

2020 Annual Meeting of  
Stockholders and Proxy Statement  
— & —  
2019 Annual Report

**PayPal**

# Our unrivaled two-sided platform drives growth and creates a competitive advantage



CONSUMERS	MERCHANTS
-----------	-----------


 Provide solutions to help people manage and move money both domestically and internationally

 Offer credit services that are accessible and cost effective


 Facilitate simple, secure payments across devices

 Deliver flexibility with payment options globally, across platforms and merchants

 Power all aspects of digital checkout online, on mobile and in store

 Offer access to seamless credit solutions to enable growth

 Help identify fraud and improve risk management

 Offer tools and insights to attract new customers and increase sales



## MESSAGE FROM OUR PRESIDENT AND CEO

Dear Colleagues, Customers, Partners and Stockholders:

Five years ago, we set out to create a new PayPal. What was once a checkout button has been transformed into a financial services and commerce platform driven by a mission to help merchants and consumers join and thrive in the global economy. We have a bold vision for the future of commerce with the capabilities and resources to execute on our ambitious goals.

As a company and as a community, the past year was a period of meaningful progress in advancing our mission and becoming a truly great company. I'm pleased to share with you some of PayPal's 2019 accomplishments.

### Investing in Our Employees



**PayPal President and CEO Dan Schulman visited employees in Omaha, Nebraska to discuss the company's recently implemented programs to support the financial health of its employees.**

Our employees are one of our company's greatest competitive advantages. It was the highlight of my year to announce that PayPal would launch a comprehensive program to help our employees feel more financially secure. We raised wages where appropriate, lowered the cost of healthcare for some employees by an average of 58%, enhanced our benefits and gave every employee an ownership stake in PayPal by granting equity awards – regardless of level, location or tenure. We also are providing employees with new tools and resources to help guide their long-term financial planning and decisions. These steps were important to ensure that everyone at PayPal feels the same sense of accountability, responsibility and passion for serving our customers.

Investing in our employees will help us better serve our customers and ultimately drive long-term value. It's been amazing to see the worldwide employee reception to this initiative. In 2020 and beyond, we'll continue building on these initiatives and challenging other members of the business community to consider the obligations we all have to our employees.

## Driving Record Results with Strong Growth

Across our business we delivered another strong year of financial performance. For the year, we delivered \$17.8 billion in revenue, growing 19% on an FX-neutral basis<sup>(1)</sup>, adjusted for our 2018 credit receivables sale to Synchrony<sup>(2)</sup>. Our strong revenue growth, combined with disciplined expense management, enabled 28% year-over-year growth in our non-GAAP earnings per share to \$3.10<sup>(3)</sup>. We ended the year with a record 305 million active accounts on our platform, including 24 million merchant accounts. Engagement grew by 10% to an average of 40.6 transactions per active account.

## Redefining Our Market Opportunity

In 2019, we significantly expanded our total addressable market with the acquisition of Guofubao Information Technology Co., Ltd. (GoPay) and the announcement of our acquisition of Honey Science Corporation, and our commercial partnerships with Uber and MercadoLibre.

The addition of Honey to our platform enables a significant step forward in our commitment to provide powerful services and tools for merchants and consumers, move beyond our core checkout proposition and significantly enhance the shopping experience for our customers.

With the acquisition of GoPay, PayPal became the first foreign payment platform licensed to provide online payment services in China. This important step allows us to be a stronger partner to Chinese financial institutions and technology platforms. Our initial focus is on providing cross-border payment solutions to China's merchants and consumers, linking China's commerce ecosystem to PayPal's global two-sided network.

We both solidified and extended our global partnership with Uber, and also announced that we intend to explore future commercial payment collaborations including the development of Uber's digital wallet. We also signed a commercial agreement with MercadoLibre following our strategic investment earlier in the year, significantly expanding our market opportunity in Latin America.

## Responsibly and Prudently Deploying Capital Resources

Throughout 2019, we were able to strategically deploy our capital to ensure that we remain well positioned – financially and technologically – to deliver value to all of our stakeholders. Our strong performance has enabled us to utilize the debt markets to raise capital and ensure that our capital structure takes full advantage of low rates and the strong support for our business.

Our PayPal Ventures unit continues to thrive by identifying, evaluating and making disciplined strategic investments in early to mid-stage companies to drive growth and long-term innovation.



PayPal President and CEO Dan Schulman delivered remarks during the 2019 United Nations General Assembly on progress towards financial inclusion and the challenges and opportunities that lie ahead.

## Leveraging Our Platform to Maximize Global Good

PayPal has always strived to demonstrate that our values are not just words on a page, but the driving force of our company. When 2019 began, the longest federal government shutdown in U.S. history caused thousands of furloughed employees to struggle to pay for groceries, rent, gas, medications and other everyday necessities. We committed \$25 million in interest-free cash advances to furloughed U.S. government employees – stepping in and taking action when the government was at a standstill.

In our second annual Global Impact Report, we set the goal of using 100% renewable energy in our data centers by 2023 and joined other companies in taking measurable action.

I'm continually inspired by the generosity of the expanding PayPal community, which continues to reach new heights. PayPal processed a record \$10 billion in donations to charities around the world in 2019, and more than \$1 billion in the month of December alone. We remain committed to harnessing the power of our technology and scale to provide new ways for people to give to the causes they care about – and to help charitable organizations raise mission-critical funds that make a difference for communities around the world.

