In accordance with Section 555 of the Companies Act 2006

SH01

Return of allotment of shares

form produced by

IRIS | PTP PC Share Register Plus

Ver 17 5

You can use the WebFiling service to file this form online
Please go to www companieshouse gov uk

✓ **What this form is for**
You may use this form to give notice of shares allotted following incorporation

✗ **What this form is NO**
You cannot use this for notice of shares taken b cribers on formation of or for an allotment of a of shares by an unlimit

FRIDAY

A05 *A4JLF29U* 06/11/2015 COMPANIES HOUSE #217

1 Company details

Company number	0 7 1 2 3 9 3 4
Company name in full	Funding Circle Holdings Limited

→ **Filling in this form**
Please complete in typescript or in bold black capitals

All fields are mandatory unless specified or indicated by *

2 Allotment dates ❶

From date	d 0 d 1	m 0 m 9	y 2 y 0 y 1 y 5
To date	d d	m m	y y y y

❶ **Allotment date**
If all shares were allotted on the same day, enter that date in the 'from date' box If shares were allotted over a period of time, complete both 'from date' and 'to date' boxes

3 Shares allotted

Please give details of the shares allotted, included bonus shares

❷ **Currency**
If currency details are not completed we will assume currency is in pound sterling

Class of shares (E g Ordinary/Preference etc)	Currency ❷	Number of shares allotted	Nominal value of each share	Amount paid (including share premium) on each share	Amount (if any) unpaid (including share premium) on each share
*C Ordinary Shares of £0 00001		3,473,500	0 0000100	0 000010	0 000000

If the allotted shares are fully or partly paid up otherwise than in cash, please state the consideration for which the shares were allotted

Details of non-cash consideration

If a PLC, please attach valuation report (if appropriate)

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Statement of Capital

Section 4 (also **Section 5** and **Section 6**, if appropriate) should reflect the company's issued capital at the date of this return

4 Statement of capital (Share capital in pound sterling (£))

Please complete the table below to show each class of shares held in pound sterling
If all your issued capital is in sterling, only complete **Section 4** and then go to **Section 7**

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
As per continuation sheet(s)			226,429,300	£ 220,707 595000
				£
				£
				£
		Totals	226,429,300	£ 220,707 595000

5 Statement of capital (Share capital in other currencies)

Please complete the table below to show any class of shares held in other currencies
Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

Currency

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
		Totals		

6 Statement of capital (Totals)

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	226,429,300
Total aggregate nominal value ❹	GBP 220,707 595000

❹ **Total aggregate nominal value**
Please list total aggregate values in different currencies separately For example GBP 100 + EUR 100 + USD 10 etc

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

Continuation Pages
Please use a Statement of Capital continuation page if necessary

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Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
A Ordinary Shares	0 00001	0	1656000	16 56
B Ordinary Shares	0 00333	0	650000	6 5
SUBTOTAL FOR THIS PAGE			Totals 2306000	23 06

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
C Ordinary Shares	0 00001	0	3473500	34 735
SUBTOTAL FOR THIS PAGE			Totals 3473500	34 735

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Ordinary Shares	0 001	0	40839400	40839 4
Ordinary Shares	0 0272	0	24544700	24544 7
Ordinary Shares	0 031	0	194300	194 3
Ordinary Shares	0 032	0	45200	45 2
Ordinary Shares	0 0341	0	2000	2
Ordinary Shares	0 03426	0	8300	8 3
Ordinary Shares	0 0344	0	64700	64 7
Ordinary Shares	0 0761	0	98800	98 8
Ordinary Shares	0 0811	0	59600	59 6
Ordinary Shares	0 08134	0	92000	92
Ordinary Shares	0 0817	0	473500	473 5
Ordinary Shares	0 1788	0	2200	2 2
Ordinary Shares	0 7727	0	5791400	5791 4
SUBTOTAL FOR THIS PAGE		Totals	72216100	72216 1

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Series A Preferred Shares	0 0875	0	27392200	27392 2
SUBTOTAL FOR THIS PAGE		Totals	27392200	27392 2

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Series B Preferred Shares	0 315	0	31492900	31492 9
SUBTOTAL FOR THIS PAGE			Totals 31492900	31492 9

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Series C Preferred Shares	0 001	0	4358700	4358 7
Series C Preferred Shares	0 0272	0	1652700	1652 7
Series C Preferred Shares	0 7727	0	26509100	26509 1
SUBTOTAL FOR THIS PAGE		Totals	32520500	32520 5

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Series D Preferred Shares	0 001	0	4372900	4372 9
Series D Preferred Shares	0 0272	0	309800	309 8
Series D Preferred Shares	0 315	0	126400	126 4
Series D Preferred Shares	0 7727	0	1026900	1026 9
Series D Preferred Shares	1 8579	0	19759700	19759 7
SUBTOTAL FOR THIS PAGE		Totals	25595700	25595 7

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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Return of allotment of shares

Statement of capital

Please complete the table below to show any class of shares held in other currencies Please complete a separate table for each currency

