



# Notice of Annual General Meeting 2026

Notice of the Annual General Meeting of Funding Circle Holdings plc will be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Thursday 21 May 2026 at 12 pm.

**This document is important and requires your immediate attention.**

If you are in any doubt as to any aspect of the proposals referred to in this Notice or as to the action you should take, please take advice from a stockbroker, solicitor, accountant or other independent professional adviser.

If you have sold or otherwise transferred all of your shares, please send this document, together with the accompanying documents, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Whether or not you propose to attend the Annual General Meeting, please complete and submit a Proxy Form in accordance with the instructions printed on the enclosed form. The Proxy Form must be received not less than 48 hours before the time of the holding of the Annual General Meeting (i.e. by 12 pm on Tuesday 19 May 2026).

# Funding Circle Holdings plc

(incorporated and registered in England and Wales under number 07123934)

## Letter from the Chair

16 April 2026

Dear Shareholder

The Annual General Meeting ("AGM") of Funding Circle Holdings plc (the "Company") will be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Thursday 21 May 2026 at 12 pm.

The formal Notice of AGM (the "Notice") is set out on the following pages of this document, detailing the resolutions that the shareholders are being asked to vote on, along with explanatory notes of the business to be conducted at the AGM.

### AGM arrangements

Shareholders who would like to attend the AGM in person are asked to register their intention as soon as practicable by email to [cosec@fundingcircle.com](mailto:cosec@fundingcircle.com). We have also arranged for shareholders to be able to raise questions in advance, as explained on page 12 of this document.

### Voting

Whether or not you propose to attend the AGM, I would encourage you to appoint the Chair of the meeting as proxy to vote as you direct at the AGM. Please complete and submit a form of proxy ("Proxy Form") to enable you to vote at the AGM, even if you are unable to attend. This will not prevent you from attending and voting at the AGM in person if you so wish. A Proxy Form is enclosed with this Notice for you to complete and return or you can submit your Proxy Form electronically at [www.shareview.co.uk](http://www.shareview.co.uk), through the CREST service or via the Proxymity platform. For further details on appointing a proxy please see "Shareholder Information" starting on page 9.

Please note that all Proxy Forms and appointments must be received by 12 pm on Tuesday 19 May 2026.

If I am appointed as proxy I will, of course, vote in accordance with any instructions given to me. If I am given discretion as to how to vote, I will vote in favour of each of the resolutions to be proposed at the AGM.

Voting on the business of the meeting will be conducted by way of a poll. The results of voting on the resolutions will be announced via a regulatory announcement and posted on the Company's website as soon as practicable after the AGM.

### Recommendation

The Board considers that the resolutions set out in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial shareholdings in the Company.

Yours faithfully



**Ken Stannard**  
Chair

# Notice of the Annual General Meeting

NOTICE is hereby given that the Annual General Meeting ("AGM") of Funding Circle Holdings plc (the "Company") will be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Thursday 21 May 2026 at 12 pm to consider and, if thought appropriate, pass the following resolutions. Resolutions 1 to 14 will be proposed as ordinary resolutions and Resolutions 15 to 18 will be proposed as special resolutions.

## Ordinary resolutions

### Reports and accounts

1. To receive the Company's Annual Report and the Accounts for the year ended 31 December 2025 (the "Annual Report").

### Directors' remuneration

2. To approve the Directors' Remuneration Report, (excluding the summary of the Directors' Remuneration Policy), set out on pages 96 to 111 of the Company's Annual Report for the year ended 31 December 2025.

### Auditors

3. To reappoint PricewaterhouseCoopers LLP as auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the next general meeting of the Company at which accounts are laid.
4. To authorise the Audit Committee to fix the remuneration of the auditors.

### Election of Directors

5. To re-elect Ken Stannard as a Director.
6. To re-elect Lisa Jacobs as a Director.
7. To re-elect Tony Nicol as a Director.
8. To re-elect Helen Beck as a Director.
9. To elect Maeve Byrne as a Director.
10. To elect Richard Harvey as a Director.
11. To re-elect Hendrik Nelis as a Director.
12. To re-elect Neil Rimer as a Director.

