



# Notice of the 2022 Annual General Meeting

**To be held at:**

**26 Whitehall Road,  
Leeds,  
West Yorkshire  
LS12 1BE**

**at 10:30am on  
Thursday 28 April 2022.**

**This document is important and requires your immediate attention**

If you are in any doubt about the action you should take, you should consult an appropriately authorised independent financial adviser. If you have sold or transferred all of your shares in International Personal Finance plc (the Company), you should forward this document and any enclosures to your bank, stockbroker or other agent through whom the sale or transfer was made for transmission to the purchaser or transferee.

Given potential uncertainty around the regulations and guidance that may be in force at the date of the Company's 2022 Annual General Meeting in light of the ongoing effects of the Covid-19 pandemic and which may determine whether or not shareholders will be able to attend the meeting in person, you are strongly encouraged to appoint the Chair of the meeting as your proxy and to give instructions on how the Chair should vote on each of the proposed resolutions. Details of how to appoint a proxy are set out on pages 6 and 7. To be valid, proxy appointments must be received by no later than 10:30am on Tuesday 26 April 2022.

Your attention is drawn to the letter from the Chair of the Company which is set out on page 2 of this document and which recommends that you vote in favour of the resolutions to be proposed at the meeting.



## International Personal Finance plc

(Incorporated and registered in England and Wales under number 6018973)

### Registered Office

26 Whitehall Road  
Leeds  
LS12 1BE

**23 March 2022**

### Dear Shareholder

I am pleased to invite you to our Annual General Meeting (AGM) which we will be holding at 26 Whitehall Road, Leeds, LS12 1BE on Thursday 28 April 2022 at 10.30am.

The Notice of AGM (Notice) and explanatory notes about each of the resolutions proposed can be found on pages 3 to 6. The biographies for the directors standing for re-election can be found on pages 62 to 63 of the Annual Report.

### Format of the AGM

The Board continues to closely monitor the Covid-19 pandemic and its potential impact on the AGM, and its priority continues to be peoples' health, safety and wellbeing. As at the date of this document, shareholders are entitled to attend and vote at the AGM in person. While we hope that there will not be any new regulations or guidance in force on the date of the AGM imposing restrictions on social contact, there is no guarantee that this will be the case.

Accordingly, the Board is proposing that the AGM will be held at the Company's offices in Leeds and that, provided there are no restrictions that preclude shareholders from attending in person on the day, we look forward to welcoming the maximum number of shareholders that we are able to accommodate, within safety constraints and in accordance with any government guidelines.

The Board recognises the evolving nature of the pandemic, and will continue to monitor developments and the latest government guidance over the coming weeks to ensure that we are able to adapt our arrangements efficiently to respond to any changes in circumstances. If we need to make adjustments to the format of the AGM, it is possible that we will not be in a position to accommodate shareholders beyond the minimum quorum required to hold a valid meeting which will be achieved through the attendance of Company representatives. Given the fluid nature of the situation, we would ask shareholders to monitor the Company's website and regulatory news for any updates.

### Attending the AGM

We would urge you to carefully consider the latest public health advice when deciding whether to travel and attend on the day, assuming that in-person attendance is possible. Shareholders should note that rules around capacity limits and changes in health and safety requirements may change at short notice and mean that shareholders cannot ultimately attend the meeting. To control numbers, guests will not be permitted to attend the AGM.

Shareholders who choose to attend in person should pre-register by notifying the Company of their intention to attend. This should be done by contacting the Company Secretary at [investors@ipfin.co.uk](mailto:investors@ipfin.co.uk). Attendees will also be expected to adhere to any special arrangements and safety measures that the Company puts in place on the day.