Currency

Class of shares (E g Ordinary/preference etc)	Amount paid up on each share ❶	Amount (if any) unpaid on each share ❶	Number of shares ❷	Aggregate nominal value ❸
Series E Preferred Shares	0 001	0	429000	429
Series E Preferred Shares	0 0272	0	703500	703 5
Series E Preferred Shares	0 0817	0	20200	20 2
Series E Preferred Shares	0 0875	0	1179100	1179 1
Series E Preferred Shares	0 315	0	127000	127
Series E Preferred Shares	0 7727	0	398700	398 7
Series E Preferred Shares	3 4536	0	28574900	28574 9
OVERALL TOTAL			Totals 226429300	220707 595

❶ Including both the nominal value and any share premium

❷ Total number of issued shares in this class

❸ E g Number of shares issued multiplied by nominal value of each share

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section 4** and **Section 5**

Class of share	
Prescribed particulars ❶	See continuation sheet(s)
Class of share	
Prescribed particulars ❶	
Class of share	
Prescribed particulars ❶	

❶ **Prescribed particulars of rights attached to shares**

The particulars are
(a) particulars of any voting rights, including rights that arise only in certain circumstances,
(b) particulars of any rights, as respects dividends, to participate in a distribution,
(c) particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
(d) whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation page
Please use a Statement of Capital continuation page if necessary

8 Signature

I am signing this form on behalf of the company

Signature

Signature
X X

This form may be signed by
Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager

❷ **Societas Europaea**
If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership

❸ **Person authorised**
Under either section 270 or 274 of the Companies Act 2006

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*A Ordinary Shares of £0 00001
Prescribed particulars	The A Ordinary Shares have no voting rights The holders of A Ordinary Shares shall be entitled to participate in any dividends (other than the preference dividend payable to the Series A Preferred Shares) pro rata to their shareholdings (to the extent vested), unless the Board determines that the equity value of the Company is less than £450,000,000 On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The A Ordinary Shares are redeemable at the option of the shareholder at any time within 3 months from the date of issue of the relevant A Ordinary Shares

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*B Ordinary Shares of £0 00001
Prescribed particulars	The B Ordinary Shares have no voting rights The holders of B Ordinary Shares shall be entitled to participate in any dividends (other than the preference dividend payable to the Series A Preferred Shares) pro rata to their shareholdings (to the extent vested), unless the Board determines that the equity value of the Company is less than £450,000,000 On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The B Ordinary Shares are not redeemable

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*C Ordinary Shares of £0 00001
Prescribed particulars	The C Ordinary Shares have no voting rights The holders of C Ordinary Shares shall be entitled to participate in any dividends (other than the preference dividend payable to the Series A Preferred Shares) pro rata to their shareholdings (to the extent vested), unless the Board determines that the equity value of the Company is less than the threshold amount determined by the Board after 2 April 2015 On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The C Ordinary Shares are redeemable at the option of the shareholder at any time within 3 months from the date of issue of the relevant C Ordinary Shares

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*Ordinary Shares of £0 001
Prescribed particulars	The Ordinary Shares shall be entitled to one vote per share The holders of Ordinary Shares shall be entitled to participate in any dividends (other than the preference dividend payable to the Series A Preferred Shares) pro rata to their shareholdings On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The Ordinary Shares are not redeemable

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*Series A Preferred Shares of £0 001
Prescribed particulars	The Series A Preferred Shares shall carry the right to one vote per share unless, at the relevant time, the Series A Preferred Shares are convertible into a greater number of Ordinary Shares or the holders of the Series A Preferred Shares are entitled to Series A anti-dilution shares, in which case, each holder of Series A Preferred Shares shall be entitled to exercise such number of votes as is equal to the number of Ordinary Shares of which he would be the holder assuming (a) he had been issued all such Series A anti-dilution shares, and (b) all of his Series A Preferred Shares (including any Series A anti-dilution shares) were converted into Ordinary Shares at the then applicable conversion rate The Series A Preferred Shares are entitled to a fixed cash preferential dividend (the "Preference Dividend"), which accrued at an annual rate of 8% of £8 75 in respect of the period from the date of issue the Series A Preferred Shares to 15 September 2013 The Preference Dividend shall be paid on the earlier to occur an exit, IPO or liquidation The holders of Series A Preferred Shares are also entitled to participate in other dividends pro rata to their shareholdings On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The Series A Preferred Shares are not redeemable

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*Series B Preferred Shares of £0 001
Prescribed particulars	The Series B Preferred Shares shall carry the right to one vote per share unless, at the relevant time, the Series B Preferred Shares are convertible into a greater number of Ordinary Shares or the holders of the Series B Preferred Shares are entitled to Series B anti-dilution shares, in which case, each holder of Series B Preferred Shares shall be entitled to exercise such number of votes as is equal to the number of Ordinary Shares of which he would be the holder assuming (a) he had been issued all such Series B anti-dilution shares, and (b) all of his Series B Preferred Shares (including any Series B anti-dilution shares) were converted into Ordinary Shares at the then applicable conversion rate The holders of Series B Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The Series B Preferred Shares are not redeemable

