Mastercard Governance Update

May 2021

Our strategy

Grow

CORE

Credit
Debit
Commercial
Prepaid
Digital-physical convergence
Acceptance

Diversify

CUSTOMERS AND GEOGRAPHIES

Financial inclusion
New markets
Businesses
Governments
Merchants
Digital players
Local schemes/switches

Build

NEW AREAS

Data analytics
Consulting
Marketing services
Loyalty
Cyber and Intelligence
Processing
New payment flows
Open Banking

ENABLED BY BRAND, DATA, TECHNOLOGY AND PEOPLE

Key 2020 performance milestones

GAAP		
Net revenue **$15.3B** down 9%	Net income **$6.4B** down 21%	Diluted EPS **$6.37** down 20%
Non-GAAP [1] (currency-neutral)		
Net revenue **$15.3B** down 8%	Adjusted net income **$6.5B** down 17%	Adjusted diluted EPS **$6.43** down 16%
$6.1B in capital returned to stockholders	**$4.5B** Repurchased shares **$1.6B** Dividends paid	**$7.2B** cash flows from operations
Gross dollar volume (growth on a local currency basis) $6.3T flat	Cross-border volume growth (on a local currency basis) down 29%	Switched transactions 90.1B up 3%

1. Non-GAAP results exclude the impact of gains and losses on equity investments, Special Items and/or foreign currency. See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Financial Results Overview" in Part II, Item 7 of our most recent 10-K for the reconciliation to the most direct comparable GAAP financial measures

Key business milestones

Key wins	• Expanded relationships with **key customers**, including **NatWest**, **Deutsche Bank**, **Santander**, **Chase**, **Citi**, **PayPal**, **Google**, **Samsung** • Won **fintech** programs around the globe, with partners such as **Payoneer**, **Credit Sesame**, **N26**, **Tide**, and **C24**
Consumer	• Enabled safe, simplified consumer experiences across digital channels with our **tokenization** capabilities • Drove continued expansion of **contactless payments**, and worked with markets around the world to increase contactless limits
Commercial and B2B	• Added new partners to our **virtual card program**, aiming to make these a preferred tool with automated acceptance and processing • **Mastercard Track**, our B2B payment ecosystem, went live in the U.S., expanded to new markets globally and added account-to-account payments functionality
New Payment Flows	• Expanded our **real-time payments infrastructure**, which has now been chosen by 12 of the top 50 GDP countries • Continued to grow our suite of **applications**, including adding new partners to Mastercard Bill Pay Exchange in the US • Acquired **Finicity** to extend and enhance our open banking capabilities
Services	• Provided a critical source of growth, differentiation and revenue diversification, growing 18%* and representing about a third of revenues in 2020 o Helped customers assess and adapt to unprecedented changes in consumer behavior with our **data analytics** and insights across payment rails o Protected our customers, consumers and the payments ecosystem against fraud in an increasingly digital world with our **cyber security** capabilities
Travel	• Prepared for the return of travel with focus on travel-oriented portfolios, like **Booking.com**, and by winning travel-related co-brands such as **Emirates Skywards**, **Miles & More**, **Aeroplan**, **Air Canada**, and **IAG Loyalty**

