



Proxy Form

Funding Circle Holdings plc (the "Company")

Annual General Meeting ("AGM") of the Company to be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Wednesday 19 May 2021 at 12 p.m.

Voting ID _____ Task ID _____ Shareholder reference number _____

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

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

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

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

as my/our proxy to attend, speak and vote on my/our behalf at the AGM of the Company to be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Wednesday 19 May 2021 at 12 p.m. and at any adjournment of the AGM.

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

Please tick this box if you intend to attend the AGM, should this be possible.

If you cannot attend the AGM but would like to raise a question relating to the business of the AGM, please provide brief details in the space below. You can also submit your question to ir@fundingcircle.com by 10 May 2021 (please see further details in the Notice of AGM.)

Resolutions (ordinary 1 to 14 and 19, special 15 to 18)

- | | For | Against | Vote withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1. To receive the Company's Annual Report for the year ended 31 December 2020. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To approve the Directors' Remuneration Report. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the Directors' Remuneration Policy. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Adoption of a new Deferred Bonus Plan. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To reappoint PricewaterhouseCoopers LLP as auditors of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To authorise the Audit Committee to fix the auditors' remuneration. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect Eric Daniels as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect Samir Desai as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect Geeta Gopalan as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect Andrew Learoyd as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature

Resolutions (ordinary 1 to 14 and 19, special 15 to 18)

- | | For | Against | Vote withheld |
|---|--------------------------|--------------------------|--------------------------|
| 11. To re-elect Hendrik Nelis as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To elect Oliver White as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To re-elect Neil Rimer as a Director. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14. Directors' authority to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. Disapplication of pre-emption rights. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. Disapplication of pre-emption rights in connection with an acquisition or specified capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. Purchase of own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. Notice of general meeting. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. Political donations. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Date

If you plan to attend the AGM, should this be permitted under applicable Covid-19 restrictions, please bring this Attendance Card with you and present it at the Company registrar's desk on arrival. This Attendance Card is evidence of your right to attend and vote at the AGM. If you are attending as a representative of a shareholder that is a corporation, you will need to show our registrar evidence that you have been properly appointed as a corporate representative to gain entry to the AGM.

Please detach and retain this section before posting.

Do not post with the Proxy Form.

You can now access the 2020 Annual Report and Notice of the 2021 AGM online at <https://corporate.fundingcircle.com/investors/shareholder-meetings>. You can submit your proxy online at <https://www.sharevote.co.uk>.

The AGM will be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Wednesday 19 May 2021 at 12 p.m.

Given the uncertainty around whether shareholders will be able to attend the AGM due to the ongoing Covid-19 pandemic, shareholders are strongly encouraged to complete and submit a Proxy Form appointing the chair of the meeting as their proxy in accordance with the instructions printed on the enclosed form. The Proxy Form must be received by 12 p.m. on Monday 17 May 2021.

Annual General Meeting ("AGM") of the Company to be held at the Company's offices at 71 Queen Victoria Street, London EC4V 4AY, on Wednesday 19 May 2021 at 12 p.m.



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

Explanatory notes relating to the completion of the Proxy Form

1. As a member of the Company you are entitled to appoint a proxy, who need not be a shareholder, to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. The completion and return of a Proxy Form (or other appointment of a proxy) does not preclude you from attending and voting at the AGM or at any adjournment thereof should you wish to do so, provided this is permitted under applicable Covid-19 restrictions. If you attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a member of the Company but must attend the AGM to represent you, should this be possible. Given the uncertainty around whether shareholders will be able to attend the AGM, **you are strongly advised to appoint the chair of the AGM as your proxy, rather than a named individual who may not be able to attend the meeting.** To appoint as your proxy a person other than the chair of the AGM, insert their full name in the box. If you sign and return this Proxy Form with no name inserted in the box, the chair of the AGM will be deemed to be your proxy. Where you appoint as your proxy someone other than the chair of the meeting, you are responsible for ensuring that they attend the AGM, should this be permitted, and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the chair of the meeting and give them the relevant instructions directly.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, (an) additional Proxy Form(s) may be obtained by contacting our registrar, Equiniti, on 0371 384 2030 or you may photocopy this form. Overseas holders should contact +44 (0) 121 415 7047. Lines are open from 8:30 a.m. to 5:30 p.m. Monday to Friday (excluding public holidays in England and Wales). Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). If you sign and return this Proxy Form with this box blank, you will be deemed to have appointed the proxy in respect of all of your shares. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope. As noted above, shareholders are strongly advised to appoint the chair of the AGM as their proxy in respect of all of their shares rather than another named individual who may not be able to attend the AGM.
5. To direct your proxy on how to vote on the resolutions mark the appropriate box with an "X". To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes "for" or "against" a resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.
6. In order to be valid, this Proxy Form, and any power of attorney or any other authority under which it is signed (or a duly certified copy of such power or authority), must be:
 - ▶ completed and signed;
 - ▶ sent or delivered to our registrar, Equiniti, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; and
 - ▶ received by our registrar, Equiniti, no later than 12 p.m. on Monday 17 May 2021.
7. Where the member is a corporation/company, this Proxy Form must be executed under its common seal or signed on its behalf by an officer, attorney or other person duly authorised by the corporation/company.
8. As an alternative to completing the hard-copy Proxy Form, you can appoint a proxy electronically by visiting www.sharevote.co.uk. You will need your voting ID, task ID and shareholder reference number (as shown on this Proxy Form). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Proxy Form at www.shareview.co.uk using your user ID and password. Once logged in, click "View" on the "My Investments" page, click on the link to vote and then follow the on-screen instructions. Full instructions on the procedure are given on both websites. Your proxy appointment(s) and instructions made electronically will not be valid if sent to any address other than those provided or if received by Equiniti after 12 p.m. on Monday 17 May 2021.
9. CREST members (i.e. those that hold shares in uncertificated form) who wish to appoint a proxy or proxies by using the CREST electronic appointment service may do so by using the procedures described in the CREST Manual. To be valid, the appropriate CREST message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instructions given to a previously appointed proxy, must be transmitted so as to be received by Equiniti (ID: RA19), by 12 p.m. on Monday 17 May 2021. See note 15 to the Notice of the AGM for further information on proxy appointment through CREST.
10. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by our registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12 p.m. on 17 May 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity'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.
11. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
12. 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.
13. For details of how to change your proxy instructions or revoke your proxy appointment see the notes to the Notice of the AGM.
14. You may not use any electronic address provided in this Proxy Form to communicate with the Company for any purposes other than those expressly stated.
15. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.
16. Entitlement to attend, should this be possible, and vote at the AGM and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 6:30 p.m. on Monday 17 May 2021. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.