

Company no 07123934

**Ordinary Resolutions
of
Funding Circle Holdings Limited**

FRIDAY



Passed on 17 August 2015

The following resolutions were duly passed as ordinary resolutions on 17 August 2015 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Ordinary Resolutions.

- 1 THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot C Ordinary Shares in the capital of the Company (the "**C Ordinary Shares**") and/or D Ordinary Shares in the capital of the Company (the "**D Ordinary Shares**") or grant rights to subscribe for or to convert any security into C Ordinary Shares and/or D Ordinary Shares ("**C/D Rights**") up to an aggregate nominal amount of £123 816 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date these Resolutions are passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or C/D Rights to be granted and the directors may allot shares or grant C/D Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired This authority is in addition to, and shall not replace, any existing authority obtained in accordance with section 551 of the Act
- 2 THAT, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to allot Ordinary Shares in the capital of the Company or grant rights to subscribe for or to convert any security into Ordinary Shares (the "**Ordinary Rights**") up to an aggregate nominal amount of £500 provided that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date these Resolutions are passed save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Ordinary Rights to be granted and the directors may allot shares or grant Ordinary Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired This authority is in addition to, and shall not replace, any existing authority obtained in accordance with section 551 of the Act or the authority conferred pursuant to Resolution 1
- 3 THAT the Company be authorised in accordance with section 693A of the Act generally and unconditionally to make off market purchases of Ordinary Shares provided that
 - 3 1 the maximum aggregate nominal amount of Ordinary Shares that may be purchased is £6,000,
 - 3 2 the minimum price (excluding expenses) which may be paid for each Ordinary Share is the nominal value of the Ordinary Shares at time of the purchase, and
 - 3 3 the maximum price (excluding expenses) which may be paid for each Ordinary Share is the higher of the subscription price paid for the relevant Ordinary Share and \$200

The authority conferred by this Resolution shall, unless renewed, varied or revoked by the Company, expire five years from the date these Resolutions are passed, save that the Company may, before the expiry of the authority granted by this resolution, enter into a contract to purchase ordinary shares which will or may be executed wholly or partly after the expiry of such authority

Signed

A handwritten signature in black ink, appearing to read "L K Venk", is written over the "Signed" text.

Company Secretary

Company no 07123934

**Ordinary Resolution
of
Funding Circle Holdings Limited**

Passed on 19 October 2015

The following resolution was duly passed as an ordinary resolution on 19 October 2015 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

Ordinary Resolution:

- 1 THAT, in accordance with section 551 of the Act, the Directors be authorised to allot ordinary shares in the capital of the Company up to an aggregate nominal amount of £8,301 in connection with the Company's proposed acquisition of the entire issued share capital of ZenCap Global S à r l provided, in each case, that this authority shall, unless renewed, varied or revoked by the Company, expire five years from the date these Resolutions are passed save that the Company may, before such expiry, make an offer or agreement (including the grant of options) which would or might require shares to be allotted in pursuance of such offer or agreement notwithstanding that the authority conferred by this Resolution has expired

This authority is in addition to, and shall not replace, any existing authority obtained in accordance with section 551 of the Act

Signed



Company Secretary