## Looking Ahead

We release this year's annual report amidst the backdrop of unprecedented amount of change and uncertainty in the world. The coronavirus pandemic has no boundaries or geographic lines. The new circumstances we all are navigating have illuminated how interconnected our world is and how we need to work together to take care of each other and our communities, and especially those who are most vulnerable.

All of us at PayPal are committed to supporting our customers as they manage through the impact of the coronavirus, and we feel fortunate that we are in a position to help. Our products and services are more important to our customers and communities than ever before, and we remain steadfast in our mission. I've been leading PayPal for the past five years, and I've never been more inspired about the difference we can make for our customers, or more excited about our future.

Thank you for your support and confidence.

Dan Schulman  
President and CEO  
PayPal Holdings, Inc.

### NOTES:

<sup>1</sup> All growth rates represent year-over-year comparisons, except as otherwise noted. FX-neutral results are calculated by translating the current period's local currency results with the prior period's exchange rate. FX-neutral growth rates are calculated by comparing the current period FX-neutral results with the prior period's results, excluding the impact from hedging activities.

<sup>2</sup> Adjusted for the sale of our U.S. consumer credit receivables portfolio to Synchrony, which was completed in July 2018. Full year 2019 revenue growth included an expected decline of approximately 3.5 percentage points for full year 2019 related to this sale.

<sup>3</sup> Non-GAAP earnings per share is a financial measure not calculated in accordance with U.S. generally accepted accounting principles ("GAAP"). For a reconciliation of non-GAAP to GAAP earnings per share, please see "Appendix A – Reconciliation of non-GAAP Financial Measures" in the attached proxy statement.





## Message from Our Independent Chairman of the Board

April 8, 2020

Dear PayPal Stockholders,

On behalf of the Board, thank you for your investment in PayPal. 2019 was another strong year for PayPal as we continued to execute on our strategic initiatives and deliver long-term, sustainable value to our stockholders. We are also proud of the progress we have made in key areas of corporate governance, including the increasing diversity of our directors, enhancing stockholder engagement, and expanding our environmental and social impact programs that align with PayPal's mission, vision and values.

**Board Composition and Diversity.** We are proud to have a dynamic, well-functioning Board with the right mix of skills, experiences, diversity and backgrounds for PayPal. The Board is committed to ensuring that our corporate governance framework supports effective oversight of our Company, strong management accountability, public trust and the ability to adapt to the continuously evolving competitive environment in which we operate.

We have a strong commitment to diversity and inclusion at every level of PayPal, including our Board and our Executive Staff. Since 2015, we have added five directors to our Board, all from diverse backgrounds with strong and relevant experience. Forty-five percent of Board members standing for re-election are women or from underrepresented ethnic minorities.

**Stockholder Engagement.** Proactive engagement with our stockholders is an essential part of our Board's commitment to robust governance. Our year-round stockholder engagement program and regular discussions with our stockholders on topics including operating performance, corporate governance, and environmental and social issues provide valuable insights into emerging issues and feedback on our efforts. In 2019, we contacted investors representing approximately 59% of our common stock, and ultimately engaged with holders of almost 45% of our common stock. Our Compensation Committee Chair, Dave Dorman, and Committee member Jonathan Christodoro participated in calls with investors representing 30% of our common stock.

**Environmental, Social and Governance ("ESG") Leadership.** We are committed to responsibly managing our key environmental, social, and governance (ESG) opportunities and risks in a manner consistent with our mission and vision to democratize financial services. Our Board recognizes the importance of effective risk oversight and risk management, including with respect to cybersecurity, information security and privacy-related risks, as well as other ESG topics, and we devote significant time and attention to oversight of these risks. We also appreciate that our success is heavily dependent on our people. Our human capital management strategy focuses on the whole employee lifecycle, incorporates a pay-for performance compensation program, and provides employees with comprehensive benefits and opportunities for advancement.

**Please Join Us at Our 2020 Annual Meeting.** I look forward to discussing these developments further with you at the 2020 Annual Meeting, which will again be held via live webcast at [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020).

Sincerely yours,

*/s/ John J. Donahoe*

John J. Donahoe  
Chairman of the Board

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# Notice of 2020 Annual Meeting of Stockholders

**Date:** Thursday, May 21, 2020

**Time:** 8:00 a.m. Pacific Time

**Place:** Online at [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020). There is no physical location for the 2020 Annual Meeting.

**Items of Business:**

- (1) Election of the 11 director nominees named in this proxy statement.
- (2) Advisory vote to approve named executive officer compensation.
- (3) Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2020.
- (4) Consideration of two stockholder proposals, if properly presented at the Annual Meeting.
- (5) Such other business as may properly come before the Annual Meeting.

**Record Date:** March 27, 2020 (the "Record Date")

Only stockholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Annual Meeting.

**Participation in Virtual Meeting:** We are pleased to invite you to participate in our Annual Meeting, which will be conducted exclusively online at [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020). Please see "Important Information About PayPal's Virtual Annual Meeting" on the following page for additional information.

The Annual Meeting will begin promptly at 8:00 a.m. Pacific Time. The virtual meeting room will open at 7:45 a.m. Pacific Time for registration.

**Voting:** **Your vote is very important to us.** Please act as soon as possible to vote your shares, even if you plan to participate in the Annual Meeting. For specific instructions on how to vote your shares, please see "Frequently Asked Questions — Voting Information" beginning on page 92 of this proxy statement.

