

20 May 2020

Funding Circle Holdings plc

Poll Results of 2020 Annual General Meeting and Directorate Change (Chief Financial Officer)

Following its Annual General Meeting (“AGM”) held today, Funding Circle Holdings plc (the “Company”) announces that all resolutions proposed to shareholders as set out in the Notice of AGM were carried by the requisite majority on a poll. Resolutions 1 to 15 and 20 were passed as ordinary resolutions and resolutions 16 to 19 were passed as special resolutions. The table set out below shows the votes cast on each resolution.

The Company also confirms that Sean Glithero stepped down from the Board with effect from today’s AGM. As announced on 27 January 2020, Sean will be succeeded by Oliver White who is expected to join the Company in June. Sean will work closely with Oliver to ensure an orderly transition of responsibilities.

Resolution	Votes for	% of votes cast	Votes against	% of votes cast	Total votes	% of issued share capital voted	Votes withheld
1. To receive the Annual Report and Accounts for the Company for the year ended 31 December 2019	250,610,103	99.99	14,330	0.01	250,624,433	71.78	113,540
2. To approve the Directors' Remuneration Report for the Company for the year ended 31 December 2019	250,701,355	99.99	34,346	0.01	250,735,701	71.81	2,272
3. To reappoint PricewaterhouseCoopers LLP as auditors of the Company	250,731,808	100.00	3,894	0.00	250,735,702	71.81	2,272
4. To authorise the Board to fix the remuneration of the auditors	250,701,872	99.99	31,287	0.01	250,733,159	71.81	4,815
5. To re-elect Eric Daniels as a Director	245,492,585	97.91	5,238,412	2.09	250,730,997	71.81	6,976
6. To re-elect Samir Desai as a Director	250,641,267	99.96	93,231	0.04	250,734,498	71.81	3,476
7. To re-elect Geeta Gopalan as a Director	250,692,897	99.98	38,100	0.02	250,730,997	71.81	6,976
8. To re-elect Catherine Keers as a Director	250,692,897	99.98	38,100	0.02	250,730,997	71.81	6,976
9. To re-elect Andrew Learoyd as a Director	247,048,615	98.53	3,682,382	1.47	250,730,997	71.81	6,976
10. To re-elect Hendrik Nelis as a Director	247,678,996	98.78	3,052,001	1.22	250,730,997	71.81	6,976
11. To re-elect Robert Steel as a Director	247,678,996	98.78	3,052,001	1.22	250,730,997	71.81	6,976
12. To re-elect Neil Rimer as a Director	247,678,996	98.78	3,052,001	1.22	250,730,997	71.81	6,976
13. To re-elect Edward Wray as a Director	245,492,889	97.91	5,238,108	2.09	250,730,997	71.81	6,976
14. To approve the Funding Circle Holdings plc Share Incentive Plan	250,727,710	100.00	7,992	0.00	250,735,702	71.81	2,272

15.	To authorise the Directors to allot shares	244,318,790	97.44	6,415,708	2.56	250,734,498	71.81	3,476
16.	To disapply pre-emption rights*	250,720,871	99.99	13,356	0.01	250,734,227	71.81	3,747
17.	To further disapply pre-emption rights in connection with an acquisition or specified capital investment*	250,712,844	99.99	22,586	0.01	250,735,430	71.81	2,543
18.	To authorise the Company to purchase its own shares*	250,688,189	99.99	19,803	0.01	250,707,992	71.80	29,981
19.	To authorise the Company to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice*	249,986,028	99.70	748,199	0.30	250,734,227	71.81	3,747
20.	To authorise the Company to make political donations	250,701,177	99.99	16,308	0.01	250,717,485	71.81	20,489

Other

- * indicates a Special Resolution requiring 75% of votes cast to be carried.
- 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.
- Equiniti, the Company's registrar, acted as scrutineer of the poll on all resolutions.
- To view the full wording of the resolutions, please refer to the Notice of 2020 Annual General Meeting on the Company's website.
- In accordance with Listing Rule 9.6.2, copies of all the resolutions passed other than resolutions concerning ordinary business will shortly be available for inspection on the National Storage Mechanism at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.
- On Monday 18 May 2020, the total number of issued ordinary shares of £0.001 each entitling the holders to attend and vote on all the resolutions at the AGM was 349,162,089.

For and on behalf of
Funding Circle Holdings plc

Lucy Vernal
Company Secretary

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About Funding Circle:

Funding Circle (LSE: FCH) is a global SME loans platform, connecting SMEs who want to borrow with investors and lenders in the UK, US, Germany and the Netherlands. Since launching in 2010, investors and lenders across Funding Circle's geographies - including retail investors, banks, specialty finance companies, asset management companies, insurance companies, government-backed entities and funds - have lent more than £8.5 billion to 80,000 businesses globally.