

## Final Terms dated 21 April 2015

International Personal Finance plc  
Issue of EUR 100,000,000 5.750% Senior Unsecured Unsubordinated  
Fixed Rate Notes due 2021

(to be consolidated and form a single series with the existing EUR 300,000,000 5.750% Senior  
Unsecured Unsubordinated Fixed Rate Notes due 2021 issued on 7 April 2014)

Guaranteed by IPF Holdings Limited, International Personal Finance Investments Limited  
and IPF International Limited  
under the EUR 1,000,000,000 Euro Medium Term Note Programme

### 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 21 March 2014 which are incorporated by reference in the Prospectus dated 27 February 2015. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Prospectus dated 27 February 2015, which constitutes a base prospectus for the purposes of the Prospectus Directive (the Prospectus), save in respect of the Conditions which are extracted from the Prospectus dated 21 March 2014. 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 London Stock Exchange at: <http://www.londonstockexchange.com/exchange/prices-and-news/news/market-news/market-news-home.html>.

1. (i) Issuer: International Personal Finance plc  
(ii) Guarantors: IPF Holdings Limited, International Personal Finance Investments Limited and IPF International Limited
2. (i) Series Number: 8  
(ii) Tranche Number: 2  
(iii) Date on which the Notes become fungible: The Notes will be consolidated and form a single series with the EUR 300,000,000 5.750% Notes due 2021 issued on 7 April 2014 (the "**Existing Notes**") on or after the first day following the expiry of 40 days after the Issue Date, subject to certification of non-US beneficial ownership.
3. Specified Currency or Currencies: Euro ("**EUR**")
4. Aggregate Nominal Amount of Notes:  
(i) Series: EUR 400,000,000  
(ii) Tranche: EUR 100,000,000
5. Issue Price: 100 per cent. of the Aggregate Nominal Amount (plus 16 days' accrued and unpaid interest from and including 7 April 2015 to but excluding 23 April 2015)
6. (i) Specified Denominations: EUR 100,000 and integral multiples of EUR 1,000 in excess thereof up to and including EUR 199,000. No Notes in definitive form will be

issued with a denomination above EUR 199,000

(ii) Calculation Amount:	EUR 1,000
7. (i) Issue Date:	23 April 2015
(ii) Interest Commencement Date	7 April 2015
8. Maturity Date:	7 April 2021
9. Interest Basis:	5.750 per cent. Fixed Rate (see paragraph 14 below)
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 (further particulars specified below)
13. Date of Executive Committee approval for issuance of Notes and Board approval of Guarantee respectively obtained:	21 April 2015

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

14. <b>Fixed Rate Note Provisions</b>	Applicable
(i) Rate of Interest:	5.750 per cent. per annum payable in arrear on each Interest Payment Date
(ii) Interest Payment Date(s):	7 April in each year
(iii) Fixed Coupon Amount(s):	EUR 57.50 per Calculation Amount
(iv) Broken Amount(s):	Not applicable
(v) Day Count Fraction:	Actual/Actual-ICMA
(vi) Determination Dates:	7 April in each year
15. <b>Floating Rate Note Provisions</b>	Not Applicable
16. <b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

17. <b>Call Option</b>	Not Applicable
18. <b>Put Option</b>	Applicable
(a) Investor Put:	Not Applicable
(b) Change of Control Put:	Applicable

- |  |   |
|--|---|
| (i) Optional Redemption Amount(s):   | 101 per cent. of the Calculation Amount |
| (ii) Negative Rating Event Specified Rating (Condition 6(f)):  | BB                                      |
| 20. <b>Final Redemption Amount of each Note:</b>   | EUR 1,000 per Calculation Amount        |
| 21. <b>Early Redemption Amount</b>   |   |
| Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: | EUR 1,000 per Calculation Amount        |

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

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|--|---|
| 22. Form of Notes:   | <b>Bearer Notes:</b><br><br>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 |
| 23. Name and address of Registrar:   | Not Applicable  |
| 24. New Global Note:   | Yes   |
| 25. Financial Centre(s):   | London, TARGET  |
| 26. Talons for future Coupons or attached to Definitive Notes (and dates on which such Talons mature): | No  |

**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



## PART B – OTHER INFORMATION

### 1. LISTING

- |      |   |   |
|------|---|---|
| (i)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market with effect from 23 April 2015 |
| (ii) | Estimate of total expenses related to admission to trading: | GBP 3,600   |

### 2. RATINGS

Ratings:	The Notes to be issued have been rated:  Fitch: BB+
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### 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.