By Order of the Board of Directors

*/s/ Brian Y. Yamasaki*

Brian Y. Yamasaki  
Corporate Secretary

This notice of Annual Meeting and proxy statement and form of proxy are being distributed and made available on or about April 8, 2020.

## Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 21, 2020

This proxy statement and PayPal Holdings, Inc.'s 2019 Annual Report are available electronically at <https://investor.paypal-corp.com/financial-information/annual-reports> and with your 16-digit control number by visiting [www.proxyvote.com](http://www.proxyvote.com)

# Important Information About PayPal's Virtual Annual Meeting

PayPal's 2020 Annual Meeting will be conducted online only, via live video webcast. Stockholders will be able to access the meeting live by visiting [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020). We are utilizing the virtual meeting format to enhance stockholder access and encourage participation and communication with our management.

We have an established track record of conducting efficient and effective virtual meetings since becoming an independent company in 2015 and will continue to ensure that our stockholders are afforded the same rights and opportunities to participate as they would at an in-person meeting. We believe this format facilitates stockholder attendance and participation by enabling all stockholders to participate fully, and equally, using any Internet-connected device from any location around the world at no cost. Our virtual meeting format increases our ability to engage with all stockholders, regardless of size, resources, or physical location, protects the health and safety of attendees, saves the Company's and stockholders' time and money, and reduces our environmental impact.

## Participating in the Virtual Annual Meeting.

- Instructions on how to attend the virtual Annual Meeting are posted at [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020).
- Stockholders may begin to log into the meeting platform beginning at 7:45 a.m. Pacific Time on May 21, 2020. The meeting will begin promptly at 8:00 a.m. Pacific Time on May 21, 2020.
- Stockholders will need to use the 16-digit control number provided in their proxy materials to attend the virtual Annual Meeting and listen live at [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020).
- Stockholders of record and beneficial owners as of the March 27, 2020 Record Date may vote their shares electronically live during the virtual Annual Meeting.
- On the date of the Annual Meeting, stockholders with questions regarding how to attend and participate in the virtual meeting, or stockholders encountering any difficulties accessing the virtual meeting during the check-in or meeting time may call 1-800-586-1548 (US) or 1-303-562-9288 (International).

## Additional Information About the Virtual Annual Meeting.

- Stockholders may submit questions during the live meeting at [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020) or in advance of the meeting at [www.proxyvote.com](http://www.proxyvote.com).
- During the live Q&A session of the meeting, members of our executive management team and our Chairman of the Board will answer questions as they come in and address those asked in advance, as time permits.
- Our rules of conduct and procedure governing our virtual annual meeting generally provide that:
  - After the conclusion of the formal meeting, management will answer stockholder questions.
  - In order to allow us to answer questions from as many stockholders as possible, we limit each stockholder to one question.
  - If there are matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, we provide an opportunity for stockholders to contact us separately after the meeting through our Investor Relations website.

We have committed to posting our Q&A on our Investor Relations website as soon as practicable following the conclusion of the Annual Meeting. In addition, although the webcast is available only to stockholders at the time of the meeting, a replay of the meeting is made publicly available on our Investor Relations site after the meeting concludes.

# Proxy Statement Summary

This summary highlights certain information contained elsewhere in this proxy statement for the 2020 Annual Meeting of Stockholders (the "Annual Meeting"). This summary does not contain all the information that you should consider, and you should read the entire proxy statement carefully before voting. References to "PayPal," the "Company," "we," "us," or "our" refer to PayPal Holdings, Inc.

## 2020 Annual Meeting Information

**Time and Date:** 8:00 a.m. Pacific Time on May 21, 2020

**Place:** Online at [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020). There is no physical location for the Annual Meeting.

**Record Date:** March 27, 2020

## Proposals to be Voted on and Board Voting Recommendations

	Proposal	Recommendation of the Board	Page
1.	Election of 11 director nominees named in this proxy statement	FOR each of the nominees	10
2.	Advisory vote to approve named executive officer compensation	FOR	44
3.	Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2020	FOR	83
4.	Vote on Stockholder Proposal – Stockholder Right to Act By Written Consent	AGAINST	86
5.	Vote on Stockholder Proposal – Human and Indigenous Peoples' Rights	AGAINST	88

## Who We Are and What We Do

PayPal Holdings, Inc. is a leading technology platform and digital payments company that enables digital and mobile payments on behalf of consumers and merchants worldwide. We provide safer and simpler ways for businesses of all sizes to accept payments from merchant websites, mobile devices, and applications, and at offline retail locations, through a wide range of payment solutions.

We are committed to democratizing financial services and empowering people and businesses to join and thrive in the global economy. Our goal is to enable our consumers and merchants to manage and move their money anywhere in the world, anytime, on any platform and using any device. Our combined payment solutions, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and iZettle products, compose our proprietary Payments Platform.