### Political donations

13. That, in accordance with Part 14 of the Companies Act 2006, the Company and each company which is or becomes a subsidiary of the Company at any time during the period for which this resolution has effect, be and are hereby authorised:

- (a) to make political donations to political parties and/or independent election candidates;
- (b) to make political donations to political organisations other than political parties; and
- (c) to incur political expenditure,

in each case during the period beginning with the date of the passing of this resolution and ending on the conclusion of the next AGM, or the close of business on 31 July 2027, whichever is earlier. In any event, the aggregate amount of political donations and political expenditure made or incurred by the Company and its subsidiaries pursuant to this resolution shall not exceed £100,000. For the purposes of this resolution, the terms "political donations," "independent election candidates," "political organisations," "political expenditure" and "political parties" have the meanings set out in sections 363 to 365 of the Companies Act 2006.

### Directors' authority to allot shares

14. That the Directors are generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006, to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:

- (a) up to an aggregate nominal amount of £99,762 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) of this resolution below in excess of such sum); and
- (b) comprising equity securities (as defined in section 560 of the Companies Act) up to an aggregate nominal amount of £199,523 (such amount to be reduced by any shares allotted or rights granted under paragraph (a) of this resolution above) in connection with or pursuant to an offer of or invitation to apply for equity securities by way of a pre-emptive offer or invitation (including a rights issue or open offer):
  - (i) to holders of ordinary shares in proportion (as nearly as practicable) to the respective number of ordinary shares held by them on the record date for such allotment or grant; and
  - (ii) to holders of any other class of equity securities (as defined in section 560 of the Companies Act 2006) entitled to participate therein or, if the Directors consider it necessary, as permitted by the rights of those securities, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical difficulties in, or under the laws of, or the requirements of any regulatory body or stock exchange in, any territory or any other matter whatsoever.

Such authority shall expire at the earlier of the conclusion of the Company's 2027 AGM (or, if earlier, the close of business on 31 July 2027) unless previously renewed, varied or revoked by the Company at a general meeting, save that the Company may make an offer or agreement before the expiry of this authority which would or might require shares to be allotted, or rights to subscribe for or convert any security into shares to be granted, after the expiry of this authority and the Directors may allot shares and grant rights in pursuance of that offer or agreement as if this authority had not expired.

### Special resolutions

#### Disapplication of pre-emption rights

15. That, subject to the passing of Resolution 14, the Directors are generally authorised pursuant to section 570 of the Companies Act 2006 to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares:

- (a) in connection with an offer or issue by way of rights or other pre-emptive offer or issue (but in the case of the authority granted under Resolution 14(a), by way of a rights issue only) (i) to holders of ordinary

shares in proportion (as nearly as may be practicable) to their existing holdings, and (ii) to the holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, subject to such exclusions or other arrangements as the Directors consider necessary or expedient in relation to fractional entitlements, legal or practical problems under the laws of, or the requirements of any regulatory body or stock exchange in any territory, or any other matter; and

- (b) the allotment to any person or persons of equity securities or sale of treasury shares, otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £14,964.

Such authority to expire at the end of the next AGM of the Company or, if earlier, the close of business on 31 July 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

16. That, subject to the passing of Resolution 14, and in addition to any authority granted under Resolution 15, the Directors are authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006) for cash under the authority given by Resolution 14 and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:

- (a) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £14,964; and
- (b) used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue,

such authority to expire at the end of the next AGM of the Company or, if earlier, the close of business on 31 July 2027 but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

#### **Authority to purchase own ordinary shares**

17. That the Company be unconditionally and generally authorised, for the purpose of section 701 of the Companies Act 2006, to make market purchases (as defined in section 693(4) of the Companies Act 2006) of ordinary shares of £0.001 each in the capital of the Company provided that:
- (a) the maximum number of ordinary shares which may be purchased is 44,862,804 (representing 14.99% of the Company's issued share capital (excluding treasury shares) as at the close of business on 31 March 2026, being the last practicable date before the Notice of this meeting was given);

- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is £0.001;
- (c) the maximum price (exclusive of expenses) which may be paid for an ordinary share is an amount equal to the higher of (i) 105% of the average of the closing price of the Company's ordinary shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share on the trading venue where the purchase is carried out;
- (d) this authority shall expire at the conclusion of the Company's next AGM or, if earlier, the close of business on 31 July 2027 (except in relation to the purchase of ordinary shares, the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry); and
- (e) the Company may, before such expiry, enter into one or more contracts to purchase ordinary shares under which such purchases may be completed or executed wholly or partly after the expiry of this authority and may make a purchase of ordinary shares in pursuance of any such contract or contracts.

