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**This announcement is an advertisement for the purposes of the Prospectus Rules of the Financial Conduct Authority ("FCA") and not a prospectus and not an offer of securities for sale in any jurisdiction, including in or into the United States, Australia, Canada or Japan.**

Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or commitment whatsoever in any jurisdiction. Investors should not subscribe for or purchase any shares referred to in this announcement except on the basis of information in the prospectus, in its final form, expected to be published by Funding Circle Holdings Limited (to be re-registered as a public company and re-named as Funding Circle Holdings plc) (the "**Company**"), and together with its subsidiaries and subsidiary undertakings, the "**Group**" or "**Funding Circle**") in due course in connection with the proposed admission of its ordinary shares to the premium segment of the Official List of the Financial Conduct Authority and to trading on the main market of London Stock Exchange plc. A copy of the prospectus will, following publication, be available for inspection from the Company's registered office at 71 Queen Victoria Street, London EC4V 4AY and on the Company's website at [corporate.fundingcircle.com](http://corporate.fundingcircle.com).

19 September 2018

**Funding Circle Holdings Limited**  
**Announcement of Price Range**

Following the announcement by Funding Circle on 10 September 2018 of its intention to proceed with an initial public offer (the "**IPO**" or the "**Offer**"), Funding Circle today announces the price range for the IPO as well as the commencement of the Offer once an approved price range prospectus (the "**Prospectus**") has been published containing full details of the Offer, which is expected to take place later today. The Company intends to apply for admission of its ordinary shares ("**Shares**") to the premium listing segment of the Official List of the Financial Conduct Authority (the "**Official List**") and to trading on London Stock Exchange's main market for listed securities (together, "**Admission**").

**Offer Highlights**

- The price range for the Offer has been set at 420 pence to 530 pence per Share (the "**Price Range**").
- The Offer size will comprise a maximum of 71,428,571 new Shares and a secondary component to be determined.
- Following the completion of the IPO, the issued ordinary share capital of the Company is expected to comprise between 329,708,334 and 345,053,027 Shares and the Company expects to have a free float in excess of 25% of the issued share capital (prior to any exercise of the Over-allotment Option).
- The Company intends to raise gross proceeds of approximately £300 million, which it intends to use to enhance its balance sheet position. The directors of the Company (the "**Directors**") believe this is important for the following reasons:
  - to further engender trust in the Group's business with investors, borrowers and regulators;
  - to support the Group in pursuing growth over profitability in the medium term; and
  - to provide strategic flexibility and create the ability to take advantage of opportunities either in current markets or new geographies.
- Certain existing shareholders, directors and employees (the "**Selling Shareholders**") of the Group are entitled to make available for sale 25% of their respective holdings in the Offer. As at the date of this announcement, however, Funding Circle has not received any binding commitment from any shareholder to make available any Shares for sale in the Offer.
- Heartland A/S ("**Heartland**") has agreed as part of the Offer to purchase (through its wholly-owned indirect subsidiary, Aktieselskabet as 2.7.2018) 10% of the issued ordinary share capital of the Company following the issue of the new Shares pursuant to the Offer. The purchase is conditional upon Admission and certain other conditions being satisfied, including that the Offer price is set within the Price Range.
- Index, Accel, DST and Stone Ridge have granted Goldman Sachs, as stabilising manager, an over-allotment option (the "**Over-allotment Option**") of up to 10% of the total number of Shares comprised in the Offer.
- The Offer will comprise:
  - an offer of Shares to institutional investors in qualifying jurisdictions (in the UK and elsewhere outside the United States in reliance on Regulation S and in accordance with locally applicable laws and regulations, and in the United States, only to qualified institutional buyers ("**QIBs**") as defined in rule 144A under the US Securities Act of 1933, as amended, or another exemption from, or transaction not subject to, registration under the US Securities Act of 1933, as amended) (the "**Institutional Offer**"); and

