

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to what action you should take, you are recommended to consult with your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000 (as amended) or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or transferred all of your shares in Funding Circle Holdings plc (the “Company”), please forward this document, together with the accompanying documents (including the Form of Proxy), as soon as possible either to the purchaser or transferee or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares. However, such documents should not be forwarded or transmitted into a jurisdiction in which such an act would constitute a violation of the relevant laws of such jurisdiction. If you sell or have sold only part of your holding of your shares in the Company, you should retain this document and the accompanying documents (including the Form of Proxy) and consult the person through whom the sale or transfer was effected.



(A public limited company incorporated in England and Wales under the Companies Act 2006 with registered number 07123934)

Proposed Capital Reduction and Notice of General Meeting

to be held at 10:00 am on 14 November 2024 at 71 Queen Victoria Street, London, EC4V 4AY

This document does not constitute an offer or invitation to any person to subscribe for or purchase any securities.

This document has been prepared for the purposes of complying with English law and regulation and information disclosed may not be the same as that which would have been prepared in accordance with the laws of jurisdictions outside England.

This document, together with the accompanying Form of Proxy, should be read as a whole and, in particular, your attention is drawn to the letter from the Chair of the Company set out in Part I of this document which contains the unanimous recommendation by the board of directors of the Company (the “Board”) to shareholders to vote in favour of the resolution to be proposed at the General Meeting.

Shareholders are asked to complete and return the enclosed Form of Proxy (or appoint a proxy electronically as referred to in this document) in accordance with the instructions printed thereon as soon as possible, but in any event so as to be received by Equiniti Limited (“Equiniti”) not later than 48 hours before the General Meeting (excluding any part of such 48 hour period falling on a non business day) (or in the case of any adjournment, not later than 48 hours before the time fixed for the adjourned meeting). Shareholders who hold Company shares in CREST may also appoint a proxy using CREST or online by following the instructions set out in the Form of Proxy and this document.

This document may contain forward-looking statements which are subject to assumptions, risks and uncertainties. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, there can be no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by those forward-looking statements. Each forward-looking statement is correct only as of the date of the particular statement. The Company does not undertake any obligation publicly to update or revise any forward-looking statement as a result of new information, future events or other information, although such forward-looking statements will be publicly updated if required by applicable rules and regulations including the Listing Rules, the UK Market Abuse Regulation, the Disclosure Guidance and Transparency Rules and the rules of the London Stock Exchange.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Last time and date for receipt of Form of Proxy or CREST Proxy Instructions	10:00 am Tuesday 12 November 2024
Last time and date for registration in the Register as a shareholder to be entitled to vote at the General Meeting	6:30 pm Tuesday 12 November 2024
Time and date of the General Meeting	10:00 am Thursday 14 November 2024
Expected date of initial directions hearing of the Court	Friday 22 November 2024
Expected date for the final hearing and confirmation of the Capital Reduction by the Court	Tuesday 3 December 2024
Expected date that the Capital Reduction becomes effective	Wednesday 4 December 2024

Notes:

References to times are to London times unless otherwise stated.

The expected dates for the confirmation of the Capital Reduction by the Court and the Capital Reduction becoming effective are based on provisional dates that have been obtained for the required Court hearings of the Company's application. These provisional dates are subject to change and dependent on the Court's timetable.

Any changes to the timetable set out above will be announced via a Regulatory Information Service.

PART I – Chair’s letter

Funding Circle Holdings plc

(the “Company”)

(A public limited company incorporated in England and Wales under the Companies Act 2006 with registered number 07123934)



Andrew Learoyd
Chair



The Directors
unanimously
recommend that
you vote in favour
of the resolution.”

Dear Shareholder,

Proposed Capital Reduction and Notice of General Meeting

I am writing to you with details of a proposal to enhance the Company’s ability to return value to shareholders in the future by cancelling the entire amount standing to the credit of the Company’s share premium account (the “**Capital Reduction**”) and a general meeting of the Company which we are holding on 14 November 2024 at 71 Queen Victoria Street, London, EC4V 4AY at 10:00 am (the “**General Meeting**”) relating to the proposed Capital Reduction.

The formal notice of the General Meeting (the “**Notice**”) is set out in Part II of this document.

Background to and reasons for the Capital Reduction

At the time of the Company’s Initial Public Offering in 2018, the Company built up a substantial capital reserve in its share premium account through the issue of ordinary shares at a price in excess of the nominal value of those shares.

As at 30 September 2024, the balance standing to the credit of the share premium account was £293,486,755.31.

Under the Companies Act 2006 (the “**Act**”), the Company is not permitted (except in limited circumstances) to

make distributions to shareholders unless it has sufficient distributable reserves. As the share premium account has only limited applications and cannot be used to make distributions, the Company is proposing to cancel the amount standing to the credit of its share premium account in order to create additional distributable reserves.