As there remains some risk that restrictions will be re-introduced by the UK government due to a change in the course of the pandemic, we would strongly encourage you to appoint the Chair of the meeting as your proxy and to give instructions on how the Chair should vote on each of the proposed resolutions. This will ensure that your vote will be counted if ultimately you (or any other proxy you might otherwise appoint) are not able to attend the AGM in person for any reason. Appointing the Chair of the meeting as your proxy will not prevent you from attending the meeting and voting in person if you wish to do so and if attendance is permitted under applicable public health restrictions and guidance. Details of how to appoint a proxy are set out on pages 6 and 7.

To be valid, your proxy appointment must be received at the address specified in the Notes by no later than 10:30am on Tuesday 26 April 2022. If you appoint the Chair of the meeting as your proxy, the Chair will vote in accordance with your instructions. If the Chair is given discretion as to how to vote, he or she will vote in favour of each of the proposed resolutions. All resolutions will be put to a vote on a poll.

### Engagement

The Board recognises the importance of the AGM to shareholders and is keen to ensure that you are able to engage with the business of the meeting whether or not you are able to attend in person.

We would encourage shareholders to submit any questions on the business of the meeting in advance by sending them by email to [investors@ipfin.co.uk](mailto:investors@ipfin.co.uk). Answers to any question submitted will be published on our website following the AGM.

### Recommendation

The Board believes that all of the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. The directors will be voting in favour of the resolutions (other than in respect of those in which they are interested) and unanimously recommend that you do so as well.

Yours sincerely

**Stuart Sinclair**

Chair



## Notice of the annual general meeting of International Personal Finance plc

The AGM will be held at 26 Whitehall Road, Leeds, LS12 1BE at 10.30am on Thursday 28 April 2022. You will be asked to consider and, if thought fit, to pass the resolutions set out below.

### Ordinary resolutions 1 to 13

#### Report and accounts

1. To receive the Company's accounts and the reports of the directors and the auditor for the year ended 31 December 2021.

#### Directors' remuneration report

2. To approve the directors' remuneration report for the year ended 31 December 2021.

#### Final dividend

3. To declare a final dividend of 5.8p per ordinary share.

#### Election and re-election of directors

4. To elect Gary Thompson as a director.
5. To re-elect Stuart Sinclair as a director.
6. To re-elect Gerard Ryan as a director.
7. To re-elect Deborah Davis as a director.
8. To re-elect Richard Holmes as a director.
9. To re-elect John Mangelaars as a director.
10. To re-elect Bronwyn Syiek as a director.

#### Re-appointment and remuneration of auditor

11. To re-appoint Deloitte LLP as the Company's auditor.
12. To authorise the Audit and Risk Committee, on behalf of the Board, to set the auditor's remuneration.

#### Authority to allot shares

13. That the directors of the Company are authorised generally and unconditionally pursuant to and in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the Company to:
  - a. allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company up to an aggregate nominal amount of £7,403,364; and
  - b. allot equity securities (as defined in section 560 of the Act) up to a further aggregate nominal amount of £7,403,364 in connection with a rights issue in favour of shareholders where the equity securities respectively attributable to the interest of all shareholders are as proportionate (as nearly as practicable) to the respective numbers of shares held by them, and that the directors may impose any exclusions or make any other arrangements which they deem necessary or desirable to deal with treasury shares, fractional entitlements, record dates, regulatory or practical problems in, or laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter.

The prescribed period for which the authority conferred by this resolution is given shall be a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the Company's AGM in 2023 or at the close of business on 30 June 2023, whichever is sooner but, in each case, during this period the Company may make offers and enter into

agreements which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

### Special resolutions 14 to 17

#### Disapplication of pre-emption rights

14. That, subject to the passing of Resolution 13 and in accordance with sections 570 and 573 of the Act, the directors of the Company are empowered to allot equity securities (as defined in section 560 of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment and/or sale, provided that such power is limited to:
  - a. the allotment of equity securities and/or sale of treasury shares in connection with a rights issue or other pre-emptive offer in favour of ordinary shareholders where the equity securities are proportionate (as nearly as practicable) to the respective number of ordinary shares held by such holders, but subject to such exclusions or other arrangements as the directors may deem necessary or desirable in relation to treasury shares, fractional entitlements, record dates, regulatory or practical problems in, or the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter; and
  - b. the allotment of equity securities and/or sale of treasury shares (otherwise than in connection with a rights issue or other pre-emptive offer under paragraph 14a. above) up to an aggregate nominal amount of £1,110,504,

