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# Visa Inc. Nominating and Corporate Governance Committee Charter

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## **I. PURPOSE**

The Nominating and Corporate Governance Committee (Committee) of the Board of Directors (Board) of Visa Inc. (Company) oversees the Company's nominating and corporate governance policies and procedures, consistent with the best interests of the Company and its stockholders.

## **II. MEMBERSHIP**

The Committee will consist of at least three members of the Board, with the exact number being determined by the Board. Each member of the Committee will be an "independent director" as defined under the rules and regulations of the New York Stock Exchange, Inc. (NYSE).

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. The Committee may delegate any of its responsibilities to a subcommittee of its members when appropriate in its determination.

## **III. MEETINGS AND MINUTES**

The Committee will meet as often as the Committee or the Chair determines, but not less frequently than quarterly. 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 Company's 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.

### **A. Board Composition, Nomination and Evaluation**

1. Engage in succession planning for the Board and key leadership roles on the Board and its committees.

2. At least annually, review the composition of the Board, including the qualifications, expertise and characteristics that are currently represented in individual directors and on the Board as a whole, as well as criteria that may be appropriate for individual directors and the Board as a whole in the future, with the goal of developing and maintaining a diversity of skills, occupational and personal backgrounds, perspectives, experiences, and tenure on the Board that promotes and supports the Company's long-term strategy.
3. Periodically review the Board's leadership structure and recommend changes to the Board as appropriate.
4. Identify and evaluate individuals qualified to become directors of the Company, consistent with criteria approved by the Board, endeavoring to include, and requesting that any search firm that is engaged endeavor to include, candidates with diverse skills, occupational and personal backgrounds, perspectives, and experiences in the pool from which the Committee considers director candidates, with the ultimate selection of nominees based on merit.
5. Consider the size, composition and needs of the Board and evaluate and recommend qualified candidates for election to the Board consistent with established criteria so that the Board has the appropriate skills and expertise needed to oversee strategy and key risks facing the Company. The Committee will recommend to the Board each year the director nominees for election at the next annual meeting of stockholders. In addition, upon the recommendation of the Committee, the Board may appoint a director to the Board during the year to serve until the next annual meeting of stockholders.
6. Periodically assess directors' time commitments, and, as needed, review directorships offered to directors of the Company at public and private companies and profit or non-profit companies.
7. Evaluate and make recommendations to the Board regarding the structure and operations, size, and composition of the Board committees, committee member qualifications, committee member appointment and removal, and committee reporting to the Board.
8. Review and assess at least annually the independence of the members of the Board and its committees, including whether a majority of the Board continues to consist of independent directors.
9. Oversee and periodically review the Company's process for stockholders to nominate directors to the Board; and consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Bylaws.

B. Corporate Governance

1. Advise the Board on corporate governance matters and recommend to the Board appropriate or necessary actions to be taken by the Company, the Board and the Board's committees.
2. Identify best practices and develop and recommend to the Board a set of corporate governance guidelines (Guidelines) applicable to the Company.
3. Review and assess on at least an annual basis the adequacy of this Charter, the Guidelines, and other corporate governance policies, and make recommendations to the Board of

modifications as appropriate.

4. Periodically assess and make recommendations to the Board regarding stockholder rights plans and other stockholder protections, as appropriate.
5. Review any director resignation tendered in accordance with the Guidelines, and recommend to the Board whether the resignation offer should be accepted.
6. Implement and oversee the processes for evaluating the Board, its committees and individual directors on an annual basis.
7. Annually review the Committee's performance.
8. Oversee succession planning for the CEO and key members of senior management.
9. Oversee the Board's director orientation and continuing education programs.
10. Recommend that the Board establish special committees as may be desirable or necessary from time to time to address business, ethical, legal or other matters.
11. Oversee the management of risks that may arise in connection with the Company's governance structures, processes and other matters set forth in this Charter, and report any risks to the Board.
12. Review stockholder proposals and recommend appropriate action to the Board.
13. Oversee the Company's corporate responsibility and sustainability stockholder engagement program and make recommendations to the Board regarding its involvement in stockholder engagement.
14. Oversee and periodically assess the Company's process for stockholder communication with the Board.
15. Oversee and review the Company's management of topics relating to corporate responsibility and sustainability, including strategy; stakeholder engagement and formal reporting; and policies and programs in specific areas such as in environmental sustainability, climate change, human rights, and social impact and philanthropy.
16. Oversee and review the Company's public policy activities, including its political contributions and expenditures, lobbying activities, memberships in trade associations, coalitions and industry organizations.

C. Other

1. 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.
2. Perform such further functions as may be requested by the Board.
3. Perform any other activities required by applicable law, rules or regulations, including the rules of the SEC and NYSE; and perform other activities consistent with this Charter, the Company's corporate governance documents and governance laws, as the Committee or the Board deem necessary or 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 will 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 or other advisors 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 search firm used to identify director candidates, external counsel (including independent counsel) or other advisors and to approve the related fees and other retention terms.