### 5. Fixed Rate Notes only – YIELD

Indication of yield:	5.749 per cent. per annum
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### 6. OPERATIONAL INFORMATION

ISIN Code:	From and including the Issue Date to, but excluding the Exchange Date (as defined in the Temporary Global Note) XS1222608876 and thereafter XS1054714248
Common Code:	From and including the Issue Date to, but excluding, the Exchange Date, 122260887 and thereafter 105471424
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme and the relevant identification number(s):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Names and addresses of Calculation Agent(s) (if not Citibank, N.A., London Branch):	Not Applicable

### 7. DISTRIBUTION

US Selling Restrictions:	Reg. S Compliance Category 2; TEFRA D
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**ANNEX**

Issue of sterling denominated 5.750 per cent. Notes due 2021

**SPECIFIC SUMMARY**

Summaries are made up of disclosure requirements known as “**Elements**”. These elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of securities, Issuer and the Guarantors. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of securities, Issuer and the Guarantors, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of ‘not applicable’.

<b>Section A – Introduction and warning:</b>		
<b>Element</b>	<b>Disclosure Requirement</b>	<b>Disclosure</b>
A.1	Warning	This summary should be read as an introduction to the Prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus (as supplemented at the relevant time, if applicable) as a whole by the Investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus or it does not provide, when read together with the other parts of the Prospectus, key information in order to aid Investors when considering whether to invest in such securities.
A.2		Not applicable: the Notes may be offered only in circumstances in which an exemption from the obligation under Prospectus Directive to publish a prospectus applies in respect of such offer.
<b>Section B – Issuer and Guarantors:</b>		
B.1	Legal and commercial name:	The Issuer’s legal and commercial name is International Personal Finance plc.
B.2	Domicile, Legal Form, Country of Incorporation and Legislation under which the Issuer Operates:	The Issuer is a public limited company incorporated and registered in England and Wales on 5 December 2006 under the Companies Act 1985 as a company limited by shares with registered number 6018973.