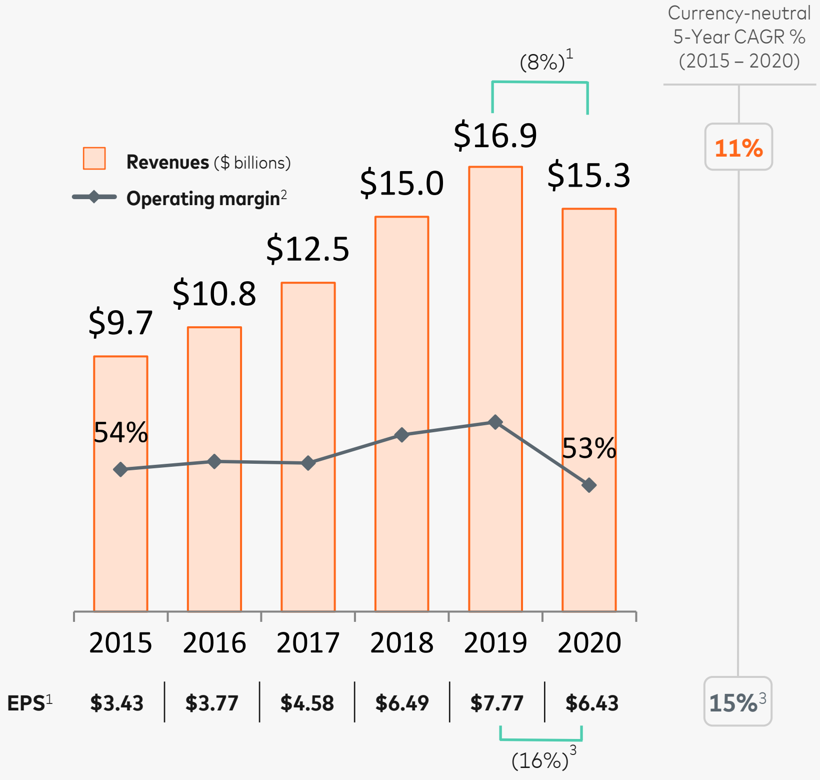
* On a currency-neutral basis

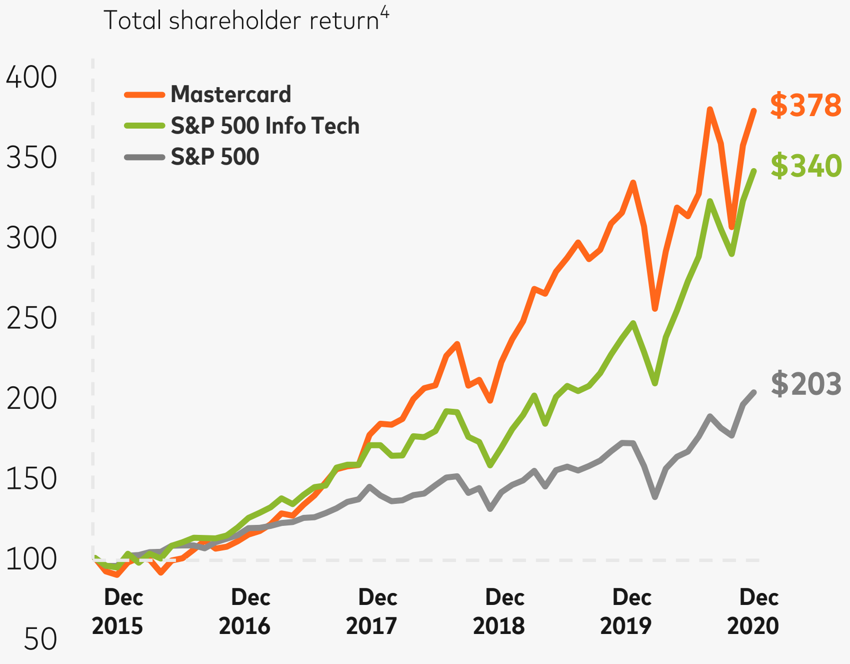
Managing through COVID-19

Continuing to support our internal and external stakeholders with decency at the core

Our business	• Well positioned for accelerated secular shift to digital payments and the advancement of real-time payments and open banking • Focused on employee safety & security and mental well-being • Maintaining disciplined expense management while furthering strategic imperatives • Long-term fundamentals remain strong
Our customers	• Staying connected and anticipating needs • Providing insights & capabilities • Helping to mitigate risks
Our communities & society	• Working with governments to support fiscal stimulus • Assisting small businesses • Partnering to support relief efforts • Increased financial inclusion commitments and launched In Solidarity initiative

Creating shareholder value





1. Currency-neutral
2. Excludes special items. See Appendix D for non-GAAP reconciliation
3. Currency-neutral, excluding the impact of gains and losses on the company's equity investments and special items. See Appendix D for non-GAAP reconciliation

4. Source: Factset – based on initial investment of $100 on 12/31/15 through 12/31/20; MA stock price of $94.08 on 12/31/15 vs. $356.07 on 12/31/20

Capital planning update[1]

PRIORITIES - UNCHANGED	RECENT HIGHLIGHTS

Strong balance sheet
Preserve strong balance sheet, liquidity and credit ratings
	• Strong operating cash flow despite COVID-19
	• Substantial liquidity at quarter-end
	  - $7.7B cash and investments balance[1]
	  - $6B undrawn credit facility[2]
	• Significant additional debt capacity within existing credit ratings: Moody's A1; S&P A+

