

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 eleventh 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 Friday, 4 May 2018, commencing at 10.30am, the following resolutions were proposed and passed as special business.

RESOLUTIONS

ORDINARY RESOLUTION

Authority to allot shares

13. THAT the directors of the Company 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:
- (a) allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £7,445,000; and
 - (b) allot equity securities (as defined in section 560 of the Companies Act 2006) up to a further aggregate nominal amount of £7,445,000 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of all shareholders are as proportionate (as nearly as practicable) to the respective numbers of shares held by them, and that the directors may impose any exclusions or make any other arrangements which they deem necessary or desirable to deal with treasury shares, fractional entitlements, record dates, regulatory or practical problems in, or laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter,

such authority to apply until the conclusion of the next annual general meeting or, if earlier, until the close of business on 28 June 2019 (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

14. THAT, subject to the passing of Resolution 13 and in accordance with sections 570 and 573 of the Companies Act 2006, the directors of the Company be and are hereby empowered to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities in connection with a rights issue or other pre-emptive offer in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders, but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to treasury shares, fractional entitlements, record dates, regulatory or practical problems in, or the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter; and
- (b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,116,000,

such power to be subject to the continuance of the authority conferred by Resolution 13 and to expire unless renewed, revoked or varied by the Company in general meeting, at the conclusion of the next annual general meeting of the Company or, if earlier, the close of business on 28 June 2019 but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and treasury shares to be sold) after the power expires and the directors may allot equity securities or grant rights (and sell treasury shares) under any such offer or agreements as if the power had not expired, been revoked or varied.

SPECIAL RESOLUTION

Disapplication of pre-emption rights

15. THAT, subject to the passing of Resolution 13 and in accordance with sections 570 and 573 of the Companies Act 2006, the directors of the Company be and are hereby empowered (in addition to any power granted under Resolution 14) to allot equity securities of the Company (as defined in section 560 of the Companies Act 2006) for cash under the authority given by Resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £1,116,000; and
- (b) used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such power to be subject to the continuance of the authority conferred by Resolution 13 and to expire unless renewed, revoked or varied by the Company in general meeting, at the conclusion of the next annual general meeting of the Company or, if earlier, the close of business on 28 June 2019 but, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and treasury shares to be sold) after the power expires and the directors may allot equity securities or grant rights (and sell treasury shares) under any such offer or agreement as if the power had not expired, been revoked or varied.

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, provided that:

- (a) the Company may not purchase more than 22,335,937 ordinary shares;
- (b) the minimum price (excluding expenses) 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 28 June 2019; 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 authority 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.



COMPANY SECRETARY