

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name MasterCard Incorporated		2 Issuer's employer identification number (EIN) 13-4172551	
3 Name of contact for additional information Investor Relations	4 Telephone No. of contact 914-249-4565	5 Email address of contact Investor_Relations@mastercard.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 2000 Purchase Street		7 City, town, or post office, state, and Zip code of contact Purchase, NY 10577	
8 Date of action January 21, 2014		9 Classification and description 10-for-1 Common Stock Split	
10 CUSIP number Class A: 57636Q104 Class B: 57631MCA4	11 Serial number(s)	12 Ticker symbol MA	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶

On December 10, 2013, the Board of Directors of MasterCard Incorporated declared a 10-for-1 stock split of the Corporation's common shares effected in the form of a stock dividend. Each shareholder of record on the close of business on the record date received nine additional shares of common stock for each share held. The record date for the stock split was January 9, 2014, with the new shares distributed on January 21, 2014.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

As a result of the 10-for-1 stock split, shareholders received nine additional shares for each share owned. In accordance with Internal Revenue Code Section 307(a), each shareholder is required to allocate the aggregate tax basis in his or her shares held immediately prior to the 10-for-1 stock split among the shares of stock held immediately after the 10-for-1 stock split. As a result, the number of shares held by each shareholder were multiplied by 10, but each shareholder's total basis and proportionate interest in the Company remained the same.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ * We caution that this is not tax advice and is provided only as guidance. Investors should consult their tax advisor.

A shareholder will multiply the basis in each share held before the stock split by 10% to determine the basis, after the stock split, in that share and the additional shares distributed in the stock split. The record date for the split was January 9, 2014, and the distribution date was January 21, 2014. The data that supports this calculation is each shareholder's basis immediately before the distribution and the number of shares issued in the distribution.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

The applicable Internal Revenue Code sections upon which the tax treatment is based are IRC Sections 305(a) and 307(a).

Under IRC Section 305(a), the distribution is not taxable to shareholders. Under IRC Section 307(a), each shareholder's basis in his or her old stock must be allocated between the old stock and the new stock that was distributed in the stock split.

18 Can any resulting loss be recognized? ▶ _____

Under current law, for U.S. Federal income tax purposes, there will be no U.S. taxable income, gain or loss to U.S. resident shareholders in connection with the 10-for-1 stock split.

The laws of jurisdictions other than the United States may impose income taxes on the receipt of additional shares. As such, investors should consult their tax advisors with respect to the potential tax consequences in light of their individual circumstances.


19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____

The reportable tax year is 2014 for stockholders reporting taxable income on a calendar year basis.

For stockholders reporting taxable income on a basis other than calendar year, the reportable year is the stockholder's tax year that includes January 21, 2014.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature 

Date ▶ January 21, 2014

Print your name ▶ Timothy G. Berger

Title ▶ Senior Vice Pres., Group Executive, Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	