 2007.

Qualifications: Graduated in History and Law and qualified as a solicitor.

Other appointments: Non-Executive Chairman of ICAP plc and CPPGroup Plc, and a non-executive director of Caledonia Investments plc and St. James's Place plc.

Previous appointments: Chief Executive of PR Newswire Association Inc, director of United Business Media plc, non-executive director and Deputy (later Joint Deputy) Chairman of Provident Financial plc.

Committees: none.

A total of fifteen years of experience as a non-executive director of home credit businesses has given Charles an excellent understanding of the business. He has very broad experience of financial services businesses gained in various capacities.

Tony Hales CBE
Senior independent non-executive director, age 62

Tony joined the Board of International Personal Finance plc as a non-executive director in 2007.

Qualifications: Graduated in Chemistry.

Other appointments: Chairman of British Waterways and Workspace Group plc and a non-executive director of SSVC Group Limited. He is also a director of Welsh National Opera Limited.

Previous appointments: Chief Executive of Allied Domecq plc, Chairman of NAAFI Limited, and a non-executive director of Provident Financial plc, Welsh Water plc, Aston Villa plc, HSBC Bank plc and Reliance Security Group plc.

Committees: Chairman of the Remuneration Committee, member of the Audit and Risk, and Nomination Committees.

Tony has extensive business experience gained from a variety of roles in different businesses and organisations and a particular interest in marketing.

Edyta Kurek
Independent non-executive director, age 44

Edyta joined the Board of International Personal Finance plc as a non-executive director in February 2010.

Qualifications: Graduated in Nuclear Engineering.

Other appointments: Vice President East Central Europe and Middle East, and General Manager of Herbalife Polska Sp. z o.o.

Previous appointments: positions in Oriflame Poland Sp. z o.o. and UPC Poland Sp. z o.o.

Committees: member of the Nomination Committee.

Edyta is Polish and works in Poland, where the largest subsidiary in the Group operates; she brings a wealth of relevant experience to the Board having worked at a senior level for other large agent-based organisations.

John Lorimer
Independent non-executive director, age 58

John joined the Board of International Personal Finance plc as a non-executive director in May 2010.

Qualifications: Graduated in Commerce.

Other appointments: Chairman of CAF Bank Ltd and a trustee of the Charities Aid Foundation, and a director of Aberdeen New Dawn Investment Trust PLC. He is also a director of Welsh National Opera Limited.

Previous appointments: senior positions with Standard Chartered Bank (most recently as Group Head of Compliance and Regulatory Risk) and Citigroup.

Committees: member of the Audit and Risk, Nomination and Remuneration Committees.

John brings extensive experience in financial institutions to the role and is particularly interested in risk management.

Nicholas Page
Independent non-executive director, age 58

Nicholas joined the Board of International Personal Finance plc as a non-executive director in 2007.

Qualifications: Graduated in Philosophy, Politics and Economics and is a Fellow of the Institute of Chartered Accountants in England and Wales.

Other appointments: Non-executive director of Collins Stewart plc.

Previous appointments: Chief Operating Officer of Travelex plc, Managing Director of Hambro Insurance Services plc, executive director of Hambros Bank and Joint Deputy Chairman of Hambro Group Investments, and non-executive director of MoneyGram International Limited.

Committees: Chairman of the Audit and Risk Committee, member of the Nomination and Remuneration Committees.

Nicholas's professional qualification and financial experience make him well placed to carry out his role, particularly as Chairman of the Audit and Risk Committee.

APPENDIX 2

SUMMARY OF THE PROPOSED AMENDMENTS TO INTRODUCE MATCHING AWARDS TO THE INTERNATIONAL PERSONAL FINANCE plc DEFERRED SHARE PLAN ('DSP')

(a) General

The DSP was approved by shareholders at the AGM on 12 May 2010. It operates in conjunction with the Company's annual cash bonus plans for executive directors and senior executives. Under the DSP, a proportion of annual bonus outcome is deferred into an award of shares (a '**deferred award**'). Up to a maximum of two thirds of a participant's total annual bonus outcome can be deferred in this way.

The proposed amendments to the DSP will allow deferred awards to be matched on up to a 1:1 basis by an award of matching shares (a '**matching award**'). It is intended that initial matching awards will be made in 2012 in relation to bonus outcomes for the 2011 financial year.

The operation of the DSP, including the grants of matching awards, is overseen by the Company's Remuneration Committee.

(b) Matching Awards

If the Committee so determines in any financial year, employees who receive a deferred award under the DSP may also be granted a matching award. All matching awards will be subject to a performance condition.

