Visa Inc. Finance Committee Charter

I. PURPOSE

The Finance Committee (Committee) of the Board of Directors (Board) of Visa Inc. (Company) assists the Board in its oversight of the Company's

- finances, capital allocation, and capital investments,
- dividends and stock repurchase programs,
- mergers and acquisitions, and strategic investments,
- debt, credit facilities, financings, and capital structure, and
- other treasury matters.

II. MEMBERSHIP

The Committee will consist of at least three members, with the exact number being determined by the Board, with a majority of members meeting the independence requirements of the New York Stock Exchange (NYSE). The Committee may delegate any of its responsibilities to a subcommittee of its members when appropriate in its determination.

All members of the Committee will be appointed by the Board. The Board may appoint a member of the Committee to serve as the Chair of the Committee. If the Board does not elect a Chair, the members of the Committee may designate a Chair by majority vote of the Committee membership. The Chair will preside at, and set the agendas for, meetings of the Committee. In the absence of the Chair, the Committee will select another member to preside.

III. MEETINGS AND MINUTES

The Committee will meet as often as the Committee or the Chair determines. A majority of the Committee members will constitute a quorum, except as may be otherwise required by law. The act of a majority of the Committee members present at any meeting at which a quorum is present will be the act of the Committee. In accordance with the Bylaws, the Committee may take action by unanimous written consent. The Committee will keep minutes of its proceedings, which minutes will be retained with the minutes of the meetings of the Board.

IV. RESPONSIBILITIES AND DUTIES

The principal responsibilities and duties of the Committee are set forth below.

1. Make recommendations to the Board and management regarding the declaration of dividends and dividend practice.

2. Make recommendations to the Board and management regarding the Company's stock repurchase program.

3. Review acquisitions and dispositions of businesses or assets, joint ventures, and strategic investments, including approving such matters below a monetary threshold set by the Board.

4. Review significant capital investments, real estate transactions, and other similar financial commitments, including approving such matters below a monetary threshold set by the Board.

5. Review and make recommendations to the Board about the capital structure of the Company, including the form and amount of equity and debt securities.

6. Review the financial, operational, and strategic performance of prior investments.

7. Review the Company's financial performance, including at the regional and product level, and advise management during the annual budget cycle.

8. Review the Company's strategy with respect to treasury matters.

9. Oversee the Company's financial investment risks, including risks related to mergers and acquisitions and to capital investment.

10. Oversee the Company's signature and approval policies, including delegation of authority to the Chief Executive Officer.

11. Regularly report to the Board on the major items covered at the Committee's meetings and make recommendations to the Board and management, as needed.

12. Annually review the Committee's performance.

13. Review and assess on at least an annual basis the adequacy of this Charter and make recommendations to the Board of modifications, as appropriate.

V. AUTHORITY AND RESOURCES

The Committee will have access to the Company's personnel and documents as necessary to carry out its responsibilities. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee will also have the authority to obtain advice and assistance from internal or external legal, accounting or other advisors in its sole discretion and at the Company's expense. In order to carry out its duties, the Committee will have the authority to retain, at the Company's expense, any external counsel, consultants or other advisors and to approve the related fees and other retention terms.