

## VISA INC. SERIES B AND SERIES C CONVERTIBLE PREFERRED STOCK FREQUENTLY ASKED QUESTIONS

These Frequently Asked Questions pertain only to the Series B and Series C Convertible Participating Preferred Stock of Visa Inc. and are provided, for your convenience, as summary plain-language explanations only. These FAQs do not purport to be a complete description of the Preferred Stock and do not contain all of the information that may be important to you to understand the terms of, or in evaluating a potential investment in, the Preferred Stock. Please refer to the [Series B Certificate of Designations](#) and the [Series C Certificate of Designations](#) to review the rights, restrictions and preferences of the Preferred Stock. Please refer to the [Litigation Management Deed](#) for the terms and conditions governing the process for determining adjustments to the Preferred Stock. In addition, a more technical and detailed set of FAQs with respect to the Preferred Stock can be found [here](#).

### SUMMARY OF CERTAIN DEFINED TERMS USED IN THE LITIGATION MANAGEMENT DEED

Certificates of Designations	Collectively, Series B and Series C Certificates of Designations
Charter	Visa's Sixth Amended and Restated Certificate of Incorporation, as may be amended from time to time
Class A Common Equivalent Number	The Class A Common Equivalent Number is the number of shares of Class A Common Stock (or if applicable, Series A Preferred Stock) into which, upon conversion, the Series B or Series C Preferred Stock would convert
Closing	June 21, 2016 – the date upon which the Transaction was consummated.
Covered Claims	Litigation and certain other claims and investigations against Visa and its subsidiaries (including VE) related to MIF and point of sale rules (where the measure of damage or loss is based on the level of MIF paid), that apply to transactions in the VE territory and that relate to the period before the Closing or after the Closing but before the date on which Visa is entitled to set the relevant MIF
Covered Losses	Damages, settlements, fines, penalties, interest and reasonable costs (including fees) and expenses arising out of or resulting from Covered Claims
Litigation Management Deed	Litigation Management Deed entered into between (among others) Visa and the VE Member Representative on Closing
MIF	Multilateral Interchange Fees
Preferred Stock	Collectively, Series B and Series C Preferred Stock
SEC	U.S. Securities and Exchange Commission
Series A Preferred Stock	Series A Convertible Participating Preferred Stock
Series B Certificate of Designations	Certificate of Designations for the Series B Preferred Stock
Series B Preferred Stock	Series B Convertible Participating Preferred Stock
Series C Certificate of Designations	Certificate of Designations for the Series C Preferred Stock
Series C Preferred Stock	Series C Convertible Participating Preferred Stock
Transaction Agreement	Amended and Restated Transaction Agreement, dated May 10, 2016
UK&I	The United Kingdom and The Republic of Ireland
VE	Visa Europe Limited

VE Members	The shareholders of Visa Europe immediately before Closing that, for the avoidance of doubt, shall cease to be shareholders of Visa Europe with effect from Closing
VE Member Representative	441 Trust Company Limited, a private company limited by guarantee and incorporated in England and Wales in its capacity as trustee to represent those VE Members designated as beneficiaries in accordance with the VE Member Representative trust documents
Visa	Visa Inc.

In the event of a need for further clarification or a conflict between any language or information in these FAQs and the applicable governing document, the language of the applicable governing document prevails.

**NOTE THAT THE PREFERRED STOCK HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND MAY NOT BE TRANSFERRED EXCEPT PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE SECURITIES ACT OR PURSUANT TO AN EXEMPTION FROM REGISTRATION THEREUNDER, AND THAT THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AS SET FORTH IN THE CERTIFICATES OF DESIGNATIONS WITH RESPECT TO SUCH SHARES, A COPY OF WHICH IS ON FILE WITH THE SECRETARY OF VISA. THERE IS NO PUBLIC MARKET FOR THE SHARES OF PREFERRED STOCK AND NONE IS EXPECTED TO DEVELOP. ACCORDINGLY, IT MAY NOT BE POSSIBLE FOR ANY HOLDER TO LIQUIDATE ITS HOLDING OF PREFERRED STOCK UNTIL CONVERTED AS SET OUT BELOW.**

#### **A. GENERAL CHARACTERISTICS OF THE PREFERRED STOCK**

##### **1. How many shares of Visa's Class A Common Stock underlie each share of Preferred Stock?**

*As of the Closing, the Class A Common Equivalent Number for both the Series B Preferred Stock and the Series C Preferred Stock was 13.952. The Company's Class A Common Equivalent Number for Series B and C Preferred Stock may be adjusted from time to time to offset certain liabilities incurred by the Company arising out of or resulting from the Covered Claims. The current Class A Common Equivalent Numbers with respect to the applicable series of Preferred Stock are available on Visa's [website](#). This is the number of shares of Visa Class A Common Stock underlying each share of Preferred Stock.*

##### **2. Will the Class A Equivalent Number for the Series B Preferred Stock and the Class A Equivalent Number for the Series C Preferred Stock always be the same?**

*No. Adjustments may be made to the Class A Equivalent Number for one series of Preferred Stock without giving rise to an adjustment to the other series. An example of such an adjustment would be a determination of a Covered Loss that only impacted one series of the Preferred Stock.*

##### **3. Where can I find information about risks related to the Visa Class A Common Stock underlying the Preferred Stock?**

*For discussion of risks related to the Visa Class A Common Stock, please see the information under the heading "Risk Factors" in Visa's most recent Annual Report on Form 10-K and subsequent reports on Forms 10-Q and 8-K.*

**4. Are holders of shares of Preferred Stock entitled to receive Visa’s dividends?**

*Generally, holders of Preferred Stock are only entitled to receive regular quarterly cash dividends on an as converted basis with respect to the Class A Common Stock underlying the Preferred Stock, if quarterly dividends are declared by the Visa Board of Directors. For most other dividends or distributions declared by the Visa Board of Directors, in lieu of payment of a dividend, the Class A Common Equivalent Number with respect to each series of Preferred Stock will be subject to an adjustment to reflect the value of the dividend or distribution.*

**5. Are holders of Preferred Stock entitled to vote at Visa’s annual meeting? Are there any matters with respect to which holders of Preferred Stock are entitled to vote?**

*Generally, holders of Preferred Stock are not entitled to vote on any matters on which Visa’s other stockholders are entitled to vote.*

*There are limited matters on which holders of Preferred Stock are entitled to vote:*

- *mergers and other similar transactions in which shares of Class A Common Stock are exchanged for or converted into other securities, with certain exceptions described in the Certificates of Designations; and*
- *the approval of any amendment, alteration or repeal of any provision of the applicable Certificate of Designations (including by merger, operation of law or otherwise) which adversely affects the rights, preferences, privileges or voting powers of the holders of the applicable series of Preferred Stock.*

*On these limited matters, each holder of Preferred Stock will have one vote per share.*

**6. What is the difference between Series B Preferred Stock and Series C Preferred Stock?**

*As discussed in Part B of these FAQs, the only difference between the Series B and the Series C Preferred Stock is in the geographic scope of the Covered Losses (as defined in the Litigation Management Deed) to which each series of Preferred Stock is exposed and, because Covered Losses may not equally impact both series, the Class A Common Equivalent Number for each series may vary.*

**B. ADJUSTMENT OF THE CLASS A COMMON EQUIVALENT NUMBER TO REFLECT COVERED LOSSES**

**1. Can the number of shares of Class A Common Stock underlying the Preferred Stock be reduced? In what circumstances could that happen?**

*Yes. If Visa suffers a Covered Loss, that Covered Loss will be allocated to either (or both) the Series B Preferred Stock or the Series C Preferred Stock and the Class A Common Equivalent Number of the applicable series of Preferred Stock will be proportionately reduced to offset certain liabilities incurred by Visa for such Covered Loss pursuant to the Litigation Management Deed.*

<b>Allocation of Covered Losses</b>	<b>Series B Preferred</b>	<b>Series C Preferred</b>
Domestic	UK&I	Rest of Europe
Intra-Regional	32.9951%	67.0049%
Inter-Regional	23.0966%	46.9034%

**2. What is the status of the Covered Claims?**

*As of the Closing, the majority of the Covered Claims of which Visa is aware and which have been filed, are those set out in the definition of Existing English High Court Claims in the Litigation Management Deed. A number of these Covered Claims are being actively pursued in the English High Court. Other Covered Claims have not yet been served, or have been threatened or made the subject of tolling or extension agreements.*

**3. Does Visa have an estimate of the value of the Covered Claims?**

*No. Visa is not able to provide an estimated value for all Covered Claims for which Visa may eventually recover against the Preferred Stock. It is possible that the total aggregate amount of Covered Losses could exceed the value of the Class A Common Stock issuable upon complete conversion of the Preferred Stock, in which case the Class A Common Equivalent Number of each series of Preferred Stock could eventually be reduced to zero and the Preferred Stock would be redeemed by Visa for nominal value.*

