

FORM OF CERTIFICATE FOR CORPORATE NAME CHANGE

Officer's Certificate

Reference is hereby made to the Amended and Restated Certificate of Incorporation of Visa Inc. and the Certificate of Designations of Series __ Convertible Participating Preferred Stock of Visa Inc., each as in effect on the date hereof (collectively, the "Certificate of Incorporation").

Capitalized terms used but not otherwise defined herein shall have their respective meanings as defined in the Certificate of Incorporation.

The undersigned certifies that he/she is the _____⁽¹⁾ of _____⁽²⁾, a _____⁽³⁾ corporation (the "Company"), and that, as such _____⁽⁴⁾, he/she is authorized to execute and deliver this certificate in the name and on behalf of the Company. The undersigned further certifies the following:

1. That _____⁽⁵⁾, _____⁽⁶⁾, is a duly appointed and qualified officer of the Company authorized to sell, assign, transfer and/or deliver any and all stocks, bonds or other securities now or hereafter registered in the name of the Company.
2. That the specimen signature opposite the name of the officer below is the true and correct signature of such officer.⁽⁷⁾

<u>Name</u>	<u>Title</u>	<u>Specimen Signature</u>
-------------	--------------	---------------------------

3. That on _____⁽⁸⁾(the "Effective Date"), the Company effectuated a corporate name change from its former name, _____⁽⁹⁾⁽¹⁰⁾.

4. That, prior to the Effective Date, the Company, under its former name, was a holder of _____⁽¹¹⁾ shares of Series __⁽¹²⁾ Convertible Participating Preferred Stock, par value \$0.0001 per share, of Visa Inc. (the "Stock").

5. That the Stock, throughout all events described herein, is and has been held by the same entity in accordance with the Certificate of Incorporation.

6. That the change to the books of Visa Inc. to reflect the Company as the record holder of the Stock in accordance with Exhibit A is permitted under the Certificate of Incorporation and does not violate in any way the Transfer restrictions adopted by Visa Inc.

IN WITNESS WHEREOF, the undersigned authorized officer has executed and delivered this certificate in the name and on behalf of the Company effective as of the _____ day of _____, 20__ .

By: _____ *†(13)
Name:
Title:

*** Please note that the Officer's Certificate cannot be signed by the same individual who signs as the Authorized Signatory for the Legal Name Change Form.**

† The Officer's Certificate must have an original signature of the signer either under corporate seal or Medallion Guaranteed. If your financial institution is not organized in the United States or Canada, a Signature Guarantee from a bank or financial institution with a United States bank correspondent relationship may be substituted for the Medallion Guarantee.

Exhibit A

Legal Name Change Form

_____, 20__

_____ ⁽¹⁴⁾ (the "Company"), (EIN: _____ ⁽¹⁵⁾),

_____ ⁽¹⁶⁾, has effectuated a corporate name change and holds _____

(_____) ⁽¹⁷⁾ shares of the Series ___ ⁽¹⁸⁾ Convertible Participating Preferred Stock of Visa Inc.

registered in the name of _____ ⁽¹⁹⁾, (Account Number: _____ ⁽²⁰⁾),

_____ ⁽²¹⁾ on the books of Visa Inc. The Company hereby irrevocably appoints

Wells Fargo Shareowner Services attorney to update the records of Visa Inc. to list the Company

as the registered holder of record on the books of Visa Inc., with full power of substitution in the

premises.

Authorized Signature:

⁽²²⁾
(Name of Financial Institution)

By: _____
Name:
Title:

Second Signature if required: ⁽²³⁾

By: _____
Name:
Title:

⁽²⁴⁾
Place Medallion or Signature guarantee in
space above.
Do not date the guarantee.

Procedure to Complete Officer's Certificate and Legal Name Change Form

Please follow these numbered instructions which correspond to the numbers in the document when completing the Officer's Certificate and Legal Name Change Form.

