

Final Terms dated 23 October 2023
as amended and restated on 31 October 2023¹

International Personal Finance plc

Issue of PLN 72,000,000 Senior Unsecured Floating Rate Notes due 3 November 2026

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 Regulation (EU) 2017/1129 (the “**EU Prospectus Regulation**”). Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRiIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the 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2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, varied, superseded or substituted from time to time (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the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.

MiFID II product governance / target market

Solely for the purposes of the 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 eligible counterparties and professional clients, each as defined in MiFID II; (ii) all channels for distribution to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s 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 24 August 2023 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 EU 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 Euronext Dublin at: <https://www.euronext.com/en/markets/Dublin>.

¹ All amendments and restatements are indicated with a footnote detailing the relevant changes.

1. (i) Issuer: International Personal Finance plc
- (ii) Guarantor: IPF Holdings Limited, International Personal Finance Investments Limited, IPF International Limited and IPF Digital Group Limited

2. (i) Series Number: 20
- (ii) Tranche Number: 1
- (iii) Date on which the Notes become fungible: Not Applicable

3. Specified Currency or Currencies: Polish Zloty (“**PLN**”)

4. Aggregate Nominal Amount of Notes:
 - (i) Series: PLN 72,000,000
 - (ii) Tranche: As set out in paragraph 4(i) above.

5. Issue Price: 100 per cent. of the Aggregate Nominal Amount

6. (i) Specified Denominations: PLN 1,000
- (ii) Calculation Amount: PLN 1,000

7. (i) Issue Date: 3 November 2023
- (ii) Interest Commencement Date: Issue Date

8. Maturity Date: 3 November 2026

9. Interest Basis: 6-months WIBOR + 8.50 per cent. Floating 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
(further particulars specified below)

13. Date Board approvals for issuance of Notes and Guarantee obtained: International Personal Finance PLC: 10 October 2023
Guarantors: 12 October 2023

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. **Fixed Rate Note Provisions** Not Applicable
15. **Floating Rate Note Provisions** Applicable
 - (i) Interest Period(s): The initial Interest Period will be the period from and including the Issue Date to but excluding the first Interest Payment Date. Each subsequent Interest Period will be the period between two successive Interest Payment Dates, from and including one Interest Payment Date to but excluding the immediately following Interest Payment Date.

(ii)	Specified Interest Payment Dates:	3 May 2024, 3 November 2024, 3 May 2025, 3 November 2025, 3 May 2026 and 3 November 2026, in each case subject to adjustment in accordance with the Business Day Convention
(iii)	First Interest Payment Date:	3 May 2024
(iv)	Interest Period Date:	Not Applicable
(v)	Business Day Convention:	Modified Following Business Day Convention
(vi)	Business Centre(s):	London and Warsaw
(vii)	Manner in which the Rate(s) of Interest is/are to be determined:	Screen Rate Determination
(viii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Agent):	Not Applicable
(ix)	Screen Rate Determination:	Applicable (Term Rate)
	- Reference Rate	WIBOR (subject to a zero floor)
	- Interest Accrual Period	6 months
	- Relevant Financial Centre:	Warsaw
	- Relevant time:	11:00 a.m. in the Relevant Financial Centre
	- Interest Determination Date(s):	Three Warsaw Business Days prior to the beginning of each Interest Accrual Period ²
	- Relevant Screen Page:	Bloomberg page 'WIBR6M' (or any successor thereto)
(ix)	Margin(s):	+8.50 per cent per annum
(x)	Minimum Rate of Interest:	The Margin
(xi)	Maximum Rate of Interest:	Not Applicable
(xii)	Day Count Fraction:	Actual/365(Fixed)
	16. Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17. Call Option Applicable

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| (i) | Optional Redemption Date(s): | <ul style="list-style-type: none"> a) Any date falling within the period from and including 12 months after the Issue Date up to (but excluding) the date falling 24 months after the Issue Date (the "First Call Period"); b) Any date falling within the period from and including 24 months after the Issue Date up to (but excluding) the Maturity Date (the "Second Call Period"). |
|-----|------------------------------|---|

² The reference to "Interest Determination Date(s)" in the Final Terms dated 23 October 2023 (the "**Original Final Terms**") previously read "Three Warsaw Banking Days prior to the end of each Interest Accrual Period" and has been replaced with the above.

