COMPANY NO. 07123934

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

of

FUNDING CIRCLE HOLDINGS PLC

(the "Company")

At the ANNUAL GENERAL MEETING of the Company, duly convened and held at the offices of the Company at 71 Queen Victoria Street, London EC4V 4AY on 21 May 2026 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

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 this 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 AGM, or the close of business on 31 July 2027, 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

That the Directors are generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006, to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

(a) up to an aggregate nominal amount of £99,762 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this resolution below in excess of such sum); and

(b) comprising equity securities (as defined in section 560 of the Companies Act) up to an aggregate nominal amount of £199,523 (such amount to be reduced by any shares allotted or rights granted under paragraph (a) of this resolution above) in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer):

   (i) to holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or grant; and

   (ii) to holders of any other class of equity securities (as defined in section 560 of the Companies Act 2006) entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical difficulties in, or under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever.

Such authority shall expire at the earlier of the conclusion of the Company's 2027 AGM (or, if earlier, the close of business on 31 July 2027) unless previously renewed, varied or revoked by the Company at a general meeting, save that the Company may make an offer or agreement before the expiry of this authority which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after the expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

SPECIAL RESOLUTIONS

Resolution 15 – General authority to disapply pre-emption rights

That, subject to the passing of Resolution 14, the Directors are generally authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares:

(a) in connection with an offer or issue by way of rights or other pre-emptive offer or issue (but in the case of the authority granted under Resolution 14(a), by way of a rights issue only) (i) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, and (ii) to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors consider necessary or expedient in relation to fractional entitlements, legal or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in any territory, or any other matter; and

(b) the allotment to any person or persons of equity securities or sale of treasury shares, otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £14,964.

Such authority to expire at the end of the next AGM of the Company or, if earlier, the close of business on 31 July 2027 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 16 – Additional authority to disapply pre-emption rights

That, subject to the passing of Resolution 14, and in addition to any authority granted under Resolution 15, the Directors are authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

(a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £14,964; and

(b) used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue,

such authority to expire at the end of the next AGM of the Company or, if earlier, the close of business on 31 July 2027 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 Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Resolution 17 – Authority to purchase own ordinary shares

That the Company be unconditionally and generally authorised, 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 44,862,804 (representing 14.99% of the Company's issued share capital (excluding treasury shares) as at the close of business on 31 March 2026, being the last practicable date before the Notice of this meeting was given);

(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;

(d) this authority shall expire at the conclusion of the Company's next AGM or, if earlier, the close of business on 31 July 2027 (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); and

(e) the Company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

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.