

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 independent professional adviser authorised under the Financial Services and Markets Act 2000.

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.



NOTICE OF ANNUAL GENERAL MEETING 2016 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 Wednesday 4 May 2016 at Number Three, Leeds City Office Park, Meadow Lane, Leeds, West Yorkshire, LS11 5BD is set out on pages 2 to 4.

Whether or not you propose to attend the AGM, please complete and submit a proxy form in accordance with the instructions printed on the 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.

THIS PAGE INTENTIONALLY LEFT BLANK

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
West Yorkshire
LS11 5BD

15 March 2016

Dear shareholder

Notice of Annual General Meeting

I am pleased to be writing to you with details of our ninth annual general meeting ('**AGM**') which will be held at 10.30 am on Wednesday, 4 May 2016 at the Company's registered office in Leeds. The formal Notice of AGM is set out on pages 2 to 4 of this document.

If you would like to vote on the resolutions but cannot come to the AGM, please fill in a proxy form and return it to our registrars as soon as possible. They must receive it by 10.30 am on Monday, 2 May 2016.

Business to be considered

The AGM will cover the following matters:

- receipt of the Annual Report and audited Financial Statements;
- approval of the Directors' Annual Report on Remuneration;
- declaration of a final dividend;
- election and re-election of directors;
- reappointment and remuneration of the auditor;
- enabling the directors to allot shares in the Company for cash in certain circumstances;
- enabling the directors to allot shares on a non pre-emptive basis in certain circumstances;
- conferring authority on the Company to purchase its own shares; and
- conferring authority on the Company to call general meetings other than AGMs 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

Dan O'Connor
Chairman

NOTICE OF ANNUAL GENERAL MEETING

The ninth annual general meeting of International Personal Finance plc will be held at 10.30 am on Wednesday, 4 May 2016 at Number Three, Leeds City Office Park, Meadow Lane, Leeds, West Yorkshire, LS11 5BD. You will be asked to consider and, if thought fit, to pass the resolutions below. Resolutions 15, 16 and 17 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 2015.

ORDINARY RESOLUTIONS

Directors' Annual Report on Remuneration

2. To approve the Directors' Annual Report on Remuneration for the year ended 31 December 2015 set out on pages 79 to 89 of the Annual Report.

ORDINARY RESOLUTION

Dividend

3. To declare a final dividend of 7.80p per share on the ordinary shares of 10p each in respect of the year ended 31 December 2015, payable on 13 May 2016 to the holders of such ordinary shares on the register of members of the Company at the close of business on 8 April 2016.

ORDINARY RESOLUTIONS

Election and re-election of directors

4. To elect Jayne Almond as a director of the Company.
5. To elect John Mangelaars as a director of the Company.
6. To re-elect Dan O'Connor as a director of the Company.
7. To re-elect Gerard Ryan as a director of the Company.
8. To re-elect Adrian Gardner as a director of the Company.
9. To re-elect Tony Hales as a director of the Company.
10. To re-elect Richard Moat as a director of the Company.
11. To re-elect Cathryn Riley as a director of the Company.

ORDINARY RESOLUTIONS

Reappointment and remuneration of auditor

12. THAT Deloitte LLP be reappointed auditor 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 Audit and Risk Committee be authorised to determine the auditor's 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 £7,366,000 (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 £14,733,000 (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 30 July 2017 (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 and/or to sell ordinary shares held by the Company as treasury shares for cash, 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 £2,210,000,

such power to apply until the conclusion of the next annual general meeting or, if earlier, until the close of business on 30 July 2017 (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, provided that:
- (A) the Company may not purchase more than 22,100,898 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 the highest of:
 - (i) an amount equal to 5% over the average of the mid-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; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venues where the purchase is carried out;
 - (D) this authority will apply until the conclusion of the next annual general meeting or, if earlier, the close of business on 30 July 2017; 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.

SPECIAL RESOLUTION

Notice of general meetings

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

15 March 2016

By order of the Board
Ben Murphy
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 12p per minute plus your phone company's access charge. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 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 Asset Services, PXS 1, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF or at the electronic address provided in the proxy form, namely www.capitaassetsservices.com, in each case no later than 10.30 am on 2 May 2016.
3. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in paragraph 11 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. To change proxy instructions submit a new proxy form using the methods set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
6. 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.
7. 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 those paragraphs can only be exercised by shareholders of the Company.
8. 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 2 May 2016 (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.
9. As at 11 March 2016 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 234,244,437 ordinary shares, carrying one vote each. 13,235,452 shares are held by the Company in Treasury. Therefore, the total voting rights in the Company as at 11 March 2016 are 221,008,985.
10. 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.
11. 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). In order to be valid, 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 be transmitted so as to be received by the issuer's agent (ID RA10) by 10.30 am on 2 May 2016. 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.
12. 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.
13. 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.

