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Funding Circle Holdings plc

Statement re 2025 AGM post-meeting shareholder engagement

In accordance with Provision 4 of the UK Corporate Governance Code, Funding Circle Holdings plc ("the **Company**") is providing an update following significant votes (defined as above 20%) against the following resolutions at its AGM held on 15 May 2025.

The Board was pleased that Resolutions 14 (authority to allot shares), 15 (general disapplication of pre-emption rights) and 16 (disapplication of pre-emption rights in connection with an acquisition or specified capital investment), were passed by the significant majority of the shareholders who voted. However, as specified in our statement of 15 May 2025, 21.77% of votes cast voted against these resolutions.

Following the vote, we engaged directly with those key shareholders who voted against the resolutions to understand their concerns. Their feedback confirmed that the dissenting votes largely stemmed from the relevant investors' voting policies and concerns about potential dilution, particularly since there was no specific transaction tied to the requested share issuance authority. Their feedback also highlighted a preference for pre-approving specific share issuances in the future.

The resolutions followed the provisions of the Pre-Emption Group's 2015 Statement of Principles for the disapplication of pre-emption rights and the Board considered the flexibility afforded to be in the best interests of the Company and its shareholders. The Board has not yet adopted the increased thresholds provided for in the 2022 updated Statement of Principles. However, the Board will continue to consider its approach on this matter and will continue to engage with shareholders as appropriate. A further update will be provided in the 2025 Annual Report.

For and on behalf of
Funding Circle Holdings plc

Lucy Vemall
Company Secretary

ENDS

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About Funding Circle:

Funding Circle is the UK's leading SME finance platform. Established in 2010, Funding Circle has extended c.£16bn in credit to over 110,000 businesses in the UK.

For SME borrowers, Funding Circle provides an unrivalled customer experience, delivered through its technology and data, coupled with a human touch. Its solutions continue to help customers access the funding they need to succeed. For institutional investors, Funding Circle provides access to an alternative asset class in an underserved market and delivers robust and attractive returns.

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