Non-Employee Director
Stock Ownership Guideline
(Effective January 1, 2011)

Rationale:

MasterCard believes that it is important that non-employee directors maintain a meaningful ownership stake in the Company in order to ensure alignment with the shareholders that they represent.

Administrative Policy:

- The stock ownership levels herein are guidelines, not mandatory requirements.

- All Board members are expected to reach a multiple of five times their current annual cash Board retainer fee within six years of joining the Board of Directors.

- January 1, 2011 is the effective date of this guideline for directors that became members of the MasterCard Board of Directors on or prior to December 31, 2006. For directors that joined the MasterCard Board of Directors after January 1, 2007 and prior to December 7, 2010, the effective date of these guidelines shall be December 31, 2012. For directors joining the MasterCard Board of Directors after December 7, 2010, there will be a six-year phase-in period from the beginning of such director's tenure on the Board.

- Board members are encouraged to hold all shares received (net of taxes for non-U.S. members) until their guideline is reached.

- If, due to a decrease in stock price, a Board member's share holdings fall below these guidelines, there is no expectation that the director would be required to promptly purchase shares in the open market.

- All shares owned directly or indirectly (e.g. joint accounts, family trusts) will be considered in determining compliance with these guidelines.

- All Deferred Stock Units shall be counted from the date of grant.