14. 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.
15. 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.
16. 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.
17. A member or members meeting the qualification criteria set out in sections 338 and 338A of the Companies Act 2006, may, subject to conditions, require the Company to (i) give notice of a resolution which may properly be moved and is intended to be moved at the meeting, and (ii) include in the business to be dealt with at the meeting a matter (other than a proposed resolution) which may properly be included in the business (a matter of business). The conditions are that:
- the matter of business must not be defamatory of any person, frivolous or vexatious;
 - the request:
 - a) may be in hard copy form or in electronic form (see the Explanatory Notes on your Form of Proxy);
 - b) must identify the matter of business by either setting it out in full or, if supporting a statement sent by another member, clearly identify the matter of business which is being supported;
 - c) must be accompanied by a statement setting out the grounds for the request;
 - d) must be authenticated by the person or persons making it (see the Explanatory Notes on your Form of Proxy); and
 - e) must be received by the Company no later than six weeks before the AGM to which the requests relate.
18. A copy of this Notice, and other information required by section 311A of the Companies Act 2006, can be found on the Company's website at www.ipfin.co.uk/investors/shareholder-centre/agm.aspx.
19. 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.
20. Except as provided above, members who have general queries about the AGM 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 investors@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 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 17 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 auditor's report and the audited Financial Statements of the Company for the year ended 31 December 2015 (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/investors/shareholder-centre/agm.aspx.

Resolution 2: Annual Report on Remuneration

Section 439 of the Companies Act 2006 requires that an annual report on remuneration is put to a vote of shareholders at the AGM. This vote is advisory and the directors' entitlement to receive remuneration is not conditional on it.

Resolution 2 seeks shareholder approval for the Annual Report on Remuneration which can be found on pages 79 to 89 (inclusive) of the Annual Report and which is available on the Company's website at www.ipfin.co.uk/investors/shareholder-centre/agm.aspx. The Annual Report on Remuneration gives details of the implementation of the Company's current remuneration policy including payments and share awards made to the directors during the year ended 31 December 2015.

It should be noted that as the current Directors' Remuneration Policy was approved at the AGM held on 30 April 2014, the Company is not seeking to move a resolution to approve any changes to the policy at its 2016 AGM.

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 7.80p for each ordinary share). The final dividend proposed in this resolution is in addition to the interim dividend of 4.60p for each ordinary share which was paid on 2 October 2015. The Company offers a Dividend Re-investment Plan ('**DRIP**') for shareholders. If you would like to join the DRIP please contact the Company's Registrar, Capita Asset Services, to request an application form. To participate in the DRIP for the dividend payable on 13 May 2016, your application must be received by our Registrar by 18 April 2016.

Resolutions 4 to 11: Election and re-election of directors

Jayne Almond and John Mangelaars, who were appointed to the Board since the last AGM, are standing for election. To take account of the UK Corporate Governance Code (the '**Code**') which applies to the Company, all other directors are standing for re-election. In accordance with the Code it is confirmed that performance evaluation has been carried out and that each director who is standing for election/re-election continues to be an effective member of the Board and to demonstrate commitment to the role. Biographical details of each of them are set out in Appendix 1 on pages 10 to 12 of this document.

Resolutions 12 and 13: Reappointment and remuneration of auditor

The Company is obliged by law to appoint an external auditor annually. The Audit and Risk Committee considered the reappointment of Deloitte LLP at its meeting in February 2016. It recommended to the Board, and the Board now recommends to shareholders, the reappointment of Deloitte LLP as auditor 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 £7,366,000 (representing 73,660,000 ordinary shares of 10p each). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 11 March 2016, the latest practicable date prior to publication of this Notice. Treasury shares have been excluded for the purpose of this calculation.

In line with the guidance issued by the Investment Association ('IA'), 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 £14,733,000 (representing 147,330,000 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 11 March 2016, the latest practicable date prior to publication of this Notice. Treasury shares have been excluded for the purpose of this calculation.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of 30 July 2017 and the conclusion of the AGM of the Company held in 2017.

As at 11 March 2016 (the latest practicable date prior to the publication of this Notice), 13,235,452 shares were held by the Company in treasury which represented approximately 6% of the Company's issued share capital (excluding treasury shares). Except for the possible issue of shares pursuant to the Company's employee share schemes, the directors do not have any present intention of exercising either of the authorities sought under this resolution. However, if they do exercise the authorities, the directors intend to follow IA 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 power to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing shareholdings.

