

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

RESOLUTION OF
INTERNATIONAL PERSONAL FINANCE plc
COMPANY NO. 6018973

At the tenth 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 Wednesday, 3 May 2017, commencing at 10.30am, the following resolution was proposed and passed as special business.

RESOLUTIONS

ORDINARY RESOLUTION

IPF Performance Share Plan

15. That the rules of The IPF Performance Share Plan (the '**PSP**'), produced in draft to the meeting and a summary of the main provisions of which is set out in the Appendix to the Notice of Meeting dated 21 March 2017, be approved and the directors of the Company be authorised to:
- (a) do all such acts and things necessary to establish and carry the PSP into effect; and
 - (b) establish schedules to, or further share plans based on, the PSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the PSP.

ORDINARY RESOLUTION

IPF Deferred Share Plan

16. That the rules of The IPF Deferred Share Plan (the '**DSP**'), produced in draft to the meeting and a summary of the main provisions of which is set out in the Appendix to the Notice of Meeting dated 21 March 2017, be approved and the directors of the Company be authorised to:
- (a) do all such acts and things necessary to establish and carry the DSP into effect; and
 - (b) establish schedules to, or further share plans based on, the DSP but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under any such schedules or further plans are treated as counting against the limits on individual and overall participation in the DSP.

ORDINARY RESOLUTION

IPF Save As You Earn Plan

17. That the rules of The IPF Save As You Earn Plan (the '**SAYE**'), produced in draft to the meeting and a summary of the main provisions of which is set out in the Appendix to the Notice of Meeting dated 21 March 2017, be approved and the

directors of the Company be authorised to do all such acts and things necessary to establish and carry the SAYE into effect.

A handwritten signature in black ink, appearing to read 'T. Ellis', written in a cursive style.

COMPANY SECRETARY