

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the Offer or the contents of this document or what action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriately authorised independent financial adviser in the relevant jurisdiction.

This document (“**Form of Acceptance**”) should be read in conjunction with the accompanying offer document dated 11 February 2019 (the “**Offer Document**”) which is available at Bidco’s website at investor.visa.com. Words or expressions defined in the Offer Document have the same meanings in this Form of Acceptance unless the context requires otherwise. The provisions of Parts A, B and C of Appendix I to the Offer Document are deemed to be incorporated in and form part of this Form of Acceptance and should be read carefully by each Earthport Shareholder. If you have sold or otherwise transferred any of the Earthport Shares shown in Box A of page 3, please contact Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible (and in any event no later than 1.00 p.m. (London time) on 12 March 2019) to ensure the transfer is appropriately registered. If you have transferred all of the Earthport Shares shown in Box A of page 3, please forward the Offer Document and any accompanying documents, but not this personalised Form of Acceptance, to the transferee at once. However, such documents should not be forwarded, transmitted, or distributed in or into or from any Restricted Jurisdiction.

Unless otherwise determined by Bidco or required by the Code or permitted by applicable law and regulation, the Offer is not being made, directly or indirectly, in or into, or by the use of mails or other means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national securities exchange of, a Restricted Jurisdiction and the Offer will not be capable of acceptance by such use, means, instrumentality or facility from or within such a jurisdiction. Accordingly, copies of this document and related documents are not being and must not be mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction and persons receiving this document and any related document (including, without limitation, custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in, into or from a Restricted Jurisdiction.

Form of Acceptance

INCREASED RECOMMENDED CASH OFFER

For EARTHPORT PLC (*Earthport*)

By VISA INTERNATIONAL SERVICE ASSOCIATION (*Bidco*)

A wholly-owned direct subsidiary of VISA INC.

HOLDERS OF UNCERTIFICATED EARTHPORT SHARES SHOULD NOT COMPLETE THIS FORM

Acceptances of the Offer must be received by 1.00 p.m. (London Time) on 12 March 2019.

ACTION TO BE TAKEN

Before completing this Form of Acceptance, please read carefully the Offer Document, including the letter from the Chair of Earthport in Part I of the Offer Document, the letter from Bidco in Part II of the Offer Document, and Parts A, B and C of Appendix I of the Offer Document, the terms of which are incorporated into, and form part of, this Form of Acceptance.

1. **TO ACCEPT THE OFFER**, you should complete this Form of Acceptance on page 3 by following the instructions and notes for guidance set out on pages 2 and 4.
2. The duly completed, signed and witnessed Form of Acceptance (together with your original share certificate and other documents of title for those Earthport Shares in respect of which you wish to accept the Offer) should be delivered by post to Equiniti Limited or, during normal business hours only, by hand to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and in any event so as to arrive no later than 1.00 p.m. (London time) on 12 March 2019. A reply paid envelope is enclosed for use only in the United Kingdom. **No acknowledgement of receipt of documents will be given.**
3. If your share certificates and/or other document(s) of title are with your stockbroker, bank or other agent, you should complete this Form of Acceptance and arrange for it either to be sent by that agent, together with the relevant document(s), by post to Equiniti Limited or, during normal business hours only, by hand to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and in any event so as to arrive no later than 1.00 p.m. (London time) on 12 March 2019.
4. If one or more of your share certificate(s) are lost, you should nevertheless return this Form of Acceptance, duly completed, signed and (if you are an individual) witnessed and accompanied by any share certificate(s) and/or other document(s) of title that you may have available. At the same time you should write to Earthport’s registrars, Link Asset Services, at PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, requesting they send you a letter of indemnity for completion by you in respect of the documents which have been lost. When received, the letter of indemnity should be completed in accordance with the instructions given, and be returned by post or by hand (during normal business hours only) to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, United Kingdom so as to arrive not later than 1.00 p.m. (London time) on 12 March 2019.
5. You should complete a separate Form of Acceptance for each holding of Earthport Shares held in certificated form but under different designations. Additional Forms of Acceptance are available by submitting a request in writing to Equiniti Limited at the above address.
6. **IF YOUR EARTHPORT SHARES ARE HELD IN UNCERTIFICATED FORM (THAT IS, IN CREST) AND YOU WISH TO ACCEPT THE OFFER, YOU SHOULD NOT COMPLETE THIS FORM OF ACCEPTANCE. YOU SHOULD INSTEAD TAKE THE ACTION SET OUT IN PARAGRAPHS 20(g)-(j) OF THE LETTER FROM BIDCO SET OUT IN PART II OF THE OFFER DOCUMENT.**
7. If you hold Earthport Shares in both certificated form and uncertificated form, you should complete a Form of Acceptance for the Earthport Shares which you hold in certificated form and you should take the action set out in paragraphs 20(g)-(j) of the letter from Bidco set out in Part II of the Offer Document in respect of Earthport Shares which you hold in uncertificated form.
8. If you hold Earthport Shares in certificated form jointly with others, you must arrange for your joint holders also to sign this Form of Acceptance.
9. Please read Parts A, B and C of Appendix I to the Offer Document, the terms of which are incorporated in, and form part of, this Form of Acceptance.
10. A Form of Acceptance contained in an envelope postmarked in any Restricted Jurisdiction, or otherwise appearing to Bidco or its agents to have been sent from any Restricted Jurisdiction, may be treated by Bidco as being an invalid acceptance of the Offer.
11. **Completing and returning a Form of Acceptance in relation to Earthport Shares held in uncertificated form (that is, in CREST) will NOT constitute a valid acceptance of the Offer and will be disregarded.**
12. If you are in any doubt as to how to fill in this Form of Acceptance or how to accept the Offer, please telephone Equiniti Limited on 0333 207 6563 (when telephoning from inside the UK) or (when telephoning from outside the UK) on +44 121 415 0878 between 8.30 a.m. and 5.30 p.m. (London time) Monday to Friday (excluding English and Welsh public holidays). Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. Please note that, for legal reasons, Equiniti Limited cannot provide advice on the merits of the proposals or give any financial, tax, investment or legal advice.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

