



International Personal Finance plc

(incorporated with limited liability in England and Wales with registered number 06018973)

unconditionally and irrevocably guaranteed by:

IPF Holdings Limited

(incorporated with limited liability in England and Wales with registered number 01525242)

International Personal Finance Investments Limited

(incorporated with limited liability in England and Wales with registered number 00961088)

IPF International Limited

(incorporated with limited liability in England and Wales with registered number 00753518)

EUR 1,000,000,000

Euro Medium Term Note Programme

This supplement (the “**Supplement**”, which definition shall also include all information incorporated by reference herein) to the base prospectus dated 21 March 2014 (the “**Prospectus**”, which definition includes the base prospectus as supplemented, amended or updated from time to time and includes all information incorporated by reference therein) constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (“**FSMA**”) and is prepared in connection with the EUR 1,000,000,000 Euro Medium Term Note Programme established by International Personal Finance plc (the “**Issuer**”, or “**IPF**”) and guaranteed by IPF Holdings Limited, International Personal Finance Investments Limited and IPF International Limited (each a “**Guarantor**”). Terms defined in the Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, updates, must be read in conjunction with and forms part of the Prospectus and any other supplements to the Prospectus issued by the Issuer.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (“**FCA**”), which is the United Kingdom competent authority for the purposes of Directive 2003/71/EC, as amended (the “**Prospectus Directive**”) and relevant implementing measures in the United Kingdom, as a supplement to the Prospectus. The Prospectus constitutes a base prospectus prepared in compliance with the Prospectus Directive and relevant implementing measures in the United Kingdom for the purpose of giving information with regard to the issue of Notes under the Programme.

The Issuer and each Guarantor accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer and each Guarantor (which have taken all reasonable care to ensure that such is the case), the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

The purpose of this Supplement is (i) to incorporate by reference various sections of, and the unaudited consolidated financial statements (as at and for the six month financial period ended 30 June 2014) from, IPF's unaudited half yearly report and financial statements 2014 released on 30 July 2014 (the **"2014 Interim Report"**) (which 2014 Interim Report has been previously published and which has been filed with the FCA), (ii) to update the summary set out in the Prospectus with key financial information for the six month financial period ended 30 June 2014, (iii) to update the Business Description of International Personal Finance plc and the Group section in the Prospectus which provides the reader with information about IPF's continuing programme of geographic expansion and its intention to expand into Spain during 2015, details of the exceptional loss incurred in connection with the buyback of €190.2 million of the Group's existing 11.5% Eurobonds due 2015, details of the Group's current funding and balance sheet position following the refinancing of the Group's core Eurobond in April 2014 and further issuance of Euro Notes in May 2014 and details of progress with the current £50 million on-market share buyback programme (see the section entitled "Business Description" below), and (iv) to update the Regulatory Information of International Personal Finance plc section in the Prospectus which provides the reader with information about regulatory developments in a number of IPF's European markets (see the section entitled "Regulatory Information" below).

Financial Statements

On 30 July 2014, IPF released its unaudited consolidated financial statements for the six month financial period ended 30 June 2014 (together with the auditor report thereon and notes thereto) as set out on pages 17 to 36 (inclusive) of the 2014 Interim Report. By virtue of this Supplement, pages 17 to 36 (inclusive) of the 2014 Interim Report are incorporated in and form part of the Prospectus.

Business Description

In addition, by virtue of this Supplement, the following sections of the 2014 Interim Report are hereby incorporated in and form part of this Supplement, and are thereby incorporated in and form part of the Prospectus:

- the section entitled "Continuing our programme of new country entry" on page 5 of the 2014 Interim Report;
- the section entitled "Exceptional item" on page 9 of the 2014 Interim Report; and
- the section entitled "Funding and balance sheet" on page 10 of the 2014 Interim Report.

Regulatory Information

In addition, by virtue of this Supplement, the following sections of the 2014 Interim Report are hereby incorporated in and form part of this Supplement, and are thereby incorporated in and form part of the Prospectus:

- the section entitled "Regulation" on pages 6 and 7 of the 2014 Interim Report.

Statement of No Significant Change and No Material Adverse Change

There has been no significant change in the financial or trading position of the Issuer, any of the Guarantors or of the Group since 30 June 2014. There has been no material adverse change in the prospects of the Issuer, any of the Guarantors or of the Group since 31 December 2013.

Summary

Section B12 on page 8 of the Prospectus be replaced with the below:

B.12	Key Historical Financial Information: Issuer	Issuer				
		Consolidated Income Statement				
			Unaudited Six months ended 30 June 2014 £M	Unaudited Six months ended 30 June 2013 £M	Audited Year ended 31 December 2013 £M	Audited Year ended 31 December 2012 £M
		Revenue	394.1	360.3	746.8	651.7
		Impairment	(130.2)	(108.4)	(198.6)	(176.2)
		Revenue less impairment	<u>263.9</u>	<u>251.9</u>	<u>548.2</u>	<u>475.5</u>
		Finance costs	(23.4)	(23.7)	(49.0)	(41.6)
		Other operating costs	(57.3)	(55.1)	(112.5)	(100.3)
		Administrative expenses	(136.1)	(130.8)	(268.6)	(238.5)
		Total costs	<u>(216.8)</u>	<u>(209.6)</u>	<u>(430.1)</u>	<u>(380.4)</u>
		Profit before taxation & exceptional items	47.1	42.3	118.1	95.1
		Exceptional items	(22.6)	12.4	12.4	(4.8)
		Profit before taxation	24.5	54.7	130.5	90.3
		Tax (expense)/income				
		- UK	-	-	1.2	4.4
		- Overseas	(8.7)	(14.8)	(36.1)	(20.6)
		Total tax expense	<u>(8.7)</u>	<u>(14.8)</u>	<u>(34.9)</u>	<u>(16.2)</u>
		Profit after taxation attributable to owners of the parent	<u>15.8</u>	<u>39.9</u>	<u>95.6</u>	<u>74.1</u>
		Consolidated Balance Sheet				
			Unaudited 30 June 2014 £M	Unaudited 30 June 2013 £M	Audited 31 December 2013 £M	Audited 31 December 2012 £M
		Assets				
		Non-current assets				
		Intangible assets	1.4	2.6	1.8	3.2
		Property, plant and equipment	28.2	25.4	28.8	28.3
		Deferred tax assets	66.8	57.3	65.2	57.1
			<u>96.4</u>	<u>85.3</u>	<u>95.8</u>	<u>88.6</u>
		Current assets				
		Amounts receivable from customers				
		- due within one year	717.7	640.6	739.1	627.2
		- due in more than one year	39.6	46.2	45.7	23.1
			<u>757.3</u>	<u>686.8</u>	<u>784.8</u>	<u>650.3</u>
		Derivative financial instruments	3.9	1.9	6.5	-
		Cash and cash equivalents	80.1	63.1	24.6	24.2
		Other receivables	18.6	22.8	14.4	15.4
		Current tax assets	-	-	1.3	2.0

		<u>859.9</u>	<u>774.6</u>	<u>831.6</u>	<u>691.9</u>
	Total assets	<u>956.3</u>	<u>859.9</u>	<u>927.4</u>	<u>780.5</u>
		<i>Unaudited 30 June 2014 £M</i>	<i>Unaudited 30 June 2013 £M</i>	<i>Audited 31 December 2013 £M</i>	<i>Audited 31 December 2012 £M</i>
	Liabilities				
	<i>Current liabilities</i>				
	Borrowings	(43.2)	(10.6)	(14.4)	(16.4)
	Derivative financial instruments	(4.2)	(1.5)	(3.7)	(1.4)
	Trade and other payables	(86.4)	(104.1)	(102.8)	(68.2)
	Current tax liabilities	<u>(14.1)</u>	<u>(14.7)</u>	<u>(25.6)</u>	<u>(21.1)</u>
		<u>(147.9)</u>	<u>(130.9)</u>	<u>(146.5)</u>	<u>(107.1)</u>
	Non-current liabilities				
	Retirement benefit obligation	(1.9)	(1.2)	(0.9)	(3.2)
	Borrowings	<u>(437.4)</u>	<u>(323.4)</u>	<u>(386.1)</u>	<u>(294.4)</u>
		<u>(439.3)</u>	<u>(324.6)</u>	<u>(387.0)</u>	<u>(297.6)</u>
	Total liabilities	<u>(587.2)</u>	<u>(455.5)</u>	<u>(533.5)</u>	<u>(404.7)</u>
	Net assets	<u>369.1</u>	<u>404.4</u>	<u>393.9</u>	<u>375.8</u>
	Equity attributable to owners of the parent				
	Called-up share capital	24.0	24.9	24.0	24.9
	Other reserves	(43.3)	(16.4)	(14.5)	(12.8)
	Retained earnings	<u>388.4</u>	<u>395.9</u>	384.4	<u>363.7</u>
	Total equity	<u>369.1</u>	<u>404.4</u>	<u>393.9</u>	<u>375.8</u>
	Consolidated Statement of Cash flows				
		<i>Unaudited Six months ended 30 June 2014 £M</i>	<i>Unaudited Six months ended 30 June 2013 £M</i>	<i>Audited Year ended 31 December 2013 £M</i>	<i>Audited Year ended 31 December 2012 £M</i>
	Net cash generated from operating activities	<u>(13.1)</u>	<u>30.2</u>	<u>(1.3)</u>	<u>29.2</u>
	Net cash used in investing activities	<u>(5.8)</u>	<u>(5.3)</u>	<u>(13.3)</u>	<u>(8.4)</u>
	Net cash used in financing activities	<u>75.5</u>	<u>13.8</u>	<u>15.3</u>	<u>(14.9)</u>
	Net increase/(decrease) in cash and cash equivalents	56.6	38.7	0.7	5.9
	Cash and cash equivalents at the start of the period	24.6	24.2	24.2	17.9
	Exchange (losses)/gains on cash and cash equivalents	<u>(1.1)</u>	<u>0.2</u>	<u>(0.3)</u>	<u>0.4</u>
	Cash and cash equivalents at the end of the period	<u>80.1</u>	<u>63.1</u>	<u>24.6</u>	<u>24.2</u>
	Since 31 December 2013, the last day of the financial period in respect of which the most recent published audited consolidated financial statements				

		<i>of the Issuer have been prepared, there has been no material adverse change in the prospects of the Issuer and its controlled entities taken as a whole.</i>
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General

Copies of all documents incorporated by reference in the Prospectus and this Supplement may be obtained (without charge) from the website of the Regulatory News Service operated by the London Stock Exchange at: <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html>.

Any information contained in any of the documents incorporated by reference which is not incorporated in and does not form part of this Supplement is either not relevant for investors or is covered elsewhere in the Prospectus.

If documents which are incorporated by reference in this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

To the extent that there is any inconsistency between: (a) any statement in this Supplement or any statement incorporated by reference in the Prospectus by this Supplement; and (b) any other statement in or incorporated by reference into, the Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Prospectus since the publication of the Prospectus.