B.4b	Known Trends Affecting the Issuer and its Industry:	The companies in the Issuer's corporate Group operate in the international home credit market, which tends to be affected by various changes and fluctuations. These include fluctuations in the cost of obtaining capital, changes in political, economic and financial market conditions, fluctuations in interest and currency exchange rates and changes in governmental regulations, legislation and industry standards. However, there are no known and specific trends currently affecting the Issuer or the industry in which it operates.																																													
B.5	Group Position:	The Issuer is the ultimate parent in its corporate Group, which is composed of wholly owned subsidiaries of the Issuer. The Issuer's Group operates thirteen principal overseas subsidiaries in Europe, Mexico and Australia. The Group's Lithuanian business operates as a branch of the Group's Polish subsidiary. The Group has certain UK subsidiaries which provide business services, financial support or debt option facilities to fellow subsidiary undertakings.																																													
B.9	Profit Forecasts:	Not applicable. No profit forecast or estimate made.																																													
B.10	Description of any Qualifications in the Audit Report on the Historical Financial Information:	Not applicable. The audit reports on the Issuer's consolidated historical financial information are not qualified.																																													
B.12	Key Historical Financial Information Issuer:	<p>Issuer</p> <p><b>Consolidated income statement</b></p> <table border="1" data-bbox="676 1232 1402 2020"> <thead> <tr> <th></th> <th style="text-align: right;">Audited Year ended 31 December 2014 £m</th> <th style="text-align: right;">Audited Year ended 31 December 2013 £m</th> </tr> </thead> <tbody> <tr> <td>Revenue</td> <td style="text-align: right;">783.2</td> <td style="text-align: right;">746.8</td> </tr> <tr> <td>Impairment</td> <td style="text-align: right;">(220.0)</td> <td style="text-align: right;">(198.6)</td> </tr> <tr> <td><b>Revenue less impairment</b></td> <td style="text-align: right;"><u>563.2</u></td> <td style="text-align: right;"><u>548.2</u></td> </tr> <tr> <td>Finance Costs</td> <td style="text-align: right;">(45.3)</td> <td style="text-align: right;">(49.0)</td> </tr> <tr> <td>Other Operating Costs</td> <td style="text-align: right;">(120.0)</td> <td style="text-align: right;">(112.5)</td> </tr> <tr> <td>Administrative expenses</td> <td style="text-align: right;">(274.4)</td> <td style="text-align: right;">(268.6)</td> </tr> <tr> <td><b>Total costs</b></td> <td style="text-align: right;"><u>(439.7)</u></td> <td style="text-align: right;"><u>(430.1)</u></td> </tr> <tr> <td><b>Profit before taxation, exceptional items and fair value adjustments</b></td> <td style="text-align: right;">123.5</td> <td style="text-align: right;">118.1</td> </tr> <tr> <td>Exceptional items</td> <td style="text-align: right;">(23.3)</td> <td style="text-align: right;">12.4</td> </tr> <tr> <td><b>Profit before taxation</b></td> <td style="text-align: right;"><u>100.2</u></td> <td style="text-align: right;"><u>130.5</u></td> </tr> <tr> <td>Tax (expenses)/income</td> <td></td> <td></td> </tr> <tr> <td>- UK</td> <td style="text-align: right;">2.5</td> <td style="text-align: right;">1.2</td> </tr> <tr> <td>- Overseas</td> <td style="text-align: right;">(30.9)</td> <td style="text-align: right;">(36.1)</td> </tr> <tr> <td><b>Total tax expense</b></td> <td style="text-align: right;"><u>(28.4)</u></td> <td style="text-align: right;"><u>(34.9)</u></td> </tr> </tbody> </table>		Audited Year ended 31 December 2014 £m	Audited Year ended 31 December 2013 £m	Revenue	783.2	746.8	Impairment	(220.0)	(198.6)	<b>Revenue less impairment</b>	<u>563.2</u>	<u>548.2</u>	Finance Costs	(45.3)	(49.0)	Other Operating Costs	(120.0)	(112.5)	Administrative expenses	(274.4)	(268.6)	<b>Total costs</b>	<u>(439.7)</u>	<u>(430.1)</u>	<b>Profit before taxation, exceptional items and fair value adjustments</b>	123.5	118.1	Exceptional items	(23.3)	12.4	<b>Profit before taxation</b>	<u>100.2</u>	<u>130.5</u>	Tax (expenses)/income			- UK	2.5	1.2	- Overseas	(30.9)	(36.1)	<b>Total tax expense</b>	<u>(28.4)</u>	<u>(34.9)</u>
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	<b>Profit after taxation attributable to owners of the parent</b>	<u>71.8</u>	<u>95.6</u>
	<b>Consolidated Balance Sheet</b>	Audited 31 December 2014 £m	Audited 31 December 2013 £m
	<b>Assets</b>		
	<b>Non-current assets</b>		
	Intangible assets	10.1	1.8
	Property, plant and equipment	28.2	28.8
	Deferred tax assets	73.7	65.2
		<u>112.0</u>	<u>95.8</u>
	<b>Current assets</b>		
	Amounts receivable from customers		
	- due within one year	723.9	739.1
	- due in more than one year	36.6	45.7
		760.5	784.8
	Derivative financial instruments	5.8	6.5
	Cash and cash equivalents	68.8	24.6
	Other receivables	14.1	14.4
		1.6	1.3
		850.8	831.6
	<b>Total assets</b>	962.8	927.4
	<b>Liabilities</b>		
	<b>Current liabilities</b>		
	Borrowings	(73.7)	(14.4)
	Derivative financial instruments	(2.7)	(3.7)
	Trade and other payables	(95.3)	(102.8)
	Current tax liabilities	(22.9)	(25.6)
		(194.6)	(146.5)
	<b>Non-current liabilities</b>		
	Retirement benefit obligations	(2.0)	(0.9)
	Borrowings	(404.6)	(386.1)
		(406.6)	(387.0)
	<b>Total Liabilities</b>	(601.2)	(533.5)
	<b>Net assets</b>	361.6	393.9
	<b>Equity attributable to owners of the parent</b>		
	Called-up share capital	24.0	24.0
	Other reserve	(22.5)	(22.5)
	Foreign exchange reserve	(32.5)	9.8
	Hedging reserve	0.4	(0.5)
	Shares held by employee trust	(43.1)	(3.0)
	Capital redemption reserve	1.7	1.7
	Retained earnings	433.6	384.4
	<b>Total Equity</b>	361.6	393.9
	<b>Consolidated statement of cash flows</b>		
		Audited Year ended 31 December 2014 £m	Audited Year ended 31 December 2013 £m
	<b>Net cash generated from operating activities</b>	33.9	(1.3)
	<b>Net cash used in investing activities</b>	(20.6)	(13.3)
	<b>Net cash used in financing activities</b>	31.8	15.3



