

Strictly Private and Confidential



The Directors
EARTHPORT PLC
140 Aldersgate Street
London
EC1A 4HY

23 January 2019

Dear Sirs,

We refer to the document that is to be sent to shareholders of Earthport plc (“Earthport”) on or around 24 January 2019, containing amongst other things, details of the proposed scheme of arrangement under Part 26 of the Companies Act 2006 in relation to the recommended acquisition by Visa International Service Association of the entire issued and to be issued share capital of Earthport (the “Scheme Document”).

We also refer to the letter to holders of awards and options under the following schemes (the “**Rule 15 Letter**”) to be dated on or around 24 January 2019 pursuant to Rule 15 of the City Code on Takeovers and Mergers:

- Earthport 2011 Employee Option Plan (the “**Option Plan**”);
- Joint Share Ownership Plan (the “**JSOP**”); and/or
- 2013 and/or 2016 Long Term Incentive Plans (the “**LTIP**”)

N M Rothschild & Sons Limited gives its consent to the inclusion in the Scheme Document and in the Rule 15 Letter of references to its name in the form and context in which they appear.

Yours very truly
for and on behalf of
N M Rothschild & Sons Limited
Yours very truly
For and on behalf of
N M Rothschild & Sons Limited

/s/ Anton Black

Anton Black

 **Rothschild & Co**

N.M. Rothschild & Sons Limited
New Court, St Swithin's Lane
London EC4N 8AL, United Kingdom

Tel: +44 (0)20 7280 5000
Fax: +44 (0)20 7280
5671
rothschildandco.com

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Registered office as shown.
Company number 00925279
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Financial Conduct Authority