**4. Which documents control the process for reducing the Class A Common Equivalent Number?**

*The Certificates of Designations and the Litigation Management Deed.*

**5. How will adjustments to the Class A Common Equivalent Number be determined?**

*In accordance with the Litigation Management Deed, Visa and the applicable committee of the VE Member Representative will agree on the allocation of the Covered Loss to the applicable series of Preferred Stock. If there is a disagreement, however, the parties have agreed to a pre-established means of reaching a binding agreement.*

*Once the amount of the applicable Covered Loss for the relevant series of Preferred Stock has been determined, the adjustment to the series of Preferred Stock will be based on the amount of the Covered Loss per share of Preferred Stock outstanding divided by the per-share "Fair Market Value" of the Class A Common Stock.*

**6. Who will look out for the interests of holders of Preferred Stock with respect to decisions to reduce the Class A Common Equivalent Number?**

*The VE Member Representative will represent the holders of Preferred Stock in connection with the allocation of Covered Losses between the two series of Preferred Stock. The VE Member Representative and committees of its Board of Directors (made up of representatives of the former VE Member institutions that hold Preferred Stock) that have been formed specifically for this purpose will receive certain information with respect to Visa's management of the Covered Claims and will participate in certain decisions in that regard.*

*In particular, specified "Material Decisions" with respect to the management of a Covered Claim (entering into a settlement, decisions concerning the appeal of judgments or any formal admission of liability, etc.) may not be made by Visa without seeking the approval of the VE Member Representative.*

**7. Is there an appeal process by which holders of the Preferred Stock may challenge reductions in the applicable Class A Common Equivalent Number to recover for Visa's Covered Losses?**

*No. There will not be a process for holders of the Preferred Stock to challenge reductions in*

*the applicable Class A Common Equivalent Number. Once a Covered Loss has been allocated between the Series B Preferred Stock and the Series C Preferred Stock pursuant to the Litigation Management Deed, the process for adjusting the Class A Common Equivalent Number is mechanical and will proceed as provided in Section 10 of the applicable Certificate of Designations.*

**8. Can Visa adjust the Class A Common Equivalent Number to recover legal expenses incurred in connection with Covered Claims? Can Visa recover legal expenses incurred prior to the Closing?**

*Yes. Visa can make adjustments to the Class A Common Equivalent Number from time to time to recover Covered Losses, which include reasonable costs and expenses (including reasonable attorney fees and costs) arising out of, or resulting from, any Covered Claims. Such legal expenses may be recovered regardless of whether they were incurred prior to or after the Closing, as long as they arise out of, or result from, a Covered Claim.*

**9. How does the adjustment in the conversion rate affect my shareholding?**

*The number of Series B or Series C Preferred Stock you hold will not change. However, the number of shares of Class A Common Stock (or if applicable, Series A Preferred Stock) which you may receive on conversion of shares will change.*

*You can calculate the number of shares of Class A Common Stock (or if applicable, Series A Preferred Stock) using the following formula:*

*Number of Series B or Series C Preferred Shares x applicable Class A Common Equivalent Number = Number of shares of Class A Common Stock (or if applicable, Series A Preferred Stock)*

**10. What is the relevance of the adjustment date?**

*The process set out in the Litigation Management Deed and Certificates of Designations for the Series B and Series C Preferred Stock determines the timeframe for Visa agreeing with the VE Member Representative the allocation of losses between Series B and Series C Preferred Stock and making this adjustment to the conversion rate.*

**11. How is the adjustment split between Series B and Series C Preferred Stock?**

*Under the terms of the Litigation Management Deed and the Certificates of Designations, Visa submits to the VE Member Representative a proposed allocation of Covered Losses between the Series B and Series C Preferred Stock. Once agreed, the amounts allocated to each class of stock become Incurred Losses. Incurred Loss Notices are issued and the conversion rate of each class of stock is adjusted to reflect the Incurred Loss Amounts. The holders and the public are provided with notice of the adjustment.*

**12. How frequently will Visa provide an update regarding Preferred Stock conversion adjustments?**

*Each time an adjustment is made, Visa will record the adjustment and arrange for holders and the public to be notified in accordance with the Certificates of Designations.*