Please follow the instructions on this page and the notes on page 4 when completing the Form of Acceptance on page 3.

Your acceptance should be received no later than 1.00 p.m. (London time) on 12 March 2019.

1	<p>REGISTERED SHAREHOLDER DETAILS</p> <p>If the name or address details shown in Box 1 are incorrect please place a cross in Box 6A on page 3 in black ink and add the correct details in BLOCK CAPITALS in Box 6 on page 3. Any changes to the names must be supported by appropriate documentation (see section 8 on page 4 of this form for further details). If no name or address is shown in Box 1 on page 3 please add the full name(s) of all registered shareholders and the registered address of the first named holder in Box 1 on page 3.</p>
2	<p>DAYTIME TELEPHONE NUMBER</p> <p>Insert in Box 2 on page 3 your daytime telephone number (including, if applicable, your full dialling code) in case of queries relating to the completion of this form.</p>
3	<p>EARTHPORT SHARE OFFER</p> <p>To accept the Offer, insert in Box 3 on page 3 the total number of Earthport Shares in respect of which you wish to accept the Offer. You must sign Box 4A or 4B on page 3 in accordance with the instructions set out in this Form of Acceptance which will constitute your acceptance of the Offer.</p> <p>If no number, or a number greater than your entire registered holding of Earthport Shares, is written in Box 3 and you have signed or marked Box 4A or 4B you will be deemed to have inserted in Box 3 and to have accepted the Offer in respect of your entire registered holding of Earthport Shares. If you put "NO" in Box 5, you may be deemed not to have accepted the Offer.</p>
4A	<p>SIGNATURES</p> <p>If you are an individual and you wish to accept the Offer, you must sign Box 4A on page 3 regardless of any other box(es) you complete. In the case of a joint holding of Earthport Shares, ALL holders must sign. Each signature by an individual must be signed in the presence of a witness who must be over 18 years of age and must not be one of the joint registered holders, if applicable. The witness should state his/her name and sign where indicated. The same witness may witness separately each signature of the joint holders, if applicable. If this Form of Acceptance is not signed by the registered holder(s), insert the name(s) and capacity (e.g. executor) of the person(s) signing this Form of Acceptance. You should also deliver evidence of your authority in accordance with section 8 on page 4.</p>
4B	<p>COMPANY SIGNATURES</p> <p>A company that is incorporated in England and Wales may execute this Form of Acceptance: (i) under seal by affixing its common seal to this Form of Acceptance in the space indicated, which should be affixed and witnessed in accordance with its articles of association and/or other regulations; or (ii) by two directors or one director and the company secretary signing and dating in the execution part of Box 4B or by one director signing and dating in the execution part of Box 4B in the presence of a witness who attests the signature in accordance with sections 44, 45 and 48 of the Companies Act. The witness should state his/her name and sign where indicated. A company incorporated outside England and Wales or a person who is acting under the authority (express or implied) of that overseas company may execute this Form of Acceptance in accordance with the provisions of the Overseas Companies (Execution of Documents and Registration of Charges) Regulations 2009. In all cases, execution on behalf of the company should be expressed to be by the company.</p>
4C	<p>COMPANY SEAL</p> <p>If you are affixing a company seal, please place a cross in Box 4C on page 3.</p>
5	<p>RESTRICTED OVERSEAS PERSONS</p> <p>If you are unable to give the representations and warranties required in paragraph (c) of Part C of Appendix I to the Offer Document, you must put "NO" in Box 5 on page 3. If you do not put "NO" in Box 5, you will be deemed to have given such representations and warranties.</p>
6	<p>ALTERNATIVE ADDRESS FOR DESPATCH OF CONSIDERATION AND/OR OTHER DOCUMENTS</p> <p>If the name or address details shown in Box 1 are incorrect please place a cross in Box 6A on page 3 in black ink and add the correct details in BLOCK CAPITALS in Box 6 on page 3 – see section 1 above.</p> <p>If you want the consideration and/or other document(s) to be sent to someone other than the first-named registered holder at the address set out in Box 1 on page 3 (e.g. your bank, stockbroker or other agent), you should place a cross in Box 6B on page 3 and complete Box 6 on page 3 (with an address outside any Restricted Jurisdiction). Box 6 must be completed by holders with registered addresses in any Restricted Jurisdiction giving an alternative address outside of such jurisdictions. It is the responsibility of any overseas shareholder to satisfy himself or herself as the full observance of the laws and regulatory requirements of the relevant jurisdiction in connection with the Offer.</p>

