

In accordance with
Section 555 of the
Companies Act 2006.

SH01

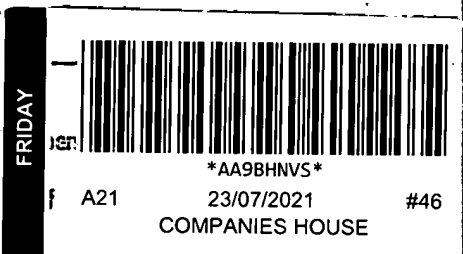
Return of allotment of shares



Go online to file this information
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
shareholders on formation of the company
for an allotment of a new class of
shares by an unlimited company.



1 Company details

Company number 08804411

Company name in full REVOLUT LTD

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

All fields are mandatory unless
specified or indicated by *

2 Allotment dates ¹

From Date 02/06/2021
To Date 03/06/2021

1 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.)

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

Currency ²	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	30,728	0.0000001	0.0000001	0.00
GBP	ORDINARY	216	0.0000001	0.03	0.00
GBP	ORDINARY	2,117	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 - continuation page
Return of allotment of shares

3

Please give details of the shares allotted, including bonus shares.

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

[illegible]

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
Currency table A				
GBP	See attached schedule			
Totals		51,515,521	£5.1515521	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares	Total aggregate nominal value ❶	Total aggregate amount unpaid ❶
		51,515,521	£5.1515521	0.00

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

SH01 - continuation page
Return of allotment of shares

4

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	14,184,564	£1.4184564		
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		51,515,521	£5.1515521		0.00

SH01

Return of allotment of shares

5

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 share capital tables in **Section 4**.**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.

A separate table must be used for each class of share.

Continuation page

Please use a Statement of Capital continuation page if necessary.

Class of share

Ordinary

Prescribed particulars

See attached schedule

Class of share

Ordinary A

Prescribed particulars

See attached schedule

Class of share

Ordinary D

Prescribed particulars

See attached schedule

6

Signature

I am signing this form on behalf of the company.

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.

Person authorised

Under either section 270 or 274 of the Companies Act 2006.

Signature

Signature

X

DocuSigned by:

Thomas Hambrett

17CF94D5179348B...

X

This form may be signed by:

Director, Secretary, Person authorised, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

In accordance with
Section 555 of the
Companies Act 2006.

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	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

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary (Continued)	
Prescribed particulars	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.	

In accordance with
Section 555 of the
Companies Act 2006.

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	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	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary A (Continued)	
Prescribed particulars	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.	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary D	
Prescribed particulars	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	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary D (Continued)	
Prescribed particulars	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.	

In accordance with
Section 555 of the
Companies Act 2006.

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	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	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary E (Continued)	
Prescribed particulars	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.	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary G	
Prescribed particulars	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,	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary G (Continued)	
Prescribed particulars	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.	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

5	Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary H	
Prescribed particulars	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,	

In accordance with
Section 555 of the
Companies Act 2006.

SH01 - continuation page

Return of allotment of shares

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

Class of share	Ordinary H (Continued)	
Prescribed particulars	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.	

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	7 WESTFERRY CIRCUS									
	CANARY WHARF									
Post town	LONDON									
County/Region										
Postcode	E	1	4		4	H	D			
Country	UNITED KINGDOM									
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 or email 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