

Final Terms dated 12 June 2024

International Personal Finance plc

Issue of EUR 341,000,000 Senior Unsecured Fixed Rate Notes due 2029

Guaranteed by IPF Holdings Limited, International Personal Finance Investments Limited,
IPF International Limited and IPF Digital Group Limited
under the EUR 1,000,000,000 Euro Medium Term Note Programme

Prohibition of Sales to EEA Retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “**EU PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation.

Prohibition of Sales to UK Retail Investors

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the “**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, varied, superseded or substituted from time to time (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

UK MiFIR product governance / Professional investors and eligible counterparties only target market

Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook, and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the “**Conditions**”) set forth in the Prospectus dated 6 June 2024 which constitutes a base prospectus for the purposes of the EU Prospectus Regulation (the “**Prospectus**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Prospectus. Full information on the Issuer, the Guarantors and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus has been published on the website of the Regulatory News Service operated by the London Stock Exchange at: <https://www.londonstockexchange.com/news?tab=news-explorer>.

1. (i) Issuer: International Personal Finance plc
- (ii) Guarantors: IPF Holdings Limited, International Personal Finance Investments Limited, IPF International Limited and IPF Digital Group Limited
2. (i) Series Number: 22
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: EUR
4. Aggregate Nominal Amount of Notes: EUR 341,000,000
5. Issue Price: 99.493 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be issued with a denomination above EUR 199,000
- (ii) Calculation Amount: EUR 1,000
7. (i) Issue Date: 14 June 2024
- (ii) Interest Commencement Date: Issue Date
8. Maturity Date: 14 December 2029
9. Interest Basis: 10.750 per cent. Fixed Rate
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Change of Control Put
Issuer Call
Make-Whole Redemption
Clean-up Call Option
(further particulars specified below)
13. Date Board approval for issuance of Notes and Board approval of the Guarantee respectively obtained. Issuer: 1 May 2024 and 30 May 2024
Guarantors: 30 May 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions	Applicable
(i) Rate of Interest:	10.750 per cent. per annum payable in arrear on each Interest Payment Date
(ii) Interest Payment Date(s):	14 June and 14 December in each year, commencing 14 December 2024
(iii) Fixed Coupon Amount:	EUR 107.50 per Calculation Amount
(iv) Broken Amount(s):	Not Applicable.
(v) Day Count Fraction:	Actual/Actual-ICMA
(vi) Determination Dates:	Interest Payment Date(s)
15. Floating Rate Note Provisions	Not Applicable
16. Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Call Option	Applicable
(i) Optional Redemption Date(s):	Any date falling at least 24 months after the Issue Date but prior to (and excluding) the Maturity Date
(ii) Optional Redemption Amount(s):	(a) EUR 1,000 per Calculation Amount, plus EUR 53.75, if the Call Option is exercised on or after the date falling 24 months after the Issue Date up to (but excluding) the date falling 36 months after the Issue Date; (b) EUR 1,000 per Calculation Amount, plus EUR 26.875, if the Call Option is exercised on or after the date falling 36 months after the Issue Date up to (but excluding) the date falling 48 months after the Issue Date; and (c) EUR 1,000 per Calculation Amount, if the Call Option is exercised on or after the date falling 48 months after the Issue Date up to (but excluding) the Maturity Date.
(iii) If redeemable in part:	Applicable
(a) Minimum Redemption Amount:	No Minimum Redemption Amount applicable
(b) Maximum Redemption Amount:	No Maximum Redemption Amount applicable
(iv) Notice period:	Not less than five days and not greater than ten days prior to such redemption
18. Make-Whole Redemption	Applicable
(i) Make-Whole Redemption Margin:	0.50 per cent. or, to the extent that the Reference Bond Rate is equal to or less than - 0.50 per cent., the absolute value of the Reference Bond Rate
(ii) Quotation Time:	11:00 (Central European Time)
(iii) Reference Bond:	DBR 6.25 per cent. January 2030 (DE0001135143)
(iv) If redeemable in part:	Applicable


(a)	Minimum Redemption Amount:	Not Applicable
(b)	Maximum Redemption Amount:	Not Applicable
(v)	Notice period:	Not less than five days and not greater than ten days prior to such redemption
19. Clean-up Call Option		Applicable
	Notice period:	Not less than five days and not greater than ten days prior to such redemption
20. Put Option		
(i)	Investor Put:	Not Applicable
(ii)	Change of Control Put:	Applicable
(a)	Optional Redemption Amount(s):	101 per cent. of the Calculation Amount
(b)	Negative Rating Event Specified Rating (Condition 6(f)):	BB-
21. Final Redemption Amount of each Note		EUR 1,000 per Calculation Amount
22. Early Redemption Amount		
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

23. Form of Notes:	Bearer Notes:
	Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note
24. Name and address of Registrar:	Not Applicable
25. New Global Note (Bearer Notes):	Yes
26. Global Certificates (Registered Notes):	No
27. New Safekeeping Structure (Registered Notes):	No
28. Financial Centre(s):	London, T2
29. Talons for future Coupons or attached to Definitive Notes (and dates on which such Talons mature):	No
30. Prohibition of Sales to EEA Retail Investors:	Applicable
31. Prohibition of Sales to UK Retail Investors:	Applicable

The Issuer

Signed on behalf of **International Personal Finance plc**

DocuSigned by:

By:84A5A95F889342A.....

Duly authorised

The Guarantors

Signed on behalf of **IPF Holdings Limited**

DocuSigned by:

By:84A5A35F889342A.....
Duly authorised

Signed on behalf of **International Personal Finance Investments Limited**

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Signed on behalf of **IPF International Limited**

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Duly authorised

Signed on behalf of **IPF Digital Group Limited**

DocuSigned by:

By:84A5A35F889342A.....
Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) UK Admission: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market, with effect from 14 June 2024.
- (ii) EEA Admission: Not Applicable.

2. RATINGS

- Ratings: The Notes to be issued have been rated:
Fitch: BB-
Moody's: Ba3

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save as discussed in "*Subscription and Sale*", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

- (i) Reasons for the offer: Refinancing of existing indebtedness and general corporate purposes
- (ii) Use of proceeds: Refinancing of existing indebtedness and general corporate purposes
- (iii) Estimated net proceeds: EUR 336,085,130
- (iv) Estimated total expenses related to the admission of trading: GBP 5,850

5. YIELD

- Indication of yield: 10.875 per cent. (semi-annual)
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- ISIN Code: XS2835773255
- Common Code: 283577325
- CFI: DTFNFB
- Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable
- Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them, the Notes may then be deposited with one of the ICSDs as common safekeeper.

Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. DISTRIBUTION

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|---|---------------------------------------|
| (i) US Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (ii) Prohibition of Sales to Belgian Consumers: | Applicable |
| (iii) Singapore Sales to Institutional Investors and Accredited Investors only: | Applicable |