EARTHPORT PLC

FORM OF ACCEPTANCE RELATING TO THE INCREASED RECOMMENDED CASH OFFER BY VISA INTERNATIONAL SERVICE ASSOCIATION

PLEASE COMPLETE AS EXPLAINED ON PAGES 2 AND 4

The provisions of Parts A, B and C of Appendix I to the Offer Document are incorporated in and form part of this Form of Acceptance

PLEASE COMPLETE THIS FORM IN BLOCK CAPITALS USING BLACK INK ONLY

1																					
2	Daytime telephone number, for use in the event of a query:																				
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A		
	Your holding of Earthport Shares as at 7 February 2019.	

3	Number of Earthport Shares in respect of which you are accepting the Offer.		
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Important: Remember to enclose your Earthport Share Certificate equal to or greater than the number stated in Box 3 above

+ **SIGN BELOW TO ACCEPT THE OFFER** +

4A	EXECUTION BY INDIVIDUAL		
	Signed and delivered as a Deed by each Registered shareholder	WITNESS NAME:	WITNESS SIGNATURE:
1.			
2.			
3.			
4.			
	<p>Note: All Earthport Shareholders who are individuals should sign and date the Form of Acceptance in the presence of a witness who should also sign Box 4A in accordance with the instructions printed in note 4A. The witness must be over 18 years of age and must not be one of any of the joint holders of Earthport Shares. The same witness may witness on behalf of all or any registered holders of Earthport Shares.</p>		
4B	EXECUTION BY A COMPANY	Name of Company	4C
	Executed and delivered as a deed by Name of Director		If you are affixing a company seal, please mark a cross in black ink in Box 4C to the right. Affix company seal here
	Name of Director	Signature/Date	
	Name of Director/Secretary/Witness	Signature/Date	

5	RESTRICTED OVERSEAS PERSONS ONLY		
	Mark "NO" in the box below in black ink if you are UNABLE to give the representations and warranties required by paragraph (c) of Part C of Appendix I to the Offer Document.		
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PLEASE ENSURE YOU ENCLOSE YOUR SHARE CERTIFICATE(S) AND/OR ANY OTHER DOCUMENT(S) OF TITLE WITH THIS FORM OF ACCEPTANCE

6	If you are advising a change of name or address, place a cross in Box 6A in black ink and add your details below. If you would like the consideration sent to an alternative address to that shown in Box 1, place a cross in Box 6B in black ink and add your details below.																						
	6A		6B																				
	<input type="checkbox"/>		<input type="checkbox"/>																				
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ADDITIONAL NOTES REGARDING THE COMPLETION OF THIS FORM OF ACCEPTANCE

In order to be effective, this Form of Acceptance must, except as mentioned below, be signed and dated (and the signature witnessed) by the registered holder (if an individual) or, in the case of a joint holding, by ALL the joint holders. A company incorporated in England and Wales must execute this Form of Acceptance under its common seal, the seal being affixed and witnessed in accordance with its articles of association or other regulations. Alternatively, a company incorporated in England and Wales may execute this Form of Acceptance by a director and the company secretary or by two directors or by a sole director in the presence of a witness signing this Form of Acceptance and inserting the name of the company above the signatures. A company incorporated outside England and Wales may execute this Form of Acceptance in accordance with the laws of the territory in which the company is incorporated. Each such person signing this Form of Acceptance should state the office which he/she holds in the relevant company.