such power to expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by Resolution 13 save that, in each case, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and/or treasury shares to be sold) after the power expires, is revoked or varied and the directors may allot equity securities or grant rights (and/or sell treasury shares) under any such offer or agreement as if the power had not expired, been revoked or varied.

15. That, subject to the passing of Resolution 13 and in accordance with sections 570 and 573 of the Act, the directors of the Company are empowered (in addition to any power granted under Resolution 14) to allot equity securities of the Company (as defined in section 560 of the Act) for cash under the authority given by Resolution 13 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment and/or sale, provided that such power is:
  - a. limited to the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of £1,110,504; and
  - b. used only for the purposes of financing (or refinancing, if the power is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice, and such power shall expire on the revocation or expiry (unless renewed) of the



## Explanation of resolutions

authority conferred on the directors by Resolution 13 save that, prior to its expiry, revocation or variation the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted or rights to be granted (and/or treasury shares to be sold) after the power expires, is revoked or varied and the directors may allot equity securities or grant rights (and/or sell treasury shares) under any such offer or agreement as if the power had not expired, been revoked or varied.

### Authority to purchase own shares

16. That the Company is generally and unconditionally authorised, for the purposes of section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of its ordinary shares provided that:
- the maximum number of ordinary shares that may be purchased is 22,210,093;
  - the minimum price (excluding expenses) which the Company may pay for each ordinary share is the nominal value;
  - the maximum price (excluding expenses) which the Company may pay for each ordinary share is the higher of:
    - an amount equal to 105% of the average of the mid-market price of an ordinary share, based on the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the Company agrees to purchase the ordinary shares; and
    - the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out,

and this authority shall expire at the conclusion of the Company's AGM in 2023 or at the close of business on 30 June 2023, whichever is sooner, and a contract to purchase shares under this authority may be made prior to the expiry of this authority and concluded, in whole or in part, after the expiry of this authority.

### Notice for general meetings

17. That any general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

**23 March 2022**

By order of the Board

**Laura Dobson**

Company Secretary

Registered Office:  
26 Whitehall Road  
Leeds  
LS12 1BE

Registered in England and Wales No. 6018973

## Explanation of resolutions

Resolutions 1 to 13 are to be proposed as ordinary resolutions. For these resolutions to be passed on a poll, each resolution must be passed by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote on each resolution.

### Resolution 1 - Report and accounts

The Act requires the directors of a public company to lay before the company in general meeting copies of the directors' reports, the independent auditor's report and the audited financial statements of the company in respect of each financial year.

In accordance with best practice, the Company proposes an ordinary resolution to receive its audited accounts and reports for the financial year ended 31 December 2021 (the 2021 Annual Report).

The 2021 Annual Report is available at [www.ipfin.co.uk](http://www.ipfin.co.uk). A hard copy of the Annual Report has been sent to those shareholders who have requested one.

### Resolution 2 - Directors' remuneration report

The Act requires that the directors' remuneration report, which is set out on pages 90 to 104 of the 2021 Annual Report, is put to a shareholder vote. This is an advisory resolution only and the directors' entitlement to receive remuneration is not conditional on it being passed. The annual remuneration report gives details of the implementation of the Company's current remuneration policy including payments and share awards made to the directors during the year ended 31 December 2021.

The Act requires that the directors' remuneration policy must be put to shareholders for approval whenever a new policy, or an amendment to an existing approved policy, is proposed. The directors' remuneration policy must in any event be put to shareholders for approval at least every three years. The Company is not proposing any changes to the directors' remuneration policy approved at the annual general meeting in 2020.