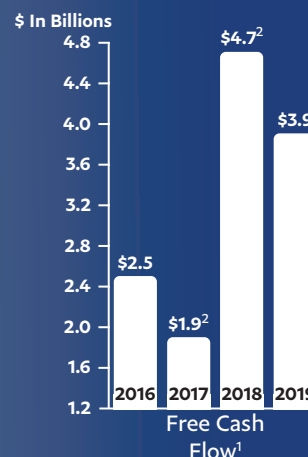
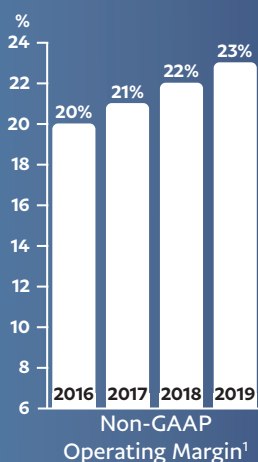
## 2019 Performance Highlights

In 2019, we delivered another year of strong performance. We meaningfully improved and expanded the PayPal platform, strengthened our value proposition for consumers and merchants, expanded our international scope and scale, and announced transformative, strategic acquisitions, investments, and commercial agreements. We added more than 37 million net new active accounts, and ended the year with 305 million active accounts. Engagement grew to an average of 40.6 transactions per active account as we extended our platform capabilities around the world, launched innovative strategic relationships with some of the world's largest marketplaces and platforms, and deepened our partnerships with financial institutions while continuing to invest in our business.

Through our acquisition of a 70% equity interest in Guofubao Information Technology Co., Ltd. (GoPay), PayPal became the first foreign payments platform to be licensed to provide online payments services in China. We believe that our acquisition of Honey Science Corporation enables PayPal's entry into the earliest stages of customers' commerce experience, enhances our value proposition for both consumers and merchants, and allows us to significantly deepen our engagement and play a more meaningful role in the daily lives of our customers.

The following summarizes our key financial and operational performance results for 2019. We use certain of these key metrics as the performance measures in our incentive compensation programs and believe these measures help to align the interests of our executives with those of our stockholders.

### Performance Highlights



Creating Value for our Stockholders:  
Revenue grew **15%** on an FX-Neutral Basis



Expanding Our Base:  
Active Accounts of **305 Million** **Up 14%** from 2018



Driving Customer Engagement:  
**12.4 Billion** Payment Transactions **Up 25%** from 2018



Gaining Share:  
Total Payment Volume of **\$712 Billion** **Up 23%** from 2018

<sup>1</sup> Non-GAAP operating margin and free cash flow are two of the performance metrics used in our incentive compensation program. Non-GAAP operating margin and free cash flow are not financial measures prepared in accordance with generally accepted accounting principles (“GAAP”). For information on how we compute these non-GAAP financial measures and a reconciliation to the most directly comparable financial measures prepared in accordance with GAAP, please refer to “Appendix A – Reconciliation of non-GAAP Financial Measures” in this proxy statement.

<sup>2</sup> Free Cash Flow for 2017 and 2018 reflects the impact of held for sale accounting treatment in connection with the sale of the Company’s U.S. consumer credit receivables portfolio, which reduced free cash flow for 2017 by approximately \$1.3 billion and increased free cash flow for 2018 by approximately \$1.4 billion. Normalizing for this impact, free cash flow for 2017 and 2018 would have been approximately \$3.2 billion and \$3.3 billion, respectively.

Highlights:

- Our three-year total stockholder return\* was 174.1%, and our one-year total stockholder return\*\* was 28.6%.
- Our engagement grew 10% year over year to an average of 40.6 transactions per active account.
- Venmo delivered over \$102 billion in total payment volume in 2019, and ended the year with over 52 million active accounts.
- We accessed the debt capital markets for the first time and raised \$5 billion in debt financing.
- We continued to partner with many of the largest and most influential companies in finance, retail, and technology.

\* Measured from December 30, 2016 to December 31, 2019  
\*\* Measured from December 31, 2018 to December 31, 2019

To learn more about our 2019 performance and how it relates to our executive compensation program, see the Compensation Discussion and Analysis beginning on page 46.

## 2020 Director Nominees

NAME/AGE/INDEPENDENCE	DIRECTOR SINCE	OCCUPATION	COMMITTEE MEMBERSHIPS*			OTHER PUBLIC COMPANY BOARDS
			GOV	COMP	ARC	
 <b>Rodney C. Adkins, 61</b> Independent	2017	President, 3RAM Group LLC	▪		▪	3
 <b>Jonathan Christodoro, 43</b> Independent	2015	Partner, Patriot Global Management, L.P.	▪	▪		4
 <b>John J. Donahoe, 59</b> Independent, Chairman of the Board	2015	President and CEO, Nike, Inc.				2**
 <b>David W. Dorman, 66</b> Independent	2015	Former Chairman and CEO, AT&T Corporation (retired)	▪	C		1
 <b>Belinda J. Johnson, 53</b> Independent	2017	Former Chief Operating Officer, Airbnb, Inc.			▪	0
 <b>Gail J. McGovern, 68</b> Independent	2015	President and CEO, American Red Cross	C	▪		1
 <b>Deborah M. Messemer, 62</b> Independent	2019	Former Managing Partner, KPMG (retired)			▪	1
 <b>David M. Moffett, 68</b> Independent	2015	Former CEO, Federal Home Loan Mortgage Corp. (retired)			C	2
 <b>Ann M. Sarnoff, 58</b> Independent	2017	Chair and CEO, Warner Bros.			▪	0
 <b>Daniel H. Schulman, 62</b> Non-Independent	2015	President and CEO, PayPal Holdings, Inc.				1
 <b>Frank D. Yeary, 56</b> Independent	2015	Managing Member, Darwin Capital Advisors, LLC			▪	1

\* ARC = Audit, Risk and Compliance Committee; Comp = Compensation Committee; Gov = Corporate Governance and Nominating Committee; C = Chair

\*\* Mr. Donahoe will step down from the ServiceNow Board of Directors when his term expires at ServiceNow's 2020 annual meeting of shareholders in June 2020.

