COMPANY LIMITED BY SHARES

UNDER THE COMPANIES ACT 2006

RESOLUTIONS OF

INTERNATIONAL PERSONAL FINANCE plc

COMPANY NO. 6018973

At the annual general meeting of International Personal Finance plc (the “Company") duly convened and held at the Company’s registered office at 26 Whitehall Road, Leeds, LS12 1BE, on Thursday, 1 May 2025 commencing at 10.30am, the following resolutions were proposed and passed as special business.

**RESOLUTIONS**

**ORDINARY RESOLUTION**

**Removal of discretionary share plan 5% dilution limit**

12. That, the directors of the Company are authorised to:

a. remove all dilution limits in existing discretionary share incentive plans which continue to be operated by the Company, which restrict the number of shares which may be issued or shares transferred from treasury, to 5% of the Company’s ordinary share capital over 10 years. Also, to apply a single limit for new issue and treasury shares, such that no more than 10% of the Company’s ordinary share capital over 10 years may be used to satisfy awards for all share plans operated by the Company; and

b. do all acts and things which they may consider necessary or expedient to give effect to this amendment in the Company incentive and reward plans, programmes and policies.

**ORDINARY RESOLUTION**

**Authority to allot shares**

13. That the directors of the Company are authorised generally and unconditionally pursuant to and in accordance with section 551 of the Companies Act 2006 (the Act) to

exercise all the powers of the Company to:

1. 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 £7,247,958; and
2. allot equity securities (as defined in section 560 of the Act) up to a further

aggregate nominal amount of £7,247,958 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.

The prescribed period for which the authority conferred by this resolution is given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company’s AGM in 2026 or at the close of business on 30 June 2026, whichever is sooner 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 RESOLUTIONS**

**Disapplication of pre-emption rights**

14. That, subject to the passing of Resolution 13 and in accordance with sections 570 and 573 of the Act, the directors of the Company are empowered to allot equity securities (as defined in section 560 of the Act) 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 Act did not apply to any such allotment and/or sale, provided that such power is limited to:

a. the allotment of equity securities and/or sale of treasury shares 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. the allotment of equity securities and/or sale of treasury shares (otherwise than in connection with a rights issue or other pre-emptive offer under paragraph 14a. above) up to an aggregate nominal amount of £1,087,193.

Such power to expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by Resolution 13 save that, 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/or treasury shares to be sold) after the

power expires, is revoked or varied and the directors may allot equity securities or grant rights (and/or sell treasury shares) under any such offer or agreement as if the power had not expired, been revoked or varied.

15. That, subject to the passing of Resolution 13 and in accordance with sections 570 and 573 of the Act, the directors of the Company are empowered (in addition to any power granted under Resolution 14) to allot equity securities of the Company (as defined in section 560 of the Act) 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 Act did not apply to any such allotment and/or sale, provided that such power is:

a. limited to the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of £1,087,193; and

b. used only for the purposes of financing (or refinancing, if the power is to be used within twelve months after the original transaction) a transaction which the directors determine to be either an acquisition or specified 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 shall expire on the revocation or expiry (unless renewed) of the authority conferred

on the directors by Resolution 13 save that, 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/or treasury shares to be sold) after the

power expires, is revoked or varied and the directors may allot equity securities or grant rights

(and/or sell treasury shares) under any such offer or agreement as if the power had not expired,

been revoked or varied.

**SPECIAL RESOLUTION**

**Authority to purchase its own shares**

16. That the Company is generally and unconditionally authorised, for the purposes of section

701 of the Act, to make market purchases (within the meaning of section

693(4) of the Act) of its ordinary shares provided that:

a. the maximum number of ordinary shares that may be

purchased is 21,743,876;

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

higher of:

i. an amount equal to 105% of 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 venue where the purchase is carried out.

This authority shall expire at the conclusion of the Company’s AGM in 2026 or at the close of

 business on 30 June 2026, whichever is sooner, and a contract to purchase shares under this

 authority may be made prior to the expiry of this authority and concluded, in whole or in part,

 after the expiry of this authority.

**SPECIAL RESOLUTION**

**Notice for general meetings**

17. That any general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days’ notice.

 

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Thomas Crane

Chief Legal Officer & Company Secretary