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Funding Circle Holdings plc

The attached document has been published in connection with the admission of the Shares to the premium listing segment Official List of the UK Financial Conduct Authority (the "Financial Conduct Authority") and to trading on London Stock Exchange plc's main market for listed securities (together, "Admission"). The attached document has been published and is available from the Company's registered office and on the Company's website at <http://corporate.fundingcircle.com/investors/prospectus>.

The distribution of this document and the offering and sale of the Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions could result in a violation of the laws of such jurisdictions. In particular, this document is not for distribution in or into Australia, Canada, Japan or the United States, save in the United States for distribution to persons reasonably believed to be qualified institutional buyers ("QIBs") (as defined in Rule 144A under the US Securities Act 1933, as amended), in Japan pursuant to relevant private placement exemptions, in Australia to persons to whom the offer of securities may be made without a disclosure document in accordance with Part 6 D.2 of Division 2 of Part 7.9 of the Corporations Act 2001 (Cth) and in Canada pursuant to relevant private placement exemptions.

Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc and Numis Securities Limited authorised by the Prudential Regulatory Authority and regulated by the Prudential Regulatory Authority and Financial Conduct Authority in the United Kingdom, are acting exclusively for the Company and no one else in connection with the Offer and will not regard any other person (whether or not a recipient of this document) as a client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to in this document.

28 September 2018

This document comprises a pricing statement relating to the Offer described in the prospectus published by Funding Circle Holdings Limited (which has been re-registered and re-named as Funding Circle Holdings plc) (the “Company”) on 19 September 2018 (the “Prospectus”) prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the “FCA”) made under section 73A of the Financial Services and Markets Act 2000 (the “FSMA”). This document must be read in conjunction with the Prospectus. Capitalised terms used in this document and not defined herein have the same meaning as given to them in the Prospectus. Investors should not purchase any ordinary shares of the Company (the “Shares”) on the basis of this document alone and should refer to information in the Prospectus, in particular Part 1 “Risk Factors”. Copies of the Prospectus are available on the Company’s website at <http://corporate.fundingcircle.com/investors/prospectus>.

Application has been made for the issued and to be issued Shares (including Shares to be issued pursuant to the exercise of vested options in the six month period following Admission), to be admitted to the premium listing segment of the Official List of the FCA and to London Stock Exchange plc (the “London Stock Exchange”) for all of the Shares to be admitted to trading on the London Stock Exchange’s main market for listed securities (the “Main Market”) (together, “Admission”). Conditional dealings in the Shares are expected to commence on the London Stock Exchange on 28 September 2018. It is expected that Admission will become effective, and that unconditional dealings in the Shares will commence, on 3 October 2018. **All dealings before the commencement of unconditional dealings will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned. No application is currently intended to be made for the Shares to be admitted to listing or dealt with on any other exchange. The new Shares issued by the Company will rank *pari passu* in all respects with the existing Shares.**



Funding Circle Holdings plc

(Incorporated under the Companies Act 2006 and registered in England and Wales with registered number 07123934)

**Offer of 100,135,486 Shares
at an Offer Price of 440 pence per Share
and admission to the premium listing segment of the Official List
and to trading on the Main Market of the London Stock Exchange**