Long-term business growth Invest in strategy-led organic and inorganic opportunities	• Strong balance sheet positions us well to continue to invest in long-term growth through organic and inorganic options
Return excess capital to shareholders Return excess capital with bias toward share repurchases	• Returned $6.1B in capital to stockholders in 2020, and an additional $1.8B in Q1 2021 • New $6B repurchase authorization secured from Board in December 2020 • Dividend increased by 10% despite COVID-19
Capital structure Migrate to a more normalized mix of debt and equity over time	• Issued $1.3B in long-term debt in March 2021[2] • Includes a Sustainability bond of $600M, enhancing commitment to ESG initiatives

[1] As of April 29, 2021 – Mastercard Q12021 Earnings Release Presentation
[2] No financial covenants on existing debt or credit facility

Governance and board leadership

Our director nominees' experience, tenure, independence and diversity

86% 12 of our 14 director nominees are **independent**

57% 8 of our 14 director nominees identify as **racially diverse**

64% 9 of our 14 director nominees are non-U.S. citizens and/or have **international experience**

29% 4 of our 14 director nominees identify as **female**

42% 5 of our 12 independent director nominees have a tenure of **4 years or less**

61 **Average age** of our independent director nominees

6.4 **Average tenure** in years of our independent director nominees

Director Skills (including number of nominees possessing these skills)

Public company board experience	Global perspective	Financial	Sustainability	Consumer	Digital & innovation	CEO experience	Regulatory & governmental	Information security	Payments
13	13	12	12	11	11	10	10	8	8

Evolution of our executive compensation program

In 2020, responded to COVID-19 challenges while balancing stakeholder interests

- Modified 2020 annual incentive program and 2018 Performance Stock Unit program to mitigate effects beyond employee control, while maintaining alignment with stockholder experience
  - Neutralized COVID-19 impact on pre-established goals based on Personal Consumption Expenditure (PCE) and cross-border travel (per independent third-party data providers)
  - Capped payouts at target
- Total shareholder return performed at the 68^{th} and 94^{th} percentile against the S&P 500 companies over one and three years, respectively

Temporarily adapting 2021 incentive program to respond to the uncertain economic environment

- Annual incentive program financial targets set in six-month, rather than one-year, increments. Maximum corporate performance scores reduced from 200% to 175%
- Performance Stock Unit program financial performance determined by assessing one-year EPS growth in 2021 modified by our total shareholder return over a three-year period relative to S&P 500 companies. Maximum payout reduced from 200% to 175%
- In both cases, targets will automatically adjust based on variance versus budgeted PCE and cross-border travel (per independent third-party data providers)

Connecting pay to sustainability

- Beginning in 2021, for our Executive Vice-Presidents and our Management Committee, which includes our NEOs, we have added an ESG modifier that can formulaically adjust the bonus score by +/- 10 ppt based on performance against ESG metrics across the following areas:
  - Carbon neutrality
  - Financial inclusion
  - Median gender pay gap

Doing well by doing good

We know firsthand that our commitment to environmental and social responsibility — and our core values of operating ethically and responsibly and with decency — is directly connected to our continuing success as a business

Inclusive Growth	• Reached financial inclusion target of bringing 500 million unbanked people into the digital economy and increased commitment to a total of **1 billion people worldwide** by 2025 • Enabled the collection of **more than $25 million** in 2020 through more than 170 donation-driven marketing campaigns and consumer donation technology initiatives
Our People and Culture	• Invested in new policies, programs and tools **to enhance work-life experience** for employees globally • Women employees earn **$1.00 for every $1.00** men employees earn* • Our STEM-based **Girls4Tech passed the million-girl mark** in 2020, prompting us to commit to engaging five million girls by 2025
Environmental Stewardship	• Committed to reaching **net-zero GHG emissions** by 2050 across our operations and value chain, building on our existing science-based targets • Aligned with the **TCFD recommendations** and will be increasing our transparency in 2021 • Expanded the Priceless Planet Coalition to 60 companies to **regrow 100 million trees** over five years • Over 10 million cards produced for issuance since 2018 with approved sustainable materials using Mastercard's **Sustainable Card Materials Directory**
Ethical and Responsible Standards	• Updated our **Code of Conduct**, adding language regarding Mastercard's commitment to respecting and promoting human rights and our Data Responsibility Principles • Published our Board-approved **Human Rights Statement**

* Based on our most recent annual pay equity analysis

Supporting our employees, customers and communities

Our response to COVID-19 focused on supporting an inclusive recovery for our company, employees, customers and communities