		<p>Net increase/(decrease) in cash and cash equivalents 45.1 0.7</p> <p>Cash and cash equivalents at the start of the period 24.6 24.2</p> <p>Exchange (losses)/gains on cash and cash equivalents (0.9) (0.3)</p> <p><b>Cash and cash equivalents at the end of the period 68.8 24.6</b></p> <p>Since 31 December 2014, the last day of the financial period in respect of which the most recent published audited consolidated financial statements 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.</p>
B.13	Description of Recent Events Material to the Issuer's Solvency:	Not applicable. There have been no recent events material to the Issuer's solvency.
B.14	If the Issuer is Dependent upon other Entities Within the Group, this must be Clearly Stated:	As the Issuer is the ultimate holding company of the Group, and the Group's business is conducted through the members of the Group referenced in Element B.5, the Issuer is, accordingly, dependent upon those members of the Group.
B.15	Issuer's Principal Activities:	<p>The business of the companies in the Issuer's corporate Group is the international provision of home credit. The Group's business involves the provision of small sum unsecured cash loans ranging from approximately £100 to approximately £2,000. The loans are in local currency and, typically, are delivered to the customer's home and the repayments are collected from the customer's home weekly by the Group's agents. The Group also offers a digital loan product in certain jurisdictions. Loans are short-term and generally range from six months to two years, with the average loan term during 2014 being 61 weeks.</p> <p>For the majority of home collected loans, the total amount repayable on the loan is fixed at the outset and no additional penalty charges or interest as a result of missed payments are subsequently added. This applies regardless of the number of missed payments or changes in interest rates.</p>
B.16	Control of the Issuer:	Not applicable. The Issuer is an entity, whose ordinary shares are admitted to trading on the Main Market of the London Stock Exchange and, to the best of the Issuer's knowledge and belief, is not directly or indirectly owned or controlled by any person.
B.17	Credit Ratings Assigned to the Issuer or its Debt Securities at the Request of or in Co-operation with the Issuer:	<p>The Notes to be issued have been rated:</p> <p>Fitch Ratings Limited: BB+</p>

B.18	Guarantee:	The Guarantors have, on a joint and several basis, unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under a Trust Deed dated 21 March 2014 (as amended or supplemented as at the date of issue of the Notes) (the " <b>Trust Deed</b> "), the Notes and the interest coupons relating to interest bearing Notes (the " <b>Coupons</b> "). "unconditionally" means that, if the Issuer hasn't paid the relevant amount due, there is no further condition to be fulfilled before the Guarantee can be called on, and "irrevocably" means that the Guarantors can't revoke their Guarantee at a later date. "on a joint and several basis" means that any person owed money under the Guarantee may pursue the obligation against all the Guarantors together, or any one Guarantor as if that Guarantor were liable for the whole guaranteed amount. Their obligations in that regard are contained in the Trust Deed.
B.19/B.1	Legal and commercial name:	IPF Holdings Limited.
B.19/B.2	Domicile, Legal Form, Country of Incorporation and Legislation under which the Guarantor Operates:	IPF Holdings Limited is a private limited company incorporated and registered in England and Wales on 29 October 1980 under the Companies Act 1948 as a company limited by shares with registered number 01525242.
B.19/B.4b	Known Trends Affecting the Guarantor and its Industry:	The companies in the Issuer's corporate Group operate in the international home credit market, which tends to be affected by various changes and fluctuations. These include fluctuations in the cost of obtaining capital, changes in political, economic and financial market conditions, fluctuations in interest and currency exchange rates and changes in governmental regulations, legislation and industry standards. However, there are no known and specific trends currently affecting IPF Holdings Limited or the industry in which it operates.
B.19/B.5	Group Position:	IPF Holdings Limited is a wholly owned subsidiary of the Issuer and parent company to IPF Financial Services Limited and International Personal Finance Investments Limited.
B.19/B.9	Profit Forecasts:	No profit forecast or estimate is made in relation to IPF Holdings Limited and the audit reports thereon are without qualification.
B.19/B.10	Description of any Qualifications in the Audit Report on the Historical Financial Information:	See paragraph B.10 above.  Not applicable. No qualifications were made in the audit reports on the historical financial information of the Issuer (on a consolidated basis).

