

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

RESOLUTIONS OF  
INTERNATIONAL PERSONAL FINANCE plc  
COMPANY NO. 6018973

At the fourth annual general meeting of International Personal Finance plc ("the Company") duly convened and held at the the company's registered office at Number Three, Leeds City Office Park, Meadow Lane, Leeds, LS11 5BD, on Wednesday, 11 May 2011, commencing at 10.30am, the following resolutions were proposed and passed as special business.

RESOLUTIONS

**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.



COMPANY SECRETARY