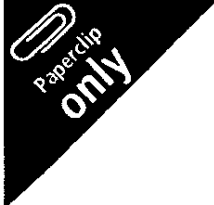


In accordance with Section 555 of the Companies Act 2006.



SH01

Return of allotment of shares



Companies House

MONDAY



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R90YVY03

RM 16/03/2020 #197

COMPANIES HOUSE

refer to our guidance at
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 subscribers on formation of the company or for an allotment of a new class of shares by an unlimited company.

1 Company details

Company number	0	8	8	0	4	4	1	1
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

From Date	0	9	0	9	2	0	1	9
To Date	2	7	0	1	2	0	2	0

➊ **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.)

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

Currency	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	88784	£0.0000001	£0.03	0
GBP (£)	Ordinary	1023162	£0.0000001	£0.10	0
GBP (£)	Ordinary	454	£0.0000001	£0.29	0

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)

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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	Class of shares	Number of shares	Aggregate nominal value (£, €, \$, etc)	Total aggregate amount unpaid, if any (£, €, \$, etc)
Complete a separate table for each currency	E.g. Ordinary/Preference etc.		Number of shares issued multiplied by nominal value	Including both the nominal value and any share premium

Currency table A

GBP (£)	Ordinary	13,693,085	£1.369309	
GBP (£)	Ordinary A	6,187,209	£0.618721	
GBP (£)	Ordinary B	4,989,071	£0.498907	
Totals		See cont page	See cont page	0

Currency table B

Totals				

Currency table C

Totals				

Totals (including continuation pages)	Total number of shares	Total aggregate nominal value ①	Total aggregate amount unpaid ①
	37,638,244	£3.763825	0

① Please list total aggregate values in different currencies separately.
For example: £100 + €100 + \$10 etc.

In accordance with
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Return of allotment of shares

4 Statement of capital

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 C	6,879,002	£0.6879	
GBP (£)	Ordinary D	5,889,877	£0.588988	
Totals				

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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.

Class of share	
Prescribed particulars a	See continuation pages
Class of share	
Prescribed particulars b	See continuation pages
Class of share	
Prescribed particulars c	See continuation pages

a 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.

6 Signature

I am signing this form on behalf of the company.

Signature


 Signature X
 Thomas Hambroett General Counsel March 10, 2020

a 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.

This form may be signed by:
 Director **a**, Secretary, Person authorised **b**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

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

In accordance with
Section 555 of the
Companies Act 2006.

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Return of allotment of shares

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

Class of share	Ordinary	
Prescribed particulars	<p>Voting: Subject to the articles and the following provisions of this article, on a show of hands every Shareholder present in person or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a Shareholder entitled to vote, shall have one vote, and on a poll every Shareholder shall have one vote for every Share of which he is the holder (in the case of holders of Ordinary ABCD Shares, as though the Ordinary ABCD Shares of such holder had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Dividends: All Shares shall rank <i>pari passu</i> in respect of dividends, and dividends shall be paid <i>pro rata</i> according to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Distribution: Subject to the articles, on a return of assets on a liquidation, reduction of capital, or otherwise (including following an Asset Sale), the assets of the Company remaining after payment of its liabilities (including the sale costs on an Asset Sale) ("Net Proceeds") shall be distributed (to the extent the Company is lawfully permitted to do so) among the holders of Shares <i>pro rata</i> to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Redemption: Not redeemable</p>	

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Section 555 of the
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Return of allotment of shares

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

Class of share	Ordinary A	
Prescribed particulars	<p>Voting: Subject to the articles and the following provisions of this article, on a show of hands every Shareholder present in person or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a Shareholder entitled to vote, shall have one vote, and on a poll every Shareholder shall have one vote for every Share of which he is the holder (in the case of holders of Ordinary ABCD Shares, as though the Ordinary ABCD Shares of such holder had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Dividends: All Shares shall rank <i>pari passu</i> in respect of dividends, and dividends shall be paid pro rata according to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Distribution: Subject to the articles, on a return of assets on a liquidation, reduction of capital, or otherwise (including following an Asset Sale), the assets of the Company remaining after payment of its liabilities (including the sale costs on an Asset Sale) ("Net Proceeds") shall be distributed (to the extent the Company is lawfully permitted to do so) among the holders of Shares pro rata to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Redemption: Not redeemable</p>	

