

INTERNATIONAL PERSONAL FINANCE plc

Terms of Reference of the Nomination Committee

Members

Christopher Rodrigues (Chairman)
John Harnett (Chief Executive)
Tony Hales
Edyta Kurek
John Lorimer
Nick Page

Name

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

Membership

2. The Committee will be appointed by the Board from amongst the directors of the Company and will consist of not fewer than three members, the majority of whom will be independent non-executive directors selected by the Board and will also include the Chief Executive and the Chairman of the Company. A quorum will be three members, provided one of them is the Chairman of the Committee and that the majority are independent non-executive directors. 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. Membership of the Committee will be reviewed by the Board on an annual basis.
4. The Chairman of the Company will be the Chairman of the Committee. However, the Chairman of the Company shall not chair the Committee when it is dealing with the matter of succession to chairmanship. In the latter case, and in the absence of the Chairman of the Committee, the remaining members present shall elect one of their number to chair the meeting.
5. The Company Secretary will be Secretary to the Committee.

Meetings

6. Meetings shall be held at least once a year and at such other times as may be necessary.
7. Only members of the Committee have the right to attend Committee meetings. However, other individuals and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

Authority

8. The Committee is authorised by the Board, if the Committee considers it necessary:
 - (a) to obtain outside legal or other independent professional advice;
 - (b) to secure the attendance of outsiders with relevant experience and expertise;
 - (c) to seek any information it requires from any employee of the Company in order to perform its duties; and
 - (d) to incur reasonable fees and expenses which will be paid by the Company.

Duties

9. The Committee shall keep under review the structure, size and composition (including the skills, knowledge and experience) required of the Board compared to its current position and make recommendations to the Board with regard to any changes.
10. The Committee shall assist the Board in the process of selection and appointment of any new director, as and when required, and shall recommend to the Board the appointment of any new director.
11. Without prejudice to the generality of the foregoing the Committee shall, before appointment is made to the Board, and after taking appropriate advice and consulting as widely as necessary:-
 - (a) evaluate the current balance of skills, knowledge and experience on the Board and draw up a specification for approval by the Board of the characteristics and skills of a suitable person required for a particular appointment;
 - (b) in identifying suitable candidates, and other than in exceptional circumstances, use an external search consultancy or open advertising and take care that appointees have enough time available to devote to the position;
 - (c) prepare a shortlist of candidates for the Board; and
 - (d) formulate the proposed terms of appointment as a director of the successful candidate for approval by the whole of the Board.
12. The Committee shall consider, and if it thinks appropriate, recommend to the Board the extension of the term of office of a non-executive director.
13. The Committee shall consider the succession plan annually and report to the Board that it has done so.
14. The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

Minutes

15. Minutes of the meetings of the Committee shall be circulated to all members of the Committee and, once agreed, to the Board unless a conflict of interest exists.

Reporting responsibilities.

16. The Chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Approved by the Board: 19 June 2007

Amended: 16 December 2008

12 May 2010 (membership)