The Company announced on 16 October 2024 the launch of a further share repurchase programme of up to £25 million. The Capital Reduction, if approved, will provide the Company with flexibility to make further distributions of surplus capital to shareholders as considered appropriate by the board of directors of the Company from time to time.

Pursuant to section 641(1)(b) of the Act, a company limited by shares may reduce its share capital, as long as it is not restricted from doing so by its articles of association, by obtaining the approval of its shareholders by special resolution and approval by the High Court of Justice in England and Wales (the “**Court**”).

In considering the Company’s application for an order confirming the Capital Reduction, the Court will need to be satisfied that the creditors of the Company will not be adversely affected. The Company is satisfied, having taken advice, that it will be able to satisfy the Court in that regard.

General Meeting

Implementation of the Capital Reduction requires the consent of shareholders and will be approved if at least 75 per cent. of votes cast are in favour of the special resolution at the General Meeting.

Your vote is important so I strongly encourage you to submit a proxy vote in advance of the General Meeting and appoint the chair of the General Meeting as your proxy with directions as to how to cast your vote on the resolution proposed, even if you intend to join the General Meeting in person. The notes on page 4 explain how you can submit your proxy vote electronically. Alternatively, if you are not equipped to submit electronically, the accompanying proxy card provides details on how you can submit your proxy vote by post.

If you have any questions that relate to the business of the General Meeting, I invite you to submit them via email to cosec@fundingcircle.com before the General Meeting takes place.

Recommendation

The directors consider the resolution, set out in the Notice in Part II of this document and to be proposed at the General Meeting, to be in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that you vote in favour of the resolution as they intend to do so in respect of their own beneficial shareholdings.



Andrew Learoyd
Chair
28 October 2024

PART II – Notice of General Meeting Funding Circle Holdings plc

(the “**Company**”)

(A public limited company incorporated in England and Wales under the Companies Act 2006 with registered number 07123934)

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be held at 10:00 am on Thursday 14 November 2024 at 71 Queen Victoria Street, London, EC4V 4AY to consider and vote on the resolution below (the “**Resolution**”). The Resolution will be proposed as a special resolution.

Special Resolution

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.

By order of the Board



Lucy Vernal
Company Secretary
28 October 2024

Registered office:
71 Queen Victoria Street
London
EC4V 4AY

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members as at 6:30 pm on 12 November 2024, or, if this meeting is adjourned, at 6.30 pm on the day which is two business days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting. Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to vote at the meeting.
2. Shareholders who wish to attend the General Meeting in person are asked to register their attendance as soon as practicable by email to cosec@fundingcircle.com.
3. We will provide an update on our website at <https://corporate.fundingcircle.com/investors/shareholder-meetings> and, where appropriate, by an announcement via a Regulatory Information Service, if any changes are required to the General Meeting arrangements. If shareholders are unable to attend the General Meeting in person, they are strongly advised to submit their proxy vote in advance of the General Meeting by appointing the Chair of the meeting as proxy. In addition, the arrangements in place to enable shareholders to submit questions on the business of the General Meeting prior to the meeting and to view and listen to the formal proceedings of the meeting are set out in the Chair's letter.

Entry to the General Meeting, security and health and safety arrangements and conduct of proceedings

4. If attending in person, shareholders are requested to bring with them suitable evidence of their identity to facilitate entry to the meeting. Persons who are not shareholders of the Company (or their appointed proxy) will not be admitted to the General Meeting unless prior arrangements have been made with the Company. For security reasons, all hand luggage may be subject to examination prior to entry to the General Meeting. We ask all those present at the General Meeting to facilitate the orderly conduct of the meeting and comply with all reasonable health and safety requirements. If a shareholder is unable to meet such reasonable health and safety requirements or threatens the orderly conduct of the meeting due to their behaviour, we reserve the right to require that person to leave. In addition, if the meeting is already at capacity, we reserve the right to refuse entry to the meeting.

Website giving information regarding the meeting

5. A copy of this Notice and other information regarding the meeting, including the information required by section 311A of the Companies Act 2006, can be found at <https://corporate.fundingcircle.com/investors/shareholder-meetings>. Shareholders may not use any electronic address provided in either this Notice or any related documents (including the Proxy Form) to communicate with the Company for any purposes other than those expressly stated.

