

REVOLUT LTD

(the "Company")

MEMBERS' WRITTEN RESOLUTIONS PURSUANT TO CHAPTER 2 OF PART 13 OF THE COMPANIES ACT 2006 (the "Act")2 APRIL 2015 (the "Circulation Date")Passed 2 APRIL 2015

We, the undersigned, being the members of the Company being entitled to attend and vote at general meetings of the Company, pursuant to Chapter 2 of Part 13 of the Act hereby AGREE and RESOLVE

- in the case of resolutions 1 and 2 that the same take effect as if they had been passed as ordinary resolutions of the Company at a general meeting duly convened and held, and
- in the case of resolutions 3 and 4 that the same take effect as if they had been passed as special resolutions of the Company at a general meeting duly convened and held

RESOLUTIONS**Ordinary Resolutions**

- 1 **THAT**, subject to and conditional on the passing of resolution 4, in accordance with section 551 of the Act, the director be generally and unconditionally authorised to allot A preferred shares of £0 000001 each in the capital of the Company with a maximum aggregate nominal value of £0 393939 (the "**Subscription Shares**") provided that this authority is for a period expiring six months from the date of this resolution, unless renewed, varied or revoked by the Company
- 2 **THAT** in accordance with section 551 of the Act, the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("**Rights**") over an aggregate nominal amount of £0 344428 ordinary shares of £0 000001 each in the capital of the Company (the "**Option Shares**") provided that this authority is for a period expiring five years from the date of this resolution, unless renewed, varied or revoked by the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require Option Shares to be allotted or Rights to be granted and the directors may allot Option Shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired

Special Resolutions

- 3 **THAT** subject to and conditional upon the passing of resolutions 2 and 3 above and in accordance with section 570 of the Act, the directors be generally empowered to allot such relevant securities (as defined in section 560 of the Act) as if section 561(1) of the Act, or any other restrictions as to pre-emption provisions, including but not limited to those restrictions contained in the New Articles, did not apply to such allotment and any rights of pre-emption in connection therewith are hereby waived, provided that this power shall be limited to



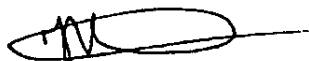
- 3 1 1 the allotment of Subscription Shares with a maximum aggregate nominal value of £0 393939 for a period of six months from the date of this resolution (unless renewed, varied or revoked by the Company prior to or on that date), and
 - 3 1 2 the grant of Rights in connection with, or the allotment of, Option Shares up to a maximum nominal amount of £0 344428 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) save that the Company may, before such expiry, make an offer or agreement which would or might require Option Shares to be allotted or Rights to be granted after such expiry and the directors may allot Option Shares or grant Rights in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired
- 4 **THAT** the new articles of association in the form appended hereto (the "**New Articles**") be approved and are hereby adopted as the new articles of association of the Company in substitution for the existing articles of association

[Signatures to Follow]

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "Resolutions").

The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions



.....
NIKOLAY STORONSKY

.....02/04/15.....
Date

.....
SEEDCAMP INVESTMENTS III LLP

acting by its manager

**SEEDCAMP INVESTMENT MANAGEMENT
LLP**

.....
Date

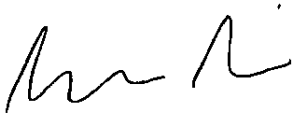
AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the above resolutions (the "**Resolutions**")

The undersigned, being the members of the Company entitled to vote on the Resolutions on the Circulation Date, hereby irrevocably agree to the Resolutions

NIKOLAY STORONSKY

Date



SEEDCAMP III LP

acting by its manager

**SEEDCAMP INVESTMENT MANAGEMENT
LLP**

02/04/15
Date

NOTES

- 1 If you agree to the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning a copy of it to the Company's solicitors **by email** by attaching a scanned copy of the signed document to an email and sending it to Neil Jones at neil.jones@jagshawbaker.com. Please enter "Revolut Resolutions" in the email subject box.

Please then deliver the original signed copy:

- (a) **by hand** delivering the signed copy to Neil Jones at JAG Shaw Baker, 4th Floor, Woolverstone House, 61-62 Berners Street, London W1T 3NJ, or
 - (b) **by post** returning the signed copy by post to Neil Jones at JAG Shaw Baker, 4th Floor, Woolverstone House, 61-62 Berners Street, London W1T 3NJ
- 2 If you do not agree to the Resolutions, you do not need to do anything. You will not be deemed to agree if you fail to reply.
- 3 Once you have indicated your agreement to the Resolutions, you may not revoke your agreement.
- 4 Unless, within 28 days of the Circulation Date, sufficient agreement has been received from the required majority of eligible members for the Resolutions to be passed, they will lapse. If you agree to the Resolutions, please ensure that your agreement reaches us on or before this date.
- 5 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 6 If you are signing this document on behalf of a person under a power of attorney or other authority, please send a certified copy of the relevant power of attorney or authority when returning this document.