1. IF A HOLDER IS AWAY FROM HOME (E.G. ABROAD OR ON HOLIDAY):

Send this Form of Acceptance by the quickest means (i.e. airmail) to the registered Earthport Shareholder (unless he/she is in a Restricted Jurisdiction) for execution or, if he/she has executed a power of attorney giving sufficient authority, have this Form of Acceptance signed by the attorney in the presence of a witness. In the latter case, the power of attorney (a copy thereof duly certified in accordance with the Powers of Attorney Act 1971) should be returned with this Form of Acceptance. No other signatures are acceptable. Do not send this Form of Acceptance or the accompanying documents into any Restricted Jurisdiction.

2. IF YOU HAVE SOLD ALL OR OTHERWISE TRANSFERRED ALL, OR WISH TO SELL OR TRANSFER PART, OF YOUR EARTHPORT SHARES:

If you have transferred any of the Earthport Shares shown in Box A of page 3, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible (and in any event no later than 1.00 p.m. (London time) on 12 March 2019) to ensure the transfer is appropriately registered. You should then complete the Form of Acceptance in respect of the Earthport Shares still held by you.

If you have transferred all of the Earthport Shares shown in Box A of page 3, please forward the Offer Document and any accompanying documents, but not this personalised Form of Acceptance, to the transferee at once. However, such documents should not be forwarded, transmitted, or distributed in or into any Restricted Jurisdiction.

If you still hold any of the Earthport Shares shown in Box A of page 3 and wish to accept the Offer in respect of any part of that holding but are unable to obtain the balance share certificate by 1.00 p.m. (London time) on 12 March 2019, you should obtain the appropriate certification from Earthport's registrars, Link Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU, in respect of the balance of your holding of Earthport Shares.

3. IF THE SOLE HOLDER HAS DIED:

If confirmation of a grant of probate or letters of administration has/have been registered with Earthport's registrars, Link Asset Services, this Form of Acceptance must be signed by the personal representative(s) or executor(s) of the deceased holder. The signature must be witnessed, and the witness must also sign. This Form of Acceptance should then be lodged with Equiniti Limited at the address set out in paragraph 11 below with the related share certificate(s) and/or other documents of title. If a grant of probate or letters of administration has/have not been registered with Earthport's registrars, Link Asset Services, the personal representative(s) or executor(s) or prospective personal representative(s) or executor(s) should sign this Form of Acceptance and forward it with the share certificate(s), and/or other document(s) of title, to Equiniti Limited at the address set out in paragraph 11 below. The signature must be witnessed, and the witness must also sign. However, a grant of probate or letters of administration (a duly sealed copy) must be lodged with Equiniti Limited at the address set out in paragraph 11 below before the consideration due under the Offer can be forwarded to the executor(s) or personal representative(s). For this purpose, photocopies of grants of probate and letters of administration are not acceptable. These documents will be returned as directed.

4. IF ONE OF THE JOINT HOLDERS HAS DIED:

This Form of Acceptance is valid if signed by all the surviving holder(s), each in the presence of a witness, and lodged with Equiniti at the address set out in paragraph 11 below with the share certificate and/or other document(s) of title and accompanied by the death certificate (or a duly certified copy), confirmation of grant of probate or letters of administration (or a duly sealed copy) in respect of the deceased holder. For this purpose, photocopies of death certificates, grants of probate and letters of administration are not acceptable. These documents will be returned as directed.

5. IF YOUR EARTHPORT SHARE CERTIFICATE(S) OR OTHER DOCUMENT(S) IS/ARE HELD BY YOUR STOCKBROKER, BANK OR OTHER AGENT:

You should complete this Form of Acceptance and arrange for it to be lodged by such agent with Equiniti Limited at the address set out in paragraph 11 below accompanied by the share certificate(s) and/or other document(s) if appropriate. If the certificate(s) is/are not readily available, you should lodge this Form of Acceptance with Equiniti Limited at the address set out in paragraph 11 below duly completed together with a note saying e.g. "certificates to follow", and arrange for the certificate(s) to be forwarded as soon as possible thereafter. It is helpful for your agent (unless he/she is in a Restricted Jurisdiction) to be informed of the full terms of the Offer.