Joint Global Co-ordinators and Joint Bookrunners

BofA Merrill Lynch

Goldman Sachs International

Morgan Stanley

Joint Bookrunner

Numis Securities Limited

Sponsor

BofA Merrill Lynch

ORDINARY SHARE CAPITAL IMMEDIATELY FOLLOWING ADMISSION

Issued and fully paid

Number	Nominal Value
341,805,700	£341,806

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Each of Merrill Lynch International (“BofA Merrill Lynch”), Goldman Sachs International, Morgan Stanley & Co. International plc (“Morgan Stanley”) and Numis Securities Limited (the “Underwriters”) is authorised by the Prudential Regulation Authority (“PRA”) and regulated by the FCA and the PRA in the United Kingdom and is acting exclusively for the Company and no one else in connection with the Offer. Apart from the responsibilities and liabilities, if any, which may be imposed on the Underwriters by the FSMA or the regulatory regime established thereunder, none of the Underwriters will regard any other person as a client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients or for the giving of advice in relation to the Offer or any transaction, matter, or arrangement referred to in this document. None of the Underwriters nor any of their respective affiliates accepts any responsibility whatsoever for the contents of this document including its accuracy, completeness and verification or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Shares or the Offer. Each of the Underwriters and each of their respective affiliates accordingly disclaim, to the fullest extent permitted by applicable law, all and any liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this document or any such statement. No representation or warranty, express or implied, is made by any of the Underwriters or any of their respective affiliates as to the accuracy, completeness, verification or sufficiency of the information set out in this document, and nothing in this document will be relied upon as a promise or representation in this respect, whether or not to the past or future.

The Shares have not been, and will not be, registered under the US Securities Act of 1933, as amended (the “US Securities Act”) or with any securities regulatory authority of any state of the United States. The Shares offered by the Prospectus may not be offered, sold, pledged or otherwise transferred in the United States, except to persons reasonably believed to be qualified institutional buyers (“QIBs”), as defined in, and in reliance on, the exemption from the registration requirements of the US Securities Act provided in Rule 144A under the US Securities Act (“Rule 144A”) or another exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. Prospective equity investors are hereby notified that the sellers of the Shares may be relying on the exemption from the provisions of section 5 of the US Securities Act provided by Rule 144A. Outside the United States, the Offer is being made in offshore transactions as defined in Regulation S under the US Securities Act. No actions have been taken to allow a public offering of the Shares under the applicable securities laws of any jurisdiction, including Hong Kong, Switzerland, the Dubai International Financial Centre, Australia, Canada or Japan. Subject to certain exceptions, the Shares may not be offered or sold in any jurisdiction, or to or for the account or benefit of any national, resident or citizen of any jurisdiction, including Australia, Canada or Japan. This document does not constitute an offer of, or the solicitation of an offer to subscribe for or purchase any of the Shares to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

The Shares have not been and will not be registered under the applicable securities laws of Hong Kong, Switzerland, the Dubai International Financial Centre, Australia, Canada or Japan. Subject to certain exceptions, the Shares may not be offered or sold in any jurisdiction, or to or for the account or benefit of any national, resident or citizen in Hong Kong, Switzerland, the Dubai International Financial Centre, Australia, Canada or Japan. The Shares have not been recommended by any US federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Prospectus. Any representation to the contrary is a criminal offence in the United States.

The distribution of this document and the offer and sale of the Shares in certain jurisdictions may be restricted by law. Other than in the United Kingdom, the Channel Islands and the Isle of Man, no action has been or will be taken by the Company, the Selling Shareholders or the Underwriters to permit a public offering of the Shares under the applicable securities laws of any jurisdiction. Other than in the United Kingdom, the Channel Islands and the Isle of Man, no action has been taken or will be taken to permit the possession or distribution of this document (or any other offering or publicity materials relating to the Shares) in any jurisdiction where action for that purpose may be required or where doing so is restricted by law. Accordingly, neither this document, nor any advertisement, nor any other offering material may be distributed or published in any jurisdiction, other than in the United Kingdom, the Channel Islands and the Isle of Man, except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this document comes should inform themselves about and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

In connection with the Offer, each of the Underwriters and any of their respective affiliates may take up a portion of the Shares in the Offer as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such Shares and other securities of the Company or related investments in connection with the Offer or otherwise. Accordingly, references in this document and/or the Prospectus to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue, offer, subscription, acquisition, dealing or placing by the Underwriters and any of their affiliates acting in such capacity. In addition certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps or contracts for differences) with equity investors in connection with which such Underwriters (or their affiliates) may from time to time acquire, hold or dispose of Shares. None of the Underwriters intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

In connection with the Offer, Goldman Sachs International, as Stabilising Manager, or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law, over-allot Shares or effect other stabilisation transactions with a view to supporting the market price of the Shares at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the commencement of conditional dealings of the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilisation, if commenced, may be discontinued at any time without prior notice. Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

In connection with the Offer, the Stabilising Manager may, for stabilisation purposes, over-allot Shares up to a maximum of 10,013,548 Shares, being 10 per cent. of the total number of Shares comprised in the Offer. For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotments and/or from sales of Shares effected by it during the stabilising period, it is expected that the Corporate Nominee (acting as nominee for and on behalf of the Over-allotment Shareholders) will grant the Stabilising Manager the Over-allotment Option, pursuant to which the Stabilising Manager may purchase or procure purchasers for additional Shares up to a maximum of 10 per cent. of the total number of Shares comprised in the Offer (the "Over-allotment Shares") at the Offer Price. The Over-allotment Option will be exercisable in whole or in part, upon notice by the Stabilising Manager, at any time on or before the 30th calendar day after the commencement of conditional dealings of the Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will rank *pari passu* in all respects with the Shares, including for all dividends and other distributions declared, made or paid on the Shares, will be purchased on the same terms and conditions as the Shares being issued or sold in the Offer and will form a single class for all purposes with the other Shares.

Information contained on the Company's website is not incorporated into and does not form part of this document.

The date of this document is 28 September 2018.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Event	Time and Date ⁽¹⁾⁽²⁾
Announcement of the Offer Price and Offer Size, publication of the Pricing Statement and notification of allocations of Shares	7:00 a.m. on 28 September 2018
Commencement of conditional dealings in Shares on the London Stock Exchange	8:00 a.m. on 28 September 2018
Admission and commencement of unconditional dealings in Shares on the London Stock Exchange	8:00 a.m. on 3 October 2018

Notes:

⁽¹⁾ Times and dates set out in the timetable above and mentioned throughout this document and the Prospectus that fall after the date of publication of this document are indicative only and may be subject to change without further notice.

⁽²⁾ All references to time in this timetable are to UK time.

It should be noted that, if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.

OFFER STATISTICS

Offer Price (per Share).....	440 pence
Number of Shares in the Offer ⁽¹⁾	
— New Shares	68,181,818
— Existing Shares	31,953,668
Number of Shares allotted to the Cornerstone Investor.....	34,750,000
Number of Existing Shares subject to the Over-allotment Option	10,013,548
Number of Shares in issue following the Offer	341,805,700
Market capitalisation of the Company at the Offer Price ⁽²⁾	£1,504 million
Net proceeds of the Offer receivable by the Company ⁽³⁾	£282 million
Net proceeds of the Offer receivable by the Selling Shareholders ⁽⁴⁾	£136 million
Maximum number of New Shares which may be issued by the Company in connection with the exercise of existing vested options in the six month period following Admission ⁽⁵⁾	11,953,368

Notes:

⁽¹⁾ Excludes the Shares subject to the Over-allotment Option.

⁽²⁾ The market capitalisation of the Company at any given time will depend on the market price of the Shares at that time. There can be no assurance that the market price of a Share will be equal to or exceed the Offer Price.

⁽³⁾ The net proceeds receivable by the Company are stated after deduction of the estimated underwriting commissions and other fees and expenses of the Offer (including VAT) payable by the Company, which are approximately £18 million. The Company will not receive any of the net proceeds from the sale of the Existing Shares in the Offer by the Selling Shareholders or the sale of Shares pursuant to the Over-allotment Option.

- (4) Assuming no exercise of the Over-allotment Option. The net proceeds receivable by the Selling Shareholders are stated after deduction of the estimated underwriting commissions and other fees and expenses of the Offer (including VAT) payable by the Selling Shareholders, which are approximately £5 million.
- (5) At Admission, a block listing application will be made to the FCA in respect of 11,953,368 Shares which may be issued in connection with the exercise of existing vested options in the six month period following Admission. Subject to the lock-up arrangements described in more detail in paragraphs 13.3 (*Eligible Individual Selling Shareholders lock-up arrangements*) and 13.4 (*Corporate Selling Shareholders and Cornerstone Investor lock-up arrangements*) of Part 14 (Additional Information) of the Prospectus, which apply to the Directors and the Eligible Individual Selling Shareholders, Shares which are issued in connection with the exercise of vested options may be sold from and including the date of Admission.