B.19/B.12	Key Historical Financial Information:	See paragraph B.12 above.  Financial data has been extracted without material adjustment from the Issuer's consolidated audited historical financial information for the financial years ended 31 December 2014 and 31 December 2013.
B.19/B.13	Description of Recent Events Material to the Guarantor's Solvency:	Not applicable. There have been no recent events material to IPF Holdings Limited's solvency.
B.19/B.14	If the Guarantor is Dependent upon other Entities Within the Group, this must be Clearly Stated:	As an intermediate holding company, IPF Holdings Limited is dependent on the Issuer for the provision of funding, and upon the business performance of operating subsidiaries.
B.19/B.15	Guarantor Principal Activities:	IPF Holdings Limited's principal business activity is to act as the intermediate holding company of International Personal Finance Investments Limited and IPF Financial Services Limited.
B.19/B.16	Control of the Guarantor:	IPF Holdings Limited is owned and controlled by the Issuer.
B.19/B.17	Credit Ratings:	IPF Holdings Limited is not independently rated. The Programme has been rated BB+ by Fitch Ratings Ltd.
B.19/B.18	Guarantee:	The Guarantors have, on a joint and several basis, unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed, the Notes and Coupons. Their obligations in that regard are contained in the Trust Deed.
B.19/B.1	Legal and commercial name:	International Personal Finance Investments Limited.
B.19/B.2	Domicile, Legal Form, Country of Incorporation and Legislation under which the Guarantor Operates:	International Personal Finance Investments Limited is a private limited company incorporated and registered in England and Wales on 28 August 1969 under the Companies Act 1948 as a company listed by shares with registered number 00961088.
B.19/B.4b	Known Trends Affecting the Guarantor and its Industry:	The companies in the Issuer's corporate Group operate in the international home credit market, which tends to be affected by various changes and fluctuations. These include fluctuations in the cost of obtaining capital, changes in political, economic and financial market conditions, fluctuations in interest and currency exchange rates and changes in governmental regulations, legislation and industry standards. However, there are no known and specific trends currently affecting International Personal Finance Investments Limited or the industry in which it operates.

B.19/B.5	Group Position:	International Personal Finance Investments Limited is a wholly owned subsidiary of IPF Holdings Limited and parent company to various operating subsidiaries including IPF International Limited, IPF Financing Limited and IPF Development (2003) Limited.
B.19/B.9	Profit Forecasts:	No profit forecast or estimate is made in relation to IPF Holdings Limited and the audit reports thereon are without qualification.
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B.19/B.14	If the Guarantor is Dependent upon other Entities Within the Group, this must be Clearly Stated:	As an intermediate holding company, International Personal Finance Investments Limited is dependent on the Issuer for the provision of funding, and upon the business performance of operating subsidiaries.
B.19/B.15	Guarantor Principal Activities:	International Personal Finance Investments Limited's principal business activity is to act as an intermediate holding company of certain of the Group's operating subsidiaries.
B.19/B.16	Control of the Guarantor:	International Personal Finance Investments Limited is owned and controlled by IPF Holdings Limited.
B.19/B.17	Credit Ratings:	International Personal Finance Investments Limited is not independently rated. The Programme has been rated BB+ by Fitch Ratings Ltd.
B.19/B.18	Guarantee:	The Guarantors have, on a joint and several basis, unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed, the Notes and Coupons. Their obligations in that regard are contained in the Trust Deed.
B.19/B.1	Legal and commercial name:	IPF International Limited.

B.19/B.2	Domicile, Legal Form, Country of Incorporation and Legislation under which the Guarantor Operates:	IPF International Limited is a private limited company incorporated and registered in England and Wales on 14 March 1963 under the Companies Act 1948 as a company limited by shares with registered number 00753518.
B.19/B.4b	Known Trends Affecting the Guarantor and its Industry:	The companies in the Issuer's corporate Group operate in the international home credit market, which tends to be affected by various changes and fluctuations. These include fluctuations in the cost of obtaining capital, changes in political, economic and financial market conditions, fluctuations in interest and currency exchange rates and changes in governmental regulations, legislation and industry standards. However, there are no known and specific trends currently affecting IPF International Limited or the industry in which it operates.
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B.19/B.14	If the Guarantor is Dependent upon other Entities Within the Group, this must be Clearly Stated:	IPF International Limited is dependent on the Issuer for the provision of funding.
B.19/B.15	Guarantor Principal Activities:	IPF International Limited's principal business activities are to provide services and business know-how to fellow subsidiary undertakings.
B.19/B.16	Control of the Guarantor:	IPF International Limited is owned and controlled by International Personal Finance Investments Limited.
B.19/B.17	Credit Ratings:	IPF International Limited is not independently rated. The Programme has been rated BB+ by Fitch Ratings Ltd.

