

In accordance with  
Section 555 of the  
Companies Act 2006.

# SH01

## Return of allotment of shares



**Diligent  
Entities**



Go online to file this information  
[www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)

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

✗ **What this form is NOT for**  
You cannot use this form to give  
notice of shares taken by subscription  
on formation of the company or to give  
notice of an allotment of a new class of  
shares by an unlimited company.

WEDNESDAY



\*AA650D7M\*

A06

16/06/2021

#237

COMPANIES HOUSE

### 1 Company details

Company number 0 8 8 0 4 4 1 1

Company name in full REVOLUT LTD

#### → 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 <sup>1</sup>

From Date <sup>d</sup> 0 <sup>d</sup> 2 <sup>m</sup> 0 <sup>m</sup> 4 <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 2 <sup>y</sup> 1  
To Date <sup>d</sup> 3 <sup>d</sup> 0 <sup>m</sup> 0 <sup>m</sup> 4 <sup>y</sup> 2 <sup>y</sup> 0 <sup>y</sup> 2 <sup>y</sup> 1

#### <sup>1</sup> 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, including bonus shares.  
(Please use a continuation page if necessary.)

#### <sup>2</sup> Currency

If currency details are not  
completed we will assume currency  
is in pound sterling.

Currency <sup>2</sup>	Class of shares (E.g. Ordinary/Preference etc.)	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
GBP	ORDINARY	14,431	0.0000001	0.0000001	0.00
GBP	ORDINARY	3,313	0.0000001	0.03	0.00
GBP	ORDINARY	90	0.0000001	0.10	0.00

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

#### Continuation page

Please use a continuation page if  
necessary.

Details of non-cash  
consideration.

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

SH01

Return of allotment of shares

4

**Statement of capital**

Complete the table(s) below to show the issued share capital at the date to which this return is made up.

**Complete a separate table for each currency (if appropriate).** For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Please use a Statement of Capital continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
<b>Currency table A</b>				
	SEE ATTACHED SCHEDULE			
<b>Totals</b>		51,425,714	£5.1425714	0

<b>Currency table B</b>				
<b>Totals</b>				

<b>Currency table C</b>				
<b>Totals</b>				


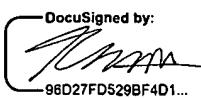
**Totals (including continuation  
pages)**

Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
51,425,714	£5.1425714	0.00

❶ Please list total aggregate values in different currencies separately.  
For example: £100 + €100 + \$10 etc.

SH01

Return of allotment of shares

<b>5</b>	<b>Statement of capital (prescribed particulars of rights attached to shares)</b>	
	Please give the prescribed particulars of rights attached to shares for each class of share shown in the share capital tables in <b>Section 4</b> .	
Class of share	SEE ATTACHED SCHEDULE	
Prescribed particulars ❶		
Class of share	SEE ATTACHED SCHEDULE	
Prescribed particulars ❶		
Class of share	SEE ATTACHED SCHEDULE	
Prescribed particulars ❶		
<b>6</b>	<b>Signature</b>	
	I am signing this form on behalf of the company.	
Signature	<div> <div>Signature</div> <div>   </div> </div>	
	<p>This form may be signed by:          Director ❷, Secretary, Person authorised ❸, Administrator, Administrative receiver,          Receiver, Receiver manager, CIC manager.</p>	
	<p><b>❶ Prescribed particulars of rights attached to shares</b></p> <p>The particulars are:</p> <ul style="list-style-type: none"> <li>a particulars of any voting rights, including rights that arise only in certain circumstances;</li> <li>b particulars of any rights, as respects dividends, to participate in a distribution;</li> <li>c particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and</li> <li>d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.</li> </ul> <p>A separate table must be used for each class of share.</p> <p><b>Continuation page</b>          Please use a Statement of Capital continuation page if necessary.</p>	
	<p><b>❷ Societas Europaea</b>          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.</p> <p><b>❸ Person authorised</b>          Under either section 270 or 274 of the Companies Act 2006.</p>	



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## SH01 - continuation page

### Return of allotment of shares

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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# SH01 - continuation page

## Return of allotment of shares

4

### Statement of capital

Complete the table below to show the issued share capital.  
Complete a separate table for each currency.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
GBP	ORDINARY	14,094,757	£1.4094757	
GBP	ORDINARY A	18,051,576	£1.8051576	
GBP	ORDINARY D	6,085,463	£0.6085463	
GBP	ORDINARY E	4,833,694	£0.4833694	
GBP	ORDINARY G	1,672,699	£0.1672699	
GBP	ORDINARY H	6,687,525	£0.6687525	
Totals		51,425,714	£5.1425714	0.00

