

5 June 2019

**Funding Circle Holdings plc**  
**Poll results of 2019 Annual General Meeting**

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 16 and 21 were passed as ordinary resolutions and resolutions 17 to 20 were passed as special resolutions.

The following table shows the votes cast on each resolution:

<b>Resolution</b>	<b>Votes for</b>	<b>% of votes cast</b>	<b>Votes against</b>	<b>% of votes cast</b>	<b>Total votes</b>	<b>% of issued share capital voted</b>	<b>Votes withheld</b>
1. To receive the Annual Report and Accounts for the Company for the year ended 31 December 2018	257,655,791	100.00	420	0.00	257,656,211	74.13%	317,400
2. To approve the Directors' Remuneration Report (excluding the Directors' Remuneration Policy)	256,867,652	99.70	783,726	0.30	257,651,378	74.13%	322,233
3. To approve the Directors' Remuneration Policy	256,886,226	99.70	769,531	0.30	257,655,757	74.13%	317,854
4. To reappoint PricewaterhouseCoopers LLP as auditors of the Company	257,650,238	100.00	4,837	0.00	257,655,075	74.13%	318,536
5. To authorise the Board to determine the remuneration of the auditors	257,643,573	100.00	12,638	0.00	257,656,211	74.13%	317,400
6. To elect Eric Daniels as a Director	256,256,426	99.64	936,622	0.36	257,193,048	74.00%	780,563
7. To elect Samir Desai as a Director	257,644,405	100.00	11,806	0.00	257,656,211	74.13%	317,400
8. To elect Sean Glithero as a Director	257,639,769	99.99	12,942	0.01	257,652,711	74.13%	320,900
9. To elect Geeta Gopalan as a Director	257,648,744	100.00	3,967	0.00	257,652,711	74.13%	320,900
10. To elect Catherine Keers as a Director	255,020,009	98.98	2,632,702	1.02	257,652,711	74.13%	320,900
11. To elect Andrew Learoyd as a Director	254,485,482	98.95	2,705,459	1.05	257,190,941	73.99%	782,670
12. To elect Hendrik Nelis as a Director	257,621,060	99.99	31,651	0.01	257,652,711	74.13%	320,900

13.	To elect Robert Steel as a Director	254,992,325	98.97	2,660,386	1.03	257,652,711	74.13%	320,900
14.	To elect Neil Rimer as a Director	257,619,924	99.99	32,787	0.01	257,652,711	74.13%	320,900
15.	To elect Edward Wray as a Director	256,261,032	99.64	933,152	0.36	257,194,184	74.00%	779,427
16.	To authorise the Directors to allot shares	257,642,682	99.99	13,529	0.01	257,656,211	74.13%	317,400
17.	To disapply pre-emption rights*	257,008,049	100.00	1,778	0.00	257,009,827	73.94%	963,784
18.	To further disapply pre-emption rights in connection with an acquisition or specified capital investment*	256,978,049	99.99	35,021	0.01	257,013,070	73.94%	960,541
19.	To authorise the Company to purchase its own shares*	257,638,827	100.00	6,045	0.00	257,644,872	74.13%	328,739
20.	To authorise the Company to call general meetings (other than an annual general meeting) on not less than 14 clear days' notice*	257,102,870	99.79	553,341	0.21	257,656,211	74.13%	317,400
21.	To authorise the Company to make political donations	257,643,940	100.00	11,020	0.00	257,654,960	74.13%	318,651

#### 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 2019 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: [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).
- On Monday 3 June 2019, 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 347,580,851.

For and on behalf of  
Funding Circle Holdings plc

Lucy Vernall

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 who want to lend in the UK, US, Germany and the Netherlands. Since launching in 2010, investors across Funding Circle's geographies - including more than 90,000 retail investors, banks, asset management companies, insurance companies, government-backed entities and funds - have lent more than £7 billion to over 65,000 businesses globally. Funding Circle is a member of the FTSE 250 Index.