## Proxy Statement Summary

The Board and the Corporate Governance and Nominating Committee are committed to ensuring that the Board of Directors of PayPal (the “Board” or the “PayPal Board”) is composed of directors who possess highly relevant skills, professional experience and backgrounds, bring diverse viewpoints and perspectives, and effectively represent the long-term interests of stockholders. The following provides a snapshot of the skills and experience of our director nominees. For more information on the skills and experiences of our Board members, please see the section entitled “Director Skills, Expertise, and Attributes” beginning on page 11 of this proxy statement.

NOMINEE SKILLS & EXPERIENCES										
7	9	11	11	10	11	10	11	7	4	10
Payments, Financial Services and FinTech	Technology and Innovation	Business Development and Strategy	Senior Leadership	Legal / Regulatory / Governmental	Global Business	Other Public Company Board Service	Finance / Accounting	Consumer / Sales / Marketing / Brand Management	Cybersecurity / Information Security	Human Capital Management

## Corporate Governance

Corporate governance at PayPal is designed to promote the long-term interests of our stockholders, strengthen Board and management accountability, foster responsible decision-making, and engender public trust. We believe strong corporate governance practices that provide meaningful rights to our stockholders and ensure Board and management accountability are essential to our long-term success.

The following are the key governance provisions that demonstrate PayPal’s commitment to transparency, accountability, independence, and diversity:

■ Strong Board independence (10 of 11 director nominees are independent)	■ Separate Independent Chairman and CEO roles
■ Independent Chairman with robust responsibilities	■ All directors stand for annual election
■ Majority vote standard for uncontested director elections	■ Strong stockholder engagement practices
■ Stockholder right to call a special meeting	■ Proxy access for qualifying stockholders
■ Simple majority vote standard for charter/bylaw amendments and mergers/business combinations	■ Robust stock ownership requirements for our executive officers and directors
■ Diverse board in which 5 of 11 director nominees are women or from underrepresented ethnic groups	■ Comprehensive Global Impact Report with information on environmental sustainability, social innovation, employees and culture, and responsible business practices

To learn more about our corporate governance programs, see page 28.

## Executive Compensation

### OUR COMPENSATION PROGRAM

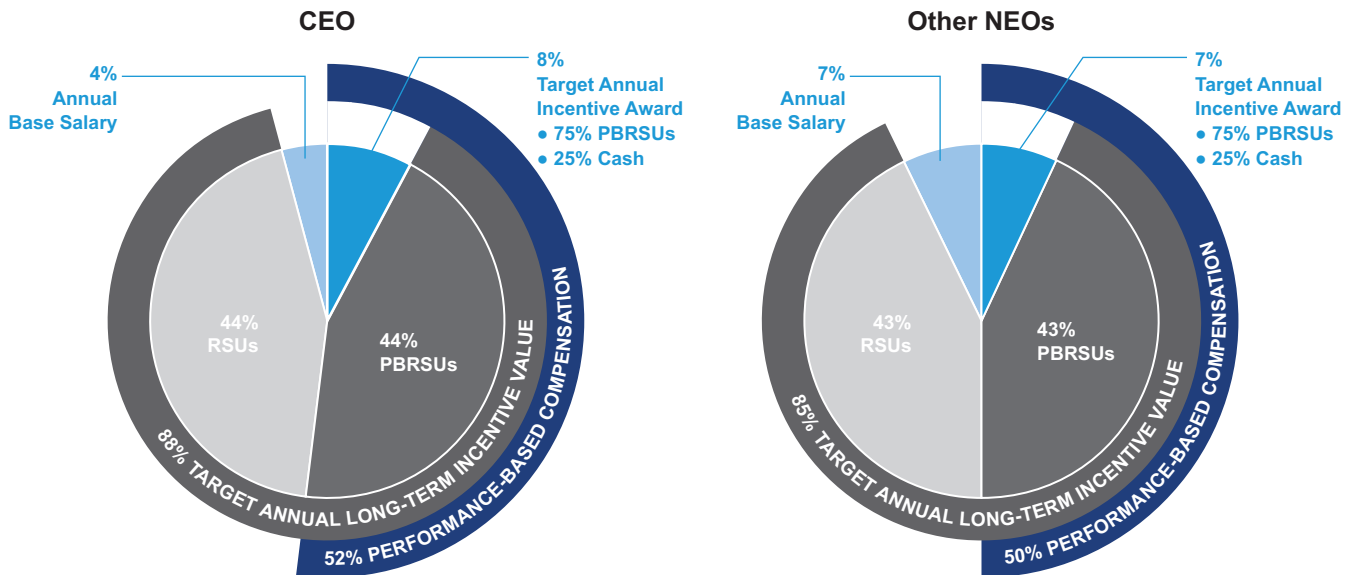
We completed another strong year of Company performance, during which we set new benchmarks and expanded our value proposition for our customers. For 2019, the Compensation Committee of the Board approved an executive compensation program based on our “pay for performance” philosophy that is designed to align our executive officers’ compensation with the key drivers of profitable short-term and long-term growth with the goals of properly incentivizing and rewarding our executives for performance that exceeds expectations, providing transparency for our executives and our stockholders, and positioning us competitively to enable us to attract and retain our executives.

