

**[FORM OF CERTIFICATE FOR MERGER/CONSOLIDATION]**

Officer's Certificate

Reference is hereby made to the Amended and Restated Certificate of Incorporation of Visa Inc., as in effect on the date hereof (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 [\_\_\_\_\_] <sup>(1)</sup> of [\_\_\_\_\_] <sup>(2)</sup>, a [\_\_\_\_\_] <sup>(3)</sup> corporation (the "Company"), and that, as such [\_\_\_\_\_] <sup>(4)</sup>, 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 [\_\_\_\_\_] <sup>(5)</sup>, [\_\_\_\_\_] <sup>(6)</sup>, 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. <sup>(7)</sup>

Name

Title

Specimen Signature

\_\_\_\_\_

3. That on [\_\_\_\_\_] <sup>(8)</sup> the Company succeeded to all or substantially all of the assets of [\_\_\_\_\_] <sup>(9)</sup> (the "Acquired Holder") by merger, consolidation, amalgamation, sale of substantially all assets or other similar transaction.
4. That the Acquired Holder, prior to any event described above, was a holder of [\_\_\_\_\_] (\_\_\_\_\_) <sup>(10)</sup> shares of Class [\_\_\_] <sup>(11)</sup> Common Stock, par value \$0.0001 per share, of Visa Inc. (the "Stock").
5. That the Company has received the Stock from the Acquired Holder by operation of law and in accordance with the Stock Power attached hereto as Exhibit A.
6. That the transfer of the Stock from the Acquired Holder to the Company by operation of law and in accordance with Exhibit A is permitted pursuant to Section 4.25(a)(ix) of the Certificate of Incorporation, entitled Limitations on Transfer, and does not violate in any way the Limitations on Transfer rules 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: \_\_\_\_\_ \*†(12)  
Name:  
Title:

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**\* Please note that the Officer's Certificate cannot be signed by the same individual that signs as the Authorized Signatory for the Stock Power.**

† The Officer's Certificate must have an original signature of the signer either under corporate seal, notarized 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**

**Stock Power**<sup>(13)</sup>

[\_\_\_\_\_], 20[\_\_\_\_]

[\_\_\_\_\_]<sup>(14)</sup> (the “Company”), (EIN: [\_\_\_\_\_]<sup>(15)</sup>),  
[\_\_\_\_\_]<sup>(16)</sup>, has, by operation of law, received [\_\_\_\_\_ (\_\_\_\_\_) ]<sup>(17)</sup>  
shares of the Class [\_\_\_\_]<sup>(18)</sup> Common Stock (\$0.0001 par value) of Visa Inc. standing in the name  
of [\_\_\_\_\_]<sup>(19)</sup>, (Account Number: [\_\_\_\_\_]<sup>(20)</sup>),  
[\_\_\_\_\_]<sup>(21)</sup> on the books of Visa Inc. The Company hereby irrevocably appoints  
Wells Fargo Shareowner Services attorney to record this transfer of shares to the Company, on  
the books of Visa Inc., with full power of substitution in the premises.

Authorized Signature:

\_\_\_\_\_<sup>(22)</sup>  
(Name of Financial Institution)

By: \_\_\_\_\_  
Name:  
Title:

[Second Signature if required]<sup>(23)</sup>

By: \_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_<sup>(24)</sup>  
Place Medallion or Signature guarantee in  
space above  
Do not date the guarantee.

## **Procedure to Complete Officer's Certificate and Stock Power**

Please follow these numbered instructions which correspond to the numbers in the document when completing the Officer's Certificate and Stock Power regarding the transfer of shares of Visa Inc. common stock:

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 Stock Power 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 that signs as the Authorized Signatory for the Stock Power.**
6. Please insert the title of the person executing the Stock Power 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 Stock Power 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 the your financial institution succeeded to all or substantially all of the assets of the Acquired Holder by merger, consolidation, amalgamation, sale of substantially all assets or other similar transaction.
9. Please insert the legal name of the Acquired Holder as it is reflected on the Visa Inc. stock register.
10. Please insert the number of shares of Visa Inc. stock that your financial institution acquired by merger, consolidation, amalgamation, sale of substantially all assets or other similar transaction. Please both write out the number in letters and, in the parentheses, write out the number in numerals.

11. Please insert the appropriate class of Visa Inc. common stock to which your financial institution has succeeded.
12. 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 that signs as the Authorized Signatory for the Stock Power.** 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, notarized 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.
13. If the value of the shares transferred exceeds \$14 million USD or the authorized signature(s) on the Stock Power form is certified by a Signature Guarantee from a bank or financial institution with a United States bank correspondent relationship instead of a Medallion Guarantee (See Instruction 24), then your financial institution must also submit a certified copy of the certificate of merger or similar documentation of the merger, acquisition or like event depending on the location of incorporation.
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 acquired by merger, consolidation, amalgamation, sale of substantially all assets or other similar transaction. Please both write out the number in letters and, in the parentheses, write out the number in numerals.
18. Please insert the appropriate class of Visa Inc. common stock to which your financial institution has succeeded.
19. Please insert the legal name of the Acquired Holder 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 the Acquired Holder as it is reflected on the Visa Inc. stock register.
22. When executing the Stock Power, where indicated under “Authorized Signature,” please insert the legal name of your financial institution. Please have the Stock Power 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 Stock Power 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 Stock Power 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.

<b>Prefix of Stamp</b>	<b>Surety Value Limit Per Transaction in USD (transaction is defined by documents mailed in together not per stock certificate)</b>
Z	\$10 Million and over
Y	up to \$5 Million
X	up to \$2,000,000
A	\$1,000,000 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 submit the appropriate U.S. Internal Revenue Service (IRS) Form W-8BEN or W-9 which will facilitate proper tax withholdings in the event of any distributions of proceeds in connection with the shares. Institutions that are treated as U.S. persons for U.S. tax purposes are required to submit IRS Form W-9 (Request for Taxpayer Identification Number and Certification), while institutions not treated as U.S. persons for U.S. tax purposes are required to submit IRS Form W-8BEN (Certificate of Foreign

Status of Beneficial Owner for United States Tax Withholding). These forms are available online at the IRS website, [www.irs.gov](http://www.irs.gov).

26. If the shares are held in certificate form, you must also submit the stock certificate(s) to complete the transfer. It is recommended you use a traceable express mail method and insure the package for 2% of the current value of the shares, if sending certificates. Please deliver the executed Officer's Certificate, Stock Power, tax forms (See Instruction 25), and if applicable, certified copy of the certificate of merger (See Instruction 13) to:

Wells Fargo Shareowner Services  
Attention: Restricted Stock  
161 North Concord Exchange  
South Saint Paul, MN 55075

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.