



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) review the Company's Governance Guidelines of the Board of Directors (the "Governance Guidelines") and recommend any changes to the Board; 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 at least annually.

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 any portion of its duties and responsibilities to a subcommittee consisting of one or more members of the Committee. The Board shall designate one member of the Committee as the Committee's 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 Governance Guidelines, 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 determine whether to fill such vacancy and, if so, recommend to the Board a nominee. In nominating candidates, the Committee shall take into consideration the criteria set forth in the "Board Member Criteria" and "Guiding Principles for Board Development and Succession" sections of the Governance Guidelines. The Committee may use a variety of sources, including executive search firms and stockholder recommendations, to identify director 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 circumstances that may impact their independence, rise to the level of a significant conflict of interest or affect the continued appropriateness of Board or committee membership, 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, including determining whether to fill such vacancy.
6. To exercise oversight of the annual evaluation process of the Board and its committees, recommend the evaluation process to the Board and lead the Board's annual evaluation.
7. To review the Governance Guidelines at least annually and recommend any changes to the Board.
8. To review any changes to the charters of each Board committee recommended by such committee.
9. To review and report to the Board on a periodic basis with regards to matters of corporate governance, including the review of, and recommendations with regards to, stockholder proposals and the annual stockholders' meeting. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.
10. To generally oversee the Company's management of topics related to environmental, social and governance ("ESG") matters, including overall ESG strategy, risks and opportunities, stakeholder engagement and reporting, and programs and initiatives in social innovation and environmental sustainability as well as the Company's annual Global Impact Report.
11. To facilitate the Board's oversight of the Company's stockholder engagement practices and review and report stockholders' feedback to the Board.
12. To review and discuss with management, at least annually, the Company's political activities and expenditures, including those of the PayPal Political Action Committee, as well as the Company's guidelines and policies for political activities and expenditures, to ensure consistency with the Company's business objectives and public policy priorities.

13. 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 corporate governance or ESG issues.

ANNUAL EVALUATION

The Committee shall produce and provide to the Board on an annual basis an evaluation of the Committee's performance of its duties under this charter. The 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 Committee shall also provide to the Board annually an assessment of the adequacy of this charter and any recommendations to improve this charter.

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, and each written consent to take action without a 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, or pursuant to each written consent to take action without a meeting, which shall be presented to the Board at the next Board meeting.

Last approved: February 1, 2025