

**SPECIAL RESOLUTION**  
**FUNDING CIRCLE LTD (the "Company")**  
**(Company no: 06968588)**

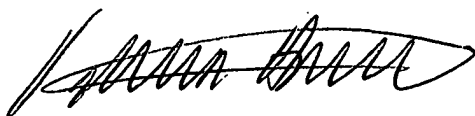
On the 19 October 2022 the following Special Resolution was agreed and passed by the members:

**I. SPECIAL RESOLUTION**

Pursuant to section 21(1) of the Companies Act 2006, the **Company** proposes to amend its articles of association to include a provision that enables directors to delegate any of the powers which are conferred on them under the articles to an alternate individual. The following article is proposed to be inserted before Article 8 of the articles of association:

**"8A ALTERNATE DIRECTORS**

- (1) Any director (other than an alternate director) may appoint any other director, or any other person approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by them.*
- (2) An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which their appointer is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointer as a director in their absence but shall not be entitled to receive any remuneration from the Company for their services as an alternate director. It shall not be necessary to give notice of such a meeting to an alternate director who is absent from the United Kingdom.*
- (3) An alternate director shall cease to be an alternate director if their appointer ceases to be a director; but, if a director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which they retire, any appointment of an alternate director made by them which was in force immediately prior to their retirement shall continue after their appointment.*
- (4) Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.*
- (5) Save as otherwise provided in the articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for their own acts and defaults and they shall not be deemed to be the agent of the director appointing him."*



**Vinotha Anthony**

Company Secretary