#### **Notice of general meeting**

18. To authorise the Directors to call a general meeting, other than an annual general meeting, on not less than 14 clear days' notice.

By order of the Board



**Sarah Whiteley**  
Company Secretary  
16 April 2026

**Funding Circle Holdings plc**  
Registered in England and Wales

**No. 07123934**  
Registered office:  
71 Queen Victoria Street  
London  
EC4V 4AY

## Explanatory notes to the Notice

The notes on the following pages give an explanation of the proposed resolutions.

Resolutions 1 to 14 are proposed as ordinary resolutions. For each of these resolutions to be passed, more than half of the votes cast must be in favour of the resolution. Resolutions 15 to 18 are proposed as special resolutions. For each of these resolutions to be passed, at least three quarters of the votes cast must be in favour of the resolution.

### Resolution 1: Report and accounts

The first item of business is the receipt by the shareholders of the Annual Report of the Company for the year ended 31 December 2025. The Directors' Report, the accounts and the report of the Company's auditors on the accounts and on those parts of the Directors' Remuneration Report that are capable of being audited are contained within the Annual Report.

### Resolution 2: Directors' Remuneration Report

This resolution is the annual resolution inviting shareholders to vote on the Directors' Remuneration Report (excluding the summary of the Directors' Remuneration Policy), which can be found on pages 96 to 111 of the Company's Annual Report and sets out details of payments made to Directors for the financial year ended 31 December 2025. The Directors must include specific information within the Directors' Remuneration Report in accordance with relevant regulations.

This vote is advisory, and the Directors' entitlement to remuneration is not conditional on the passing of the resolution.

### Resolution 3: Reappointment of auditors

In accordance with the Companies Act 2006, the auditors of the Company must be appointed or reappointed at each general meeting at which the Annual Report is presented. The Board is proposing the reappointment of PricewaterhouseCoopers LLP as the Company's auditors, on the recommendation of the Audit Committee, until the conclusion of the next general meeting of the Company.

### Resolution 4: Remuneration of auditors

The remuneration of the auditor must also be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. Resolution 4 seeks authorisation for the Audit Committee to determine the auditor's remuneration.

### Resolutions 5 to 12: Election of Directors

In accordance with the Company's Articles of Association and the UK Corporate Governance Code (the "Code"), each of the Directors is standing for election or re-election at the AGM this year. Both Maeve Byrne and Richard Harvey are standing for their first election to the Board, having been appointed by the Directors on 2 June 2025 and 1 August 2025, respectively.

Following a formal performance evaluation of the Directors during 2025 in relation to the fulfilment of their duties to act in the long-term interests of the Company, on behalf of its members, while also having due regard for other stakeholders, the election and re-election of each of the relevant Directors is recommended by the Board, each having demonstrated continued competence, commitment and effectiveness. Further details can be found in the Nomination Committee Report on pages 84 to 87 of the Annual Report.

The Board confirms that the Directors each make a valuable contribution and together bring a depth and wide range of experience from a diverse range of backgrounds. The biographical details of the Directors are provided in **Appendix 1**. Their balance of skills combined with their knowledge, diversity, industry expertise and business experience ensure the continued effective and successful functioning of the Board and its Committees.

The Board has carefully considered the guidance criteria on the independence of Directors given in the Code and believes that each of the independent Directors seeking re-election remains independent in character and judgement, and that there are no relationships or circumstances that are likely to affect, or appear to affect, their judgement.

Separate resolutions are proposed for each of the elections and re-elections.

### Resolution 13: Political donations

Part 14 of the Companies Act 2006 requires companies to obtain shareholders' authority for donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and for any political expenditure in the EU, subject to limited exceptions. The definition of donation in this context is very wide and extends to bodies such as those concerned with policy review, law reform and the representation of the business community. There are further restrictions on companies incurring political expenditure (as defined in the Companies Act 2006) without first obtaining shareholders' consent. The Company has not made any and does not envisage making any political donations; however, this resolution is proposed for approval as a precaution in order to avoid inadvertent breach of the legislation as a result of the wide meanings given to the terms "political donations" and "political expenditure". This resolution, if passed, will authorise the Directors until the AGM in 2027 to make donations and incur expenditure which might otherwise be caught by the terms of the Companies Act 2006, up to an aggregate amount of £100,000 for the Company and for subsidiary companies.

### Resolution 14: Directors' authority to allot shares

Under section 551 of Companies Act 2006, the Directors may only allot shares, or grant rights to subscribe for or convert any security into shares, if authorised to do so by shareholders (unless in pursuance of an employee share scheme). The authority conferred on the Directors at last year's AGM will expire at the 2026 AGM.

This Resolution 14 therefore seeks to grant a new authority to provide the Directors with flexibility to allot new shares and grant rights to subscribe for or convert any security into shares in accordance with the Companies Act and within the limits prescribed by The Investment Association.

This resolution will, if passed, authorise the Directors to allot (or grant rights over) ordinary shares:

- a. up to a maximum aggregate nominal amount of £99,762 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of such sum), which is equivalent to approximately one third (33.33%) of the Company's issued share capital (excluding treasury shares); and
- b. in connection with a fully pre-emptive offer, up to a maximum aggregate nominal amount of £199,523 (as reduced by allotments under paragraph (a) above), which is equivalent, before any reduction, to approximately two thirds (66.67%) of the Company's issued share capital (excluding treasury shares).

If granted, this authority will expire at the conclusion of the next AGM, or close of business on 31 July 2027, whichever is earlier. The Board has no present intention of exercising this authority. However, the Directors consider it desirable to have the flexibility to respond to market developments and to enable allotments to take place in appropriate circumstances.

References above to the Company's issued share capital are to the Company's issued share capital (excluding treasury shares) as at 31 March 2026, being the latest practicable date prior to publication of the Notice of Meeting. As at that date, the Company held 5,456,692 ordinary shares in treasury, representing 1.82% of the total issued share capital of the Company of 299,284,884 ordinary shares (excluding treasury shares).

### Special resolutions

#### Resolutions 15 and 16: Disapplication of pre-emption rights

Under the Companies Act 2006, if the Company issues new shares or grants rights to subscribe for, or to convert any security into, shares for cash, or sells any treasury shares, it must first offer them to existing shareholders in proportion to their current holdings. In certain circumstances, it may be in the best interests of the Company to allot shares (or to grant rights over shares) for cash without first offering them proportionately to existing shareholders. This cannot be done under the Companies Act 2006 unless the shareholders have first waived their pre-emption rights. In accordance with investor guidelines, therefore, approval is sought by the Directors to issue a limited number of ordinary shares for cash without first offering them to existing shareholders.

Resolution 15 contains a two-part disapplication of pre-emption rights which seeks to renew the Directors' authority to issue equity securities of the Company for cash without the application of pre-emption rights pursuant to section 561 of the Companies Act 2006.

Resolution 15 seeks a disapplication of the pre-emption rights on a rights issue or other pre-emptive offer so as to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems which might arise, for example, with overseas shareholders.

Other than in connection with a rights or other pre-emptive issue, the authority contained in Resolution 15 would be limited to a maximum aggregate nominal amount of £14,964 (which would equate to 14,964,244 ordinary shares (excluding treasury shares)), representing approximately 5% of the Company's issued share capital (excluding treasury shares) as at 31 March 2026.

Resolution 16 is an optional disapplication of pre-emption rights limited to an additional 5% of the Company's issued ordinary share capital to be used only in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. The authority contained in Resolution 16 would be limited to a maximum aggregate nominal amount of £14,964 (which would equate to 14,964,244 ordinary shares (excluding treasury shares)), representing approximately 5% of the Company's issued share capital (excluding treasury shares) as at 31 March 2026, being the latest practicable date prior to publication of this Notice.

These authorities will expire at the same time as the authority to allot shares given pursuant to Resolution 14.

The Directors acknowledge the provisions of the Pre-Emption Group's most recent Statement of Principles on Disapplying Pre-emption Rights published in November 2022 (the 2022 Principles). However, at this time, the Directors consider it appropriate to retain the limits of 5% of the issued ordinary share capital of the Company (excluding treasury shares) in Resolutions 15 and 16 in line with the previous Statement of Principles published in 2015 and have not adopted the increased limits of 10% set out in the 2022 Principles. The Directors will keep emerging market practice under review and will consider what is in the best interests of the Company. The Directors consider that the limits of 5% provide sufficient flexibility to the Company at present.

Notwithstanding the retention of the 2015 limits, should the Directors utilise the authority in Resolution 15(b) or Resolution 16 to allot equity securities for cash on a non-pre-emptive basis pursuant to a general disapplication of pre-emption rights, they confirm that they intend to adhere to the shareholder protections set out in paragraph 1 of Part 2B of the 2022 Principles, including, as far as practicable, making any such issue on a soft pre-emptive basis.

Save for share issues in respect of employee share schemes, the Directors have no current plans to utilise the authorities sought by Resolutions 14, 15 or 16, although they consider their renewal appropriate in order to retain maximum flexibility to take advantage of business opportunities as they arise. The Directors confirm that they will not allot shares for cash on a non-pre-emptive basis pursuant to Resolution 15(b) in excess of the 5% limit, and will only use the authority in Resolution 16 in connection with an acquisition or specified capital investment which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue.

#### Resolution 17: Purchase of own shares

The effect of Resolution 17 is to grant authority to the Company to purchase its own ordinary shares, up to a maximum of 44,862,804 ordinary shares, until the 2027 AGM, or 31 July 2027, whichever is earlier. This represents approximately 14.99% of the issued ordinary share capital (excluding treasury shares) of the Company as at 31 March 2026, being the latest practicable date prior to the publication of this Notice. Resolution 17 sets out the lowest and the highest prices the Company can pay for its shares.

In 2024 and 2025, the Company completed two buyback programmes that returned £50 million to shareholders. On 14 May 2025, the Company announced that it would carry out a further buy-back programme to purchase ordinary shares worth up to £25 million.

## Explanatory notes to the Notice continued

### Special resolutions continued

#### Resolution 17: Purchase of own shares continued

As of 31 March 2026, a total of 13,859,886 ordinary shares had been bought back under the existing authority and 5,456,692 ordinary shares were being held as treasury shares.

As at 31 March 2026, stock option awards over 21,123,368 ordinary shares were outstanding under the Company's share schemes, representing 7.06% of the Company's total issued ordinary share capital (excluding treasury shares and shares held in the Company's Employee Benefit Trust) as at 31 March 2026, and 8.30% of the Company's total issued ordinary share capital (excluding treasury shares and shares held in the Company's Employee Benefit Trust) if the full authority to purchase its own shares (as is being sought in Resolution 17) is used.

Pursuant to the Companies Act 2006, the Company can hold any shares which are repurchased as treasury shares and either resell them for cash, cancel them, either immediately or at a point in the future, or use them for the purposes of its employee share schemes. Holding the repurchased shares as treasury shares will give the Company the ability to resell or transfer them in the future and will provide the Company with additional flexibility in the management of its capital base. No dividends will be paid on, and no voting rights will be exercised in respect of, treasury shares. Shares held as treasury shares will not automatically be cancelled and will not be taken into account in future calculations of earnings per share (unless they are subsequently resold or transferred out of treasury). The Company does not intend to hold more than 10% of its issued share capital in treasury at any time.

The Directors will only exercise the authority if it is satisfied: that it would promote the success of the Company to do so; that it could be expected to result in an increase in earnings per share; and accordingly that the purchase is in the interests of shareholders as a whole.

The Company will not, save in accordance with a predetermined, irrevocable and non-discretionary programme, repurchase shares in the period immediately preceding the preliminary announcement of its annual or interim results as dictated by the Listing Rules or Market Abuse Regulation or, if shorter, between the end of the financial period concerned and the time of a relevant announcement or, except in accordance with the Listing Rules and the Market Abuse Regulation, at any other time when the Directors would be prohibited from dealing in shares.