- an offer of Shares to certain retail stockbrokers and share dealing providers in the UK, who will facilitate the participation in the Offer of their retail clients in the UK, the Channel Islands and the Isle of Man (the "**Intermediaries Offer**"). Retail stockbrokers and share dealing providers interested in participating in the Intermediaries Offer should contact Solid Solutions Associates ([intermediaries@solid-solutions.co.uk](mailto:intermediaries@solid-solutions.co.uk)).
- The Company, Heartland and all shareholders holding more than 0.25% of the issued share capital of the Company immediately prior to Admission (other than the Directors and certain other employees of the Group) will or are expected to be subject to a 180 day lock-up from the date of Admission. The Directors and certain employees of the group will be subject to a 365 day lock-up from the date of Admission. The lock-ups are subject to certain customary exemptions and may otherwise only be waived with the consent of the Joint Global Coordinators.
- On 14 September 2018, Ms Geeta Gopalan has entered into a letter of appointment with the Company pursuant to which she has agreed to be appointed as a non-executive director of the Company with effect from 1 November 2018.
- It is expected that, following Admission, the Company will be eligible for inclusion in the FTSE UK indices within the Technology supersector.
- The Company has engaged Merrill Lynch International ("**BofA Merrill Lynch**"), Goldman Sachs International ("**Goldman Sachs**") and Morgan Stanley & Co. International plc ("**Morgan Stanley**") to act as Joint Global Co-ordinators and Joint Bookrunners and Numis Securities Limited ("**Numis**") to act as Joint Bookrunner on the Offer. BofA Merrill Lynch is also acting as sole Sponsor.
- As part of the IPO, retail investors in the UK, the Channel Islands and the Isle of Man will be able to apply for Shares via the Intermediaries Offer. The minimum application size in the Intermediaries Offer will be £1,000. The Intermediaries Offer is expected to open following publication of the Prospectus. Individuals must apply in the Intermediaries Offer through participating intermediaries. A list of the participating intermediaries as at the date of this announcement can be found below. Funding Circle confirms that the latest time and date for receipt of applications by intermediaries is 4pm on 27 September 2018. List of participating intermediaries as at the date of this announcement:
  - AJ Bell Youinvest
  - Albert E Sharp
  - Alliance Trust Savings Limited
  - Barclays Smart Investor
  - Cornhill Capital Limited
  - Hargreaves Lansdown
  - iDealing.com Limited
  - IG Group
  - Interactive Investor
  - Killik & Co
  - Redmayne-Bentley Stockbrokers
  - Saga Share Direct
  - Selftrade
  - Sharedeal Active
  - Shareview
  - Shore Capital Stockbrokers Limited
  - SVS Securities Plc
  - The Share Centre
  - TS Capital
  - WH Ireland Limited
  - X-O.co.uk

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Please refer to the Prospectus, which will be available later today in electronic form from Funding Circle's website at [corporate.fundingcircle.com](http://corporate.fundingcircle.com), for further details.

**Notes to Editors**

**About Funding Circle**

Funding Circle ([corporate.fundingcircle.com](http://corporate.fundingcircle.com)) is a global SME loans platform, connecting SMEs who want to borrow with investors who want to lend in the UK, US, Germany and the Netherlands. Since launching in 2010, investors across Funding Circle's geographies – including more than 80,000 retail investors, banks, asset management companies, insurance companies, government-backed entities and funds – have lent more than £5 billion to over 50,000 businesses globally.

**About Heartland**

Heartland is the private holding company of Anders Holch Povlsen, containing all the group's activities and investment holdings outside of its fashion activities. The company has a dedicated team focused on actively nurturing investments in selected companies in their portfolio, examples of which include Klarna, Zalando and ASOS.

## Important legal information

The contents of this announcement, which has been prepared by and is the sole responsibility of the Company, has been approved by Merrill Lynch International, Goldman Sachs International and Morgan Stanley & Co. International plc solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended).

The information contained in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed by any person for any purpose on the information contained in this announcement or its accuracy, fairness or completeness.

This announcement is not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia), Australia, Canada, Japan or any other jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction. The distribution of this announcement may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for, or otherwise invest in, securities in the United States, Australia, Canada, Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Shares referred to herein may not be offered or sold in the United States unless registered under the United States Securities Act of 1933 (the “**Securities Act**”) or offered in a transaction exempt from, or not subject to, the registration requirements of the Securities Act. The offer and sale of Shares referred to herein has not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada or Japan. Subject to certain exceptions, the Shares referred to herein may not be offered or sold in Australia, Canada or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada or Japan. There will be no public offer of the Shares in the United States, Australia, Canada, Japan, or elsewhere.