This power would be similar to previous years limited to (a) 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 Board otherwise considers necessary, or (b) otherwise up to an aggregate nominal amount of £2,210,000 (representing 22,100,000 ordinary shares). This aggregate nominal amount represents approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2016, the latest practicable date prior to publication of this Notice. The Board confirms that it will only allot shares representing more than 5% of the issued ordinary share capital of the Company (excluding treasury shares), for cash pursuant to the authority referred to in (b), where that allotment is in connection with an acquisition or specified capital investment (within the meaning given in the Pre-Emption Group's Statement of Principles) which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

In respect of the authority referred to in (b), the Board also confirms its intention to follow the provisions of the Pre-Emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling 3-year period where the Principles provide that usage in excess of 7.5% of issued ordinary share capital of the Company (excluding treasury shares) should not take place without prior consultation with shareholders, except in connection with an acquisition or specified capital investment as referred to above.

The power will expire at the earlier of 30 July 2017 and the conclusion of the annual general meeting of the Company held in 2017.

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 11 March 2016, being

the latest practicable date prior to publication of this Notice. Treasury shares have been excluded for the purpose of this calculation. The resolution renews the authority granted by the shareholders at previous AGMs. It sets out the highest and lowest prices which may be paid.

The authority given in this resolution will expire at the earlier of 30 July 2017 and the conclusion of the AGM of the Company held in 2017.

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. The directors will exercise this authority only when to do so would be in 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 any shares are purchased the directors intend that they will be either cancelled or held in treasury. 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 IA.

Resolution 17: Notice of general meetings

This resolution renews the authority that was given at the Company's last AGM. The notice period required by the Companies Act 2006 for general meetings of the Company is 21 days, unless shareholders approve a shorter notice period which cannot be less than 14 clear days. AGMs must always be held on at least 21 clear days' notice.

At the last AGM, shareholders authorised the calling of general meetings other than an AGM on not less than 14 clear days' notice and it is proposed that this authority be renewed. The authority granted by Resolution 17, if passed, 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.

Inspection of documents

The following documents will be available for inspection at Number Three, Leeds City Office Park, Meadow Lane, Leeds, West Yorkshire, LS11 5BD, being the Company's registered office and the location of the AGM, and at the offices 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; and
- copies of letters of appointment of the Chairman and the non-executive directors.

APPENDIX 1

BIOGRAPHICAL DETAILS OF THE DIRECTORS STANDING FOR ELECTION AND RE-ELECTION

Dan O'Connor
Chairman, age 56

Dan joined the Board on 2 January 2015 as Chairman-elect and non-executive director and became Chairman on 30 April 2015.

Experience and qualifications: Dan was previously a non-executive director of CRH plc and Chairman of Allied Irish Banks plc from July 2009 to October 2010. In addition, Dan spent 10 years as CEO of GE Consumer Finance Europe and was Senior Vice President of General Electric. He was also a non-executive director of one of Turkey's largest banks, Garanti Bank. Dan is a fellow of the Institute of Chartered Accountants in Ireland and has a Master's Degree in Accounting. He is a non-executive director of Glanbia plc, Argentum Property HoldCo Limited and Activate Capital Ltd.

Committees: member of the Nomination Committee.

Key strengths and contributions: Dan has over 30 years' experience in large international and financial services businesses and has brought strong strategic leadership in his role as Chairman.

Gerard Ryan
Chief Executive Officer, age 51

Gerard joined the Board on 17 January 2012 as Chief Executive Officer (Designate) and became Chief Executive Officer at the beginning of April 2012.

Experience and qualifications: Gerard was previously CEO for Citigroup's consumer finance businesses in the Western Europe, Middle East and Africa region. He was a director of Citi International plc, Egg plc and Morgan Stanley Smith Barney UK. Earlier in his career, Gerard was CFO of Garanti Bank, Turkey and CEO of GE Money Bank, Prague. He is a Fellow of the Institute of Chartered Accountants in Ireland.

Committees: Chairman of the Executive Committee and of the Disclosure Committee and a member of the Nomination Committee.

Key strengths and contributions: Gerard has over 25 years' multi-country experience in consumer financial services and provides the Company with strong leadership.

Adrian Gardner
Chief Financial Officer, age 53

Adrian joined the Board on 2 January 2014 as Chief Financial Officer.

Experience and qualifications: Adrian was CFO of RSM Tenon Group plc overseeing its restructuring from late 2011 to late 2013. He was previously CFO of PA Consulting Group Limited and ProStrakan Group plc and a Managing Director of Lazard LLC. He graduated in Engineering Science and is a Fellow of the Institute of Chartered Accountants. He is a non-executive director of Amdocs Limited, a NYSE listed software and services business.

Committees: member of the Disclosure and Executive Committees.

Key strengths and contributions: Adrian has over ten years' experience as a Chief Financial Officer with specific skills in financial matters, funding, delivering change and M&A-driven growth.