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7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*Series C Preferred Shares of £0 001
Prescribed particulars	The Series C Preferred Shares shall carry the right to one vote per share unless, at the relevant time, the Series C Preferred Shares are convertible into a greater number of Ordinary Shares or the holders of the Series C Preferred Shares are entitled to Series C anti-dilution shares, in which case, each holder of Series C Preferred Shares shall be entitled to exercise such number of votes as is equal to the number of Ordinary Shares of which he would be the holder assuming (a) he had been issued all such Series C anti-dilution shares, and (b) all of his Series C Preferred Shares (including any Series C anti-dilution shares) were converted into Ordinary Shares at the then applicable conversion rate The holders of Series C Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The Series C Preferred Shares are not redeemable

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*Series D Preferred Shares of £0 001
Prescribed particulars	The Series D Preferred Shares shall carry the right to one vote per share unless, at the relevant time, the Series D Preferred Shares are convertible into a greater number of Ordinary Shares or the holders of the Series D Preferred Shares are entitled to Series D anti-dilution shares, in which case, each holder of Series D Preferred Shares shall be entitled to exercise such number of votes as is equal to the number of Ordinary Shares of which he would be the holder assuming (a) he had been issued all such Series D anti-dilution shares, and (b) all of his Series D Preferred Shares (including any Series D anti-dilution shares) were converted into Ordinary Shares at the then applicable conversion rate The holders of Series D Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The Series D Preferred Shares are not redeemable

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Return of allotment of shares

7 Statement of capital (Prescribed particulars of rights attached to shares)

Class of share	*Series E Preferred Shares of £0 001
Prescribed particulars	The Series E Preferred Shares shall carry the right to one vote per share unless, at the relevant time, the Series E Preferred Shares are convertible into a greater number of Ordinary Shares or the holders of the Series E Preferred Shares are entitled to Series E anti-dilution shares, in which case, each holder of Series E Preferred Shares shall be entitled to exercise such number of votes as is equal to the number of Ordinary Shares of which he would be the holder assuming (a) he had been issued all such Series E anti-dilution shares, and (b) all of his Series E Preferred Shares (including any Series E anti-dilution shares) were converted into Ordinary Shares at the then applicable conversion rate The holders of Series E Preferred Shares are entitled to participate in dividends (other than the Preference Dividend) pro rata to their shareholdings On a distribution of assets on a liquidation or a return of capital, the Company's surplus assets shall be distributed as follows (i) first, in paying to (a) the holders of Series E Preferred Shares, £3 4536 per Series E Preferred Share (plus any dividend arrears) and (b) the holders of Series D Preferred Shares, £1 8579 per Series D Preferred Share (plus any dividend arrears), (ii) second, in paying to (a) the holders of Series C Preferred Shares, £0 7727 per Series C Preferred Share (plus any dividend arrears), (b) the holders of Series B Preferred Shares, £0 3150 per Series B Preferred Share (plus any dividend arrears), (c) the holders of Series A Preferred Shares, £0 0875 per Series A Preferred Share (plus any dividend arrears), and (d) the holders of the Series A Preferred Shares, the Preference Dividend, (iii) third, in paying to the holders of the Deferred Shares, if any, a total of £1 00 for the entire class of Deferred Shares, (iv) fourth, if the Company's surplus assets for distribution are less than £450,000,000, in paying to the holders of the A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than £450,000,000 but less than an amount to be determined by the Board after 2 April 2015 (the "C/D Threshold Value"), in paying to the holders of (a) C Ordinary Shares and D Ordinary Shares and (b) unvested A Ordinary Shares and B Ordinary Shares, if any, a total of £1 00 for such shares, or, if the Company's surplus assets for distribution are equal to or greater than the C/D Threshold Value, in paying to the holders of any unvested A Ordinary Shares, B Ordinary Shares, C Ordinary Shares and D Ordinary Shares a total of £1 00 for such shares, and (v) thereafter, the balance of the surplus assets (if any) shall be distributed among the holders of all shares (other than the Deferred Shares and any shares in respect of which the holders have received a total of £1 under (iv)) pro rata to the number of such shares held The Series E Preferred Shares are not redeemable

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Return of allotment of shares

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record

Contact name: Charlotte Hawkins
Company name: Funding Circle Holdings Limited
Address: 71 Queen Victoria Street
Post town:
County/Region: London
Postcode: E C 4 V 4 A Y
Country: UK
DX:
Telephone:

Checklist

We may return the forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and number match the information held on the public Register
- ☐ You have shown the date(s) of allotment in section 2
- ☐ You have completed all appropriate share details in section 3
- ☐ You have completed the appropriate sections of the Statement of Capital
- ☐ You have signed the form

Important information

Please note that all information on this form will appear on the public record

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

For companies registered in England and Wales
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information please see the guidance notes on the website at www companieshouse gov uk
or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www companieshouse gov.uk