Appointment of proxies

6. A shareholder is entitled to appoint another person as their proxy to exercise all or any of their rights to attend and to speak and vote at the General Meeting. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the General Meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. As noted above, shareholders are strongly advised to appoint the Chair of the meeting as their proxy. This will ensure that your vote is counted even if attendance at the meeting is restricted or you or any other proxy you appoint are unable to attend in person.
7. The appointment of a proxy will not preclude a shareholder from attending and voting in person at the General Meeting.
8. A Proxy Form is enclosed with this Notice. In the case of joint holders, any one holder may vote. If more than one holder votes on the shares, only the vote of the senior will be accepted, seniority being determined in the order in which the names appear on the register. A space has been included in the Proxy Form to allow members to specify the number of shares in respect of which that proxy is appointed. Shareholders who return the Proxy Form duly executed but leave this space blank will be deemed to have appointed the proxy in respect of all of their shares. Shareholders who wish to appoint more than one proxy in respect of their shareholding should contact the Company's registrars, Equiniti (EQ), on +44 (0)371 384 2030 – please use the country code when calling from outside the UK. Lines are open from 08.30 am to 5.30 pm, Monday to Friday (excluding public holidays in England and Wales). For additional Proxy Forms, you may photocopy the Proxy Form provided with this document indicating on each copy the name of the proxy you wish to appoint and the number of ordinary shares in the Company in respect of which the proxy is appointed. All Proxy Forms should be returned together in the same envelope.
9. To appoint a proxy: either (a) the Proxy Forms, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must be deposited with the Company's registrar, (EQ), by sending them to Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU in the pre-paid envelope; or (b) the proxy appointment must be lodged using the CREST Proxy Voting Service in accordance with note 14 below or the Proxymity platform in accordance with note 18 below; or (c) online proxies must be lodged in accordance with note 12 below, in each case so as to be received no later than 48 hours (excluding non-working days) before the time of the holding of the General Meeting or any adjournment thereof. Please note that all Proxy Forms and appointments, whether postal or electronic, must be received by 10:00 am on 12 November 2024.

Notes to the Notice of General Meeting continued

Corporate representatives

10. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder. However, should more than one corporate representative purport to exercise powers over the same share or shares, the power is treated as not exercised if they do not purport to exercise the power in the same way as each other. As noted above, all shareholders (including those that are corporations) are strongly advised to appoint the Chair of the meeting as their proxy to ensure their vote is counted, even if they, their corporate representative or any other proxy are unable to attend in person.

Nominated persons

11. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

Online appointment of proxies

12. It is possible for you to submit your proxy votes online by visiting www.sharevote.co.uk. You will need your voting ID, task ID and shareholder reference number (as shown on this Proxy Form). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview you can submit your proxy form at www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. Please note that all online proxy appointments and instructions must be received by EQ by 10:00 am on 12 November 2024.

Total voting rights

13. Holders of ordinary shares are entitled to attend and vote at General Meetings of the Company. Each ordinary share confers one vote on a poll. The total number of issued ordinary shares in the Company on 21 October 2024, which is the latest practicable date before the publication of this document, is 333,973,580. Therefore, the total number of votes exercisable as at 21 October 2024 is 333,973,580.

CREST proxy instructions

14. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting (and any adjournment

of the meeting) by following the procedures described in the CREST Manual (available via www.euroclear.com). CREST personal members or other CREST sponsored members (and those CREST members who have appointed a voting service provider) should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

15. In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 9 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

16. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this regard, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

17. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxymity voting instructions

18. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the registrars. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10:00 am on 12 November 2024 in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Changing proxy instructions

19. Shareholders may change proxy instructions by submitting a new proxy appointment. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded. Where you have appointed a proxy using the hard-copy Proxy Form and would like to change the instructions using another hard-copy Proxy Form, please contact EQ at Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU in the pre-paid envelope. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointment

20. Shareholders may revoke a proxy instruction delivered to the registrars, but to do so must inform the Company in writing by sending a signed hard-copy notice clearly stating their intention to revoke the proxy appointment to EQ at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6LU in the pre-paid envelope. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice. The revocation notice must be received by the Company no later than 10:00 am on 12 November 2024. If a shareholder attempts to revoke their proxy appointment but the revocation is received after this time, the original proxy appointment will remain valid unless the shareholder attends the General Meeting and votes in person, should this be possible.

Automatic poll voting and results

21. The resolution to be put to the meeting will be voted on by poll and not by show of hands. A poll reflects the number of voting rights exercisable by each member and so the Board considers it a more democratic method of voting. Should shareholders or their proxies or corporate representatives be able to attend the meeting in person, members and proxies will be asked to complete a poll card to indicate how they wish to cast their votes. These cards will be collected at the end of the meeting. The results of the poll will be published on the Company's website and announced through a Regulatory Information Service once the votes have been counted and verified.

Publication of audit concerns

22. Under section 527 of the Companies Act 2006, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the General Meeting; or (b) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in

accordance with section 437 of the Companies Act 2006. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the General Meeting includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

Questions

23. Any shareholder attending the General Meeting has the right to ask questions. Shareholders are invited to submit questions relating to the business of the General Meeting in advance by emailing cosec@fundingcircle.com. Questions must be received by no later than 6:00 pm on 11 November 2024. Please ensure you include your name and shareholder reference number (as shown on your Proxy Form) with your question. Responses to frequently asked questions across key themes relevant to the business of the meeting will be posted on our website prior to the last day for receipt of Proxy Forms as specified above. The Company will not answer questions either at the General Meeting, if shareholders are able to attend in person, or those submitted in advance if (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, or (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.



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corporate.fundingcircle.com/investors