

INTERNATIONAL PERSONAL FINANCE plc
(the “Company”)
(Company No. 6018973)

Terms of Reference of the Disclosure Committee

1. Constitution

- 1.1 The Board of Directors of the Company (the “Board”) has established a Committee of the Company, known as the Disclosure Committee (the “Committee”), in accordance with the articles of association of the Company.
- 1.2 The Committee has the delegated authority of the Board in respect of the roles and responsibilities set out in these terms of reference. Such roles and responsibilities may also be exercised by the Board at its discretion.
- 1.3 The Committee’s Terms of Reference were approved and adopted by the Board of Directors of International Personal Finance plc on 26 April 2023.

2. Roles and Responsibilities

Inside information

- 2.1 To consider and decide whether information provided to the Committee is inside information and, if so, the date and time at which that inside information first existed within the Company.
- 2.2 To monitor, with the assistance of relevant persons (such as the Company Secretary or relevant project manager), the status of confidential information (for example, relating to projects or transactions) that could potentially become inside information.
- 2.3 To consider and decide whether the existence of inside information gives rise to an obligation to make an announcement as soon as possible and, if so, the nature and timing of that announcement or whether the conditions to delay have been met meaning it is permissible to delay the announcement, and to recommend to the Board if they should designate such information as inside information and make an announcement as soon as possible or delay the announcement (as applicable).
- 2.4 When disclosure of inside information is delayed, to:
- Maintain all Company records.
 - Monitor the conditions permitting delay to ensure they continue to be met.
 - Prepare any notification to the Financial Conduct Authority regarding the delay in disclosure.
 - Prepare any explanation to the Financial Conduct Authority of how the conditions for delay were met.
- 2.5 To refer to the Board, if practicable, any decision to make an unplanned announcement about trading or about an event or development, or, if a meeting of the Board cannot be convened sufficiently quickly, to take such a decision.

- 2.6 To consider the requirement for an announcement in the case of rumours about the Company which might amount to inside information or, in the case of a leak of inside information, whether a holding statement should be made.
- 2.7 In circumstances where such decision is referred to the Committee, to consider and approve (as appropriate) any selective disclosure of inside information under applicable law or regulation.

Review of announcements and publications

- 2.8 To review the scope and content of any announcement the Company proposes to release through a Regulatory Information Service, other than an announcement of a routine nature or that has been considered and approved by the Board.
- 2.9 To review the steps taken to ensure that any announcement within the remit of the Committee in accordance with paragraph 2.8 is not incorrect or incomplete (including, where considered to be appropriate by the Committee chair, reviewing any relevant verification materials).

External advice

- 2.10 To take external advice (including from the Company's brokers and external lawyers) where it considers this is appropriate, for example, in relation to establishing whether inside information exists, whether the conditions to delay have been (or continue to be) met and the form of any announcement or holding statement.

Regular reporting and corporate transactions

- 2.11 To review each of the following to ensure that, to the Committee's knowledge, such public disclosures properly record and disclose all required material information:
- Preliminary results announcement.
 - Annual report.
 - Half-yearly report.
 - Quarterly results announcement and Trading updates.
 - Other regular reporting, for example, reporting or other investor materials relating to ESG, Modern Slavery Statement, Gender Pay Gap Report or materials to be presented to and shared with stakeholders at events such as investor roadshows, and/or website disclosures and publications.
- 2.12 To review shareholder circulars, prospectuses, listing particulars, material due diligence materials (such as formal Q&A) and other documents issued by the Company under any legal or regulatory requirement in connection with debt issuances or other corporate transactions, and to ensure that, to the Committee's knowledge, such public disclosure properly record and disclose all required material information.
- 2.13 To review the steps taken to ensure that any results announcement, report or other public disclosure reviewed by the Committee in accordance with paragraph 2.11 or 2.12 is not incorrect or incomplete (including, where considered to be appropriate by the

Committee chair, reviewing any relevant verification materials and/or external assurance processes and materials).

Systems and controls

- 2.14 To approve and keep under review the design, implementation and evaluation of the Company's controls and procedures relating to inside information and disclosure including reviewing the Disclosure Policy, the Group Wide Dealing Policy and IPF Dealing Code from time to time.
- 2.15 To oversee and monitor compliance with the Company's controls and procedures relating to inside information and disclosure.
- 2.16 To alert the Company Secretary to the existence of any inside information which requires the creation of new, or amendments to existing, insider lists.

Training

- 2.17 To ensure a suitable induction process is available to new members of the Committee and ongoing training is available where appropriate.
- 2.18 To recommend appropriate training regarding inside information (including the identification, handling and escalation of such information) for members of the Board and employees likely to have access to inside information.

