

**FUNDING CIRCLE SME INCOME FUND LIMITED**  
**Registered Number 60680**

**FORM OF PROXY FOR SHAREHOLDERS**

This form is only for registered holders of shares for use at the annual general meeting of Funding Circle SME Income Fund Limited (the "**Company**") to be held at the Company's registered office, **Third Floor, La Plaiderie Chambers, La Plaiderie, St Peter Port, Guernsey, GY1 1WG Channel Islands at 9.00am London time on 6 September 2017**, or any adjournment if required. Additional forms of proxy are available from the Company's registered office.

I/We \_\_\_\_\_ (name in block letters)

of (Address) \_\_\_\_\_

being the registered holder/s of \_\_\_\_\_ shares in the Company hereby appoint (see note 2)

1. \_\_\_\_\_ or failing him/her

2. \_\_\_\_\_ or failing him/her

3. the chairman of the annual general meeting,

as my/our proxy to attend, speak and vote for me/us on my/our behalf at the annual general meeting and at each adjournment required and to vote for or against or to abstain from voting in respect of the shares in the issued share capital of the Company registered in my/our name/s, in accordance with the following instructions (see note 4).

Insert an "X" in the relevant spaces below or the number of shares according to how you wish your votes to be cast (see note 3).

	<b>Ordinary Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1.	To receive, consider and approve the Annual Report and Consolidated Audited Financial Statements of the Company for the year ended to 31 March 2017 with the reports of the Directors and auditors therein (the "Annual Report").			
2.	To re-appoint PricewaterhouseCoopers CI LLP of Royal Bank Place, 1 Gategny Esplanade, St Peter Port, Guernsey GY1 4ND as the Company's auditor ('auditor') to hold office from the conclusion of the meeting until the conclusion of the next AGM at which financial statements are laid before the Company.			
3.	To authorise the Board to negotiate and fix the remuneration of the auditor in respect of the year ending 31 March 2018.			
4.	To re-elect Richard Boleat as an Independent Director of the Company who offers himself for re-election. For further information on Mr Boleat, please refer to page 52 of the Annual Report.			
5.	To re-elect Jonathan Bridel as an Independent Director of the Company who offers himself for re-election. For further information on Mr Bridel, please refer to page 52 of the Annual Report.			
6.	To re-elect Richard Burwood as an Independent Director of the Company who offers himself for re-election. For further information on Mr Burwood, please refer to page 52 of the Annual Report.			
7.	To re-elect Frederic Hervouet as an Independent Director of the Company who offers himself for re-election. For further information on Mr Hervouet, please refer to page 53 of the Annual Report.			

8.	To re-elect Sachin Patel as a Director of the Company who offers himself for re-election. For further information on Mr Patel, please refer to page 53 of the Annual Report.			
9.	To approve the Directors' Remuneration Report in respect of the year ended 31 March 2017.			
10.	To approve the Company's dividend policy.			
	<b>Special Resolutions</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
11.	To renew the authorisation of the Company unconditionally and generally for the purposes of Article 8.1 of the Articles of the Company and Section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make market acquisitions (as defined in the Law) of shares in the Company.			
12.	In accordance with Article 7.7 of the Articles to authorise and empower the directors to exercise all the powers of the Company to allot or make offers or agreements to allot equity securities (as defined in the Articles) for cash as if the pre-emption rights in article 7.2 of the Articles did not apply to any such allotment.			

Signed at \_\_\_\_\_ on \_\_\_\_\_ 2017

Signature \_\_\_\_\_ Assisted by (if applicable) \_\_\_\_\_

**Please read the notes on the following page.**

**Completed forms of proxy must be received at the Company's registrar's offices at Capita Asset Services, The Registry, 34 Beckenham Road, Kent, BR3 4TU, United Kingdom, by no later than 9.00am London time on 4 September 2017.**

## NOTES TO FORM OF PROXY FOR SHAREHOLDERS

1. You are entitled to appoint one or more person(s) as proxy (who need not be a member of the Company) to exercise all or any of your rights to attend, speak and vote in your place at the annual general meeting or any adjournment thereof.
2. You may insert the name or the names of up to two persons to act as alternative proxy of your choice in the space/s provided, with or without deleting "the chairman of the annual general meeting". The person whose name stands first on the form of proxy and who is present at the annual general meeting will be entitled to act as proxy to the exclusion of those whose names follow. If you do not insert the names of any persons to act as your proxy and you do not delete the words "the chairman of the annual general meeting", you will be deemed to have appointed the chairman to act as your proxy. You may appoint more than one proxy in relation to the annual general meeting to exercise rights attaching to different shares. To appoint more than one proxy to exercise rights attaching to different shares you may photocopy this form. All forms must be signed and should be returned together.
3. Please insert an "X" or the number of shares you hold in the relevant space according to how you wish your votes to be cast. If you wish to cast your votes in respect of a lesser number of shares than you own in the Company or if you are appointing more than one proxy to exercise rights in respect of different shares that you own in the Company, please insert in the relevant space the number of shares held in respect of which you wish to vote. Failure to comply with the above will be deemed to authorise the proxy to vote or to abstain from voting at the annual general meeting as he/she/it deems fit in respect of all of your votes exercisable at the annual general meeting. A member is not obliged to use all the votes exercisable by the member, but the total of the votes cast or in respect of which abstention is recorded may not exceed the total number of votes exercisable by the member. An "abstained" vote is not a vote in law and will not be counted in the proportion of shares for or against any resolution.
4. Where there are joint holders of any shares, such joint holders may elect one of their number to represent them and vote whether personally or by proxy in their name. In default of such election the person whose name appears first in the register in respect of such shares shall be the only person entitled to vote in respect thereof.
5. The form of proxy, accompanied by any power of attorney or other authority under which it is executed (if applicable), must be received at the Company's registrar's offices at Capita Asset Services, The Registry, 34 Beckenham Road, Kent, BR3 4TU, United Kingdom **by no later than 9.00am (London time) on 4 September 2017.**
6. The completion and lodging of this form of proxy will not preclude the relevant member from attending the annual general meeting and speaking and voting in person to the exclusion of any proxy appointed. If you attend the annual general meeting in person, your proxy appointment(s) will be automatically terminated.
7. To be effective, any alteration to this form must be signed in full (and not merely initialled).
8. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic appointment service, may do so for the annual general meeting and any adjournment(s) thereof by utilising the procedures described in the "CREST Reference Manual" issued by Euroclear UK & Ireland Limited (the "**CREST Manual**"). CREST personal members or other CREST sponsored members and those CREST members who have appointed voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
9. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message ("**Crest Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by the latest time for receipt of proxy appointments specified in note 5 of this form of proxy. CREST members and, where applicable, CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
10. An instrument of proxy which is not deposited in the manner so required shall be invalid. When two or more valid but differing proxy forms are delivered in respect of the same share for use at the same meeting and in respect of the same matter, the one which is lastly delivered (regardless of its date or of the date of its execution) shall be treated as replacing and revoking the other or others as regards that share. If the Company is unable to determine which form of proxy was lastly delivered, none of them shall be treated as valid in respect of that share.