## **C. CONVERSIONS OF THE PREFERRED STOCK INTO SHARES OF VISA CLASS A COMMON STOCK**

### **1. What is the timeline for converting the Preferred Stock into Class A Common Stock?**

*The shares of Class A Common Stock or Series A Preferred Stock issuable upon partial conversion of the Preferred Stock will be issued to the holders of the Preferred Stock based on a periodic conservative assessment of the ongoing risk of liability to Visa and its subsidiaries pursuant to Covered Claims. These assessments will be undertaken by Visa, in consultation with the Litigation Management Committee of the VE Member Representative, on the 4th, 6th, 8th, 9th, 10th and 11th anniversaries of the Closing and annually thereafter. Additional assessments may be undertaken in limited circumstances.*

*On the 12<sup>th</sup> anniversary of the Closing, each share of Preferred Stock will be converted into shares of Class A Common Stock or Series A Preferred Stock unless there are any unresolved and outstanding Covered Claims at such date, in which case a portion of such shares of Preferred Stock will be held back from conversion.*

### **2. How will the amount of Preferred Stock to be converted into Class A Common Stock (or, if applicable, Series A Preferred Stock) be determined?**

*At each release assessment, Visa will make an initial determination, after consultation with the Litigation Management Committee of the VE Member Representative and in view of the ongoing liability risk related to Covered Claims and the other factors more specifically detailed in Clause*

*14.2 of the Litigation Management Deed (the "Release Factors").*

*If there is a dispute between Visa and the applicable committee of the VE Member Representative about any release assessment, the parties have agreed to a pre-established means of reaching a binding agreement.*

*We refer to the US dollar amount of Class A Common Stock to be issued upon conversion of the Preferred Stock following any release determination as a "Liability Coverage Reduction Amount."*

### **3. What is the mechanic for the conversion of the Preferred Stock? What happens to my share of Preferred Stock in the conversion?**

*Following any final determination of a Liability Coverage Reduction Amount under the Litigation Management Deed, Visa will make a "Conversion Adjustment" to the Class A Common Equivalent Number for the applicable series of Preferred Stock. The number of shares of Class A Common Stock to be issued upon any Conversion Adjustment will be equal to the Liability Coverage Reduction Amount divided by the number of shares of the applicable series of Preferred Stock then outstanding divided by the per-share "Fair Market Value" of the Class A Common Stock on the date of the adjustment. Upon the issuance of shares of Class A Common Stock (or, if applicable, Series A Preferred Stock) in connection with any Conversion Adjustment, the Class A Common Equivalent Number for the applicable series of Preferred Stock will be commensurately reduced to reflect that the Conversion Adjustment has taken place.*

*The holder of Preferred Stock will have received shares of Class A Common Stock (or, if applicable, Series A Preferred Stock) upon the completion of such partial conversion, and will be free to sell the Class A Common Stock (or, if applicable, Series A Preferred Stock).*

*Also see FAQ B.1, above*

**4. I am not eligible to hold Visa Class A Common Stock. Will I be eligible to participate in any conversion of the Preferred Stock? How will the conversion of my Preferred Stock work?**

*Yes. Holders of the Preferred Stock that are not eligible to hold Class A Common Stock under the terms of Visa's Charter will instead receive shares of Series A Preferred Stock in lieu of Class A Common Stock. The Series A Preferred Stock will be freely transferable and each share of Series A Preferred Stock will automatically convert into 100 shares of Class A Common Stock upon a transfer to any holder that is eligible to hold Class A Common Stock under the Charter.*

**5. Are there any circumstances where Visa can be forced to complete a conversion of the Preferred Stock?**

*Yes, there are circumstances in which Visa may be required to complete a conversion of a portion of the Preferred Stock into Class A Common Stock (or Series A Preferred Stock), even if Visa does not agree that conversion is appropriate at that time. For example, release assessments occurring on or after the 6th anniversary of the Closing can be referred by the VE Member Representative to a mutually agreed Queen's Counsel, in accordance with Clauses 14.7 and 21.2 of the Litigation Management Deed, whose decision is binding on Visa.*

**D. TRANSFER RESTRICTIONS ON THE PREFERRED STOCK**

**1. Are there any restrictions on the ability of a holder to transfer shares of Preferred Stock?**

*Yes. The Preferred Stock is subject to restrictions on transfer pursuant to each of the Certificates of Designations. For example, holders of Preferred Stock may transfer their shares of Preferred Stock to other entities that were eligible to receive Preferred Stock pursuant to the Transaction Agreement or to entities that are eligible to hold Visa's Class B Common Stock pursuant to the Charter. Transfers are also permitted to members of the holder's corporate group, as more specifically set forth in each Certificate of Designations.*

