



The Directors  
**EARTHPORT PLC**  
140 Aldersgate Street  
London  
EC1A 4HY

20 March 2019

Dear Sirs,

**Recommended increased cash offer for Earthport PLC (the “Company”) by Visa International Service Association set out in the offer document dated 11 February 2019 (the “Increased Offer”)**

We refer to the letters to be dated on or around 20 March 2019 and sent to holders of awards and options under the following schemes (the “**Optionholder Rule 15 Letters**”) 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”)

We also refer to the letter to be dated on or around 20 March 2019 and sent to the holder of the warrant to subscribe for shares in Earthport dated 18 December 2013 (the “**Warrantholder Rule 15 Letter**”) pursuant to Rule 15 of the City Code on Takeovers and Mergers.

In accordance with Rule 23.2 of the City Code on Takeovers and Mergers, we hereby confirm that we have given and have not withdrawn our consent to the publication of the Optionholder Rule 15 Letters and the Warrantholder Rule 15 Letter with the inclusion therein of the references to our name, in each case in the form and context in which they appear.

We hereby also consent to this letter being made available for inspection.

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

Anton Black