DIRECTORS', PROPOSED DIRECTOR'S AND SENIOR MANAGERS' INTERESTS

The interests in the share capital of the Company of the Directors, the Proposed Director and Senior Managers (all of whom, unless otherwise stated, are beneficial and include interests of persons connected with a Director, the Proposed Director or a Senior Manager) immediately prior to Admission will be, and immediately following Admission are expected to be:

Director/Proposed Director/Senior Manager	Immediately prior to Admission ⁽¹⁾		Immediately following Admission	
	Number of Shares	Percentage of issued share capital	Number of Shares	Percentage of issued share capital
Andrew Digby Learoyd	2,217,600	0.8%	1,642,888	0.5%
Samir Desai CBE ⁽²⁾	19,272,368	7.1%	14,454,276	4.2%
Sean Robert Glithero ⁽³⁾	216,763	0.1%	162,573	0.0%
Catherine Jane Keers	-	-	12,045 ⁽⁴⁾	0.0%
Edward James Wray	2,275,600	0.8%	1,543,538	0.5%
Hendrik Willem Nelis	-	-	-	-
John Eric Daniels	-	-	-	-
Neil Alexander Rimer	-	-	-	-
Robert King Steel	614,754	0.2%	614,754	0.2%
Geeta Gopalan ⁽⁵⁾	-	-	-	-

Notes:

- (1) The interests in Shares as at the date of this document have been stated on the basis that the Reorganisation steps described in paragraph 4 of Part 14 (Additional Information) of the Prospectus have been completed in full.
- (2) At Admission, Samir Desai CBE will hold an interest in a further 2,237,532 unvested Nominee Shares.
- (3) At Admission, Sean Robert Glithero will hold an interest in a further 650,290 unvested Nominee Shares.
- (4) Catherine Jane Keers has agreed to subscribe for 12,045 Shares on or about Admission at the Offer Price (the "New Director Shares"), using a fee of £100,000 that she will receive from the Company. This amount will be invested on an after-tax basis in the amount of £53,000 (assuming an effective tax rate of 47 per cent.).
- (5) As described in paragraph 9 (Directors' and Proposed Director's terms of employment) in Part 14 (Additional Information) of the Prospectus, subject to Admission and her appointment to the Board on 1 November 2018, Geeta Gopalan is entitled to a one-off fee of £100,000 payable by the Company on or about 1 November 2018, and has agreed to use the after tax amount to purchase Shares in the market at market value as soon as practicable thereafter (and which she has agreed to retain for as long as she is a Director).

SIGNIFICANT SHAREHOLDERS

In so far as is known to the Directors and the Proposed Director, the following are the interests (within the meaning of Part 22 of the Act) which represent, or will represent, directly or indirectly, 3 per cent. or more of the issued share capital of the Company immediately prior to and immediately following Admission.

Shareholders	Immediately prior to Admission ⁽¹⁾		Immediately following Admission	
	Number of Shares	Percentage of issued share capital	Number of Shares	Percentage of issued share capital
Index Ventures ⁽²⁾⁽³⁾	58,618,351	21.5%	58,618,351	17.1%
Aktieselskabet af 2.7.2018 ⁽⁴⁾	-	-	34,750,000	10.2%
Accel ⁽²⁾⁽⁵⁾	26,906,743	9.9%	26,906,743	7.9%
Old Mutual ⁽⁶⁾	-	-	19,632,496	5.7%
DST Global ⁽²⁾⁽⁷⁾	16,505,378	6.0%	16,505,378	4.8%
Union Square Ventures ⁽⁸⁾	21,694,388	7.9%	16,270,792	4.8%
Invesco ⁽⁹⁾	-	-	14,772,727	4.3%
Samir Desai CBE ⁽¹⁰⁾	19,272,368	7.1%	14,454,276	4.2%
James Meekings ⁽¹¹⁾	14,736,075	5.4%	11,052,057	3.2%
Andrew Mullinger ⁽¹²⁾	12,285,350	4.5%	9,195,784	2.7%
Stone Ridge Asset Management V ⁽²⁾⁽¹³⁾	8,313,540	3.0%	6,235,155	1.8%

