

Non-Employee Director Stock Ownership Guidelines

(effective January 2014)

Rationale:

Mastercard believes that it is important that non-employee directors maintain a meaningful ownership stake in the Company in order to ensure alignment with the shareholders that they represent.

Ownership Guideline:

All Board members are expected to reach an ownership multiple of five times their annual cash Board retainer fee.

Administrative Policy:

- The stock ownership levels herein are guidelines, not mandatory requirements.
- Compliance with the ownership multiple is expected to occur by the sixth anniversary of such Director's initial election to the Board.
- Board members are encouraged to hold all shares received (net of taxes for non-U.S. members) until the guideline is reached.
- Once the guideline is achieved, if a Director's holdings fall below the guideline due to a drop in stock price, the Director may satisfy the guideline through the receipt of future stock grants. The Director is not expected to purchase shares in the open market.
- All shares owned directly or indirectly (e.g. joint accounts, family trusts) will be considered in determining compliance with these guidelines.
- All Deferred Stock Units and Restricted Stock held by a Director shall be counted from the date of grant.
- The applicable guideline will remain in effect for as long as the Director is a member of the Board.