

Transfer of Stock Form

Please Complete All Information Requested In This Form.

Issuer Name MasterCard Incorporated – Class B Stock **CUSIP Number** 57631MCA

Transferee (Buyer)

- If more than one Transferee (buyer), attach appropriate Sections for each buyer.
- Transferees that are existing stockholders should complete **Sections C and F** (if tax form has not yet been submitted) and **Sections G and I** (if required).
- Transferees that do not currently own stock must complete **Sections D, E, F, G and I** (if required).

Transferor (Seller)

- If more than one Transferor (seller), attach appropriate Sections for each seller.
- Must complete **Sections A and B**.

When completed in its entirety and signed by all parties, please return this form to:

MasterCard Shareholder Services

Mailing Address 2000 Purchase Street
Purchase, New York 10577-2509

Telephone (914) 249 – 4099

Fax (914) 249 – 4262

Email Address shareholder_services@mastercard.com

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Section A – Transferor (Seller)

Investor ID*	_____	Account Key*	_____
Grandparent Number*	_____	Grandparent Name*	_____
Primary ICA Number	_____	MID Number*	_____

*For items marked * contact MasterCard Shareholder Services.*

Legal Name of Stockholder (Exactly as appears in the records of Mellon Investor Services)

**Stockholder Contact
(Authorized Signatory) Name**

Stockholder Contact Title

Bank Name

Address

City, State/Province

Country, Zip/Country Code

Telephone Number / Extension

Fax Number

Email Address

Section B – Book Entry Shares of Stock To Be Transferred

Total number of transferee stockholder accounts receiving shares in this transaction.

Please attach additional Transferee forms for each buyer receiving shares in this transaction.

Total number of transferor stockholder accounts selling shares in this transaction.

Please attach additional Transferor forms for each seller of shares in this transaction.

Number of shares of stock to be transferred.

Number of shares of stock to be transferred with 144A restriction, if any.

Signature of Authorized Signatory of Transferor

Print Name

Date

Title

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Section C – Transferee (Buyer) Account Information **To be completed by Existing Stockholders Only.**

Transferee must also complete **Sections F** (if tax form has not yet been submitted) **and Sections G and I** (if required).

Investor ID*	_____	Account Key*	_____
Grandparent Number*	G	Grandparent Name*	_____
Primary ICA Number	_____	MID Number*	_____

For items marked * contact MasterCard Shareholder Services.

Legal Name of Principal Membership (Exactly as appears in the records of Mellon Investor Services)

Stockholder Contact (Authorized Signatory) Name

Stockholder Contact Title

Bank Name

Address

City, State/Province

Country, Zip/Country Code

Telephone Number / Extension

Fax Number

Email Address

Total shares of stock purchased

Number of shares of stock to be transferred with 144A restriction, if any

If shares with 144A restriction are purchased, complete Section I.

Price paid per share

Signature of Authorized Signatory of Transferee

Print Name

Title

Date

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Section D – Transferee (Buyer) ***To be completed by New Stockholders only.***

A new stockholder account will be created, please provide the information below and also complete Sections E, F, G and I (if required).

Grandparent Number*

Grandparent Name*

Country of License

Region

Primary ICA Number

MID Number*

For items marked * contact MasterCard Shareholder Services.

Legal Name of Principal Membership (Exactly as appears in the Licensing records of MasterCard)

Stockholder Contact (*Authorized Signatory*) Name

Stockholder Contact Title

Bank Name

Address

City, State/Province

Country, Zip/Country Code

Telephone Number / Extension

Fax Number

Email Address

Total shares of stock purchased

Number of shares of stock to be
transferred with 144A restriction, if any

none

If shares with 144A restriction are purchased, complete Section I.

Price paid per share

Signature of *Authorized Signatory* of Transferee

Print Name

Title

Date

Section E – Dividend Payment Instruction *To be completed by New Stockholders only.*

Dividends will be paid by check and be mailed to the dividend address provided below. If you do not provide a dividend address, the dividend checks will be mailed to the stockholder contact address on file with Mellon Investor Services on the record date of the declaration of the dividend.

To Mellon Investor Services LLC, Transfer Agent

Date _____

Until this order is revoked in writing by duly authorized officers of the stockholder, please issue checks for distributions on all shares of stock registered on the books of MasterCard Incorporated in the name of the stockholder above named in Section D of this form to the following address:

Address _____

City, State/Province _____

Country, Zip/Country Code _____

*The undersigned hereby certify that they are duly authorized officers of the stockholder empowered to execute this instruction. **Two officers of the stockholder must sign** this dividend payment instruction.*

Signature of *Authorized Officer of Stockholder* _____

Print Name _____

Title _____

Date _____

Telephone Number _____

Email Address _____

Signature of *Authorized Officer of Stockholder* _____

Print Name _____

Title _____

Date _____

Telephone Number _____

Email Address _____

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Section F – Taxpayer ID Certification

To be completed by New Stockholders and Existing Stockholders that have not previously submitted a tax form

MasterCard Incorporated is required by the United States Internal Revenue Service (IRS) to obtain taxpayer identification information from its stockholders.