B.19/B.18	Guarantee:	The Guarantors have, on a joint and several basis, unconditionally and irrevocably guaranteed the due payment of all sums expressed to be payable by the Issuer under the Trust Deed, the Notes and Coupons. Their obligations in that regard are contained in the Trust Deed.
<b>Section C - Notes</b>		
C.1	Description of the Type and Class of Securities:	<p>Type of Note: Fixed Rate Note</p> <p>Series Number: 8</p> <p>Tranche Number: 2</p> <p>Aggregate Nominal Amount:</p> <p>(i) Series: EUR 400,000,000</p> <p>(ii) Tranche: EUR 100,000,000</p> <p>ISIN: From and including the Issue Date to, but excluding, the Exchange Date (as defined in the Temporary Global Note) XS1222608876 and thereafter XS1054714248</p> <p>Common Code: From and including the Issue Date to, but excluding, the Exchange Date, 122260887 and thereafter 105471424</p>
C.2	Currency:	The Specified Currency or Currencies of the Notes is Euro ("EUR").
C.5	A Description of any Restriction on the Free Transferability of Securities:	<p>There are no restrictions on the free transferability of the Notes.</p> <p>The Issuer and the Dealers have agreed certain customary restrictions on offers, sale and delivery of Notes and of the distribution of offering material in the United States, the European Economic Area, the United Kingdom and Japan.</p> <p>Regulation S Compliance Category 2; TEFRA D.</p>
C.8	A Description of the Rights Attaching to the Securities, Including Ranking and any Limitation on those Rights:	<p><b>Issue Price</b></p> <p>100 per cent. of the Aggregate Nominal Amount (plus 16 days' accrued interest from and including 7 April 2015 to but excluding 23 April 2015).</p> <p><b>Withholding Tax</b></p> <p>All payments of principal and interest in respect of the Notes will be made free and clear of withholding taxes of the United Kingdom, unless such withholding is required by law (in which case the Noteholders will receive such amounts as they would have received under the Notes had no such withholding been required, subject to certain exceptions).</p>

		<p><b>Ranking</b></p> <p>The Notes and the Guarantee will constitute unsubordinated and unsecured obligations of the Issuer and the Guarantors, respectively. This means that, on the winding up of the Issuer and/or the Group, the Notes and the Guarantees would rank alongside the other unsecured obligations of the Issuer and/or the Guarantors (as applicable) (including the unsecured obligations in relation to the Group banking facilities and other financing). The Notes and Guarantees would rank behind any obligations that have the benefit of security granted by the Group (currently none), and any obligations mandatorily preferred by law.</p>
		<p><b>Negative pledge</b></p> <p>The Notes contain a negative pledge provision pursuant to which (subject to certain exceptions) none of the Issuer, the Guarantors or any of their subsidiaries may create or have outstanding any security interest upon the whole or (to the extent that the Issuer and the Guarantors can procure compliance through proper exercise of voting and other rights or powers of control) any part of its or their respective undertakings or assets (present or future) to secure any debt instruments or any guarantee or indemnity obligation in respect of debt instruments without granting such security to the holders of the Notes, or making arrangements not materially less beneficial.</p> <p><b>Optional redemption</b></p> <p>If a Change of Control Put Event occurs, a holder of a Note will have the option to require the Issuer to redeem such Note at 101 per cent. of its nominal amount, together with any accrued interest thereon.</p> <p><b>Financial covenants</b></p> <p>The terms of the Notes will contain financial covenants in respect of the maintenance of a Consolidated EBITA to Consolidated Interest Payable Ratio and the Maintenance of Consolidated Total Borrowings to Consolidated Net Worth Ratio.</p>

