



SH01

Return of allotment of shares



Companies House

MONDAY



R90YWY3N

RM

16/03/2020

#213

COMPANIES HOUSE

Refer to our guidance at
www.gov.uk/companieshouse



Go online to file this information
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

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

All fields are mandatory unless specified or indicated by *

2 Allotment dates ¹

From Date ^d1 ^d2 ^m0 ^m2 ^y2 ^y0 ^y2 ^y0

To Date ^d1 ^d2 ^m0 ^m2 ^y2 ^y0 ^y2 ^y0

1 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.)

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

Currency ²	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
Pound Sterling (£)	Ordinary D	195,586	£0.0000001	£0.0000001	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 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
Currency table A				
Pound Sterling (£)	Ordinary	13,693,085	£1.369309	
Pound Sterling (£)	Ordinary A	6,187,209	£0.618721	
Pound Sterling (£)	Ordinary B	4,989,071	£0.498907	
Totals		See cont sheet	See cont sheet	0
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)		Total number of shares 37,833,830	Total aggregate nominal value ❶ £3.783383	Total aggregate amount unpaid ❶ 0

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

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Statement of capital

Complete the table below to show the issued share capital.
Complete a separate table for each currency.

Currency <small>Complete a separate table for each currency</small>	Class of shares <small>E.g. Ordinary/Preference etc.</small>	Number of shares	Aggregate nominal value (£, €, \$, etc) <small>Number of shares issued multiplied by nominal value</small>	Total aggregate amount unpaid, if any (£, €, \$, etc) <small>Including both the nominal value and any share premium</small>
Pound Sterling (£)	Ordinary C	6,879,002	£0.6879	
Pound Sterling (£)	Ordinary D	6,085,463	£0.608546	
Totals		12,964,465	£1.296446	0

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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.

1 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.

Class of share	Ordinary
Prescribed particulars 1	See continuation sheet
Class of share	Ordinary A
Prescribed particulars 1	See continuation sheet
Class of share	Ordinary B
Prescribed particulars 1	See continuation sheet

6 Signature

I am signing this form on behalf of the company.

Signature

Signature

X *Thomas Hammbrett* X
General Counsel 10/03/20

This form may be signed by:
Director **1**, Secretary, Person authorised **2**, Administrator, Administrative receiver, Receiver, Receiver manager, CIC manager.

1 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.

2 Person authorised

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

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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 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>	

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 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>

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary B
Prescribed particulars	<p>Prescribed particulars</p> <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>

5 Statement of capital (prescribed particulars of rights attached to shares)	
Class of share	Ordinary C
Prescribed particulars	<p>Prescribed particulars</p> <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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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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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 Hargreaves
Company name	Revolut Ltd
Address	7 Westferry Circus Canary Wharf
Post town	London
County/Region	Greater London
Postcode	E 1 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:

- The company name and number match the information held on the public Register.
- You have shown the date(s) of allotment in section 2.
- You have completed all appropriate share details in section 3.
- You have completed the relevant sections of the statement of capital.
- 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