Notes:

- (1) The interests in Shares as at the date of this document have been stated on the basis that the Reorganisation steps described in paragraph 4 of Part 14 (Additional Information) of the Prospectus have been completed in full.
- (2) Assuming no exercise of the Over-allotment Option. If the Over-allotment Option is exercised in full, the Corporate Nominee (acting as nominee for and on behalf of the Over-allotment Shareholders) will sell further Shares representing in aggregate 10 per cent. of the Shares in the Offer.
- (3) The Index Ventures group advises various investment funds including those which hold interests in the Company: namely Index Ventures Growth II (Jersey), L.P.; Index Ventures Growth II Parallel Entrepreneur Fund (Jersey), L.P.; Index Ventures V (Jersey), L.P.; Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. and Yucca (Jersey) SLP (as administrator of the Index Co-Investment Scheme).
- (4) The Cornerstone Investor, a wholly-owned indirect subsidiary of Heartland A/S.
- (5) The Accel investment funds which hold interests in the Company are: Accel London III, L.P.; Accel London Investors 2012 L.P.; Accel London Investors 2016 L.P.; Accel London V, L.P. and Accel London V Strategic Partners L.P.
- (6) Old Mutual Global Investors (UK) Limited.
- (7) The DST Global entity with an interest in the Company is DST Global IV, L.P.
- (8) The Union Square Ventures entities with interests in the Company are Union Square Ventures 2012 Fund, L.P.; USV Investors 2012 Fund, L.P.; USV Opportunity 2014, L.P. and USV Opportunity Investors 2014, L.P.
- (9) Invesco Asset Management Limited, as agent for and on behalf of its discretionary managed client.
- (10) At Admission, Samir Desai CBE will, in addition to his Shares, hold unvested options over 2,150,000 Shares, and an interest in a further 2,237,532 unvested Nominee Shares.
- (11) At Admission, James Meekings will hold an interest in a further 178,125 unvested Nominee Shares.
- (12) At Admission, Andrew Mullinger will, in addition to his Shares, hold vested options over 72,916 Shares.
- (13) The Stone Ridge Asset Management entity with interests in the Company is Stone Ridge Trust V, on behalf of its series, the Stone Ridge Alternative Lending Risk Premium Fund.

Save as disclosed above, in so far as is known to the Directors and the Proposed Director, there is no other person who is or will be immediately following Admission, directly or indirectly, interested in 3 per cent. or more of the issued share capital of the Company, or of any other person who can, will or

could, directly or indirectly, jointly or severally, exercise control over the Company. The Directors and the Proposed Director have no knowledge of any arrangements the operation of which may at a subsequent date result in a change of control of the Company. None of the Company's major shareholders have or will have different voting rights attached to the shares they hold in the Company.

SELLING SHAREHOLDERS

The following table sets out the interests of the Selling Shareholders (all of which, unless otherwise stated, are beneficial or are interests of a person connected with such Selling Shareholder), prior to the Offer and the number of Shares such Selling Shareholders have sold pursuant to the Offer. The address of each such Selling Shareholder, save as noted in the following table, is 71 Queen Victoria Street, London EC4V 4AY.

