

## **Final Terms**

dated 14 December 2023

### **International Personal Finance plc**

Issue of EUR 11,600,000 11.5 per cent. Fixed Rate Notes due 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2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended, varied, superseded or substituted from time to time (the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the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; and (ii) all channels for distribution of the Notes 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.

**UK MiFIR PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY 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 only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes 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 the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) 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. | (i)  | Issuer:    | International Personal Finance plc  |
|    | (ii) | Guarantor: | IPF Holdings Limited, International Personal Finance Investments Limited, IPF International Limited and IPF Digital Group Limited |

### DESCRIPTION OF THE NOTES

- |     |       |  |   |
|-----|-------|--|---|
| 2.  | (i)   | Series Number:   | 21  |
|     | (ii)  | Tranche Number:  | 1   |
|     | (iii) | Date on which the Notes become fungible:                                       | Not Applicable.   |
| 3.  |       | Specified Currency or Currencies:  | EUR   |
| 4.  |       | Aggregate Nominal Amount of the Notes:   | EUR 11,600,000  |
| 5.  |       | Issue Price:   | 100 per cent. of the Aggregate Nominal Amount   |
| 6.  | (i)   | Specified Denominations:   | EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000   |
|     | (ii)  | Calculation Amount:  | EUR 1,000   |
| 7.  | (i)   | Issue Date:  | 18 December 2023  |
|     | (ii)  | Interest Commencement Date:  | Issue Date  |
| 8.  |       | Maturity Date:   | 18 December 2026  |
| 9.  |       | Interest Basis:  | 11.5 per cent. Fixed Rate (see paragraph 14 below)  |
| 10. |       | Redemption/Payment Basis:  | Subject to any purchase and cancellation of 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:  | Not Applicable  |
| 13. |       | Date Board approval for issuance of Notes and Guarantee respectively obtained. | 10 October 2023 and 12 October 2023, respectively   |

### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- |     |     |                                   |  |
|-----|-----|-----------------------------------|--|
| 14. |     | <b>Fixed Rate Note Provisions</b> | Applicable   |
|     | (i) | Rate of Interest:                 | 11.5 per cent. per annum payable in arrear on each Interest Payment Date |

(ii)	Interest Payment Dates:	18 December in each year
(iii)	Fixed Coupon Amount:	EUR 115 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual-ICMA
(vi)	Determination Dates:	Interest Payment Dates
15.	<b>Floating Rate Note Provisions</b>	Not Applicable
16.	<b>Zero Coupon Note Provisions</b>	Not Applicable
<b>PROVISIONS RELATING TO REDEMPTION</b>		
17.	<b>Call Option</b>	Not Applicable
18.	<b>Make-Whole Redemption</b>	Not Applicable
19.	<b>Clean-up Call Option</b>	Not Applicable
20.	<b>Put Option</b>	Not Applicable
21.	Final Redemption Amount of each Note:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at EUR 1,000 per Calculation Amount
22.	Early Redemption Amount	EUR 1,000 per Calculation Amount
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption:	


**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23.	Form of Notes:	<b>Bearer Notes:</b>  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  <b>Registered Notes:</b>  Not Applicable
24.	Name and address of Registrar:	Not Applicable
25.	New Global Note (Bearer Notes):	Yes
26.	Global Certificates (Registered Notes):	No
27.	New Safekeeping Structure (Registered Notes):	No
28.	Financial Centre(s):	Not Applicable
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. Benchmark: Not Applicable

**The Issuer**

**SIGNED** on behalf of  
**INTERNATIONAL PERSONAL FINANCE PLC**

DocuSigned by:  
  
By: .....84A5A35F889342A.....

Duly authorised

**The Guarantors**

**SIGNED** on behalf of  
**IPF HOLDINGS LIMITED**

DocuSigned by:  
  
By: .....84A5A35F889342A.....

Duly authorised

**SIGNED** on behalf of  
**INTERNATIONAL PERSONAL FINANCE INVESTMENTS LIMITED**

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By: .....84A5A35F889342A.....

Duly authorised

**SIGNED** on behalf of  
**IPF INTERNATIONAL LIMITED**

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By: .....84A5A35F889342A.....

Duly authorised

**SIGNED** on behalf of  
**IPF DIGITAL GROUP LIMITED**

DocuSigned by:  
  
By: .....84A5A35F889342A.....

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- |      |                |  |
|------|----------------|--|
| (i)  | UK Admission:  | Not Applicable.  |
| (ii) | EEA Admission: | Application has been 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 18 December 2023.<br><br>The Final Terms in respect of Notes will be submitted to the Central Bank of Ireland 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 have not been 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:  | Not Applicable             |
| (iii) | Estimated net proceeds:                                       | EUR 11,542,000             |
| (iv)  | Estimated total expenses related to the admission of trading: | EUR 1,750                  |

### 5. YIELD

Indication of yield: 11.5 per cent. per annum

### 6. OPERATIONAL INFORMATION

- |       |  |                                 |
|-------|--|---------------------------------|
| (i)   | ISIN Code:   | XS2733606540                    |
| (ii)  | Common Code:   | 273360654                       |
| (iii) | CFI:   | DTVXFB                          |
| (iv)  | FISN:  | INTL PERSO.FI./VAR MTN 20261218 |
| (v)   | Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): | Not Applicable                  |
| (vi)  | Names and addresses of additional Paying Agent(s) (if any):  | Not applicable                  |
| (vii) | Names and addresses of Calculation Agent(s) (if not HSBC Bank plc):  | Not applicable                  |

- (viii) Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

**7. DISTRIBUTION**

US Selling Restrictions:

Reg. S Compliance Category 2; TEFRA D