



Mastercard Incorporated

Virtual 2025 Annual Meeting of Stockholders

June 24, 2025

Agenda

Call to Order / Introductions

Notice of Meeting / Matters for Consideration

- Election of 12 nominees for director
- Advisory approval of Mastercard's executive compensation
- Ratification of the appointment of PwC as the independent registered public accounting firm for Mastercard for 2025
- Approval of an amendment to Mastercard's Amended and Restated Certificate of Incorporation to limit liability of officers as permitted by Delaware law
- Approval of an amendment to Mastercard's Amended and Restated Certificate of Incorporation to remove the Industry Director concept
- Approval of an amendment to Mastercard's Amended and Restated Certificate of Incorporation to implement other miscellaneous changes
- Consideration of a stockholder proposal requesting a racial equity audit report
- Consideration of a stockholder proposal requesting a report on affirmative action risks

Closing of Polls and Preliminary Results of Voting and Quorum

Conclusion of Formal Business

Business Update

Q&A Session

Adjournment of Meeting