### Resolution 3 - Final dividend

The Board proposes a final dividend of 5.8p for the year ended 31 December 2021. If approved, the recommended final dividend will be paid on 6 May 2022 to all shareholders who were on the Register of Members at the close of business on 8 April 2022. The Company offers a dividend re-investment plan (DRIP). If you would like to participate in the DRIP please contact the Registrar, Link Group, to request an application form. To participate in the DRIP for the dividend payable on 6 May 2022, your application must be received by the Registrar by no later than 5:30pm on 13 April 2022.

### Resolutions 4 to 10 - Election and re-election of directors

Resolutions 4 to 10 relate to the retirement and election or re-election (as the case may be) of the Company's directors. The Company's articles of association require a director who has been appointed by the Board since the last annual general meeting to retire at the next annual general meeting. On 9 November 2021, the Company announced the appointment of Gary Thompson to the Board as Chief Financial Officer with effect from 4 April 2022. Accordingly, Gary will retire from office at the AGM and will stand for formal election by the shareholders. The biography of Gary Thompson is set out on page 5.





The Company's articles of association also require any director who held office at the time of the two preceding annual general meetings and who did not retire at either of them to retire at the AGM. Additionally, any director who has held office for nine years or more at the date of the meeting is required to retire. Notwithstanding the provisions of the Company's articles of association, the Board has determined that all of the other directors shall also retire from office at the AGM in line with best practice recommendations of the Financial Reporting Council's UK Corporate Governance Code. Each of the other directors intends to stand for re-election by the shareholders.

The directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the non-executive directors are independent in character and judgement. This follows a process of formal evaluation which confirms that each of the directors at the date of this Notice makes an effective and valuable contribution to the Board and demonstrates commitment to the role (including making sufficient time available for Board and Committee meetings and other duties as required). The Board believes that the considerable and wide-ranging experience of its directors will continue to be invaluable to the Company. Biographies for those directors standing for re-election are available on pages 62 to 63 of the 2021 Annual Report, and on our website at [www.ipfin.co.uk](http://www.ipfin.co.uk); the biography for the director standing for election is below:

#### **Gary Thompson**

##### **Executive director and Chief Financial Officer**

**Key skills:** 20 years' financial experience spent in both the accounting and corporate sectors.

**Former roles:** Finance Director of Vanquis Bank Limited, the major subsidiary of Provident Financial plc, following a number of finance roles, including Director of Group Finance and Investor Relations, at Provident Financial Group plc. Qualified as a Chartered Accountant at PricewaterhouseCoopers and spent 10 years working in professional practice.

**Qualifications:** Fellow of the Institute of Chartered Accountants in England and Wales.

##### **Resolutions 11 and 12 - Re-appointment and remuneration of auditor**

The Company is required to appoint or re-appoint an auditor at each annual general meeting at which its audited accounts and reports are presented to shareholders.

On the recommendation of the Audit and Risk Committee, the Board proposes at Resolution 11 the re-appointment of Deloitte LLP as the Company's auditor.

The Audit and Risk Committee has confirmed to the Board that its recommendation is free from third party influence and that no restrictive contractual provisions have been imposed on the Company limiting the choice of the auditor.

Resolution 12 proposes that the Audit and Risk Committee be authorised to determine the level of the auditor's remuneration.

Further details of the Company's approach to the re-appointment of the auditor can be found on page 86 of the 2021 Annual Report.

##### **Resolution 13 - Authority to allot shares**

The directors' existing share allotment authority is due to expire at the AGM and the Board would like to renew it to provide the directors with flexibility to allot new shares and grant rights up until the conclusion of the Company's 2023 AGM or the close of business on 30 June 2023, whichever is sooner and in line with the guidelines prescribed by The Investment Association.