- Had **no COVID-19 related layoffs** in 2020
- Introduced a **COVID-19 global employee benefit** for up to 10 business days of additional paid leave for sickness, childcare or eldercare
- **Covered 100% of costs of COVID-19 testing for all employees** and provided access to free COVID-related telemedicine consultations for U.S. employees
- Provided employees with flexibility to decide where and how they work and put **precautionary health and safety measures** in place at all offices
- Introduced more **mental health benefits** such as a platform and tool to help employees bolster mental well-being and curb stress
- Engaged with **several hundred national and local governments** globally to help digitize relief programs and support recovery planning, such as the secure delivery of social disbursements
- **Committed up to $300 million**, including $250 million in financial, technology, product and insight assets, over the next five years, to help communities and small businesses recover and build resilience

In Solidarity, a company-wide long-term initiative, was created in 2020 to stand against racism and advance equal opportunity for all

- Committed to investing $500 million in Black communities in the U.S. over the next five years
- Pledged to expand spending with Black suppliers in the U.S. by 70% to $100 million annually by 2025
- Increased participation of Black colleagues in training, mentorship, sponsorship and well-being programs in the U.S.
- Committed to grow our Black leadership at the Vice President-level and above in the U.S. by 50% by 2025

Awards & Recognition

FORTUNE WORLD'S MOST ADMIRED COMPANIES® 2021

2021 WORLD'S MOST ETHICAL COMPANIES® ™ WWW.ETHISPHERE.COM

TIME 100 MOST INFLUENTIAL COMPANIES 2021

FAST COMPANY WORLD CHANGING IDEAS 2021

FORTUNE 100 BEST COMPANIES TO WORK FOR® 2021

Bloomberg Gender-Equality Index 2021

AMERICA'S MOST JUST COMPANIES Forbes 2021

MORNING CONSULT® MOST TRUSTED BRANDS 2021

WSJ | JOURNAL REPORTS Management Top 250

HUMAN RIGHTS CAMPAIGN FOUNDATION BEST PLACES TO WORK 2021 for LGBTQ Equality 100% CORPORATE EQUALITY INDEX™

FORTUNE CHANGE THE WORLD 2020

WFP World Food Programme

BRANDZ™ Top 100 Most Powerful Brands

FTSE4Good

CECP THE CEO FORCE FOR GOOD

WORLD'S BEST BRANDS FORBES • 2020

SHE The SPDR SSGA Gender Diversity Index ETF

WORLD ECONOMIC FORUM

Dow Jones Sustainability Indexes

empower yahoo! finance Ethnic Minority Role Model Lists

outstanding yahoo! finance Present LGBT+ Role Model Lists

heroes yahoo! finance Women Role Model Lists

DiversityInc 2021 TOP 50 COMPANIES FOR DIVERSITY®

DiversityInc 2021 TOP COMPANIES FOR BOARD OF DIRECTORS

DiversityInc 2021 TOP COMPANIES FOR EMPLOYEE RESOURCE GROUPS

DiversityInc 2021 TOP COMPANIES FOR E S G

Appendices

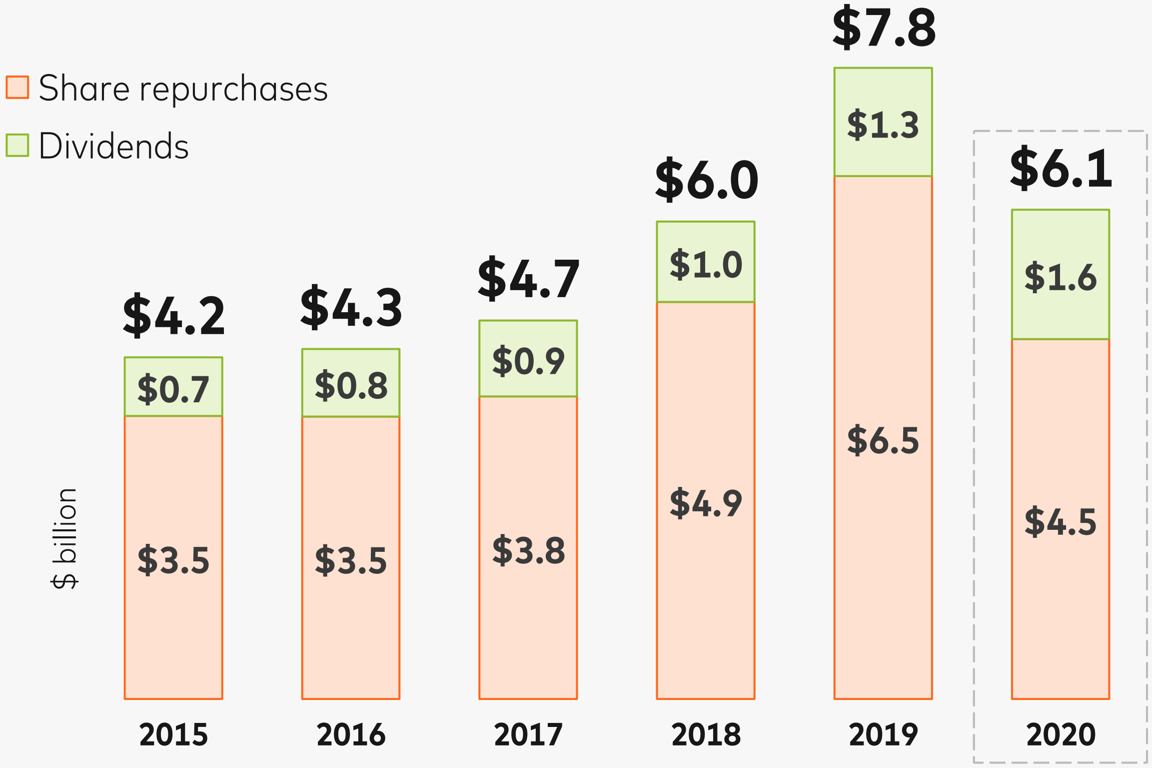
Appendix A – Return of capital

Appendix B – Risk management practices

Appendix C – Executive compensation highlights

Appendix D – Non-GAAP reconciliation