### OUR 2019 NEO PAY

The Compensation Committee believes that long-term incentives in the form of equity awards should comprise the majority of our NEOs’ target total direct compensation opportunity. We believe that our executive compensation program effectively incentivized results in 2019 by appropriately aligning pay and performance.

The following charts show the 2019 Target Total Direct Compensation mix for our CEO, Mr. Schulman, and the average 2019 Target Total Direct Compensation mix for our other NEOs who were executive officers as of December 31, 2019. Target Total Direct Compensation is the sum of (i) 2019 base salary, (ii) target 2019 annual incentive award (based on the grant date fair value for the portion of the award delivered as PBRsUs), and (iii) target annual long-term incentive award (based on the grant date fair value). To learn more about our executive compensation program, see the Compensation Discussion and Analysis beginning on page 46.

**2019 Total Target Direct Compensation Mix**



Proxy Statement

**OUR PAY PRACTICES**

We are committed to maintaining strong governance standards with respect to our executive compensation program, policies, and practices. Consistent with this focus, we maintain the following policies and practices that we believe demonstrate our commitment to executive compensation best practices.

**What We Do**

Pay for Performance	+	At least 50% of our NEOs' Target Total Direct Compensation is performance-based and tied to pre-established performance goals aligned with our short-term and long-term objectives.
Adherence to Rigorous Goals	+	We use objective performance-based company goals in our annual and long-term incentive plans that we believe are rigorous and are designed to incentivize and motivate NEO performance.
Independent Compensation Consultant	+	The Compensation Committee engages its own independent compensation consultant to advise on executive and non-employee director compensation matters.
Annual Compensation Peer Group Review	+	The Compensation Committee, with the assistance of its compensation consultant, reviews the composition of our compensation peer group annually and makes adjustments to the composition of that peer group, if deemed appropriate based on our executive compensation philosophy and principles.
Annual Say-on-Pay Vote	+	We conduct an annual advisory say-on-pay vote on our NEO compensation
Stockholder Engagement	+	In addition to conducting an annual say-on-pay vote, we are committed to ongoing engagement with our stockholders, including on executive compensation, governance, environmental and social matters. These engagement efforts take place through teleconferences, in-person meetings, and correspondence with our stockholders.

## What We Do

Annual Compensation Risk Assessment	+	Based on our annual risk assessment, we have concluded that the Company's compensation program does not present any risks that is reasonably likely to have a material adverse effect on PayPal.
Clawback Policy	+	Each of our NEOs is subject to a clawback policy, which permits the Compensation Committee to require forfeiture or reimbursement of incentive compensation paid or awarded to the NEO in certain circumstances.
Robust Stock Ownership Guidelines	+	Our stock ownership guidelines are designed to align the long-term interests of our NEOs and non-employee directors with those of our stockholders and promote the Company's commitment to sound corporate governance. Our guidelines require ownership of our shares with a value equal to a multiple of base salary (6x for CEO and 3x for EVPs) or annual retainer (5x for non-employee directors) and include stock retention requirements for our executive officers until their requisite ownership level is reached.
Prohibition of Hedging and Pledging Transactions	+	Our insider trading policy prohibits all Board members, officers, and employees from entering into any hedging or monetization transactions relating to our securities that hedge or offset, or is designed to hedge or offset, any decrease in the market value of PayPal securities owned directly or indirectly by such person. Additionally, Board members, officers and employees are prohibited from using PayPal derivative securities as collateral in a margin account or for any loan or extension of credit, or otherwise trading in any instrument relating to the future price of our securities. Our insider trading policy also prohibits all Board members and executive officers from pledging our securities as collateral for loans. All other employees are strongly discouraged from pledging PayPal securities as collateral for loans.

## What We Don't Do

No Excise Tax Gross-Ups on "Change in Control" Payments	⊘	We do not provide our NEOs with any excise tax gross-ups or other payment or reimbursement of excise taxes on severance in connection with a change in control of PayPal.
No "Single- Trigger" CIC Payments and Acceleration of Equity Awards	⊘	We do not make "single-trigger" change-in-control payments or maintain any plans that require single-trigger change-in-control acceleration of equity awards to our NEOs upon a change in control of PayPal.
No Tax Gross-Ups on Perquisites	⊘	We do not provide our NEOs with any tax gross-ups on perquisites, other than in limited circumstances for business-related relocations and international business travel-related benefits that are under our control, at our direction and deemed to benefit our business operations.
No Discounting of Stock Options or Repricing of Underwater Options	⊘	We expressly prohibit the discounting of stock options and the repricing of underwater stock options without stockholder approval under our equity compensation plan.
No Guaranteed Bonuses	⊘	Our annual incentive plan is entirely performance-based and our NEOs are not guaranteed any minimum levels of payment.

### SUPPORTING OUR EXECUTIVE COMPENSATION PROGRAM

The Compensation Committee designed our executive compensation program to support PayPal's growth strategy and is well-aligned with creating long-term stockholder value.

To learn more about our executive compensation program, see the Compensation Discussion and Analysis beginning on page 46.



