

INTERNATIONAL PERSONAL FINANCE plc

Terms of Reference of the Executive Committee

Members

John Harnett (Chairman)
Dave Broadbent
Craig Shannon

Name

1. This Committee of the Board shall be known as the Executive Committee.

Membership

2. The Committee will consist of the executive directors. A quorum will be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
3. The Chairman of the Company will be the Chairman of the Committee, or in his absence, any other member of the Committee.
4. The Company Secretary will be Secretary to the Committee.

Meetings

5. Meetings shall be held as necessary.

Duties

6. The Committee shall manage the business of the Company and exercise all the powers of the Company, but EXCLUDING:
 - (a) matters reserved for decision by the Board,
 - (b) matters delegated to the Remuneration Committee, the Audit and Risk Committee, the Nomination Committee and the Disclosure Committee.

7. Without prejudice to the foregoing the Committee will deal with the matters specified in the Schedule hereto ("Matters Reserved to the Executive Committee").

Minutes

8. The Secretary shall produce minutes of all meetings of the Committee. All such minutes shall be circulated to all members of the Committee and, once agreed, to all members of the Board.

Approved by the Board: 19 June 2007

Amended: 16 December 2008

12 May 2009 (with effect from 13 May)

Schedule: Matters Reserved to the Executive Committee

1. Financial information

- Approve all transactions that have the potential to impact adversely the safety margin on the Group's capital ratio.

2. Human resources

- Approve any contract for a subsidiary director or employee which has a notice period to be given by a Group company in excess of six months.
- Approve the key terms of all standard contracts of employment except those for the Executive Directors and the Company Secretary.
- Approve material changes to policies or benefits for operating company employees.
- Agree pensions policy for all operating companies.
- Review and approve any material changes to the scope or approach to the provision of motor vehicles to employees in all countries.
- Approve minor changes to the contribution and benefit structures of existing pension arrangements.
- Approve the appointment of trustees to Group pension schemes.
- Approve the issue of an invitation to join the International Personal Finance plc Pension Scheme.

3. Information technology

- Approve purchases of IT infrastructure and services (including linked projects) with a value between £1,000,000 - £5,000,000.

4. Legal

- Approve any contract (including contracts that are linked in a project) with a consideration in excess of £1,000,000 (or £1,000,000 in aggregate in a year).
- Approve in advance restricted corporate actions, which are as follows:
 - the allotment of shares in an operating company (other than to companies outside the Group) or any reorganisation, increase or decrease in the share capital; or any capital contribution;
 - the appointment and removal of directors of subsidiary companies;

- the establishment of any new operating company (either UK or international);
- the winding-up of any company (other than an insolvent company);
- the entering into a scheme of arrangement by any subsidiary company;
- the making of an offer or entering into any agreement to purchase any other company or business, excluding offers where the consideration or aggregate consideration is less than £250,000;
- the making of an offer to sell any company or business;
- the adoption of new Articles of Association by an operating company;
- the declaration of any dividend or recommendation of final dividend by an operating company;
- the signature of any confidentiality letter in relation to a possible acquisition;
- any significant change to the nature of a business;
- changing the name of a business or operating company;
- raising any external debt finance;
- granting options and allotting shares pursuant to the exercise of options under the Company's Save-As-You-Earn Share Schemes and all matters relating to the administration of these schemes; and
- allotting shares pursuant to the vesting of awards under the Company's share incentive schemes.
- Amendments to the terms of reference of the management committees.

5. Long-term commitments

- Review and approval all unbudgeted capital expenditure and all capital expenditure proposals above £500,000.
- Approve long-term capital projects with a value between £1,000,000 and £5,000,000 and long-term revenue projects with a value between £2,000,000 and £5,000,000.

6. Reputation management

- Approve the results presentation for the preliminary and interim announcements.

- Issue media statements on matters outside the pre-agreed list.
- The issue of any Stock Exchange announcements (other than those reserved to the Group Board and other than those which are Category A announcements under the Company's Procedure for the Issue of Stock Exchange Announcements, namely those which are factual and where the scope for subjectivity is limited such as announcements concerning directors' share dealing).
- Approve the employees' share dealing rules.

7. Taxation

- Approve proposals where the tax advisers' fees exceed £250,000.

8. Treasury

- Approve material departures from/changes to the Group's standard terms and conditions for loan agreements and ISDA.
- Approve all loan and financial risk management agreements.
- Approve all foreign exchange hedging transactions in accordance with the group policy.
- Approve all new loan facilities before they are signed.
- Approve interest rate hedging instruments with a period exceeding five years in accordance with the Group policy.
- Approve Investment Fund investments where the period exceeds one year, in accordance with the Group policy.
- Approve the Company's bank mandates.
- The approval and implementation of all other matters relating to the Company's or any subsidiary company's present and future bank, derivative and financial facilities, including, without limitation, the approval and execution of all documentation relating to their grant, extension, amendment or variation, the provision of any guarantee or indemnity in respect thereof and all other matters whatsoever ancillary thereto.

9. Corporate policies

- Review the corporate policies annually.

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