6. IF YOUR EARTHPORT SHARE CERTIFICATE(S) IS/ARE NOT AVAILABLE OR HAS/HAVE BEEN LOST:

Complete and lodge the Form of Acceptance together with any available certificate(s) with Equiniti Limited at the address set out in paragraph 11 below. At the same time you should write to Link Asset Services, requesting they send you a letter of indemnity for completion in respect of the documents which have been lost. When received, the letter of indemnity should be completed in accordance with the instructions given, and lodged with Equiniti Limited at the address set out in paragraph 11 below in support of this Form of Acceptance. No payment will be made under the terms of the Offer unless your share certificate(s) and/or document(s) of title, or an acceptable indemnity in lieu thereof, is/are received by the due date.

7. IF YOUR EARTHPORT SHARES ARE HELD IN CREST

YOU SHOULD NOT COMPLETE THIS FORM OF ACCEPTANCE. You should take the action set out in paragraph 20(g)-(j) of the letter from Bidco set out in Part II of the Offer Document to transfer your Earthport Shares, in respect of which you wish to accept the Offer, to an escrow balance. For this purpose, the participant ID of the Escrow Agent, Equiniti Limited, in its capacity as a CREST receiving agent, is 2RA68 and the member account ID of the Escrow Agent is VISEAR01. You should ensure that your Electronic Acceptance settles not later than 1.00 p.m. (London time) on 12 March 2019. If you are a CREST sponsored member, you should contact your CREST sponsor as only your CREST sponsor will be able to send TTE instructions to Euroclear.

8. IF THE FORM OF ACCEPTANCE IS SIGNED UNDER A POWER OF ATTORNEY:

The completed Form of Acceptance, together with any share certificates(s) and/or other document(s) of title, should be lodged with Equiniti Limited at the address set out in paragraph 11 below, accompanied by the original power of attorney (or copy duly certified in accordance with the Powers of Attorney Act 1971 by, for example, a solicitor). The power of attorney will be duly noted by Equiniti Limited and returned as directed.

9. IF YOUR PARTICULARS DIFFER FROM THOSE APPEARING ON THE CERTIFICATE(S) AND FORM OF ACCEPTANCE:

(a) Incorrect name on share certificate(s): e.g. Name on certificate John Smyth, correct name is John Smith – Complete this Form of Acceptance with the correct name and lodge it with Equiniti Limited at the address set out in paragraph 11 below, accompanied by a letter from your bank, stockbroker or solicitor confirming that the person described on the share certificate(s) and the person who has signed this Form of Acceptance are one and the same person.

(b) Incorrect address: Delete the incorrect details appearing in Box 1, place a cross in Box 6A and add your correct address in BLOCK CAPITALS in Box 6.

(c) Change of name: If you have changed your name, enclose a copy of your marriage certificate or the deed poll with this Form of Acceptance for noting or, in the case of a company, a copy of the Certificate of Incorporation on Change of Name. These documents will be returned to you as directed.

10. IF YOU ARE NOT A RESIDENT OF THE UNITED KINGDOM:

The attention of Earthport Shareholders not resident in the UK or who are citizens or residents or nationals of other countries (and all custodians, trustees or nominees thereof) is drawn to paragraph 7 of Part B and paragraph (c) of Part C of Appendix I to the Offer Document. It is the responsibility of Earthport Shareholders resident, or with registered addresses, in a Restricted Jurisdiction to ensure that they can lawfully accept the Offer before attempting to do so.

11. SETTLEMENT OF CONSIDERATION:

The consideration payable under the Offer cannot be sent to you until all relevant documents have been properly completed and sent by post or (during normal business hours only) by hand to Equiniti Limited, Corporate Actions, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA whilst the Offer remains open for acceptance. A reply-paid envelope for use only in the United Kingdom is enclosed. Without prejudice to Part B and Part C of Appendix I of the Offer Document, Bidco reserves the right to treat as valid in whole or in part any acceptance of the Offer if received by Equiniti Limited or otherwise on behalf of Bidco which is not entirely in order or in correct form or which is not accompanied by (as applicable) the relevant share certificate(s) and/or other relevant document(s) of title or is received by it at any place or places or in any form or manner determined by either Equiniti Limited or Bidco otherwise than as set out in the Offer Document or Form of Acceptance. In that event, no settlement of consideration under the Offer will be made until after the acceptance is entirely in order and the relevant share certificate(s) and/or other document(s) of title or indemnities satisfactory to Bidco have been received by Equiniti Limited.

Forms of Acceptance should be received as soon as possible and in any event by 1.00 p.m. (London time) on 12 March 2019.