

Company Number: 08804411

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

Passed: 05 August 2021

Pursuant to chapter 2 of part 13 of the Companies Act 2006 (the "**2006 Act**"), the following resolutions were duly passed as an ordinary and special resolutions by the requisite members, on the date stated above.

**ORDINARY RESOLUTION**

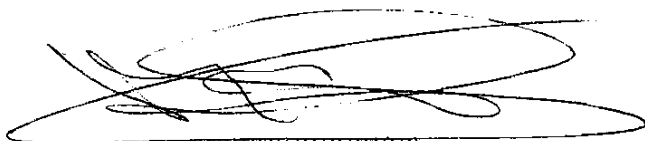
1. That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the 2006 Act to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company of each and every class up to a nominal amount of £0.17, such authority to apply in substitution for all previous authorities pursuant to Section 551 of the 2006 Act (but not, for the avoidance of doubt, any authority granted in the Articles of Association to be adopted as the Articles of Association of the Company pursuant to **Resolution 5 below**) and to expire on 30 June 2026 but so that the Company may, before such expiry, make offers and enter into agreements which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority given by this Resolution has expired.

**SPECIAL RESOLUTION**

2. That, subject to the passing of Resolution 1 above, any and all pre-emption rights to which the shareholders of the Company may be entitled, howsoever arising (including but not limited to the Company's Articles of Association) in respect of the allotment and issue of shares or the grant of rights to subscribe for or to convert any security into shares, made by the directors pursuant to the authority conferred upon them by Resolution 1 above be and hereby are waived or otherwise disapplied.
3. That, subject to receipt of the consent in writing from the holders of at least three-quarters in nominal value of the Ordinary A Shares to the variation of the rights attaching to the Ordinary A Shares, each of the 18,051,576 Ordinary A Shares of £0.0000001 in the share capital of the Company is hereby re-designated as an Ordinary Share of £0.0000001 having the rights and being subject to the restrictions of the Ordinary Shares as set out in the Company's Articles of Association.

4. That, subject to and with effect from the later of (i) the passing of Resolution 3; (ii) the receipt of the consent in writing from the holders of at least three-quarters in nominal value of the Ordinary D Shares to the variation of the rights attaching to the Ordinary D Shares; (iii) the receipt of the consent in writing from the holders of at least three-quarters in nominal value of the Ordinary E Shares to the variation of the rights attaching to the Ordinary E Shares; (iv) the receipt of the consent in writing from the holders of at least three-quarters in nominal value of the Ordinary G Shares to the variation of the rights attaching to the Ordinary G Shares; (v) the receipt of the consent in writing from the holders of at least three-quarters in nominal value of the Ordinary H Shares to the variation of the rights attaching to the Ordinary H Shares; and (vi) the receipt of all the written consents required pursuant to the shareholders' agreement relating to the Company dated 31 March 2021 and the existing Articles of Association, the Articles of Association in the form attached as the Appendix to this Resolution be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
5. That, subject to the passing of Resolution 4, the board of the Company be authorised (in its sole discretion) to re-designate into Ordinary F Shares any Ordinary Shares transferred under a Qualified Secondary Sale or a Standalone Secondary Sale (as those terms are defined in the Articles of Association of the Company from time to time) occurring after the date hereof and on or before 31 December 2021.

Signed:

A handwritten signature in black ink, appearing to be 'Martin Gilbert', written over a horizontal line.

**Martin Gilbert**  
**Director and Chairman**