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In accordance with Section 637 of the Companies Act 2006.

SH10

Notice of particulars of variation of rights attached to shares

Diligent Entities

✓ **What this form is for**
You may use this form to give notice of particulars of variation of rights attached to shares.

✗ **What this form is NOT**
You cannot use this form notice of particulars of v of class rights of membe company without share do this, please use form

TUESDAY
AAJUBFG8
A20 21/12/2021 #128
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 Date of variation of rights

Date of variation of rights	d d m m y y y y 0 5 0 8 2 0 2 1

3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation	PLEASE SEE CONTINUATION PAGES

Continuation pages
Please use a continuation page if you need to enter more details.

4 Signature

I am signing this form on behalf of the company.

Signature

X DocuSigned by: Thomas Bruce Hambrett X
0F78F376AEA04F8...

This form may be signed by:
Director ❶, Secretary, Person authorised ❷, Administrator, Administrative receiver, Receiver, Receiver manager, Charity commission receiver and manager, CIC manager.

❶ **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.

❷ **Person authorised**
Under either Section 270 or 274 of the Companies Act 2006.

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SH10 – continuation page

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3 Details of variation of rights

Please give details of the variation of rights attached to shares.

Variation

ORDINARY E SHARES

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 as follows: first (i) £1 in aggregate to the holders of G Shares and H Shares each; and (ii) £1 in aggregate to the holders of Deferred Shares (as a class), in each case on a pro rata basis; and secondly, 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:

(1) to each Ordinary F Shareholder, in priority to all other Shareholders, an amount equal to the Subscription Price for each Ordinary F Share held plus any arrears or accruals of dividend on the Ordinary F 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 Ordinary F Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary F Shareholders in proportion to the Subscription Price of the Ordinary F Shares held by them and arrears or accruals of dividend due to them respectively;
(2) to each Ordinary D/E Shareholder, in priority to all other Shareholders other than Ordinary F Shareholders, an amount equal to: (i) the Subscription Price for each Ordinary D/E Share held plus (ii) any arrears or accruals of dividend on the Ordinary D/E Shares due or declared but unpaid down to the date of the proceeds of such Sale being returned, provided that (iii) if there are insufficient Net Sale Proceeds to pay such amounts to all Ordinary D/E Shareholders, in full, the available Net Sale Proceeds shall be distributed to the Ordinary D/E Shareholders in proportion to the Subscription Price of the Ordinary D/E Shares held by them and arrears or accruals of dividend due to them respectively;
(3) to each Ordinary Shareholder, and Vested In-The-Money H Shareholder in proportion to the number of Ordinary Shares and Vested In-The-Money H Shares held by them, respectively, as if such Ordinary Shares, and Vested In-The-Money H Shares constituted the same class of Shares up to such amount of the remaining Net Sale Proceeds as is less than or equal to the First Hurdle Amount;
(4) 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, paragraph (3) shall not apply, and instead paragraph (5) below shall apply) shall be distributed among the Ordinary Shareholders, the Vested G First Hurdle Shareholders and the Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares and Vested In-The-Money H Shares then in issue;
(5) 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: 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 Ordinary Shareholders, Vested G First Hurdle Shareholders to Vested G Nth Hurdle Shareholders (inclusive), and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G First Hurdle Shares to Vested G Nth Hurdle Shares, and Vested In-The-Money H Shares then in issue;
(6) next, any amount of the Net Sale Proceeds which exceeds the Maximum Hurdle Amount (which, for the avoidance of doubt, shall be the First Hurdle Amount if no other Hurdle Amounts have been set) shall be distributed among the Ordinary Shareholders, Vested G Shareholders and Vested In-The-Money H Shareholders in the proportion that the aggregate number of Ordinary Shares, Vested G Shares, and Vested In-The-Money H Shares held by each holder bears to all of the Ordinary Shares, Vested G Shares, and Vested In- The-Money H Shares then in issue; and
(7) finally, nothing, unless the holders of each Ordinary Share, Vested G Share, and Vested In-The-Money H Share receive proceeds of £1,000,000 or more per share pursuant to article 3.2.2(e), 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.

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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 SONIYA KENTH

Company name REVOLUT LTD

Address 7 WESTFERRY CIRCUS

Post town LONDON

County/Region

Postcode E 1 4 4 H D

Country UK

DX

Telephone

Checklist

We may return 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 entered the date of variation of rights in section 2.
- ☐ You have provided details of the variation of rights in section 3.
- ☐ 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.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk