

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
REVOLUT LTD
(the "Company")

Resolutions passed on 2 March 2016

On 2 March 2016 the following resolutions were passed pursuant to Chapter 2 of Part 13 of the Companies Act 2006. Resolution 1 below was passed as an ordinary resolution and resolution 2 below was passed as a special resolution by the members of the Company

ORDINARY RESOLUTION

- 1 THAT, subject to and conditional on the passing of resolution 2, in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to grant rights to subscribe for or to convert any securities into shares in the Company pursuant to the terms of a loan stock instrument entered into by the Company on or around the date of this resolution (the "**Instrument**"), and to allot shares in the Company arising from conversion of such securities, up to an aggregate nominal amount of £2 00 provided that:
- (A) the authority granted under this resolution shall expire five years after the passing of this resolution, and
 - (B) the Company may, before such expiry under paragraph (A) above of this resolution, make an offer or agreement which would require shares to be allotted or rights to subscribe for or to convert any securities into shares to be granted after such expiry and the directors may allot such shares or grant such rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in addition to all other subsisting authorities.

SPECIAL RESOLUTION

- 2 THAT in accordance with Article 12.2 of the Company's Articles of Association, the directors be generally empowered to grant rights to subscribe for or to convert any securities into shares in the Company pursuant to the terms of the Instrument and to allot shares in the Company arising from conversion of such securities, as if the restrictions contained in Article 12 of the Company's Articles of Association did not apply to such grant of rights to subscribe or allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall be limited to the allotment of securities and shares arising from conversion of the securities pursuant to the Instrument with a maximum aggregate nominal value of £2.00 for a period of five years from the date of this resolution, unless renewed, varied or revoked by the Company prior to or on that date.



Director

THURSDAY



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21/04/2016

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COMPANIES HOUSE