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# SH01 - continuation page

## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder. Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively. Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows: (a) first, to each Qualifying Ordinary Series Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Qualifying Ordinary Series Share held plus any arrears or accruals of dividend on the Qualifying Ordinary Series Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Qualifying Ordinary Series Shareholders in full, the available Net Sale Proceeds shall be distributed to the Qualifying Ordinary Series Shareholders in proportion to the Subscription Price of the Qualifying Ordinary Series Shares held by them and arrears or accruals of dividend due to them respectively; (b) second, to each Non-Qualifying Ordinary Series Shareholder, Ordinary Shareholder, and Vested In-The-Money H Shareholder pro rata to the number of shares held by each of them respectively, up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount; (c) third, any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, this paragraph (c) shall not apply, and instead paragraph (e) below shall apply) shall be distributed among the Non-Qualifying Ordinary Series Shareholders, the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (d) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount (if any): any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders, and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (e) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; and (f) finally, nothing, unless the holders of each Non-Qualifying Ordinary Series Share, Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share, in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis. Redemption: The Shares are non-redeemable.</p>

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# SH01 - continuation page

## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary A
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder. Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively. Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows: (a) first, to each Qualifying Ordinary Series Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Qualifying Ordinary Series Share held plus any arrears or accruals of dividend on the Qualifying Ordinary Series Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Qualifying Ordinary Series Shareholders in full, the available Net Sale Proceeds shall be distributed to the Qualifying Ordinary Series Shareholders in proportion to the Subscription Price of the Qualifying Ordinary Series Shares held by them and arrears or accruals of dividend due to them respectively; (b) second, to each Non-Qualifying Ordinary Series Shareholder, Ordinary Shareholder, and Vested In-The-Money H Shareholder pro rata to the number of shares held by each of them respectively, up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount; (c) third, any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, this paragraph (c) shall not apply, and instead paragraph (e) below shall apply) shall be distributed among the Non-Qualifying Ordinary Series Shareholders, the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (d) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount (if any): any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders, and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (e) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; and (f) finally, nothing, unless the holders of each Non-Qualifying Ordinary Series Share, Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share, in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis. Redemption: The Shares are non-redeemable.</p>



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# SH01 - continuation page

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5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary D	
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder. Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively. Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows: (a) first, to each Qualifying Ordinary Series Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Qualifying Ordinary Series Share held plus any arrears or accruals of dividend on the Qualifying Ordinary Series Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Qualifying Ordinary Series Shareholders in full, the available Net Sale Proceeds shall be distributed to the Qualifying Ordinary Series Shareholders in proportion to the Subscription Price of the Qualifying Ordinary Series Shares held by them and arrears or accruals of dividend due to them respectively; (b) second, to each Non-Qualifying Ordinary Series Shareholder, Ordinary Shareholder, and Vested In-The-Money H Shareholder pro rata to the number of shares held by each of them respectively, up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount; (c) third, any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, this paragraph (c) shall not apply, and instead paragraph (e) below shall apply) shall be distributed among the Non-Qualifying Ordinary Series Shareholders, the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (d) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount (if any): any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders, and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (e) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; and (f) finally, nothing, unless the holders of each Non-Qualifying Ordinary Series Share, Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share, in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis. Redemption: The Shares are non-redeemable.</p>	

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# SH01 - continuation page

## Return of allotment of shares

### 5 Statement of capital (prescribed particulars of rights attached to shares)

Class of share	Ordinary E
Prescribed particulars	<p>Voting: on a show of hands every Eligible Shareholder present or represented in person shall have one vote, and on a poll every Eligible Shareholder shall have one vote for every Eligible Share of which he is the holder. Dividends: All Eligible Shares shall rank pari passu in respect of dividends and dividends shall be paid to the Eligible Shareholders pro rata according to the number of Eligible Shares held by each Eligible Shareholder respectively. Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows: (a) first, to each Qualifying Ordinary Series Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Qualifying Ordinary Series Share held plus any arrears or accruals of dividend on the Qualifying Ordinary Series Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Qualifying Ordinary Series Shareholders in full, the available Net Sale Proceeds shall be distributed to the Qualifying Ordinary Series Shareholders in proportion to the Subscription Price of the Qualifying Ordinary Series Shares held by them and arrears or accruals of dividend due to them respectively; (b) second, to each Non-Qualifying Ordinary Series Shareholder, Ordinary Shareholder, and Vested In-The-Money H Shareholder pro rata to the number of shares held by each of them respectively, up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount; (c) third, any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, this paragraph (c) shall not apply, and instead paragraph (e) below shall apply) shall be distributed among the Non-Qualifying Ordinary Series Shareholders, the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (d) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount (if any): any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders, and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (e) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; and (f) finally, nothing, unless the holders of each Non-Qualifying Ordinary Series Share, Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share, in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis. Redemption: The Shares are non-redeemable.</p>

**SH01 - continuation page**  
**Return of allotment of shares****5 Statement of capital (prescribed particulars of rights attached to shares)**

<b>Class of share</b>	<b>ORDINARYH</b>	
<b>Prescribed particulars</b>	<p>Voting: The Shares are non-voting. Dividends: The Shares shall not confer any rights to participate in dividends. Distribution: On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows: (a) first, to each Qualifying Ordinary Series Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Qualifying Ordinary Series Share held plus any arrears or accruals of dividend on the Qualifying Ordinary Series Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Qualifying Ordinary Series Shareholders in full, the available Net Sale Proceeds shall be distributed to the Qualifying Ordinary Series Shareholders in proportion to the Subscription Price of the Qualifying Ordinary Series Shares held by them and arrears or accruals of dividend due to them respectively; (b) second, to each Non-Qualifying Ordinary Series Shareholder, Ordinary Shareholder, and Vested In-The-Money H Shareholder pro rata to the number of shares held by each of them respectively up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount; (c) third, any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, this paragraph (c) shall not apply, and instead paragraph (e), below shall apply) shall be distributed among the Non-Qualifying Ordinary Series Shareholders, the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (d) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount (if any): any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders, and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (e) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount shall be distributed among the Non- Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; and (f) finally, nothing, unless the holders of each Non-Qualifying Ordinary Series Share, Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share, in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis. Redemption:</p> <p>The Shares are non-redeemable.</p>	

**SH01 - continuation page**  
**Return of allotment of shares****5 Statement of capital (prescribed particulars of rights attached to shares)**

<b>Class of share</b>	<b>ORDINARY G</b>	
<b>Prescribed particulars</b>	<p><b>Voting:</b> The Shares are non-voting. <b>Dividends:</b> The Shares shall not confer any rights to participate in dividends. <b>Distribution:</b> On a return of capital, on a liquidation, reduction of capital or otherwise, the surplus assets of the Company remaining after payment of its liabilities shall be distributed amongst the Shareholders pro rata to the number of shares held by each of them respectively (as though they had been fully converted into Ordinary Shares). In the event of a Sale, the Net Sale Proceeds shall, save in respect of any Shares not sold in connection with that Sale, be distributed between the Shareholders as follows: (a) first, to each Qualifying Ordinary Series Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Qualifying Ordinary Series Share held plus any arrears or accruals of dividend on the Qualifying Ordinary Series Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that if there are insufficient Net Sale Proceeds to pay such amounts to all Qualifying Ordinary Series Shareholders in full, the available Net Sale Proceeds shall be distributed to the Qualifying Ordinary Series Shareholders in proportion to the Subscription Price of the Qualifying Ordinary Series Shares held by them and arrears or accruals of dividend due to them respectively; (b) second, to each Non-Qualifying Ordinary Series Shareholder, Ordinary Shareholder, and Vested In-The-Money H Shareholder pro rata to the number of shares held by each of them respectively up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount; (c) third, any amount of the Net Sale Proceeds which exceeds the First Hurdle Amount and is less than or equal to the Second Hurdle Amount (for the avoidance of doubt, if there is no Second Hurdle Amount, this paragraph (c) shall not apply, and instead paragraph (e) below shall apply) shall be distributed among the Non-Qualifying Ordinary Series Shareholders, the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (d) then, the following step to be applied for each Nth Hurdle Amount which has been set in respect of the tranche of G Shares, starting with the Second Hurdle Amount (if any): any amount of the Net Sale Proceeds which exceeds the Nth Hurdle Amount and is less than or equal to the N+1th Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders, and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; (e) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount shall be distributed among the Non-Qualifying Ordinary Series Shareholders, Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders, pro rata to the number of shares held by each of them respectively; and (f) finally, nothing, unless the holders of each Non-Qualifying Ordinary Series Share, Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share, in which case the holders of the Deferred Shares (as a class) shall be entitled to receive £1 in aggregate, on a pro rata basis.</p> <p><b>Redemption:</b></p> <p>The Shares are non-redeemable.</p>	

# SH01

## 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 CATHERINE DICKSON

Company name REVOLUT LTD

Address THE COLOMBUS BUILDING

7 WESTFERRY CIRCUS

CANARY WHARF

Post town LONDON

County/Region

Postcode E 1 4 4 H D

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 relevant 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.gov.uk/companieshouse](http://www.gov.uk/companieshouse) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.gov.uk/companieshouse](http://www.gov.uk/companieshouse)