

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, G and F** (if tax account is not tax certified).
- Transferees that do not currently own stock must complete **Sections D, E, F, and G**.

Transferor (Seller)

- If more than one Transferor (seller), attach appropriate Sections for each seller.
- Transferor(s) 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 – 4130
Email Address	shareholder_services@mastercard.com

Transfer of Stock Form



Section A – Transferor (Seller)

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

*For items marked * contact MasterCard Shareholder Services.*

Legal Name of the Stockholder Account (exactly as appears in the records of BNY Mellon Shareowner Services)

Stockholder Contact (Authorized Signatory) Name _____

Stockholder Contact Title _____

Address _____

City, State/Province _____

Country, Zip/Country Code _____

Telephone Number / Extension _____

Fax Number _____

Email Address (required) _____

Section B – Book Entry Shares of Stock to Be Transferred

Total number of transferee stockholder accounts receiving shares in this transaction.	1
<i>Please attach additional Transferee forms for each buyer receiving shares in this transaction.</i>	_____
Total number of transferor stockholder accounts selling shares in this transaction.	1
<i>Please attach additional Transferor forms for each seller of shares in this transaction.</i>	_____
Number of shares of stock to be transferred.	_____

Signature of Stockholder Contact/Authorized Signatory of Transferor _____

Print Name _____ **Date** _____

Title _____

Transfer of Stock Form



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 Section G**.

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

For items marked * contact MasterCard Shareholder Services.

Legal Name of the Stockholder Account (exactly as appears in the records of BNY Mellon Shareowner Services)

Stockholder Contact /Authorized Signatory Name _____

Stockholder Contact Title _____

Address _____

City, State/Province _____

Country, Zip/Country Code _____

Telephone Number / Extension _____

Fax Number _____

Email Address (required) _____

Number of shares of stock purchased _____

Price paid per share _____

Signature of Stockholder Contact/Authorized Signatory of Transferee _____

Print Name _____

Title _____

Date _____

Transfer of Stock Form



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

Please provide the information below and also complete Sections E, F, and G.

BNY Mellon will create a registered account in the MasterCard Class B share register and mail the stockholder contact the Investor ID, authentication number and instructions for online registration for Investor Service Direct access to the account via the Internet at www.bnymellon.com/shareowner/isd

Grandparent Number*	G	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

Address

City, State/Province

Country, Zip/Country Code

Telephone Number / Extension

Fax Number

Email Address (required)

Number of shares of stock purchased

Price paid per share

Signature of Stockholder Contact/Authorized Signatory of Transferee

Print Name

Title

Date

Transfer of Stock Form



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

1. Dividends will be paid by U.S. dollar denominated check 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 at the address on file with BNY Mellon Shareowner Services on the record date of the declaration of the dividend.

To BNY Mellon Shareowner Services, 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 1 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.**

	Officer 1	Officer 2
Signature of Authorized Officers of Stockholder		
Print Names		
Titles		
Date		
Telephone Number		
Email Address		

2. Delivery via direct deposit. BNY Mellon offers direct deposit delivery of dividends to a stockholder's United States bank account that participates in the ACH Network for electronic deposits. If you would like to have your dividends delivered via direct deposit and you are associated with a United States bank that participates in the ACH Network, please contact MasterCard Shareholder Services and request a direct deposit form. Please note – if your institution is incorporated outside of the United States, a copy of the certificate of incorporation, articles of association, or other type of document as proof of country of incorporation/formation must be submitted with the direct deposit form.

Transfer of Stock Form



Section F – Tax Certification of Stockholder Account

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

Please obtain the appropriate tax form, complete it and attach it to this Transfer of Stock form.

MasterCard Incorporated is required by the United States Internal Revenue Service (IRS) to obtain taxpayer identification information from its stockholders. You may visit www.irs.gov to obtain the most recently revised version of the appropriate tax form to avoid any delay in tax certification. Upon receipt of a validly executed tax form, BNY Mellon will tax certify your institution's stockholder account.

For U.S. stockholders – a United States Internal Revenue Service Form W-9 is required

DIVIDENDS AND OTHER PAYMENTS WILL BE SUBJECT TO WITHHOLDING AT THE DEFAULT RATE OF 28% IF YOUR STOCKHOLDER ACCOUNT IS NOT TAX CERTIFIED.

If, at any time, the information stated on the tax form on file at BNY Mellon changes in a material way (such as a change in the stockholder account name, etc) a new W-9 tax form must be submitted to BNY Mellon.

Non-U.S. Stockholders – a United States Internal Revenue Service Form W-8BEN (or other W-8 form) is required.

DIVIDENDS AND OTHER PAYMENTS WILL BE SUBJECT TO WITHHOLDING AT THE APPLICABLE DEFAULT RATE (30% FOR DIVIDENDS) IF YOUR STOCKHOLDER ACCOUNT IS NOT TAX CERTIFIED.

W-8BEN forms are valid for 3 years only, submission of a new W-8BEN is required to maintain tax certification prior to expiration of the form currently on file. If at any time the information stated on the tax form on file at BNY Mellon changes in a material way (such as a change in the stockholder account name, change in the country of incorporation/domicile, etc) a new W-8BEN tax form must be submitted to BNY Mellon.

Tax certification (by submission of a W-8BEN tax form) does not exempt non U.S. stockholders from taxes on dividends, it does permit a stockholder the benefit of claiming a special treaty tax rate, if a tax treaty exists between the United States and the country of domicile of the stockholder.

Completion of Part I of the W8-BEN tax form:

- Line 1: Please enter the legal name of your institution exactly as it appears in MasterCard's licensing records
- Line 2: Please enter the country of incorporation (DO NOT ABBREVIATE)
- Line 3: Type of beneficial owner – please choose whichever applies
- Line 4: Please enter the corporate address of your institution
- Line 5: If your mailing address differs from your corporate address, enter it in Line 5. *PLEASE NOTE – if your mailing address uses a PO Box, it must be entered on Line 5*
 - To ensure proper tax certification, the stockholder registration address shown in section D of the Transfer of Stock Form **MUST** match the address shown on either Line 4 or Line 5 of the W-8BEN

Completion of Part II of the W8-BEN tax form:

- Line 9: Please check box 9a and print/type in the country for which you are claiming the tax treaty (which must be the country in which your institution is incorporated). In addition to checking box 9a and printing/typing the country, you must also check box 9c or 9d – whichever applies.

Completion of Part IV

- The form should be signed by an employee of your institution with the authority to sign tax forms in your institution's local jurisdiction (generally an officer). The signatory **MUST** type/print his or her title on the "capacity in which acting" line and date the form in order for the W-8BEN to be valid for tax certification purposes. (If you are unsure about acceptable titles, please contact MasterCard Shareholder Services)

Transfer of Stock Form



**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 may only be transferred to 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 the Stockholder Account (exactly as appears above in Section C or D)

**Signature of Stockholder
Contact/Authorized Signatory of Transferee**

Print Name

Title

Date

Section H - For MasterCard Shareholder Services use only.

**MasterCard
Authorized Signature**

Print Name

Date

Daytime Phone Number



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's Customer Service Center. BNY Mellon's 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.bnymellon.com/shareowner/isd.

BNY Mellon's Customer Service Center 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