This resolution authorises the directors to allot new shares and to grant rights to subscribe for, or convert any securities into, shares in any circumstances up to an aggregate nominal amount of £7,403,364, representing approximately one-third of the issued share capital of the Company (excluding treasury shares) at 3 March 2022\*.

The authority will also permit the directors to allot further new shares in the case of a rights issue only up to an aggregate nominal amount of £7,403,364 representing approximately a further one-third of the issued share capital.

As at 3 March 2022\*, the Company held 12,143,507 shares in treasury, representing 5.5% of the Company's total issued share capital (excluding such treasury shares).

The directors do not have any present intention to exercise this authority but they consider it prudent to maintain the flexibility that the authority provides to manage the Group's capital resources.

##### **Special resolutions**

Resolutions 14 to 17 are to be proposed as special resolutions. For these resolutions to be passed on a poll, each resolution must be passed by members representing not less than 75% of the total voting rights of members who (being entitled to do so) vote on each resolution.

##### **Resolutions 14 and 15 - Disapplication of pre-emption rights**

The directors are seeking power to allot ordinary shares and/or sell treasury shares for cash without first offering them to existing shareholders in proportion to their existing holdings. The power set out in resolution 14 would be limited to allotments or sales (a) in connection with a rights issue or similar pre-emptive issue; and (b) otherwise than in connection with such an issue up to an aggregate nominal amount of £1,110,504.

In line with the Statement of Principles issued by the Pre-Emption Group this nominal amount represents approximately 5% of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 March 2022\*.

Resolution 15 seeks a separate and additional power, as permitted by the Statement of Principles, over a further 5% of the Company's issued share capital for use exclusively in connection with acquisitions or specified capital investments. The directors confirm that the Company will only use this power in connection with any acquisition or specified capital investment which is announced at the same time as the allotment, or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.



The directors also confirm their intention to follow the provisions of the Statement of Principles, regarding cumulative usage of authorities within a rolling three-year period where the principles provide that issuing shares for cash (other than to existing shareholders) in excess of 7.5% of the issued ordinary share capital of the Company in any such period should not take place without prior consultation with shareholders. This limit excludes any ordinary shares issued pursuant to a general disapplication of pre-emption rights in connection with an acquisition or specified capital investment.

If approved, the powers sought under these resolutions will expire on the revocation or expiry (unless renewed) of the authority conferred on the directors by Resolution 13.

### **Resolution 16 – Authority to purchase own shares**

This resolution gives the Company authority to purchase its own shares up to a maximum number of 22,210,093 representing approximately 10% of the issued ordinary share capital of the Company as at 3 March 2022\*. Treasury shares have been excluded for the purpose of this calculation. The resolution renews the existing authority granted by the shareholders which is due to expire at the AGM. It sets out the highest and lowest prices which may be paid.

The directors have no present intention of exercising the authority to make market purchases; however, the authority provides the flexibility to allow them to do so in the future. The directors will exercise this authority only when to do so would be in the best interests of the Company, and of its shareholders, and where the decision could be expected to result in an increase in the earnings per share of the Company.

If any shares are purchased the directors intend that they will be either cancelled or held in treasury, depending on which course of action is considered by the directors to be in the best interests of the shareholders at the time.

The authority given in this resolution will expire at the conclusion of the AGM in 2023 or at the close of business on 30 June 2023, whichever is sooner.

\* 3 March 2022 being the latest practicable date prior to publication of this notice.

### **Resolution 17 – Notice for general meetings**

The notice period required by the Act for general meetings (other than annual general meetings) of the Company is 21 clear days' notice, unless shareholders approve a shorter notice period which cannot be less than 14 clear days' notice and provided that the Company offers the facility for all members to vote by electronic means. Annual general meetings must always be held on at least 21 clear days' notice.

This resolution renews the authority that was given at the AGM last year to approve the shorter notice period. The Company will only use the shorter notice period when it is deemed necessary to do so and is considered to be to the advantage of shareholders as a whole.