## ESG Oversight and Highlights

PayPal recognizes its responsibility as a global citizen to operate in a responsible and sustainable manner aligned with our mission to build a more financially inclusive and interconnected world. We remain focused on managing material environmental, social, and governance (ESG) factors that support our values-led culture based on Collaboration, Inclusion, Innovation, and Wellness. The management of key non-financial risks and opportunities such as global talent recruitment, retention, and development, as well as workforce inclusion, social innovation, environmental sustainability, and responsible business practices are essential components of our strategy and long-term performance.

### Priority ESG Programs & Progress

In the Company's annual ESG report, the *Global Impact Report*, PayPal highlights its programs and progress on key ESG topics:

- **Social Innovation** – including reporting on annual social impact metrics, product and service enhancements, research and thought leadership, and partnerships to improve financial health, power charitable giving, and strengthen local communities
- **Employees and Culture** – including executing an effective human capital management strategy to support the recruitment, retention and development of our workforce, and diversity and inclusion metrics and initiatives that demonstrate our commitment to equality and inclusion
- **Environmental Sustainability** – including responsibly managing our resources, addressing climate change, and improving our water and waste management practices
- **Responsible Business Practices** – including establishing policies and practices to safeguard trust, ensuring ethical and compliant business operations, and securing and protecting customer information



As we continue to evolve our ESG efforts, we're committed to sharing progress through subsequent reports and updates. For further information and to access the *Global Impact Report*, visit: <https://www.paypal.com/us/webapps/mpp/globalimpact>.

# Proposal 1: Election of Directors

Based upon a review of the qualifications, skills, attributes and experience of each of the 11 director nominees listed below, our Board has nominated all of the director nominees for election at the Annual Meeting, to serve until our 2021 Annual Meeting of Stockholders and until their successors are elected and qualified. All of the director nominees are currently members of the Board and have been previously elected by our stockholders. Each director nominee is independent under the listing standards of NASDAQ Global Select Market (“Nasdaq”), except Mr. Schulman. As previously disclosed, Mr. Casares has informed the Company that he will not stand for re-election as a director at the Annual Meeting. The Board has determined to reduce the size of the Board to 11 directors effective immediately before the Annual Meeting.

We expect that each director nominee will be able to serve if elected. If any director nominee is unable or unwilling to serve as a nominee at the time of the Annual Meeting, the individuals named as proxies may vote for a substitute nominee chosen by the present Board to fill the vacancy. Alternatively, the Board may reduce the size of the Board, or the proxies may vote just for the remaining nominees, leaving a vacancy that the Board may fill at a later date.

## MAJORITY VOTE STANDARD

Under our Amended and Restated Bylaws (“Bylaws”), directors must be elected by a majority of the votes cast in uncontested elections, such as the election of directors at the Annual Meeting. This means that the number of votes cast “FOR” a director nominee must exceed the number of votes cast “AGAINST” that nominee. For more information on the vote required for the election of directors and the choices available for casting your vote, please see “Frequently Asked Questions — Voting Information” on page 92.

Under our Bylaws and the Governance Guidelines of the Board (the “Corporate Governance Guidelines”), each director has submitted an advance, contingent, irrevocable resignation that the Board may accept if stockholders do not re-elect that director. Within 90 days of the certification of the stockholder vote (subject to an additional 90-day period in certain circumstances), the Governance and Nominating Committee (the “Governance Committee”), or a committee composed solely of independent directors that does not include such incumbent director, would determine whether to accept the director’s resignation in accordance with our Bylaws, and we would publicly disclose such decision and the rationale behind it.

## DIRECTOR NOMINEES

The Governance Committee and the Board have evaluated each of the director nominees against the factors and principles used to select director nominees. Based on this evaluation, the Governance Committee and the Board have concluded that it is in the best interests of the Company and its stockholders for each of the proposed director nominees on pages 13-23 below to continue to serve as a director of the Company. The Board believes that each of the director nominees has a strong track record of being a responsible steward of stockholders’ interests and brings extraordinarily valuable insight, perspective, and expertise to the Board.

The Governance Committee is responsible for recommending to the Board the qualifications for Board membership and for identifying, assessing and recommending qualified director candidates for the Board’s consideration. The Board’s membership qualifications and nomination procedures are set forth in the Corporate Governance Guidelines.

<b>The Board and Governance Committee consider the following factors and principles in evaluating and selecting director nominees:</b>
<b>HIGH-LEVEL MANAGERIAL EXPERIENCE:</b> Directors should have high-level managerial experience in a relatively complex organization or be accustomed to dealing with complex problems
<b>REPRESENT STOCKHOLDERS’ BEST INTERESTS:</b> Directors should represent the balanced, best interests of the stockholders as a whole rather than special interest groups or constituencies
<b>CHARACTER AND INTEGRITY:</b> Directors should be individuals of the highest character and integrity, with the ability to work well with others and with sufficient time available to devote to the affairs of the Company in order to carry out their responsibilities
<b>DIVERSE BACKGROUND:</b> In addressing the overall composition of the Board, diversity (including gender, race, and ethnicity), age, international background, and expertise should be considered in evaluating potential Board members
<b>SKILLS COMPLEMENT EXISTING BOARD EXPERTISE:</b> The interplay of a candidate’s background and expertise with that of other Board members and the extent to which a candidate may be a desirable addition to any Board committee should be considered
<b>RELEVANT PROFESSIONAL EXPERIENCE:</b> The Board should include individuals with highly relevant professional experience
<b>ACTIVE ENGAGEMENT:</b> The Board should be composed of directors who are highly engaged with our business

Based on this evaluation, the Governance Committee and the Board believe that each of the director nominees exhibits a strong track record of being a responsible steward of stockholders' interests and brings extraordinarily valuable insight, perspective, and expertise to the Board.