Tony Hales CBE
Senior independent non-executive director, age 67

Tony joined the Board at the time of demerger in July 2007 as a non-executive director.

Experience and qualifications: Tony was previously Chairman of Canal & River Trust, Chief Executive of Allied Domecq plc, Chairman of Workspace Group plc and NAAFI, and a non-executive director of

Provident Financial plc, Welsh Water plc, Aston Villa plc, HSBC Bank plc and Reliance Security Group plc. He graduated in Chemistry from the University of Bristol and is currently Chairman of the Greenwich Foundation, a non-executive director of Capital & Regional plc and a board member of The Services Sound and Vision Corporation. He is also a director of Welsh National Opera Limited and chairs NAAFI Pension Fund Trustees.

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

Key strengths and contributions: Tony has strong business expertise, having been a chairman and non-executive director in profit and non-profit sectors. He has extensive knowledge of our business as well as having chaired and been a member of various committees since appointment.

Jayne Almond

Independent non-executive director, age 58

Jayne joined the Board on 23 June 2015 as a non-executive director.

Experience and qualifications: Jayne set up equity release firm Stonehaven and was CEO and then Executive Chairman until 2014. She has previously been Managing Director of Barclays Home Finance business, Group Marketing Director and Strategy Director at Lloyds TSB, Managing Director of Lloyds TSB's European Internet banking business and a senior partner at LEK Consulting. Jayne graduated in Philosophy, Politics and Economics from the University of Oxford. She is currently on the Council of Oxford University and Chair of its Audit and Scrutiny Committee.

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

Key strengths and contributions: Jayne has over 20 years' experience in financial services and is an experienced non-executive director. She has a strong background in consumer finance, marketing and strategy.

John Mangelaars

Independent non-executive director, age 51

John joined the Board on 22 July 2015 as a non-executive director.

Experience and qualifications: John worked previously for Microsoft for over 20 years specialising, in more recent years, in the sales and marketing of online products, MSN Messenger, Hotmail and Bing. He graduated from the Higher School of Economics in The Hague with a Bachelor in Information and Communication Technology (B ICT) and is currently the CEO of online travel agency Travix International.

Committees: Chair of the Transformation for Growth Committee and member of the Nomination Committee.

Key strengths and contributions: John has considerable experience in sales and e-commerce, which will support expansion of our digital lending business and the Company's objective to increase penetration in online sales channels.

Richard Moat

Independent non-executive director, age 61

Richard joined the Board on 1 July 2012 as a non-executive director.

Experience and qualifications: Richard was previously Deputy CEO and CFO of Everything Everywhere Limited, the UK's largest mobile telecoms company. He was Managing Director of T-Mobile UK Limited and Chief Executive of Orange Romania SA, Orange Denmark A/S and Orange Thailand Limited. He was previously Chair of the ACCA Accountants for Business Global Forum and Trustee of the Peter Jones Foundation. He holds a Diploma in Corporate Finance and Accounting from London Business School and has a Master's (Honours) Degree in Law from St Catharine's College, Cambridge. He is a Fellow of the Association of Chartered Certified Accountants. He is currently Chief Executive Officer of Eir Limited, and an advisory board member of Tiaxa, Inc. Chile.

Committees: Chair of the Audit and Risk Committee and member of the Remuneration and Transformation for Growth Committees.

Key strengths and contributions: Richard has more than 20 years' international telecoms experience in senior management roles and provides financial and operational expertise along with international experience.

Cathryn Riley

Independent Non-executive Director, age 53

Cathryn joined the Board on 12 February 2014 as a non-executive director.

Experience and qualifications: Previously Cathryn was Group Chief Operations Officer at Aviva plc. Other roles with Aviva included Group CIO, UK Commercial Director, COO and Customer Experience Director of UK Life plus she was chair of Aviva Healthcare UK Ltd, Aviva Global Services and Hill House Hammond. Her other roles included GM of Transformation at BUPA and a principal consultant in the financial services division at Coopers & Lybrand. She has an MA in Manpower Studies, completed CeDEP's General Management Programme, was a graduate of the Institute of Personnel/HR Management and is currently a non-executive director of ACE European Group Ltd and ACE Underwriting Agencies Ltd as well as AA Insurance Services Ltd and The Equitable Life Assurance Society.

Committees: Chair of the Remuneration Committee and member of the Nomination and Transformation for Growth Committees.

Key strengths and contributions: Cathryn has over 20 years' experience in insurance and financial services together with international roles. She is an experienced non-executive director, having sat on the board of The Equitable Life Assurance Society since 2009 and also chairs its Remuneration Committee. She brings a wealth of experience in major IT transformation programmes, implementing new distribution channels and customer service.

