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**PUBLIC COMPANY LIMITED BY SHARES**

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**RESOLUTIONS**

**of**

**FUNDING CIRCLE HOLDINGS PLC**

**(the "Company")**

At the ANNUAL GENERAL MEETING of the Funding Circle plc (the Company), duly convened and held at the offices of the Company at 71 Queen Victoria Street, London EC4V 4AY on 15 May 2025 at 12 p.m., the following resolutions (being resolutions passed other than resolutions concerning ordinary business) were duly passed as resolutions of the Company:

**ORDINARY RESOLUTIONS**

**Resolution 13 – Political donations and expenditure**

That, in accordance with Part 14 of the Companies Act 2006, the Company and each company which is or becomes a subsidiary of the Company at any time during the period for which his resolution has effect, be and are hereby authorised:

- (a) to make political donations to political parties and/or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

in each case during the period beginning with the date of the passing of this resolution and ending on the conclusion of the next annual general meeting, or the close of business on 31 July 2026, whichever is earlier. In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £100,000. For the purposes of this resolution, the terms "political donations," "independent election candidates," "political organisations," "political expenditure" and "political parties" have the meanings set out in sections 363 to 365 of the Companies Act 2006

## **Resolution 14– Authority to allot shares**

To generally and unconditionally authorise the Directors, pursuant to and in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares or grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £106,229; and
- (b) comprising equity securities (as defined in section 560(1) of the 2006 Act) up to an aggregate nominal amount of £212,458 (including within such limit any shares issued or rights granted under paragraph (a) above) in connection with an offer by way of a rights issue,

such authorities to apply in place of all existing authorities pursuant to section 551 of the Companies Act 2006 and to expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on 31 July 2026, but in each case so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority expires, and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

For the purposes of this resolution, “rights issue” means an offer to:

- (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
- (ii) holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

to subscribe for further securities, subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

## **SPECIAL RESOLUTIONS**

### **Resolution 15 – General authority to disapply pre-emption rights**

That if Resolution 14 is passed, the Board be generally empowered, in place of all existing powers, pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 14 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, and such authority:

- (a) shall be limited to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 14, by way of a rights issue only):
  - 1. to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and

2. holders of other equity securities, if this is required by the rights of those securities or, if the Directors consider it necessary, as permitted by the rights of those securities,

and subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- (b) in the case of the authority granted under paragraph (a) of Resolution 14, shall be limited to the allotment of equity securities (otherwise than pursuant to paragraph (a) above) up to a nominal amount of £15,934,

such authority to expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on 31 July 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

The authority in this Resolution 15 applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words “under the authority given by Resolution 14” were omitted.

#### **Resolution 16 – Additional authority to disapply pre-emption rights**

That if Resolution 14 is passed, the Board be generally empowered, in addition to any authority granted under Resolution 15, pursuant to section 570 and section 573 of the Companies Act 2006 to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by Resolution 14 as if section 561(1) of the Companies Act 2006 did not apply to any such allotment, such authority to be:

- (a) in the case of the authority granted under paragraph (a) of Resolution 14, limited to the allotment of equity securities for cash up to a nominal amount of £15,934; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights as published by the Pre-Emption Group prior to the date of this notice (and as further described on page 8 of this Notice), such authority to expire at the end of the next annual general meeting of the Company or, if earlier, the close of business on 31 July 2026 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

The authority in this Resolution 16 applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words “under the authority given by Resolution 14” were omitted.

#### **Resolution 17 – Authority to purchase own ordinary shares**

To unconditionally and generally authorise the Company, for the purpose of section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares which may be purchased is 47,803,082;
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.001;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out; and
- (d) this authority shall expire at the conclusion of the Company's next annual general meeting or, if earlier, the close of business on 31 July 2026 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry).

#### **Resolution 18 – Notice period for general meetings other than an annual general meeting**

To authorise the Directors to call a general meeting, other than an annual general meeting, on not less than 14 clear days' notice.