



# CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

## PURPOSES AND POLICY

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of PayPal Holdings, Inc., a Delaware corporation (the “Company”), is to: (i) determine the slate of director nominees for election to the Company’s Board, (ii) recommend to the Board individuals to fill vacancies occurring between annual meetings of stockholders, (iii) recommend individuals for nomination as members of the standing committees of the Board; (iv) develop and recommend to the Board a set of corporate governance principles applicable to the Company; and (v) lead the Board in its annual evaluation of the Board and senior management. The Committee shall report to the Board on a regular basis and not less than once a year.

## COMPOSITION AND ORGANIZATION

Each member of the Committee will be an “independent director,” as defined under the listing standards of The NASDAQ Stock Market. Candidates to fill subsequent vacancies in the Committee shall be appointed by the Board based on nominations by the Committee. The members of the Committee will serve at the discretion of the Board. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee shall designate one member of the Committee as its chairperson.

## MEETINGS

The Committee will meet in person or telephonically at least once per year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee may invite any officer desired by the Committee or its chairperson to attend any meeting or meetings of the Committee, except for portions of the meetings where such presence would be inappropriate, as determined by the Committee or its chairperson.

## DUTIES AND RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company, the Delaware General Corporation Law, the rules and regulations of the Securities and Exchange Commission and the listing standards of The NASDAQ Stock Market, each as in effect from time to time. The following are the duties and responsibilities of the Committee and may be modified by the Board from time to time:

1. To make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
2. To identify individuals believed to be qualified to become Board members, and to determine the nominees to be recommended to the Board to stand for election as directors at the annual

meeting of stockholders or, if applicable, at a special meeting of stockholders. In the case of a Board vacancy (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board a nominee to fill such vacancy. In nominating candidates, the Committee shall take into consideration the criteria set forth in the "Composition of the Board" section of the Governance Guidelines for the Board. The Committee may consider candidates proposed by management or by stockholders, but is not limited to such candidates.

3. To develop and recommend to the Board standards to be applied by the Board in making its determination as to the absence of relationships between the Company and its subsidiaries and a director which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.
4. To review changes in a director's status that may impact independence or rise to the level of a significant conflict of interest, as described in the Governance Guidelines.
5. To identify Board members qualified to fill vacancies on any committee of the Board and to recommend that the Board appoint the identified member or members to the respective committee, taking into account any factors set forth in such committee's charter and any other factors the Committee deems appropriate.
6. To establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
7. To develop and recommend to the Board a set of corporate governance principles applicable to the Company and to review those principles at least once per year.
8. To review any recommended changes to the charters of each Board committee. To recommend to the Board an annual self-assessment process.
9. To lead an annual evaluation of the Board and senior management.
10. To prepare and issue the evaluation required under "Annual Evaluation" below.
11. To consider any other corporate governance issues that may arise from time to time, and develop appropriate recommendations for the Board.
12. To undertake any other responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members or governance issues.

## **ANNUAL EVALUATION**

The Committee shall produce and provide to the Board on an annual basis a performance evaluation of the Committee's performance of its duties under this charter. The performance evaluation shall be conducted in such a manner as the Committee deems appropriate. Any member of the Committee may present the evaluation to the Board either orally or in writing.

The evaluation shall also include an assessment by the Committee of the adequacy of this charter and any recommendations to improve the charter of the Committee.

## **RESOURCES AND AUTHORITY OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE; RETENTION OF ADVISORS**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of reasonable compensation to any such advisors retained by the Committee and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

## **MINUTES AND REPORTS**

Minutes of each meeting will be kept and distributed to each member of the Committee, members of the Board who are not members of the Committee, and the Secretary of the Company. The Committee shall produce a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

*Last approved: January 13, 2017*