PayPal

CHARTER OF THE RISK AND COMPLIANCE COMMITTEE

PURPOSE

The Risk and Compliance Committee (the "Committee") shall provide assistance and guidance to the Board of Directors (the "Board") of PayPal Holdings, Inc., a Delaware corporation (the "Company"), in fulfilling its oversight responsibilities to the Company's stockholders with respect to (i) overseeing the Company's overall risk framework and risk appetite framework and (ii) the Company's compliance with legal and regulatory requirements.

COMPOSITION AND ORGANIZATION

The Committee shall consist of at least three members of the Board of Directors, each of whom is an "independent director," as defined under the listing standards of The Nasdaq Stock Market and the applicable rules and regulations of the SEC.

The members of the Committee shall be appointed by the Board based upon recommendations by the Company's Corporate Governance and Nominating Committee. The members of the Committee shall 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. Each subcommittee shall have the full power and authority of the Committee, as to the matters delegated to it. The Board shall designate one member of the Committee as the Committee's chairperson.

MEETINGS

The Committee shall hold such regular or special meetings as its members shall deem necessary or appropriate.

The Committee will meet periodically in separate executive sessions with the Chief Legal Officer, the Chief Risk Officer, the Chief Compliance Officer, the Chief Information Security Officer and other members of management as it determines appropriate. The Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

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 SEC and the listing standards of The Nasdaq Stock Market, each as in effect from time to time.

DUTIES AND RESPONSIBILITIES

In fulfilling its responsibilities, the Committee believes that its functions and procedures should remain flexible in order to address changing conditions most effectively. To carry out its purposes, the Committee shall have the following responsibilities, duties and powers:

1. *Risk Program*.

(a) Periodically review and approve the Company's enterprise-wide risk management program framework policy, including the Company's risk appetite framework, risk taxonomy and other risk management policies, as appropriate;

(b) Oversee and assess the Company's overall risk management framework, including policies and practices established by management to identify, assess, manage, measure, monitor and control key current and emerging risks facing the Company, including, but not limited to, regulatory and financial crimes compliance (including BSA/AML/OFAC risks), technology (including cybersecurity, information security, privacy and data protection, and artificial intelligence), operational, portfolio, capital, liquidity, credit, fraud, strategic, extended enterprise, business continuity, third-party and reputational risks;

(c) Review and discuss reports on the Company's top risks and associated mitigation plans as well as key risk indicators;

(d) Review and discuss results of the periodic Risk and Compliance Review enterprise-wide risk assessment scorecards;

(e) Review and discuss periodic reports from the Chief Risk Officer, Chief Auditor and other members of management, regarding ongoing enhancements to, and overall effectiveness of, the Company's risk management program, including corrective actions taken by management to address risk issues (including those identified by management, internal audit or regulatory reviews), the progress of key risk initiatives and the implementation of risk management enhancements and controls;

(f) Review and discuss periodic reports from the Chief Information Security Officer regarding the Company's cybersecurity and information security risk management programs;

(g) Review and discuss periodic reports from the Chief Technology Officer regarding the Company's technology risk management programs;

(h) Review and discuss reports on any key organizational changes within the Company to ensure the Company's risk function has the appropriate size, skills, stature and independence; and

(i) Obtain and review reports on selected risk topics as management or the Committee deems appropriate.

2. *Compliance Program*.

(a) Periodically review and approve the Company's enterprise-wide Compliance Program and Global Financial Crimes framework policies, as appropriate;

(b) Review and discuss periodic reports from the Chief Compliance Officer, and other members of management as appropriate, regarding ongoing enhancements to, and overall effectiveness of, the Company's enterprise-wide Compliance Program and the Company's Global Financial Crimes Program;

(c) Review and discuss compliance risks, the level of compliance risk, management actions on significant compliance matters (e.g., actions taken to remediate significant compliance issues, progress of major compliance initiatives, and remediation progress of open regulatory actions) and reports concerning the Company's compliance with applicable law and regulation;

(d) Review and discuss significant examination reports from regulatory authorities, or summaries of the same;

(e) Review with the Company's Chief Legal Officer and Chief Compliance Officer, as applicable, any significant legal, compliance or regulatory matters that could have a material impact on the Company's business or compliance policies, including material notices to or inquiries received from governmental agencies;

(f) Review and discuss reports on any key organizational changes within the Company to ensure the Company's Compliance function has the appropriate size, skills, stature and independence;

(g) Review and discuss reports from management regarding significant reported ethics violations under the Company's Code of Business Conduct and Ethics and other corporate governance policies;

(h) Review and discuss reports on selected compliance topics as management or the Committee deems appropriate;

(i) Periodically review and approve the Company's Code of Business Conduct and Ethics;

(j) Review and discuss all requests for waivers of the Code of Business Conduct and Ethics involving directors and executive officers and make recommendations to the Board as to whether it should approve any such request; and

(k) Establish policies for the receipt, retention and treatment of complaints received by the Company and for the confidential, anonymous submission by Company employees of concerns, and submit any items raising concerns regarding questionable accounting or auditing matters to the Audit and Finance Committee.

3. *Other*

(a) Report to the Board from time to time or whenever it shall be called upon to do so, and make recommendations to the Board with respect to matters as the Committee may deem necessary or appropriate; and

(b) Undertake any other responsibilities expressly delegated to the Committee by the Board from time to time relating to risk or compliance matters.

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 COMMITTEE; RETENTION OF ADVISORS

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities and shall be empowered to conduct its own investigation into issues related to its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or independent counsel or other experts and advisors, as it deems necessary or appropriate, without seeking approval of the Board or management. The Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to the independent auditors and any other 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 2, 2026