Appendix A - Return of capital



$44+ billion[1]
returned to shareholders since IPO

Note: Table may not sum due to rounding
1. Through December 2020. Includes $11.3 billion prior to 2015.

Appendix B - Risk management practices

Board of Directors

Our Board oversees major risks, including strategic, operational (including cybersecurity), legal and regulatory, financial and CEO succession planning risks.

The Board's three standing committees oversee delegated responsibilities for specific risks.

Nominating and Corporate Governance Committee

- Governance structure and processes
- Legal and policy matters with potential significant reputational impact
- Matters of significance to the company and its stockholders, including corporate responsibility, environmental stewardship, human rights, inclusion and diversity

Audit Committee

- Financial statement integrity and reporting
- Major financial and other business risk exposures
- Information security, technology, and privacy and data protection
- Risk management framework
- Legal, regulatory and compliance risks
- Internal controls

Human Resources and Compensation Committee

- Employee compensation policies and practices
- Key diversity initiatives and people and capabilities policies and practices, including those related to organizational engagement and effectiveness and employee development
- Non-executive director compensation policies and practices
- Succession planning

In overseeing these risks, the Board gives consideration to our brand and reputation as well as our culture and conduct.

Management

The key risk responsibilities of our management team include:

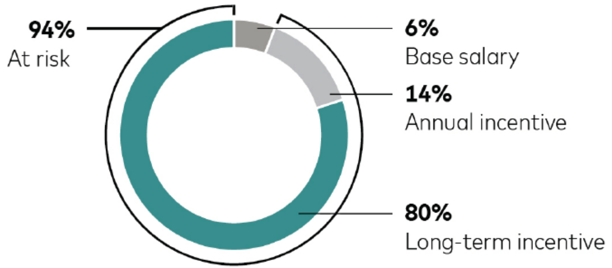
- Business units' responsibilities to identify and manage business risk
- Central functions' responsibility to design a risk framework, including setting boundaries and managing risk appetite
- Internal audit's responsibility to provide independent assurance on design and effectiveness of internal controls and governance processes

Appendix C - Executive compensation highlights

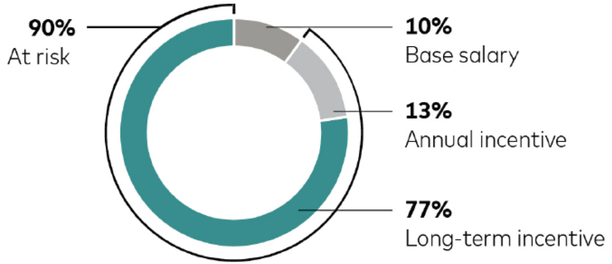
	What we do
☑	Pay for performance
☑	Align executive compensation with stockholder returns through long-term incentives
☑	Maintain significant stock ownership requirements and guidelines as well as a post-vest holding period on performance stock units
☑	Use appropriate peer groups when establishing competitive compensation
☑	Review management succession and leadership development programs
☑	Reward individual performance but with limits that cap individual payouts in executive incentive plans
☑	Regularly assess compensation programs to mitigate undue risk taking by executives
☑	Mandate "double-trigger" provisions for all plans that contemplate a change in control
☑	Maintain robust clawback and equity award forfeiture policies
☑	Retain an independent compensation consultant
☑	Hold an annual say-on-pay advisory vote

