

INTERNATIONAL PERSONAL FINANCE plc**Terms of Reference of the Remuneration Committee**Members

Tony Hales (Chairman)
John Lorimer
Nick Page

Name

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

Membership

2. The Committee will be appointed by the Board from amongst the independent non-executive directors of the Company and will consist of not fewer than three members. 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. Membership of the Committee will be reviewed by the Board on an annual basis.
4. The Chairman of the Committee will be appointed by the Board. In the absence of the Chairman of the Committee, the remaining members present shall elect one of themselves to chair the meeting. If the Chairman of the Company is a member of the Committee, he or she shall not be Chairman of the Committee.
5. The Company Secretary will be Secretary to the Committee.

Meetings

6. Meetings will be held not less than three times a year.
7. Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive 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 internal advice and 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.
9. The Committee shall appoint a firm of remuneration consultants to advise it; PROVIDED that the seeking of internal information and any brief to consultants regarding the executive directors' remuneration will be the subject of prior consultation between the Chairman of the Committee and the Chief Executive. Such information and work will be commissioned by the Committee through the Secretary to the Committee.
 10. The Committee shall consult with the Chairman of the Company about the Chief Executive's remuneration and with the Chief Executive about the other executive directors' remuneration.

Duties

11. The Committee shall consider and approve all aspects of the Company's remuneration policy for the executive directors, the Chairman of the Company, the Senior Management Group and the Company Secretary (including pensions, share option schemes and other incentive schemes, the form of the standard contract of employment and termination payments) and shall make recommendations to the Board as a whole. Such recommendations and any decisions of the Committee are subject to approval by the Board. The Committee shall review the ongoing appropriateness and relevance of their remuneration policy.
12. Without prejudice to the generality of the foregoing, the Committee will ensure that the remuneration and conditions of service of the Chairman of the Company and executive directors support corporate objectives and shareholders' interests, represent value for money, reflect the performance of the Company and the individual directors (as appropriate) and can be properly communicated to shareholders and their representatives and the public, including the press.
13. Within the terms of the agreed policy, the Committee shall determine the individual remuneration packages for the executive directors (including bonus and other incentives), the Chairman of the Company the Company Secretary and the Senior Management Group.
14. The Committee shall agree a policy for the authorisation of expenses claimed by the executive directors and the Chairman of the Company and shall once a year review a schedule of expenses claimed by the executive directors and the Chairman in the preceding financial year of the Company.
15. The Committee shall once a year review the shareholdings of the Chairman of the Company, the executive directors and the Senior Management Group in the context of the shareholding guidelines.

16. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

Equity Incentive Schemes

17. The Committee shall constitute "the Committee" for the purposes of any equity incentive schemes and shall grant awards pursuant to such schemes. The Committee shall determine allocation policies and performance share targets.

Minutes

18. The Secretary shall produce minutes of each meeting which will be circulated to all members of the Committee, and, once agreed, to the Chairman of the Company and to the Chief Executive.

Communication

19. The Committee's conclusions will, in the case of the Chairman of the Company's remuneration package, be communicated by the Chairman of the Committee to the Chairman of the Company.
20. The Committee's conclusions will, in the case of the Chief Executive's remuneration package, be communicated by the Chairman of the Company to the Chief Executive.
21. The Committee's conclusions will, in the case of the other executive directors, be communicated by the Chief Executive to the relevant executive director.
22. The Chairman of the Committee will not, as a matter of course, have a relationship with institutional shareholders and will not initiate contacts with them. He or she will, however, be available to answer queries from specific institutional shareholders at their initiative and will also be available to answer shareholders' questions on remuneration matters at the Company's Annual General Meeting (as requested by the Chairman of the Company).
23. The Committee will produce an annual report of the Company's remuneration policy and practices prior to its approval by the Board.
24. 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.

Exclusions

25. The fees and expenses of the non-executive directors will be set by the Board as a whole.

Other

26. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

Approved by the Board: 19 June 2007

Amended 16 December 2008
14 December 2009
12 May 2010 (membership)