

Funding Circle Holdings plc
Results of General Meeting
and Update Statement on 2024 Annual General Meeting Resolution Votes

Results of General Meeting

Following its General Meeting held today, Funding Circle Holdings plc (the '**Company**') announces that the special resolution proposed to shareholders as set out in the Notice of Meeting was carried by a requisite majority on a poll. The table set out below shows the votes cast for the special resolution.

| Resolution | | Votes for | | Votes against | | Total votes cast | | Votes withheld |
|------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|--------|---------------|------|------------------|--------|----------------|
| | | Number | % | Number | % | Number | % | |
| 1. | THAT, subject to the confirmation of the High Court of Justice in England and Wales, the amount standing to the credit of the share premium account of the Company be cancelled. | 186,413,083 | 100.00 | 2,338 | 0.00 | 186,415,421 | 56.12% | 12,857 |

Votes "For" and "Against" are expressed as a percentage of votes cast. Votes "For" include discretionary votes. A "Vote withheld" is not a vote in law and is therefore not counted in the calculation of the votes "For" or "Against" a resolution.

In accordance with *UK Listing Rule 6.4.2R*, a copy of the resolution will be submitted to the National Storage Mechanism and will shortly be available for inspection at:

<https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

On Tuesday 12 November 2024, the total number of issued ordinary shares of £0.001 each entitling the holders to attend and vote on the resolution at the General Meeting was 332,161,151.

Update Statement on 2024 Annual General Meeting ('AGM') Voting Results

By Provision 4 of the UK Corporate Governance Code and as noted in the announcement of 15 May 2024, Funding Circle Holdings plc ("the **Company**") is providing this update following significant votes (defined as above 20%) against the following resolutions at its AGM held on 15 May 2024.

Resolutions 17 (general disapplication of pre-emption rights) and 18 (disapplication of pre-emption rights in connection with an acquisition or specified capital investment), which were special resolutions requiring a 75% majority, did receive sufficient support to be passed, receiving votes in favour of 78.52% respectively. However, a significant number of votes (21.48%) were against both resolutions.

Subsequent to the AGM, the Company has engaged with shareholders who voted against resolutions 17 and 18 and understands that these votes reflected, among other things, the voting policy of certain

institutional investors and the potential for dilution especially in the absence of a specific transaction for which the authority would be used.

The resolutions followed the provisions of the Pre-Emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights and the Board considered the flexibility afforded to be in the best interests of the Company and its shareholders. However, the Board will continue to consider its approach on this matter and will continue to engage with shareholders as appropriate. A further update will be provided in the 2024 Annual Report.

For and on behalf of
Funding Circle Holdings plc

Lucy Vernall
Company Secretary

ENDS

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About Funding Circle:

Funding Circle (LSE: FCH) is the UK's leading SME lending platform. Its mission is to build the place where small businesses get the funding they need to win. Funding Circle enables small businesses to access funding – offering an unrivalled customer experience powered by data and technology. For institutional investors, Funding Circle provides access to an alternative asset class in an underserved market, with robust and attractive returns. Globally, Funding Circle has extended more than £16bn in credit to c.150,000 businesses.