	What we don't do
☒	No hedging or pledging of Mastercard stock
☒	No excise tax gross-ups for executive officers
☒	No tax gross-ups, other than under our global mobility programs
☒	No repricing stock options
☒	No new evergreen employment agreements
☒	No dividend equivalents on unvested equity awards
☒	No guaranteed annual salary increases or bonuses
☒	No granting of discounted or reload stock options

CEO target total direct compensation mix



Other named executive officers target total direct compensation mix



Note: Reflects 2020 Target Total Direct Compensation Mix

Appendix D – Non-GAAP reconciliation

($ in millions, except per share data)	2015	2016	2017	2018	2019	2020	5-Year (2015 – 2020) CAGR	5-Year (2015 – 2020) CAGR Currency-neutral [1]
Net revenue	$ 9,667	$ 10,776	$ 12,497	$ 14,950	$ 16,883	$ 15,301	10%	11%
Operating income - as reported	$ 5,078	$ 5,761	$ 6,622	$ 7,282	$ 9,664	$ 8,081	10%	11%
Special items [2]	140	117	182	1,128	–	73		
Adjusted operating income	$ 5,218	$ 5,878	$ 6,804	$ 8,410	$ 9,664	8,154	9%	11%
Operating margin - as reported	52.5%	53.5%	53.0%	48.7%	57.2%	52.8%		
Special items [2]	1.4%	1.1%	1.4%	7.5%	-%	0.5%		
Adjusted operating margin	54.0%	54.5%	54.4%	56.2%	57.2%	53.3%		
GAAP diluted EPS	$ 3.35	$ 3.69	$ 3.65	$ 5.60	$ 7.94	$ 6.37	14%	15%
Special items [2,3]	0.08	0.08	0.92	0.89	(0.06)	0.07		
(Gains) losses on equity investments [4]	–	–	–	–	(0.12)	(0.01)		
Non-GAAP diluted EPS	$ 3.43	$ 3.77	$ 4.58	$ 6.49	$ 7.77	$ 6.43	13%	15%

Note: Table may not sum due to rounding

1 Adjusted for both the translational and transactional currency impact

2 Impact of the following: 2015: termination of U.S. employee pension plan of $79 million pre-tax ($0.04 per diluted share) and U.K. Merchant Litigation Provision of $61 million pre-tax ($0.04 per diluted share); 2016: U.K. Merchant Litigation Provision of $117 million pre-tax ($0.08 per diluted share); 2017: deconsolidation of Venezuela subsidiaries of $167 million pre-tax ($0.10 per diluted share) and Canadian Merchant Litigation Provision of $15 million ($0.01 per diluted share); 2018: litigation provisions of $1,128 million pre-tax ($0.96 per diluted share) related to a fine by the European Commission of $654 million, U.S. merchant class litigation and the filed and anticipated opt-out U.S. merchant cases of $237 million, and settlements with U.K. and Pan-European merchants of $237 million; 2020: estimated attorneys' fees and litigation settlements of $28 million pre-tax related to U.K. and Pan-European merchants, and an ongoing confidential legal matter associated with the company's prepaid cards in the U.K. of $45 million pre-tax ($.07 per diluted share).

3 Impact of the following: 2019: $57 million net tax benefit ($0.06 per diluted share) which included a $30 million benefit related to a reduction to the 2017 one-time deemed repatriation tax on accumulated foreign earnings (the "Transition Tax") resulting from final tax regulations issued in 2019 and a $27 million benefit related to additional foreign tax credits which can be carried back under transition rules; 2017: net tax expense related to the Transition Tax of $873 million ($0.81 per diluted share); 2018: net tax benefit of $75 million ($0.07 per diluted share) comprised of a $90 million benefit related to carryback of foreign tax credits due to transition rules, offset by a net $15 million expense related to an increase to our Transition Tax.

4 Impact of the following: 2019: net gains of $167 million ($124 million after tax, $0.12 per diluted share), related to unrealized fair market value adjustments on marketable and non-marketable equity securities; 2020: net gains of $30 million related to unrealized fair market value adjustments on marketable and non-marketable equity securities ($15 million after tax, $.01 per diluted share).