		<p><b>Events of Default</b></p> <p>Events of Default under the Notes include non-payment of interest for 14 days, non-payment of principal for seven days, breach of other obligations under the Notes or Trust Deed (which breach is not remedied within 30 days after written notice has been given to the Issuer and the Guarantors by the Trustee), cross acceleration relating to indebtedness for borrowed money of the Issuer, the Guarantor or any material subsidiary subject to an aggregate threshold of £5,000,000, appointment of an insolvency officer, enforcement of security, insolvency-type events and cessation of business. The provisions include certain minimum thresholds, provisos and grace periods.</p> <p><b>Prescription</b></p> <p>Claims against the Issuer or any Guarantor for payment in respect of the Notes and Coupons (which, for this purpose, shall not include Talons) and the Guarantee shall be prescribed and become void unless made within 10 years (in the case of principal) or five years (in the case of interest) from the appropriate Relevant Date in respect of them.</p> <p><b>Meetings of Noteholders</b></p> <p>Meetings of Noteholders may be convened to consider matters affecting their interests generally. These provisions permit defined majorities to bind all holders of Notes including Noteholders who did not vote on the relevant resolution and Noteholders who voted in a manner contrary to the majority.</p> <p><b>Governing law</b></p> <p>English law.</p>
C.9	Items in addition to those in C8:	<p><b>Maturity</b></p> <p>Maturity date: 7 April 2021</p> <p><b>Final redemption</b></p> <p>The Final Redemption Amount of the Note is EUR 1,000 per Calculation Amount.</p> <p><b>Early redemption</b></p> <p>Notes issued under the Programme may be subject to redemption by the Issuer prior to their stated maturity for reasons related to taxation.</p>



		<p><b>Interest Periods and Interest Rates</b></p> <p><b>Fixed Rate Notes</b></p> <p>Rate of Interest: 5.750 per cent. per annum payable annually in arrear on each Interest Payment Date.</p> <p>Interest Payment Date: 7 April in each year.</p> <p>Fixed Coupon Amount(s): EUR 57.50 per Calculation Amount</p> <p>Indication of yield: 5.749 per cent.</p> <p><b>Floating Rate Notes</b></p> <p>Floating Rate Notes are not being issued pursuant to these Final Terms.</p> <p><b>Zero Coupon Notes</b></p> <p>Zero Coupon Notes are not being issued pursuant to these Final Terms.</p> <p><b>Trustee</b></p> <p>The Law Debenture Trust Corporation p.l.c.</p>
C.10	Derivative component in interest payments:	Not applicable. There is no derivative component in the interest payments made in respect of any Notes issued under the Programme.
C.11	Listing and admission to trading:	Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange plc's Regulated Market with effect from 23 April 2015.
C.21	Indication of the Market where the Securities will be Traded and for which Prospectus has been Published:	This Prospectus is to be published in the United Kingdom and an application has been made to admit the Notes to trading on the London Stock Exchange plc's Regulated Market.
<b>Section D - Risks</b>		
D.2	Key Information on the Key Risks Specific to the Issuer:	Summary of key risks that may affect the Issuer and the Group:

		<ul style="list-style-type: none"> <li>• The Group is at risk from changes in political, economic, and financial market conditions, such as a global or local recession, inflation and fluctuations in interest and currency exchange rates. Change to the political landscape in one of the Group's geographic markets could undermine general demand for loans, lead to labour unrest, or, if capital controls are imposed, restrict the ability of a Group subsidiary to remit funds to the UK holding company. Recession could reduce demand for the Group's products and services. Rising inflation could erode Group profitability, as the rate of interest on loans made by the Group is generally fixed at the outset, whilst the Group's costs rise in line with inflation. Rising interest rates can lead to higher costs of Group borrowing, reducing profitability. The Group reports results in sterling, but the majority of its assets are denominated in foreign currencies, so exchange rate fluctuations may adversely affect the Group's income statement account, its reserves or future cash flows.</li> <li>• The performance of the Group is influenced by the economic conditions of the countries in which it operates around the world. The countries in which the Group currently operates are emerging economies and so are subject to greater volatility in economic, political and financial market conditions. Changes in the economic and political climate both globally and locally, as well as changes in market conditions generally could have a material adverse effect on the Group's business, results of operations and financial condition.</li> <li>• The Group is at risk from regulation and litigation (including the effects of changes in law or interpretation of the law in the Group's operating markets) associated with the fact that the Group operates in a highly regulated industry. Any change such as the introduction of statutory caps on loans charges, could affect the Group's profitability, solvency and capital requirements and may give rise to increased costs of compliance. Litigation on the basis that the Group's charges are unfair or usurious could compel a change in the Group's business model.</li> <li>• There could be challenges to the tax treatment of certain transactions and arrangements between the companies in the Group. Although the Group is headed by a UK holding company, the Group does not have substantial operations in the UK. This exposes the Group to the UK's international tax regime. The treatment of such international groups under UK tax law may be subject to significant change. Changes in accounting rules could also significantly impact the Group's tax liabilities. Changes in tax or accounting rules could damage the Group's financial position.</li> </ul>
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D.3	Key Information on the Key Risks which are specific to the Securities:	<p><i>Summary of general risks affecting the Notes</i></p> <ul style="list-style-type: none"> <li>• The Notes are not protected by the Financial Services Compensation Scheme (the “<b>FSCS</b>”) or any equivalent scheme in another jurisdiction. As a result neither the FSCS nor anyone else will pay compensation to Investors upon the failure of the Issuer, the Guarantors or the Group as a whole.:</li> <li>• The Issuer may be expected to redeem Notes when its cost of borrowing is lower than the interest rate on the Notes. At those times, an Investor generally would not be able to reinvest the redemption proceeds at an interest rate as high as that on the Notes being redeemed and may only be able to do so at a significantly lower rate.</li> </ul>
		<ul style="list-style-type: none"> <li>• Investors who hold through CREST through the issuance of CDIs (“<b>CDI Holders</b>”) hold or have an interest in a separate legal instrument and will have only indirect interests in the underlying Notes. This could potentially lead to the CDI Holders having different rights and returns in respect of such underlying Notes as against those Investors who have a direct interest in their Notes.</li> <li>• Defined majorities may be permitted to bind all Noteholders with respect to modification and waivers of the Conditions of the Notes, even if some Noteholders did not attend or vote.</li> <li>• Notes may have no established trading market when issued, and one may never develop, or may develop and be illiquid. Investors may not be able to sell their Notes easily or at prices that will provide them with a yield comparable to similar investments that have a developed secondary market.</li> <li>• In respect of Notes tradable on the ORB, a market-maker may not continue to act as a market-maker for the life of the relevant Notes and a replacement market-maker may not be appointed, impacting the ability to sell the relevant Notes.</li> </ul> <p><i>Summary of issue specific risks affecting the Notes:</i></p> <ul style="list-style-type: none"> <li>• An optional redemption feature is likely to limit the market value of Notes. During any period when the Issuer may elect to redeem Notes, the market value of those Notes generally will not rise substantially above the price at which they can be redeemed. This also may be true prior to any redemption period.</li> </ul>

		<ul style="list-style-type: none"> <li>The market values of securities issued at a substantial discount or premium to their nominal amount tend to fluctuate more in relation to general changes in interest rates than do prices for conventional interest-bearing securities. Generally, the longer the remaining term of the securities, the greater the price volatility as compared to conventional interest-bearing securities with comparable maturities.</li> <li>The indication of yield stated within the Final Terms of the Notes applies only to investments made at the issue price of the Notes. If an Investor invests in Notes issued under the Programme at a price other than the issue price of the Notes, the yield on that particular Investor's investment in the Notes will be different from the indication of yield on the Notes as set out in the Final Terms of the Notes.</li> </ul>
<b>Section E - Offer</b>		
E.2b	Reasons for Offer and Use of Proceeds:	<p>Reasons for the offer: General corporate purposes.</p> <p>The net proceeds of the issue of the Notes will be used by the Issuer for: General corporate purposes.</p>
E.3	A Description of the Terms and Conditions of the Offer:	<p>Offer Price: Issue Price</p> <p>Conditions to which the offer is subject: Not applicable</p> <p>Description of the application process: Not applicable</p>
		<p>Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not applicable</p> <p>Details of the minimum and/or maximum amount of application: Not applicable</p> <p>Details of the method and time limits for paying up and delivering the Notes: Not applicable</p> <p>Manner in and date on which results of the offer are to be made public: Not applicable</p> <p>Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable.</p> <p>Whether tranche(s) have been reserved for certain countries: Not Applicable.</p> <p>Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not applicable</p>

		<p>Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not applicable</p> <p>Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place: None</p>
E.4	A Description of any Interest that is Material to the Issue/Offer, Including Conflicting Interests:	Save for 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, including conflicting interests.
E.7	Expenses Charged to the Investor by the Issuer as Offeror:	Not applicable; there are no expenses charged to the investor by the Issuer/Offeror.