

**COMPANY LIMITED BY SHARES
UNDER THE COMPANIES ACT 1985
(NOW REPLACED BY THE COMPANIES ACT 2006)**

**RESOLUTIONS OF
INTERNATIONAL PERSONAL FINANCE plc
COMPANY NO. 6018973**

At the sixth annual general meeting of International Personal Finance plc ("the Company") duly convened and held at the company's registered office at Number Three, Leeds City Office Park, Meadow Lane, Leeds, West Yorkshire, LS11 5BD, on Thursday, 25 April 2013, commencing at 10.30am, the following resolutions were proposed and passed as special business.

RESOLUTIONS

SPECIAL RESOLUTION

Notice of general meetings

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

ORDINARY RESOLUTIONS

Performance Share Plan – amendments to the leaver rules

17. THAT the directors be and are hereby authorised to amend the International Personal Finance plc Performance Share Plan in the form of the draft amended rules produced to the meeting so as to amend the leaver rules as described in the summary in Appendix 2 to this document.

Deferred Share Plan – amendments to the leaver rules

18. 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 so as to amend the leaver rules as described in the summary in Appendix 2 to this document.



COMPANY SECRETARY