If approved the authority will be effective until the AGM in 2023, when it is intended that a similar resolution will be proposed.

## **Notes**

### **Entitlement to attend and vote**

To be entitled to attend and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the Company's Register of Members at close of business on Tuesday 26 April 2022 (or, in the event of any adjournment, at the close of business on the date which is two business days before the date of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM. Reference in this note to the right to attend the AGM shall as regards attendance at the meeting in person be read subject to any legislation in force temporarily limiting such right at the date of the AGM in light of the public health risks posed by the transmission of Covid-19.

### **Attendance at the meeting**

Shareholders who wish to attend the AGM in person, assuming that this is possible on the day of the AGM, should register their intention to attend as soon as practicable. This should be done by contacting the Company Secretary at [investors@ipfin.co.uk](mailto:investors@ipfin.co.uk). Attendees will be expected to adhere to any special arrangements and safety measures that the Company puts in place on the day in light of the ongoing effects of the Covid-19 pandemic, which may go beyond those, if any, imposed by the UK government at the time of the AGM. Shareholders should note that rules around capacity at the AGM venue and any changes in health and safety requirements that apply on the date of the AGM may mean that shareholders cannot ultimately attend the meeting in person.

### **Appointment of proxies**

Every eligible shareholder has the right to appoint another person, or two or more persons in respect of different shares held by him or her, as his or her proxy to exercise all or any of his or her rights in relation to the AGM. There remains some risk that restrictions will be re-introduced by the UK government due to a change in the situation with the Covid-19 pandemic, shareholders are strongly recommended to appoint the Chair of the AGM as their proxy. This will ensure that the shareholder's vote is counted even if physical attendance at the AGM is restricted or if the shareholder (or any other proxy that the shareholder might otherwise appoint) is unable to attend in person for any reason.

### **Means of appointing a proxy**

A shareholder can appoint a proxy by any of the following means:

- By submitting a proxy appointment online – A shareholder may appoint a proxy online by logging onto [www.myipfshares.com](http://www.myipfshares.com) and submitting a proxy appointment by following the instructions. A shareholder who has not previously done so will first need to register to use this service. To do this, the shareholder will need his or her Investor Code detailed on his or her share certificate. To be a valid proxy appointment, the shareholder's electronic message confirming the details of the appointment completed in accordance with the relevant instructions must be transmitted so as to be received by no later than 10:30am on Tuesday 26 April 2022 or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting); or



- If you are an institutional investor you may also be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrar. Further information regarding Proxymity can be found at [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10:30am on Tuesday 26 April 2022 in order to be considered valid. Before appointing a proxy by this process you will need to agree to the Proxymity terms and conditions. It is important that these are read carefully as they are binding and govern the electronic appointment of your proxy.

By submitting a proxy appointment via CREST – Shareholders who hold their shares in uncertificated form may use the “CREST electronic proxy appointment service” to appoint a proxy electronically, as explained in the note below entitled “Appointment of proxies through CREST”; or

- By completing and returning a paper form of proxy – A shareholder may appoint a proxy by completing and returning a paper proxy form. Shareholders who would like a paper proxy form may request one from the Company’s registrars by calling the helpline number provided in the note below entitled “Details of communications”. To be valid, a paper proxy form must be completed in accordance with the instructions that accompany it and then delivered by post or by hand (during normal business hours) so as to be received by the Company’s registrar, Link Group, at: PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL by no later than 10:30am on Tuesday 26 April 2022 or, if the meeting is adjourned, by no later than 48 hours (excluding any part of a day that is not a working day) before the time of the adjourned meeting).

Any power of attorney or other authority under which an appointment of proxy is executed (or a notarially certified copy or a copy certified in accordance with the Powers of Attorney Act 1971 or in some other manner approved by the Board) must, if required by the Board, be received at the relevant address specified in these notes for receipt of such proxy appointment by the latest time indicated for receipt of such proxy appointment.