A matching award may be over such number of shares as the Committee determines, up to a maximum of one matching share for one deferred share (1:1 match). It is currently anticipated for the initial award that only executive directors will receive the maximum (1:1) match.

As with deferred awards, matching awards may be satisfied by new shares issued at par, shares purchased in the market by an employees' trust or by the transfer of treasury shares. Matching awards may be in the form of options to acquire shares in the Company for nil cost or conditional awards of Company shares which will be received on vesting. In certain jurisdictions where it is preferable due to tax, securities laws or local compliance requirements, matching awards may be granted as cash-based awards.

Matching awards are not transferable (except on death) and no benefits under the DSP are pensionable. No payment will be required for the grant of a matching award.

(c) Timing of Awards

Matching awards may be granted within the normal grant periods provided for in the DSP (this would normally be within 42 days following announcement of the Company's results or at other times in exceptional circumstances).

(d) Dilution Limits

The normal share plans dilution limits of "10% in 10 years" for all share plans and "5% in 10 years" for executive share plans which are part of the DSP will also apply to matching awards.

(e) Vesting of Awards and Performance Conditions

Matching awards will not normally vest for a minimum period of at least three years. In addition, matching awards will only vest to the extent that a performance condition has been met.

For the initial matching awards to be made in 2012, it is currently proposed that the performance condition will be based on absolute growth in total shareholder return ('**TSR**'), as follows:-

<u>TSR growth over 3 year Performance Period</u>	<u>Percentage of matching award that will vest</u>
Less than 30% growth	Nil
30% growth	33%
Between 30% and 60% growth	Between 33% and 100% on a straight line basis
60% growth or more	100%

As an additional underpin, the Committee must be satisfied that the Company's TSR performance is a fair reflection of the performance of the Company ('IPF'), specifically with regard to IPF's TSR, relative to the median of the FTSE 250.

It is intended that the period over which the performance condition will be measured ('**Performance Period**') for the initial matching awards will be the period of three years beginning with the date on which the matching awards are made. TSR will be calculated by averaging the Company's total shareholder return over the period of three months before the award date and a period of three months at the end of the Performance Period. There will be no re-testing of the performance condition.

The Committee can set different performance conditions from the one described above for future awards provided that, in the reasonable opinion of the Committee, the performance conditions remain appropriately challenging in the circumstances. Additionally, as initial matching awards are not intended to be made until 2012, if market or other conditions vary significantly before then, the Committee may choose to apply a different performance condition from the one described above for the initial matching awards, although it would consult with shareholders in these circumstances.

After a matching award has been made, the Committee may vary the performance condition if any event occurs which causes the Committee reasonably to consider that it would be appropriate to amend the performance condition, provided that the Committee considers the varied condition fair and reasonable and not materially less challenging than the original performance condition would have been but for the event in question. Again, the Committee would consult with shareholders in such circumstances.

(f) Claw back

As with deferred awards, the Committee will have the power to claw back a matching award in whole or part if before the vesting date there is either a re-statement of the Company's accounts used to calculate a participant's bonus or if, in the Committee's opinion, there was a material misjudgement of the Company's performance in relation to those accounts and, in either case, as a result the participant's bonus outcome which was used for the DSP was greater than it otherwise would have been.

(g) Cessation of Employment

If a participant leaves the Group by reason of death, injury, disability or a sale of a participant's employing business or company then the Committee will permit a time pro-rated proportion of the matching award to be retained and to vest, if at all, at the end of the original period for vesting and subject to the application of the relevant performance condition. In addition, the Committee retains discretion to permit vesting in this manner where a participant leaves the Group in other circumstances which the Committee determines as appropriate.

If the Committee considers it appropriate, it may use its discretion to permit additional vesting in the above circumstances of cessation of employment by varying the application of time pro-rating to the matching award.

If a participant leaves the Group for reasons other than those set out above, his matching award will normally lapse.

(h) Takeover, Reconstruction etc

The rules on corporate events will apply equally to matching awards as to deferred awards, except that matching awards will normally only vest in respect of a time pro-rated proportion and subject to the application of the relevant performance condition until the time of the corporate event.

If the Committee considers it appropriate, it may permit additional vesting by varying the application of time pro-rating to the matching award in the circumstances of a corporate event.

(i) Dividends

As with deferred awards, the Committee may determine that when a participant receives his matching award shares he can receive a payment in cash or shares of an amount equivalent to any dividends paid in relation to the shares that vest over the vesting period.

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