3. Membership

- 3.1 The Committee shall comprise at least three members, who shall be appointed by the Board, and shall include the Chief Executive Officer, the Chief Financial Officer and the Chief Legal Officer.
- 3.2 The chair of the Committee shall be the Chief Financial Officer or the Chief Legal Officer. In the absence of the Committee chair and/or an appointed deputy, the remaining members present may elect one of the directors present to chair the meeting.
- 3.3 Committee members shall have the right to appoint an alternate to attend on their behalf, with the permission of the Committee chair.
- 3.4 Only members of the Committee have the right to attend Committee meetings, but the Committee may invite others to attend all or part of any meeting, for example, the Head of Investor Relations, if it thinks it is appropriate or necessary. In addition, the Committee may invite any of the Company's directors, employees or external advisers to attend all or any part of any meeting of the Committee, as appropriate.

4. Quorum

- 4.1 The quorum necessary for the transaction of business is two members, one of which must be a member of the finance and/or legal function. Where the Chief Financial Officer is not present, at least one other member knowledgeable in financial reporting should attend any meeting convened to review the Company's financial results announcements.

4.2 The Committee members present at a Committee meeting will elect one member to chair the meeting.

4.3 If at any relevant time it is impractical to convene a quorate meeting of a Committee, any Committee member may take a decision on behalf of the Committee. If any member of the Committee exercises the power granted under this paragraph, he/she shall notify the other Committee members as soon as practicable.

5. Meeting administration

5.1 The Committee shall meet at such times as shall be necessary or appropriate to fulfil its responsibilities. The Committee may hold meetings at a physical place or by means of any electronic facility (or both in respect of the same meeting).

5.2 Where it is not possible to hold a meeting in person or by telephone/video conference, or as otherwise deemed appropriate by the Committee chair, decisions of the Committee can be made by email if approved by at least a quorum of members.

5.3 Meetings of the Committee are called by the secretary of the Committee at the request of the Committee chair or any other Committee member and can be called on short or immediate notice.

6. Secretary and Minutes

6.1 The Company Secretary or their nominee shall act as the secretary of the Committee and should aim to circulate information and materials relevant to the business of the meeting to Committee members as soon as practicable. It is acknowledged, however, that it may not always be possible for information and materials to be circulated in advance of a meeting.

6.2 The secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance. Draft minutes of Committee meetings shall be circulated to all members of the Committee. Once approved, the minutes shall be made available to the Board.

7. Other matters

The Committee must:

- Have access to sufficient resources to carry out its duties, including access to the company secretariat and external auditor, broker, legal or other professional advisers for advice and assistance as required on all Committee matters.
- Give due consideration to laws and regulations, including the UK Market Abuse Regulation (Regulation (EU) 596/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018), the requirements of the Financial Conduct Authority's Listing, Prospectus and Disclosure Guidance and Transparency Rules and any other applicable rules and guidance, as appropriate.
- Oversee any investigation of activities which are within its terms of reference.
- Have full access to all of the Company's books, records, facilities, personnel and other resources, as required, in order to carry out its duties.

- Work and liaise as necessary with all other Board committees, ensuring the interaction among committees and with the Board is reviewed regularly.

8. Authority

The Board authorises the Committee to:

- Undertake any activity within its terms of reference.
- Seek any information from any employee, contractor, consultant or other provider of services to the Company that the Committee requires to perform its duties and call any such person to be questioned at a Committee meeting, as and when required.
- Obtain external legal or other professional advice on any matter within its terms of reference at the Company's expense and invite persons giving such advice to attend Committee meetings. This will include the Company's, legal advisers, brokers, external auditors and other advisers. In particular, the Committee will consult with the Company's corporate brokers and legal advisers when appropriate to assess whether information may constitute inside information and, if so, the nature and scope of any disclosure obligation as well as the basis on which any disclosure can be delayed. The Committee will ensure that a summary of any such advice is recorded and circulated to all Committee members.
- Delegate any of its powers to one or more of its members or the secretary of the Committee.
- Approve ad hoc announcements for immediate release.

However, nothing in these terms of reference will preclude the Board from assuming any of the Committee's duties or responsibilities. In certain circumstances, it may be more appropriate for the Board, rather than the Committee, to assess whether information of which it becomes aware may potentially constitute inside information and to determine the arrangements that are required to be implemented in order to ensure the control of such inside information.

9. Reporting

9.1 The Committee will be responsible for keeping the Board apprised of material developments in connection with the identification, treatment and disclosure of inside information.

9.2 The Committee will make whatever recommendations to the Board that it deems appropriate on any area within the Committee's remit where action or improvement is needed.

10. Review

- 10.1 The Committee will review these terms of reference and its operating procedures as required in response to any changes in regulation, regulatory guidance and developing best practice and report any proposed changes to the Company's existing processes to the Board in response to such developments and events.

Adopted 3 July 2016

Membership amended: 21 September 2016

Membership amended: 30 September 2016

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Membership amended: 7 June 2017

Membership amended: 23 July 2021

Membership amended 25 November 2021

Membership amended 4 April 2022

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