

Visa Inc.
Stock Transfer Acknowledgement

To: Visa Inc. and EQ Shareowner Services

The undersigned hereby acknowledges that it is the transferee of _____ shares of (check the applicable box):

- Series A convertible participating preferred stock
- Series B convertible participating preferred stock
- Series C convertible participating preferred stock

of Visa Inc. (the “Corporation”) and that such shares are subject to certain restrictions on transfer, limitations on beneficial ownership and other restrictions and limitations contained in the Amended and Restated Certificate of Incorporation of the Corporation and the Certificate of Designations of Series __ Convertible Participating Preferred Stock of Visa Inc. (collectively, the “Certificate of Incorporation”). The undersigned also hereby acknowledges that the undersigned has reviewed the Certificate of Incorporation and is aware of the powers, designations, preferences, and relative, participating, optional or other special rights of each class or series of capital stock of the Corporation and the qualifications, limitations or restrictions on such preferences and/or rights. The undersigned agrees to comply with its obligations under, and the restrictions and limitations set forth in, the Certificate of Incorporation.

The transferee represents that it is acquiring the shares for investment purposes for its own account only and not with a view to or for sale in connection with any distribution of all or any part of the shares. The transferee acknowledges that it has had the opportunity to ask questions regarding the purchase of the shares. The transferee acknowledges that an investment in the shares is a speculative investment which involves a substantial degree of risk of loss, and it is financially able to bear the economic risk of such investment, including the total loss thereof. The transferee understands that the shares have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be transferred except while a registration statement relating thereto is effective under the Securities Act or pursuant to an exemption from registration thereunder. The transferee further acknowledges that the shares are subject to restrictions on transferability as set forth in the Certificate of Designations with respect to such shares, a copy of which is on file with the Secretary of the Corporation. The transferee acknowledges that there is no public market for the shares and none is expected to develop, and that, accordingly, it may not be possible for it to liquidate its investment in the Corporation.

Authorized Signature

Name of Financial Institution

By

Print Name

Title

Date

Second Signature (if required by your institution): ⁽¹¹⁾

By

Print Name

Title

Date