*All transfers must be made in accordance with applicable securities laws. The issuance of the Preferred Stock was not registered with the SEC and the Preferred Stock are restricted securities, so any transfer must be made pursuant to an exemption from registration or an effective registration statement.*

**2. How long do the transfer restrictions on the Preferred Stock last?**

*The restrictions on transfer of the Series B and Series C Preferred Stock last for as long as the securities remain outstanding. The restrictions do not expire.*

**3. Will shares of Preferred Stock be issued in certificated form? How do I obtain evidence of ownership of shares of Preferred Stock?**

*No, the shares of Preferred Stock will not be certificated and will be issued only in uncertificated, book-entry form. You may contact Visa's transfer agent, at the address below, to obtain evidence of ownership of shares of Preferred Stock.*

**Transfer Agent**

EQ Shareowner Services

P.O. Box 64854

St. Paul, MN 55164-0854

**Phone:** 866-456-9417/651-306-4433

**Fax:** 651-554-3863

**Email:** visa@eq-us.com

<http://shareowneronline.com>

**4. Will Visa permit transfers other than those permitted transfers specifically listed in the applicable Certificate of Designations?**

*Although each Certificate of Designations provides that Visa may approve exceptions to the restrictions on transfer set forth in such Certificate of Designations, Visa does not currently anticipate creating any blanket categories of permitted transfers other than those specifically set forth in Section 7 of each Certificate of Designations. Visa may, in its sole discretion, consider requests for transfers that are not otherwise permitted by the applicable Certificate of Designations in extraordinary circumstances. Any such requests should be directed to Visa's transfer agent, which will coordinate the relevant request with Visa.*

**5. Will Visa confirm whether a transfer of Preferred Stock is permitted under the applicable Certificate of Designations?**

*No, Visa does not actively research and confirm whether a transfer complies with the applicable Certificate of Designations. However, if Visa becomes aware of a transfer that is not permitted by the applicable Certificate of Designations, Visa will instruct its transfer agent not to record the transfer. None of the terms of the Certificates of Designations will be considered waived or otherwise inapplicable solely because Visa's transfer agent recorded the transfer, with or without Visa's knowledge or consent.*

**6. Are there any administrative requirements imposed by the applicable Certificate of Designations or by Visa in order to transfer shares of Preferred Stock?**

*Prior to recording a transfer of shares of Preferred Stock, Visa's transfer agent will require the completion of certain documentation in order to establish that an exception to the transfer restrictions contained in the applicable Certificate of Designations has been met. This documentation is available on [Visa's website](#).*

**7. How does Visa enforce transfer restrictions, particularly for transactions that do not involve Visa's transfer agent?**

*Visa reserves the right at all times to take all necessary action and pursue all available legal and equitable remedies under applicable law, including taking action in the courts, to enforce the provisions of its Charter, including those set forth in the Certificates of Designations. As a practical matter, transfers of shares of Preferred Stock must be recorded by Visa's transfer agent because the securities exist in book-entry form only. Prior to recording any transfer, Visa's transfer agent requires proof that an exception to the transfer restrictions applies. Visa will not knowingly recognize transactions that purport to transfer shares of Preferred Stock in violation of the Certificates of Designations.*

**8. Does Visa facilitate transfers of Preferred Stock?**

*No. Visa does not make introductions or arrangements among stockholders for the purpose of*

*transferring shares of Preferred Stock, nor does Visa maintain information about stockholders interested in buying shares of Preferred Stock or otherwise facilitate transfers.*

## **E. MONETIZATION IMPLICATIONS**

- 1. As part of a transaction intended to monetize the value of shares of Preferred Stock, can a holder of Preferred Stock hedge the value of shares of Preferred Stock by selling short shares of Class A Common Stock?**

*Visa does not offer any guidance on hedging or other strategies that might allow a holder of Preferred Stock to monetize the value of that Preferred Stock prior to the partial conversion of the Preferred Stock into Class A Common Stock or Series A Preferred Stock. Holders of Preferred Stock, however, are cautioned that if a Visa Member (as defined in the Charter) acquires shares of Class A Common Stock in order to complete a short sale, even if only for a legal moment, those shares of Class A Common Stock automatically convert into shares of Class C Common Stock.*

## **F. ACCOUNTING IMPLICATIONS**

- 1. On the closing date of the acquisition of Visa Europe, Visa Inc. recorded a value on its balance sheet of \$5.7 billion for the Preferred Stock. How was this amount determined?**