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Return of allotment of shares

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

Class of share	Ordinary B	
Prescribed particulars	<p>Voting: Subject to the articles and the following provisions of this article, on a show of hands every Shareholder present in person or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a Shareholder entitled to vote, shall have one vote, and on a poll every Shareholder shall have one vote for every Share of which he is the holder (in the case of holders of Ordinary ABCD Shares, as though the Ordinary ABCD Shares of such holder had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Dividends: All Shares shall rank pari passu in respect of dividends, and dividends shall be paid pro rata according to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Distribution: Subject to the articles, on a return of assets on a liquidation, reduction of capital, or otherwise (including following an Asset Sale), the assets of the Company remaining after payment of its liabilities (including the sale costs on an Asset Sale) ("Net Proceeds") shall be distributed (to the extent the Company is lawfully permitted to do so) among the holders of Shares pro rata to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Redemption: Not redeemable</p>	

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Return of allotment of shares

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

Class of share	Ordinary C	
Prescribed particulars	<p>Voting: Subject to the articles and the following provisions of this article, on a show of hands every Shareholder present in person or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a Shareholder entitled to vote, shall have one vote, and on a poll every Shareholder shall have one vote for every Share of which he is the holder (in the case of holders of Ordinary ABCD Shares, as though the Ordinary ABCD Shares of such holder had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Dividends: All Shares shall rank <i>pari passu</i> in respect of dividends, and dividends shall be paid pro rata according to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Distribution: Subject to the articles, on a return of assets on a liquidation, reduction of capital, or otherwise (including following an Asset Sale), the assets of the Company remaining after payment of its liabilities (including the sale costs on an Asset Sale) ("<i>Net Proceeds</i>") shall be distributed (to the extent the Company is lawfully permitted to do so) among the holders of Shares pro rata to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Redemption: Not redeemable</p>	

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Return of allotment of shares


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


Class of share	Ordinary D	
Prescribed particulars	<p>Voting: Subject to the articles and the following provisions of this article, on a show of hands every Shareholder present in person or (if a corporation) present by a representative duly authorised in accordance with the Act who is not also himself a Shareholder entitled to vote, shall have one vote, and on a poll every Shareholder shall have one vote for every Share of which he is the holder (in the case of holders of Ordinary ABCD Shares, as though the Ordinary ABCD Shares of such holder had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Dividends: All Shares shall rank pari passu in respect of dividends, and dividends shall be paid pro rata according to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Distribution: Subject to the articles, on a return of assets on a liquidation, reduction of capital, or otherwise (including following an Asset Sale), the assets of the Company remaining after payment of its liabilities (including the sale costs on an Asset Sale) ("Net Proceeds") shall be distributed (to the extent the Company is lawfully permitted to do so) among the holders of Shares pro rata to the number of Shares held by each Shareholder respectively (in the case of Ordinary ABCD Shares, as though they had been fully converted into Ordinary Shares in accordance with the articles).</p> <p>Redemption: Not redeemable</p>	

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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 Hargreves
Company name	Revolut Ltd
Address	
7 Westferry Circus	
Canary Wharf	
Post town	
London	
County/Region	
Greater London	
Postcode	E I 4 4 H D
Country	England
DX	
Telephone	

 Checklist
We may return the forms completed incorrectly or with information missing.
Please make sure you have remembered the following:
<input type="checkbox"/> The company name and number match the information held on the public Register.
<input type="checkbox"/> You have shown the date(s) of allotment in section 2.
<input type="checkbox"/> You have completed all appropriate share details in section 3.
<input type="checkbox"/> You have completed the relevant sections of the statement of capital.
<input type="checkbox"/> 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