In any member state of the European Economic Area (“**EEA**”) other than the United Kingdom (each, a “**Relevant Member State**”), this announcement and any offer if made subsequently is directed only at persons who are “qualified investors” (“**Qualified Investors**”) within the meaning of the Prospectus Directive (Directive 2003/71/EC and any amendments thereto, including Directive 2010/73/EU), and any implementing measures in each Relevant Member State (the “**Prospectus Directive**”).

This announcement may include statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements may be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “plans”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect the Company’s current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Company’s business, results of operations, financial position, liquidity, prospects, growth and strategies. Forward-looking statements speak only as of the date they are made.

Each of the Company, Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc and Numis Securities Limited and their respective affiliates as defined under Rule 501(b) of Regulation D of the Securities Act (“**affiliates**”), expressly disclaims any obligation or undertaking to update, review or revise any forward looking statement contained in this announcement whether as a result of new information, future developments or otherwise.

Any subscription or purchase of Shares in the proposed Offer should be made solely on the basis of the information contained in the Prospectus to be issued by the Company in connection with the Offer. The information in this announcement is subject to change. Before subscribing for or purchasing any Shares, persons viewing this announcement should ensure that they fully understand and accept the risks which will be set out in the Prospectus when published. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. This announcement does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to purchase or subscribe for any Shares or any other securities nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefor.

The date of Admission may be influenced by a variety of factors which include market conditions. There is no guarantee that Admission will occur and you should not base your financial decisions on the Company’s intentions in relation to Admission at this stage. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested.

Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offer. The value of shares can decrease as well as increase. Potential investors should consult a professional advisor as to the suitability of the Offer for the person concerned.

None of Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc and Numis Securities Limited or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for/or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the announcement or its contents or otherwise arising in connection therewith.

Each of Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc and Numis Securities Limited is acting exclusively for the Company and no-one else in connection with the Offer. They will not regard any other person as their respective clients 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 providing advice in relation to the Offer, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

Each of Merrill Lynch International, Goldman Sachs International and Morgan Stanley & Co. International plc is authorised by the Prudential Regulation Authority and regulated by the Prudential Regulation Authority and the Financial Conduct Authority in the United Kingdom and Numis Securities Limited is authorised and regulated by the Financial Conduct Authority in the United Kingdom.

In connection with the Offer, each of Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc and Numis Securities Limited and any of their respective affiliates, may take up a portion of the Shares 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 the Prospectus, once published, to the Shares being issued, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by any of Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc and Numis Securities Limited and any of their respective affiliates acting in such capacity. In addition, Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc, Numis Securities Limited and any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which they may from time to time acquire, hold or dispose of Shares. None of Merrill Lynch International, Goldman Sachs International, Morgan Stanley & Co. International plc and Numis Securities Limited nor any of their respective affiliates intend 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 stabilisation 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 transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market. Goldman Sachs International is not required to enter into such transactions and such transactions may be effected on any stock 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 Goldman Sachs International or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. Such stabilising measures, if commenced, may be discontinued at any time without prior notice. In no event will measures be taken to stabilise the market price of the Shares above the offer price. Save as required by law or regulation, neither Goldman Sachs International 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, Goldman Sachs International, as stabilisation manager, may, for stabilisation purposes, over-allot Shares up to a maximum of 10% of the total number of Shares comprised in the Offer. For the purposes of allowing it to cover short positions resulting from any such over-allotments and/or from sales of Shares effected by it during the stabilisation period, Goldman Sachs International will enter into over-allotment arrangements with certain existing shareholders pursuant to which Goldman Sachs International may purchase or procure purchasers for additional Shares up to a maximum of 10% of the total number of Shares comprised in the Offer (the “**Over-Allotment Shares**”) at the offer price. The over-allotment arrangements will be exercisable in whole or in part, upon notice by Goldman Sachs International, at any time on or before the 30th calendar day after the commencement of conditional trading of the Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the over-allotment arrangements, 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 to Distributors**

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“**MiFID II**”); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the “**MiFID II Product Governance Requirements**”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that the Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II (the “**Target Market Assessment**”). Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.