#### Resolution 18: Notice of general meetings

Under the Companies Act 2006, the notice period required for all general meetings of the Company is 21 clear days, though shareholders can approve a shorter notice period for general meetings that are not annual general meetings, which cannot, however, be less than 14 clear days. Resolution 18 seeks such approval. Annual general meetings will continue to be held on at least 21 clear days' notice. The shorter notice period would not be used as a matter of routine, but only where the flexibility is merited by the business of the general meeting to be held, and is thought to be to the advantage of shareholders as a whole. Shareholder approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

## Appendix 1: Board of Directors

### Ken Stannard

Chair

**Appointed:**

January 2025

**Committee membership:**

Chair of the Nomination Committee; member of the Remuneration, Market Disclosure and ESG Committees.

**Skills, experience and contribution:**

Ken brings almost 30 years' experience in credit, lending and payments, having held senior executive roles at Lloyds Banking Group, Capital One and American Express. Most recently, as CEO of Cabot Credit Management, he grew the company into one of the largest and most profitable credit management services companies in Europe. Prior to his executive roles, he was a partner at Oliver Wyman LLC. Ken has an MBA from INSEAD and an MA in Engineering Science from the University of Oxford.

**Current external commitments**

- Chair of Castle Trust Capital plc, and Castle Trust Holdings Limited
- Chair of Viewture Limited
- Non-Executive Director of Verastar Ltd
- Lead Director of Cepal Hellas Financial Services S.A

### Lisa Jacobs

Chief Executive Officer

**Appointed:**

January 2022

**Committee membership:**

Member of the Market Disclosure and ESG Committees.

**Skills, experience and contribution:**

Lisa joined Funding Circle in 2012 and became CEO in January 2022. She was previously UK Managing Director and Chief Strategy Officer. Prior to Funding Circle, Lisa worked as a Management Consultant, both independently and for the Boston Consulting Group, where she had a financial services focus. She has held roles in NGOs in Tanzania and India. Lisa holds a MA in Philosophy, Politics and Economics from the University of Oxford.

**Current external commitments:**

None.

### Tony Nicol

Chief Financial Officer

**Appointed:**

January 2025

**Committee membership:**

Member of the Market Disclosure and ESG Committees.

**Skills, experience and contribution:**

Tony joined Funding Circle in 2018 as Director of Finance. Prior to Funding Circle, he was Group Financial Controller at IG Group Holdings plc, where he was responsible for all financial reporting including budgeting and forecasting. Before then, Tony worked at PwC as an Assurance Director auditing and advising listed and private businesses in a number of sectors. Tony is an FCA of the ICAEW and holds a BSc in Mathematics from the University of Bristol.

**Current external commitments:**

None.

### Helen Beck

Senior Independent Director

**Appointed:**

June 2021

**Committee membership:**

Chair of the Remuneration Committee; member of the Audit, Risk, and Nomination Committees.

Helen has over 25 years of experience in financial services, particularly in remuneration design, regulation and human resources. Helen was formerly a Partner at Deloitte and, among previous roles in her career, she was Global Head of Reward at Standard Bank and Head of McLagan Europe (part of Aon) and held roles in human resources at Fidelity International. Helen was also previously a Non-Executive Director of Irwin Mitchell.

**Current external commitments:**

- Non-Executive Director and Chair of the Remuneration Committee of St. James's Place plc
- Non-Executive Director and Chair of the Remuneration Committee of Hampshire Trust Bank plc
- Non-Executive Director and Chair of the Remuneration Committee of Picton Property Income Limited
- Independent member of the Remuneration Committee for the British Olympic Association

## Appendix 1: Board of Directors continued

### Maeve Byrne

Independent Non-Executive Director

**Appointed:**

June 2025

**Committee membership:**

Chair of the Audit Committee; member of the Risk, Nomination and Market Disclosure Committees.