1. Please insert the title of the person authorized to execute and deliver the Officer's Certificate in the name and on behalf of your financial institution.
2. Please insert the legal name of your financial institution.
3. Please insert the jurisdiction in which your financial institution is incorporated (e.g., "a Delaware corporation").
4. As in Instruction 1, please insert the title of the person authorized to execute and deliver the Officer's Certificate in the name and on behalf of your financial institution.
5. Please insert the name of the person executing the Legal Name Change Form on behalf of your financial institution who has the authority to sell, assign, transfer and/or deliver any and all stocks, bonds or other securities registered in the name of your financial institution. **Please note that the Officer's Certificate cannot be signed by the same individual who signs as the Authorized Signatory for the Legal Name Change Form.**
6. Please insert the title of the person executing the Legal Name Change Form on behalf of your financial institution who has the authority to sell, assign, transfer and/or deliver any and all stocks, bonds or other securities registered in the name of your financial institution.
7. Please insert the name, title and specimen signature of the person executing the Legal Name Change Form on behalf of your financial institution who has the authority to sell, assign, transfer and/or deliver any and all stocks, bonds or other securities registered in the name of your financial institution.
8. Please insert the date on which your financial institution effectuated its corporate name change.
9. Please insert the former name of your financial institution as it is reflected on the Visa Inc. stock register.
10. Please submit appropriate documentation certifying the corporate name change of your financial institution (e.g., certified copy of the certificate of incorporation or similar documentation of name change).
11. Please insert the number of shares of Visa Inc. preferred stock that your financial institution holds. Please both write out the number in letters and, in the parentheses, write out the number in numerals.

12. Please insert the appropriate series of Visa Inc. preferred stock that your financial institution holds.
13. Please have the Officer's Certificate signed by a person with the authority to execute and deliver the Officer's Certificate on behalf of your financial institution. Please print, in the spaces provided, the name and title of the person who signs the certificate. **Please note that the Officer's Certificate cannot be signed by the same individual who signs as the Authorized Signatory for the Legal Name Change Form.** The person who signs the Officer's Certificate should be the same person whose title is listed pursuant to Instruction 1. The Officer's Certificate must have an original signature of the signer either under corporate seal or Medallion Guaranteed. If your financial institution is not organized in the United States or Canada, a Signature Guarantee from a bank or financial institution with a United States bank correspondent relationship may be substituted for the Medallion Guarantee.
14. Please insert the legal name of your financial institution.
15. If applicable to your financial institution, please insert the Employer Identification Number ("EIN") for your financial institution. If your financial institution does not have an EIN, please do not fill in this blank.
16. Please insert the address of your financial institution. Please include an "Attention: _____" contact to which correspondence should be directed at your financial institution.
17. Please insert the number of shares of Visa Inc. stock that your financial institution holds. Please both write out the number in letters and, in the parentheses, write out the number in numerals.
18. Please insert the appropriate series of Visa Inc. preferred stock that your financial institution holds.
19. Please insert the former legal name of your financial institution as it is reflected on the Visa Inc. stock register.
20. Please insert your financial institution's Wells Fargo Shareowner Services account number. The account number can be found on the Conversion Notice, Redemption Notice or Book Entry Account Statement.
21. Please insert the address of your financial institution as it is reflected on the Visa Inc. stock register.
22. When executing the Legal Name Change Form, where indicated under "Authorized Signature," please insert the legal name of your financial institution. Please have the Legal Name Change Form signed by a person with the authority to sell, assign, transfer

and/or deliver any and all stocks, bonds or other securities registered in the name of your financial institution. Please print, in the spaces provided, the name and title of the person who signs the document.

23. If required by your financial institution, please have the Legal Name Change Form signed by a second person with authority to sign on behalf of your financial institution. Please print, in the spaces provided, the name and title of the second person who signs the document.
24. The signature(s) on the Legal Name Change Form must be Medallion Guaranteed. If your financial institution is not organized in the United States or Canada, a Signature Guarantee may be substituted for the Medallion Guarantee. A Medallion Guarantee must be provided by an eligible guarantor institution (Commercial Bank, Trust Company, Securities Broker/Dealer, Credit Union or Savings Association) participating in a Medallion program approved by the Securities Transfer Association Inc. and the surety level of the stamp must cover the value of the transaction (as set forth in the chart below). A Signature Guarantee must be provided by a bank or financial institution with a United States bank correspondent relationship.

Prefix of Stamp	Surety Value Limit Per Transaction in USD (transaction is defined by documents mailed in together not per stock certificate)
Z	\$10 Million and over
Y	up to \$5 Million
X	up to \$2 Million
A	\$1 Million max
B	\$750,000 max
C	\$500,000 max
D	\$250,000 max
E	\$100,000 max
F	\$100,000 credit unions use

25. Please deliver the executed Officer's Certificate, Legal Name Change Form and appropriate documentation of the corporate name change (See Instruction 10) to:

Wells Fargo Shareowner Services
 Attention: Restricted Stock
 1110 Centre Pointe Curve, Suite 101
 Mendota Heights, MN 55120

If you have questions regarding these documents, please call Wells Fargo Shareowner Services at +1 866-456-9417 (Inside U.S.) or +1 651-306-4433 (Outside U.S.). Representatives are available to assist you 7am-7pm Central Time.