For U.S. stockholders

Upon acquiring their first shares of MasterCard Incorporated stock, U.S. stockholders must submit a Form W-9 and sign this certification. **Please attach a signed Form W-9 to this stock transfer form.** If a Form W-9 has not been submitted with this form, one will be mailed to the address of the new stockholder once the shares have been transferred.

New Account TIN _____

YOUR ACCOUNT MAY BE SUBJECT TO WITHHOLDING IF YOU DO NOT COMPLETE THIS SECTION.

If you are exempt from backup withholding,
Check here

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CERTIFICATION. Under penalties of perjury, the undersigned certifies that (1) the number shown on this form is the Member's correct taxpayer identification number, and (2) the undersigned is not subject to backup withholding because (a) the undersigned is exempt from backup withholding, or (b) the undersigned has not been notified by the IRS that it is subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified the undersigned that it is no longer subject to backup withholding, and (3) the undersigned is a U.S. person.

Legal Name of Principal Membership (Exactly as appears in the records of Mellon Investor Services)

Signature of Authorized Signatory

Print Name

Title

Date

Non-U.S. Stockholders

Upon acquiring their first shares of MasterCard Incorporated stock, non-U.S. stockholders must submit a Form W-8. For assistance in choosing and completing the correct Form W-8, please find the URL for the United States Internal Revenue Service Website: <http://www.irs.gov/instructions/iw8ben/ch01.html>. We believe the Form W8-BEN will be the appropriate form for most of our stockholders. **Please attach the appropriate signed Form W-8 to this stock transfer form.**

Please check the type of Form W-8 submitted.

☐

W-8BEN

☐

W-8EXP

☐

W-8ECI

☐

W-8IMY

Section G – Restrictions on Transferability under the Certificate of Incorporation and Bylaws of MasterCard Incorporated
To be completed by all Transferees.

The Transferee understands and agrees that pursuant to the Certificate of Incorporation and Bylaws of MasterCard Incorporated, the shares that the Transferee is receiving are subject to transfer restrictions and ownership limitations and until the fourth anniversary of the issuance of Class B common stock may only be transferred to other Class A members or affiliate members of MasterCard International Incorporated. As required by Section 151 of the Delaware General Corporation Law, MasterCard Shareholder Services will furnish without charge to each stockholder or prospective Transferee who so requests a copy of the Certificate of Incorporation and the Bylaws which provide further information on the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. The Transferee and the Company agree that the above information satisfies the notice of transfer restrictions required by Sections 151 and 202 of the Delaware General Corporation Law.

Legal Name of Principal Membership (Exactly as appears in the records of Mellon Investor Services)

Signature of Authorized Signatory

Print Name

Title

Date

Section H - For MasterCard Shareholder Services use only.

**MasterCard
Authorized Signature**

Print Name

Date

Daytime Phone Number

MARIA A HALUSKA – LEADER, SHAREHOLDER SERVICES

914 249 5313

EMAIL: shareholder_services@mastercard.com

Dear MasterCard Class B Stockholder:

Enclosed is the form you requested. Please complete the form in its entirety and return as directed below:

Return Stock Transfer forms and Account Information Change Forms to MasterCard Shareholder Services at the following addresses:

For USPS Mail Deliveries

MasterCard Shareholder Services
MasterCard International
2000 Purchase Street
Purchase, NY 10577-2509

For Overnight Deliveries

MasterCard Shareholder Services
MasterCard International
2000 Purchase Street
Purchase, NY 10577

MasterCard Shareholder Services will review all stock transfers and account information change forms for compliance with the bylaws and certificate of incorporation of MasterCard Incorporated. Once approved, MasterCard Shareholder Services will forward stock transfer forms and account information change forms to BNY Mellon Shareowner Services ("BNY Mellon") for processing. If you have any questions about completion of stock transfer forms or account information change forms, please contact MasterCard Shareholder Services by email to shareholder_services@mastercard.com or by telephone at 1(914) 249-4099.

If you have any questions about your stockholder account, please contact BNY Mellon Shareowner Services' Customer Service Center. BNY Mellon Customer Service center is open from 8:00 AM - 7:00 PM Eastern Time Monday to Friday and our automated services are available 24 hours a day, seven days a week. Stockholders can also access their accounts on line at www.melloninvestor.com/isd.

BNY Mellon Shareowner Services' contact numbers are:

Domestic Shareholders: 1-866-337-6318
International: 201-680-6578
Domestic TDD: 1-800-260-2289
International TDD: 201-680-6610

Sincerely,

BNY Mellon Shareowner Services