*On the closing date, the Preferred Stock was convertible upon certain conditions into approximately 79 million shares of Class A Common Stock. The adjusted close price of the Class A Common Stock on the NYSE on the closing date was \$77.33 per share. This equates to an underlying value of \$6.1 billion. We discounted this amount by 6% to arrive at the closing date fair value of \$5.7 billion. The 6% discount reflects the fact that the Preferred Stock is not freely tradeable. Please refer to the FAQs included in Part D – Transfer Restrictions on the Preferred Stock.*

- 2. What is the (\$25 million) classified as “Right to Recover for Covered Losses” recorded within Stockholder’s Equity?**

*Visa has the right to recover for Covered Losses through a reduction in the conversion rate applicable to the Preferred Stock. Adjustments to the conversion rate may be executed once in any six-month period unless a single, individual Covered Loss greater than €20 million occurs, in which case, the six-month limitation does not apply. The “Right to Recover for Covered Losses”, recorded as a reduction of stockholder’s equity, reflects reimbursable losses incurred for which an adjustment to the conversion rate has yet to be made. Once the conversion rate has been adjusted, these amounts will be netted against the gross recorded value of the Preferred Stock. The (\$25 million) outstanding at the Closing reflects legal fees Visa Inc. has incurred associated with the Covered Claims to date, including prior to the Closing as permitted under the Litigation Management Deed.*

- 3. Will the recorded value of the Preferred Stock be adjusted to reflect changes in the price of Visa’s Class A Common Stock?**

*No. The Preferred Stock was recorded at a value of \$5.7 billion at the closing date. This amount is decreased through adjustment of the conversion rate to enable Visa Inc. to recover for losses on Covered Claims. No adjustment will be made to reflect changes in the value of the Preferred Stock caused by changes in the value of Visa’s Class A Common Stock into which the Preferred Stock is ultimately convertible. It is important, therefore, to*

*note that the recorded value of the Preferred Stock does not reflect the amount of value available to Visa Inc. to recover for Covered Losses. We do, however, disclose this amount in the notes to our Quarterly and Annual Financial Statements.*

**4. Given that the recorded value of the Preferred Stock could be lower than the value on an as-converted basis, what will happen if cumulative Covered Losses exceed the \$5.7 billion value recorded on Day 1?**

*Cumulative Covered Losses in excess of the recorded value of the Preferred Stock will reduce Accumulated Income, which is also a component of Stockholders' Equity. Any such Covered Losses, however, will have no impact on Visa's Statement of Operations. See FAQ F.8, below.*

**5. How is the value of the Preferred Stock, on an as-converted basis, available to reimburse Covered Claims determined?**

*Each quarter we will disclose the number of shares of Class A Common Stock into which the Preferred Stock is ultimately convertible. The current value of the Preferred Stock, on an as-converted basis, can be estimated by multiplying the number of shares of Class A Common Stock into which the applicable series of Preferred Stock may be converted by the per-share price of Visa's Class A Common Stock on the NYSE.*

**6. How will Covered Losses flow through Visa's Statement of Operations?**

*Covered Losses are recorded when the amount of loss is deemed both probable and estimable, except for attorneys' fees, which are recorded as incurred. Concurrently, we will record a "Right to Recover for Covered Losses", which will be recorded as a reduction of both Stockholder's Equity and operating expense. The Covered Losses will be fully offset by the "Right to Recover for Covered Losses" and therefore, will not have any impact on Visa's Statement of Operations or net income, unless there is insufficient as-converted value remaining in the Preferred Stock available to enable recovery. In this case, as described in FAQ F.6 above, Covered Losses in excess of the available as-converted value of Preferred Stock will be recorded as a reduction of Accumulated Income.*

**7. Why is the accounting for the Preferred Stock so different from the Class B Common Stock issued as part of the U.S. retrospective responsibility plan?**

*While the Preferred Stock is similar to the Class B Common Stock governed by the U.S. retrospective responsibility plan in that it provides protection to Visa in connection with difficult-to-value contingent liabilities, the accounting rules applicable to the Preferred Stock and the Class B Common Stock are different. The difference arises primarily because the Preferred Stock is considered "purchase consideration" for Visa's acquisition of Visa Europe, while the Class B Common Stock was not purchase consideration when it was issued in 2007 upon completion of our reorganization. Accounting rules have also changed since 2007. The SEC has reviewed, and did not object to, the accounting treatments of both classes of stock.*