**Skills, experience and contribution:**

Maeve brings over 30 years' experience within financial services. Maeve is a Fellow of the Chartered Institute of Accountants in Ireland. She started her accountancy career at KPMG, becoming a Partner in 2002. In 2010, she was seconded to Royal Bank of Scotland where she was CFO of the non-core division. She held a number of executive roles during 2014 to 2017 in the Royal Bank of Scotland Group plc including roles in Capital Resolution Group and Williams and Glynn. She was previously a Non-Executive Director and Chair of the Audit and Risk Committee at Alpha Financial Markets Consulting plc from 2022 to 2024.

**Current external commitments:**

- Non-Executive Director of LendInvest Plc (and Chair of the Audit and Risk Committee)
- Non-Executive Director of M-Kopa Holdings Limited (and Chair of the Audit and Risk Committee)
- Member of Airstream Capital Investments 1 LLP

### Richard Harvey

Independent Non-Executive Director

**Appointed:**

August 2025

**Committee membership:**

Chair of the Risk Committee; member of the Audit, Nomination and Remuneration Committees.

**Skills, experience and contribution:**

Richard brings a wealth of experience in risk management as well as over 30 years' commercial experience in lending and credit cards, having held senior executive positions at HSBC, GE Money and Barclays. He worked most recently at HSBC, as the Global Head of Retail Banking Products, where he also led major analytics and digital transformation programmes. Richard also brings a good understanding of working within the public sector.

**Current external commitments**

- Non-Executive Director of Financial Services Compensation Scheme
- Non-Executive Director of UK Money and Pensions Service
- Trustee Director of Citizen Advice (Runnymede and Spelthorne)

### Hendrik Nelis

Non-Independent Non-Executive Director

**Appointed:**

September 2013

**Committee membership:**

None.

**Skills, experience and contribution**

Hendrik is appointed to the Board as shareholder representative Director on behalf of Accel. He is a Partner at Accel, focusing on software, fintech and consumer internet companies, and has led Accel's investments in KAYAK (NASDAQ: KYAK, acquired by Priceline), Showroomprive (EPA: SRP), Funding Circle (LON: FCH), Celonis, CHECK24, Instana, Miro and Zepz. Hendrik started his career in Silicon Valley as an engineer at Hewlett-Packard before founding a venture-backed software company. He has an MBA from Harvard Business School and a DSc. from Delft University of Technology.

**Current external commitments:**

Hendrik serves as Manager, Partner Director and/or Member at a number of Accel's investment entities, as well as a Director or supervisory board member of several other companies.

### Neil Rimer

Non-Independent Non-Executive Director

**Appointed:**

March 2011

**Committee membership:**

None.

**Skills, experience and contribution:**

Neil is appointed to the Board as shareholder representative Director on behalf of Index Ventures, of which he is a Co-Founder and Partner. Before starting Index Ventures, Neil spent four years with Montgomery Securities in San Francisco. Neil was previously a Director of Photobox Holdco Limited, Supercell Oy and The Climate Corporation. Neil graduated in History and Economics at Stanford, and gained an MBA from Harvard Business School.

**Current external commitments:**

- Emeritus Board Member of Human Rights Watch
- Partner of Index Ventures SA
- Member of the Supervisory Board of Raisin SE
- Non-Executive Director of Sofia Holdings Limited
- Member of the Supervisory Board of Taxfix SE
- Non-Executive Director of Typeform S.L.

## Shareholder information

### Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members as at 6.30pm on Tuesday 19 May 2026, or, if this meeting is adjourned, at 6.30pm 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 AGM in person are asked to register their attendance as soon as practicable by email to [cosec@fundingcircle.com](mailto: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 AGM arrangements. If shareholders are unable to attend the AGM in person, they are strongly advised to submit their proxy votes in advance of the AGM 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 AGM prior to the meeting are set out in the Chair's letter.

### Entry to the AGM, 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 AGM 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 AGM. We ask all those present at the AGM 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 AGM. A proxy need not be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM 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 AGM.
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 8.30am to 5.30pm, 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 FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU; 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 AGM or any adjournment thereof. Please note that all Proxy Forms and appointments, whether postal or electronic, must be received by 12pm on Tuesday 19 May 2026.

### Corporate representatives

10. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares.

### 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.

## Shareholder information continued

### Online appointment of proxies

12. It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, [www.shareview.co.uk](http://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](http://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 12pm on Tuesday 19 May 2026.

### 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 31 March 2026, is 304,741,576, of which 5,456,692 ordinary shares were held in treasury (representing 1.79% of the ordinary issued share capital of the Company). The voting rights attaching to those ordinary shares held in treasury are not exercisable. Therefore, the total number of ordinary shares with exercisable voting rights as at 31 March 2026 is 299,284,884.

### 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 AGM (and any adjournment of the meeting) by following the procedures described in the CREST Manual (available via [www.euroclear.com](http://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.

### Proximity voting instructions

18. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process which has been agreed by the Company and approved by the registrars. For further information regarding Proximity, please go to [www.proximity.io](http://www.proximity.io). Your proxy must be lodged by 12 pm on 19 May 2026 in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proximity'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 FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex BN99 8LU. 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 FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU. 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 12 pm on 20 May 2026. 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 AGM and votes in person, should this be possible.

### Automatic poll voting and results

21. Each of the resolutions 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 AGM; 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 AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

### Disclosures under UK Listing Rule 6.6.6 (Directors' interests / major interests in shares and voting rights)

23. In accordance with UK Listing Rule (UKLR) 6.6.6(1), the following table sets out the changes in the interests of the Directors (including their connected persons) in the share capital of the Company which have occurred between 5 March 2026 (the date of the Company's Annual Report and Accounts) and the latest practicable date, 31 March 2026:

	Beneficially owned shares	Vested but unexercised awards	Unvested awards (not subject to performance conditions)	Unvested awards (subject to performance conditions)	Total	Total that count towards shareholding guidelines (including unexercised awards net of tax)
<b>Executive Directors</b>						
Lisa Jacobs	154,132	1,618,606	602,239	2,457,403	4,832,380	1,331,180
Tony Nicol	11,801	427,749	327,658	806,229	1,573,437	412,167

Save as set out above, there have been no other changes in the interests of the Directors (including their connected persons) between 5 March 2026 and the latest practicable date. Detailed information regarding other Directors' interests can be found on page 106 of the 2025 Annual Report and Accounts.

## Shareholder information continued

### Disclosures under UK Listing Rule 6.6.6 (Directors' interests / major interests in shares and voting rights) continued

24. In accordance with UKLR 6.6.6(2), there has been one change to the information notified to the Company, in accordance with Disclosure and Transparency Rule 5.1, from holders of notifiable interests in the Company's issued share capital (as previously disclosed on page 114 of the 2025 Annual Report and Accounts). The updated notifiable interests are outlined in the table below:

Notifiable interests	Date issuer notified	Indirect ordinary shares as at 31 March 2026	Percentage issued capital as at 31 March 2026
Index Ventures	N/A	58,618,351	19.59
Aktieselskabet af 2.7.2018	N/A	47,067,936	15.75
Accel London Management	N/A	26,906,743	8.99
Schroder Investment Management	N/A	20,683,657	6.91
DST Managers	12 March 2026 <sup>1</sup>	55,378	0.02
Capital Group	N/A	14,713,073	4.92
JO Hambro Capital Management	N/A	12,704,652	4.25

1. DST Managers previously held 16,505,378 ordinary shares equalling 5.46% of the Company's issued capital as at 31 December 2025, as disclosed in the Company's 2025 Annual Report and Accounts. DST Managers subsequently notified the Company on 12 March 2026 of two notifiable events, each occurring on 13 February 2026 and 11 March 2026 respectively.

### Questions

25. Any shareholder attending the AGM has the right to ask questions. Shareholders are invited to submit questions relating to the business of the AGM in advance by emailing [cosec@fundingcircle.com](mailto:cosec@fundingcircle.com). Questions must be received by no later than 5.30 pm on 15 May 2026. Please ensure you include your name and shareholder reference number (as shown on your Proxy Form) with your question. The Company will not answer questions either at the AGM, 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.

### Documents available for inspection

26. Copies of Directors' service contracts or letters of appointment with the Company will be available during usual business hours on any weekday for inspection at the registered office of the Company from the date of this Notice until the close of the AGM on 21 May 2026.



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[corporate.fundingcircle.com/investors](https://corporate.fundingcircle.com/investors)