The return of a completed paper proxy form or the submission of an electronic proxy appointment (in each case in accordance with the relevant instructions) will not prevent a shareholder attending the AGM and voting in person if he or she wishes to do so, provided that attendance in person is permitted under applicable public health restrictions and guidance at the date of the AGM.

A shareholder who wishes to change his or her submitted proxy instructions should submit a new proxy appointment using the methods and within the timeframes set out above. If a shareholder submits more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### **Appointment of proxies through CREST**

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed (a) service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited’s specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). In order to be valid, the message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by the issuer’s agent (ID RA10) by no later than 10:30am on Tuesday 26 April 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer’s agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions.

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

#### **Nominated persons**

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

The statement concerning the rights of shareholders in relation to the appointment of proxies in the note entitled “Appointment of proxies” above does not apply to Nominated Persons. Such rights described in that note can only be exercised by shareholders of the Company. Given there remains some risk that restrictions could be re-introduced by the UK government which could make physical attendance at the AGM impossible or undesirable for shareholders, it is strongly recommended that shareholders appoint the Chair of the AGM as proxy.



### Corporate representatives

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares. Given there remains some risk that restrictions could be re-introduced by the UK government which could make physical attendance at the AGM impossible or undesirable for shareholders, shareholders are strongly recommended to appoint the Chair of the AGM as their proxy.

### Issued shares and total voting rights

As at 3 March 2022 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consisted of 234,244,437 ordinary shares with a nominal value of 10 pence each, carrying one vote each. 12,143,507 shares were held by the Company as treasury shares. Therefore, the total voting rights in the Company as at 3 March 2022 were 222,100,930.

### Publication of audit concerns on website

Under section 527 of the Act, shareholders have the right to request publication of any concerns that they propose to raise at the AGM relating to the audit of the Company's accounts, subject to meeting the threshold requirements set out in that section.

Where a statement is published the Company will forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required, under section 527 of the Act, to publish on its website. The Company cannot require the members concerned to pay its expenses in complying with either section 527 or 528 of the Act.

### Entitlement to ask questions

Any shareholder attending the meeting has the right to ask questions relating to the business of the meeting which, in accordance with section 319A of the Act and subject to some exceptions, the Company must cause to be answered.

Shareholders can also send to the Company any questions on the business of the meeting in advance of the AGM by emailing [investors@ipfin.co.uk](mailto:investors@ipfin.co.uk). Answers to any question submitted will be published on our website following the AGM.

### Details of communications

The electronic address given in this Notice for the appointment of proxies for the meeting is given for that purpose only and may not be used for any other purposes including general communication with the Company in relation to the meeting or otherwise.

Except as provided above, a shareholder who has queries about the AGM, his or her shareholding, voting, the appointment of a proxy or who requires any other assistance can contact the Company's registrars, Link Group, by using the following means of communication (no other method of communication will be accepted):

- by calling the shareholder helpline on 0371 664 0300. Calls will be charged at the standard geographic rate and will vary by provider. For calls from overseas, the number is: +44 371 664 0300. Calls will be charged at the applicable international rate. Lines are open from 9:00 a.m. to 5:30 p.m., Monday to Friday (excluding public holidays in England and Wales);
- by email to [enquiries@linkgroup.co.uk](mailto:enquiries@linkgroup.co.uk); or
- by writing to the registrar, Link Group, 10<sup>th</sup> Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL.

### Documents on Display

Copies of the service contracts and letters of appointment of each of the directors of the Company and of the Articles of Association will be available for inspection at the registered office of the Company during usual business hours on any weekday (Saturdays, Sundays and public holidays excluded) and at the place of the AGM from at least 15 minutes prior to, and until the conclusion of, the AGM.

A copy of this Notice, and other information required by section 311A of the Act, can be found on the investors section of the Company's website at [www.ipfin.co.uk](http://www.ipfin.co.uk).

### International Personal Finance plc

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