Selling Shareholder	Shares owned prior to the Offer⁽¹⁾		Number of Shares sold in the Offer	
	Number of Shares	Percentage of issued share capital	Number of Shares	Percentage of issued share capital
Index Ventures ⁽²⁾⁽³⁾	58,618,351	21.5%	-	-
Accel ⁽²⁾⁽⁴⁾	26,906,743	9.9%	-	-
Union Square Ventures ⁽⁵⁾	21,694,388	7.9%	5,423,596	2.0%
Samir Desai CBE.....	19,272,368	7.1%	4,818,092	1.8%
DST Global ⁽²⁾⁽⁶⁾	16,505,378	6.0%	-	-
James Meekings.....	14,736,075	5.4%	3,684,018	1.3%
Andrew Mullinger.....	12,285,350	4.5%	3,089,566	1.1%
Stone Ridge Asset Management ⁽²⁾⁽⁷⁾	8,313,540	3.0%	2,078,385	0.8%
Edward James Wray.....	2,275,600	0.8%	732,062	0.3%
Andrew Digby Learoyd.....	2,217,600	0.8%	574,712	0.2%
Sean Robert Glithero.....	216,763	0.1%	54,190	0.0%
John Eric Daniels.....	-	-	104,296 ⁽⁸⁾	0.0%
Corporate Nominee ⁽⁹⁾	43,566,754	16.0%	3,978,625	1.5%
Individual Agent ⁽¹⁰⁾	27,638,330	10.1%	7,416,126	2.7%
Total.....	254,247,240	93.1%	31,953,668	11.7%

Notes:

- (1) The interests in Shares as at the date of this document have been stated on the basis that the Reorganisation steps described in paragraph 4 of Part 14 (Additional Information) of the Prospectus have been completed in full.
- (2) Assuming no exercise of the Over-allotment Option. If the Over-allotment Option is exercised in full, the Corporate Nominee (acting as nominee for and on behalf of the Over-allotment Shareholders) will sell further Shares representing in aggregate 10 per cent. of the Shares in the Offer.
- (3) The Index Ventures group advises various investment funds including those which hold interests in the Company: namely Index Ventures Growth II (Jersey), L.P.; Index Ventures Growth II Parallel Entrepreneur Fund (Jersey), L.P.; Index Ventures V (Jersey), L.P.; Index Ventures V Parallel Entrepreneur Fund (Jersey), L.P. and Yucca (Jersey) SLP (as administrator of the Index Co-Investment Scheme). Index Ventures' address is at Whiteley Chambers, Don Street, St. Helier, JE4 9WG.
- (4) The Accel investment funds which hold interests in the Company are: Accel London III, L.P.; Accel London Investors 2012 L.P.; Accel London Investors 2016 L.P.; Accel London V, L.P. and Accel London V Strategic Partners L.P. Accel's address is at 500 University Avenue, Palo Alto, CA 94301.
- (5) The Union Square Ventures entities with interests in the Company are Union Square Ventures 2012 Fund, L.P., USV Investors 2012 Fund, L.P., USV Opportunity 2014, L.P. and USV Opportunity Investors 2014, L.P. Union Square Ventures' address is at 915 Broadway, 19th Floor, New York, NY 10010.

- (6) The DST Global entity with an interest in the Company is DST Global IV, L.P. DST Global's address is at One Capital Place, P.O. Box 847, Grand Cayman, KY1-1103.
- (7) The Stone Ridge Asset Management entity with interests in the Company is Stone Ridge Trust V, on behalf of its series, the Stone Ridge Alternative Lending Risk Premium Fund. Stone Ridge Asset Management's address is at 510 Madison Avenue, 21st Floor, New York, NY 10022.
- (8) Representing Shares issued to John Eric Daniels pursuant to the exercise of vested options over 104,296 Shares and sold as part of the Offer.
- (9) Zedra Trust Company (Guernsey) Limited, acting as nominee for and on behalf of the corporate selling shareholders, excluding for these purposes the corporate selling shareholders set out separately in the table above. The Corporate Nominee's address is at Third Floor, Cambridge House, Le Truchot, St. Peter Port, Guernsey, GY1 1WD, Channel Islands.
- (10) Equiniti Financial Services Limited, acting as agent for and on behalf of the individual selling shareholders, excluding for these purposes the individual selling shareholders set out separately in the table above. The Individual Agent's address is at Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

LEGAL AND COMMERCIAL NAME

On 21 September 2018, the Company was re-registered as a public company limited by shares and re-named Funding Circle Holdings plc.

FREE FLOAT

Immediately following Admission, approximately 35 per cent. of the issued share capital of the Company will be in public hands (assuming no exercise of the Over-allotment Option).