- (ii) Optional Redemption Amount(s):
- a) PLN 1,042.50 per Calculation Amount if the Call Option is exercised during the First Call Period;
 - b) PLN 1,021.25 per Calculation Amount if the Call Option is exercised during the Second Call Period.

(iii) If redeemable in part: Not Applicable

(iv) Notice period: Not less than five days nor more than ten days prior to the applicable Optional Redemption Date

18. **Make-Whole Redemption** Not Applicable

19. **Clean-up Call Option** Not Applicable

20. Put Option

(i) Investor Put: Not Applicable

(ii) Change of Control Put: Applicable

Optional Redemption Amount(s): 101 per cent. of the Calculation Amount

Negative Rating Event Specified
Rating (Condition 6(f)): BB-

21. **Final Redemption Amount of each Note:** 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: 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): No

26. Global Certificates (Registered Notes): No

27. New Safekeeping Structure (Registered Notes): No

28. Financial Centre(s): London and Warsaw

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

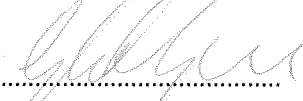
31. Prohibition of Sales to UK Retail Investors: Applicable

32. Floating Rate Notes only – Benchmark:

Amounts payable under the Notes will be calculated by reference to WIBOR which is provided by WSE Benchmark S.A. As at the Issue Date, WSE Benchmark S.A. appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of Regulation (EU) 2016/1011 (the “**EU Benchmarks Regulation**”) and as at the Issue Date, WSE Benchmark S.A. does not appear on the register of benchmarks and administrators established and maintained by the FCA pursuant to Article 36 of Regulation (EU) 2016/1011 as it forms part of UK domestic law by virtue of the EUWA (the “**UK Benchmarks Regulation**”)

The Issuer

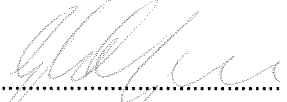
Signed on behalf of **International Personal Finance plc**

By: 

Duly authorised

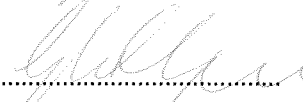
The Guarantors

Signed on behalf of **IPF Holdings Limited**

By: 

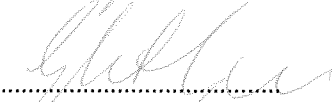
Duly authorised

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

By: 

Duly authorised

Signed on behalf of **IPF International Limited**

By: 

Duly authorised

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

By: 

Duly authorised

PART B – OTHER INFORMATION

1. LISTING

- (i) UK Admission: Not Applicable
- (ii) EEA Admission: Application has been made (or will be made) by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of Euronext Dublin with effect from 3 November 2023³.
- These Final Terms will be submitted to the Central Bank of Ireland and Euronext Dublin and published by the Issuer in accordance with the EU Prospectus Regulation and in compliance with the other requirements of the local law of any relevant EEA Member State, if applicable.

2. RATINGS

- Ratings: The Notes to be issued will not be separately rated.

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: General corporate purposes
- (ii) Use of proceeds: The net proceeds from the issue of the Notes will be applied by the Group for its general corporate purposes. However, under no circumstances will the proceeds be used by the Group for any purposes that would be contrary to the provisions of the Polish Consumer Credit Act dated 12 May 2011.
- (iii) Estimated net proceeds: PLN 71,208,000
- (iv) Estimated total expenses related to the admission of trading: EUR 1,750

5. OPERATIONAL INFORMATION

- ISIN Code: XS2707609538
- Common Code: 270760953
- CFI: DTVXFB
- FISN: INTL.PERSO.FI./VAR.MTN.20261103
- Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): The bonds will be registered with the Polish NDS (in Polish: *Krajowy Depozyt Papierów Wartościowych, KDPW*) as a secondary depository.
- Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- Names and addresses of Calculation Agent(s) (if not HSBC Bank plc): Not Applicable

³ The Original Final Terms have been amended to include the wording “with effect from 3 November 2023”.

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.

6. DISTRIBUTION

US Selling Restrictions:

Reg. S Compliance Category 2; TEFRA D

Prohibition of Sales to Belgian Consumers:

Applicable