



Proxy Form

Funding Circle Holdings plc (the "Company")

Annual General Meeting ("AGM") of the Company to be held at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London EC4Y 1HS, on Wednesday 5 June 2019 at 9:00 a.m.

Voting ID _____ Task ID _____ Shareholder reference number _____

Before completing this form, please read the explanatory notes overleaf.

You can submit your Proxy Form electronically at www.sharevote.co.uk using the ID and reference numbers provided above.

I/We being (a) member(s) of the Company appoint the Chairman of the AGM or the following person (see note 3)

| | | | | | |
|---------------|----------------------|---------------------------------------|----------------------|-------------------------------|--------------------------|
| Name of proxy | <input type="text"/> | Number of shares proxy appointed over | <input type="text"/> | Multiple proxies (see note 4) | <input type="checkbox"/> |
|---------------|----------------------|---------------------------------------|----------------------|-------------------------------|--------------------------|

as my/our proxy to attend, speak and vote on my/our behalf at the AGM of the Company to be held at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London EC4Y 1HS, on Wednesday 5 June 2019 at 9:00 a.m. and at any adjournment of the AGM.

I/We direct my/our proxy to vote on the following resolutions as I/we have indicated by marking the appropriate box with an "X". Where no "X" is inserted, and on any other resolution proposed at the meeting, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is properly put before the AGM (including any motion to amend a resolution or adjourn the meeting).

Please tick this box if you intend to attend the AGM

If you cannot attend the AGM but would like to raise a question relating to the business of the AGM, please provide brief details in the space below.

Resolutions (Ordinary 1 to 16 and 21, Special 17 to 20)

- | | For | Against | Vote withheld |
|---|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's Annual Report and Accounts for the year ended 31 December 2018. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Directors' Remuneration Policy. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To reappoint PricewaterhouseCoopers LLP as auditors of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To authorise the Board to determine the auditors' remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To elect Eric Daniels as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To elect Samir Desai as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To elect Sean Glithero as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To elect Geeta Gopalan as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To elect Catherine Keers as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Resolutions (Ordinary 1 to 16 and 21, Special 17 to 20)

- | | For | Against | Vote withheld |
|---|--------------------------|--------------------------|--------------------------|
| 11. To elect Andrew Learoyd as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To elect Hendrik Nelis as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To elect Robert Steel as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. To elect Neil Rimer as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To elect Edward Wray as a Director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. Directors' authority to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. Disapplication of pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. Disapplication of pre-emption rights in connection with an acquisition or specified capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. Purchase of own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. Notice of general meetings. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 21. Political donations. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Date

You can now access the 2018 Annual Report and Accounts and Notice of the 2019 AGM online at <https://corporate.fundingcircle.com>. You can submit your proxy online at <https://www.sharevote.co.uk>.

If you plan to attend the AGM, to be held at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London EC4Y 1HS, on Wednesday 5 June 2019 at 9:00 a.m., please bring this Attendance Card with you and present it at the Company registrar's desk on arrival.

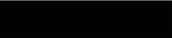
This Attendance Card is evidence of your right to attend and vote at the AGM. If you are attending as a representative of a shareholder that is a corporation, you will need to show our registrar evidence that you have been properly appointed as a corporate representative to gain entry to the AGM.

Please detach and retain this section before posting.
Do not post with the Proxy Form.

Annual General Meeting ("AGM") of Funding Circle Holdings plc to be held at the offices of Freshfields Bruckhaus Deringer LLP at 65 Fleet Street, London EC4Y 1HS, on Wednesday 5 June 2019 at 9:00 a.m.



Annual General Meeting Attendance Card





Freepost RTHJ-CLLL-KBKU
Equiniti
Aspect House
Spencer Road
Lancing
West Sussex
BN99 8LU

Explanatory notes relating to the completion of the Proxy Form

1. As a member of the Company you are entitled to appoint a proxy, who need not be a shareholder, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. The completion and return of a Proxy Form (or other appointment of a proxy) does not preclude you from attending and voting at the AGM or at any adjournment thereof should you wish to do so. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the AGM to represent you. To appoint as your proxy a person other than the Chairman of the AGM, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the Chairman of the AGM will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the AGM and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting our registrar, Equiniti, on 0371 384 2030 or you may photocopy this form. Overseas holders should contact +44 (0) 121 415 7047. Lines are open from 8:30 a.m. to 5:30 p.m. Monday to Friday (excluding public holidays in England and Wales). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). If you sign and return this Proxy Form with this box blank, you will be deemed to have appointed the proxy in respect of all of your shares. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. To direct your proxy on how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "for" or "against" a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. In order to be valid, this Proxy Form and any power of attorney or any other authority under which it is signed (or a duly certified copy of such power or authority), must be:
 - completed and signed;
 - sent or delivered to our registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; and
 - received by our registrar, Equiniti, no later than 9:00 a.m. on Monday 3 June 2019.
7. Where the member is a corporation/company, this Proxy Form must be executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised by the corporation/company.
8. As an alternative to completing the hard-copy Proxy Form, you can appoint a proxy electronically 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 using your user ID and password. Once logged in, click "View" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions. Full instructions on the procedure are given on both websites. Your proxy appointment(s) and instructions made electronically will not be valid if sent to any address other than those provided or if received by Equiniti after 9:00 a.m. on Monday 3 June 2019.
9. CREST members (i.e. those that hold shares in uncertificated form) who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (ID: RA19), by 9:00 a.m. on Monday 3 June 2019. See note 11 to the Notice of the AGM for further information on proxy appointment through CREST.
10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
11. 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.
12. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of the AGM.
13. You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.
14. 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 registered shareholder who holds 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.
15. Entitlement to attend and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6:30 p.m. on Monday 3 June 2019. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.