

## **INTERNATIONAL PERSONAL FINANCE plc**

### **MATTERS RESERVED FOR DECISION BY THE BOARD**

The Board of International Personal Finance plc reserves the right of decision on the following matters:

1. Group strategy and determining the nature and extent of the significant risks it is willing to take in achieving its strategic objectives.
2. The declaration of results for the year and half-year, the written Stock Exchange announcements of those results, the interim management statements and Stock Exchange announcements relating to analysts' briefings if (but only if) the content amounts to a profits warning.
3. Approval of listing particulars, circulars to shareholders and resolutions to be put to shareholders at general meetings.
4. Approval of a prospectus and any supplement or amendment to a Prospectus (excluding any supplement which relates solely to documents previously notified or disclosed via an RIS).
5. The recommendation to shareholders of any final dividends and the determination of any interim dividends.
- 6(a) Acquisitions and disposals of businesses or undertakings (of the Company and of its operating subsidiaries) where the gross assets or the consideration exceed £3,000,000 (excluding such acquisitions or disposals between companies within the Company's group).
- 6(b) Acquisitions and disposals of shares (of the Company and of its operating subsidiaries) where the consideration exceeds £3,000,000 (excluding such acquisitions or disposals between companies within the Company's group).
- 6(c) Any acquisition or disposal (other than in the ordinary course of business) where the aggregate of the gross assets or the consideration of all such acquisitions and disposals approved by operating subsidiaries between Group Board meetings exceeds £5,000,000 (excluding such acquisitions or disposals between companies within the Company's group).
- 6(d) Any contract where the consideration (or aggregate consideration) exceeds £7,000,000.
7. The allotment of shares in the Company (other than pursuant to the exercise of options or the vesting of awards under employees' share schemes) and the approval of the allotment of shares in subsidiary companies (other than to companies within the Company's group).
8. The issue of any bonds, notes or other debt securities by the Company.
9. Approval of the annual budgets for the group.
10. Material and/or sensitive departures from budget.
11. Any material change in the business carried on by a company within the Company's group, including new activities where annual revenues or assets exceed £3,000,000.
12. Prior approval of any capital expenditure in aggregate in excess of that authorised in the budget.

13. Approval of capital projects, including computer projects, whose total development cost including development hardware and software exceeds £3,000,000 (whether or not included in the budget).
14. Treasury policy – authorised counterparties, credit risk and derivative instruments, dealing limits, liquidity management limits, external funding, investment, hedging, currency and interest rate risk.
15. The approval of new accounting policies, changes to existing ones and the calculation methodology in respect of revenue and impairment.
16. Credit policies as set out in Appendix A
17. Group Board appointments.
18. The policy on directors' remuneration and the fees paid to non-executive directors.
19. The appointment of any Group Board Committees and their terms of reference.
20. Group Health and Safety policy and environmental policy.
21. Donations to registered parties (namely parties registered under Part 2 of the Political Parties, Elections and Referendums Act 2000).
22. New pension arrangements and major changes to the contribution and benefit structures of existing pension arrangements.
23. The winding up of any subsidiary which is insolvent.
24. Proposals for the appointment and reappointment of auditors (internal and external), financial advisers and city solicitors, and their removal.
25. Approval of loans (of up to £10,000 or as otherwise permitted by law) to Group Board directors and any contracts with directors of subsidiary companies.
26. Corporate governance.
27. The annual review of the effectiveness of the group's system of internal control.
28. The annual evaluation of the Board, its committees and directors.
29. Approval of directors' conflicts of interest.
30. Approval of tax planning proposals which involve the establishment of new group companies/branches, or the transfer of existing companies around the group, and in respect of which tax efficiencies are expected to arise

Approved by the Board: 19 June 2007

Amended: 16 December 2008

10 December 2010

24 February 2011

14 December 2011

11 December 2012

## **Appendix A Credit policies**

1. Policies in respect of re-aging of customer receivables.
2. Policies in respect of repeat lending.
3. Policies for the write-off and write-back of customers to the field from Debt Recovery.
4. Material changes to product structure and pricing.