**FOCUS ON BOARD REFRESHMENT AND DIVERSITY**

Our active Board refreshment process has resulted in a strong mix of diversity and independence, which contributes to effective oversight of management and the Company. We demonstrate our strong commitment to diversity and inclusion at the Company, including our Board.



Since 2016, we have added four new directors to the Board, with a strong mix of skills, qualifications, backgrounds and experience. Forty-five percent of Board members standing for re-election are women or from underrepresented ethnic groups.



Proxy Statement

**Director Skills, Expertise, and Attributes**

Listed below are the core skills, expertise and attributes that we consider most relevant to our Board of Directors in light of our current business strategy and structure.

**PAYMENTS, FINANCIAL SERVICES, AND FINTECH**

Experience in the payments, financial services, and FinTech industries, which is critical to oversight of PayPal's business and strategy in these complex and dynamic industries.

**TECHNOLOGY AND INNOVATION**

Experience and knowledge in developing technology businesses, anticipating technological trends, and driving innovation and product development, which are relevant to PayPal as a technology platform and digital payments company.

**BUSINESS DEVELOPMENT AND STRATEGY**

Experience in strategy, business development, and evaluating potential acquisitions, strategic investments and partnerships, which is relevant in helping PayPal to grow its business and expand its value proposition and assess the fit of potential targets and partners with its strategy and culture.

**SENIOR LEADERSHIP**

Significant senior leadership and/or CEO experience, with a practical understanding of organizations, processes, strategic planning and risk management to assess, develop, and implement our business strategy and operating plan.

**LEGAL / REGULATORY / GOVERNMENTAL**

Knowledge and experience with legal and regulatory issues, compliance obligations and governmental policies, including practical business experience working collaboratively with governments, regulators and agencies, which is relevant to PayPal as we operate globally in a rapidly evolving legal and regulatory environment which impacts key aspects of our business.

**GLOBAL BUSINESS**

Experience in international markets, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, which is relevant to PayPal as a global business operating in over 200 markets around the world.

**OTHER PUBLIC COMPANY BOARD SERVICE**

Service on a public company board to develop insights about ensuring strong board and management accountability, protecting stockholder interests, and observing appropriate governance practices.

**FINANCE / ACCOUNTING**

Experience with financial reporting, capital allocation, and accounting, which is relevant to the oversight of PayPal’s capital structure, financing, and investing activities, as well as our financial reporting and internal controls.

**CONSUMER, SALES, MARKETING, AND BRAND MANAGEMENT**

Experience in developing strategies to grow sales and market share, build brand awareness and overall preference among customers, and enhance PayPal’s reputation, which is relevant to the growth of PayPal’s business.

**CYBERSECURITY / INFORMATION SECURITY**

Expertise in overseeing cybersecurity and information security programs and managing associated risks, which is vital to protecting PayPal’s technology infrastructure and payments platform, maintaining the trust of our customers and keeping their information secure.

**HUMAN CAPITAL MANAGEMENT**

Experience in attracting, motivating, developing, and retaining qualified personnel, fostering a corporate culture that encourages and promotes accountability, performance, diversity, equity and ownership, and understanding and overseeing the health of a company’s human capital, which is particularly important for PayPal within the context of the highly competitive market to attract and retain talent in which we operate.

Our 2020 Board skills matrix is set forth below. A mark indicates a specific area of focus or expertise on which the Board particularly relies. We do not believe that each director nominee needs to have all of these skills, and not having a mark does not mean the director nominee does not possess that specific skill. For more information on specific experience, skills and qualifications that each director nominee brings to our Board that are particularly relevant to PayPal, please see the biographies for the director nominees beginning on page 13.

BOARD SKILLS MATRIX											
Experience, Expertise or Attribute	Adkins	Christodoro	Donahoe	Dorman	Johnson	McGovern	Messemer	Moffett	Sarnoff	Schulman	Yeary
Payments, Financial Services, and FinTech		•	•		•		•	•		•	•
Technology and Innovation	•	•	•	•	•	•	•		•	•	
Business Development and Strategy	•	•	•	•	•	•	•	•	•	•	•
Senior Leadership	•	•	•	•	•	•	•	•	•	•	•
Legal / Regulatory / Governmental	•	•		•	•	•	•	•	•	•	•
Global Business	•	•	•	•	•	•	•	•	•	•	•
Other Public Company Board Service	•	•	•	•		•	•	•	•	•	•
Finance / Accounting	•	•	•	•	•	•	•	•	•	•	•
Consumer / Sales / Marketing / Brand Management	•		•	•	•	•			•	•	
Cybersecurity / Information Security	•		•	•						•	
Human Capital Management	•		•	•	•	•	•	•	•	•	•
Independence	•	•	•	•	•	•	•	•	•	•	•
Diversity (Gender, Underrepresented Ethnic Groups)	•				•	•	•		•		

# Director Biographies



## Rodney C. Adkins

**Age:** 61

**Director since:** September 2017

**Board Committees:**

Audit, Risk and Compliance  
Governance

**Other Current Public Company Boards:**

Avnet, Inc. (Chairman)  
United Parcel Service, Inc.  
W.W. Grainger, Inc.

**Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:**

- Extensive experience in the technology industry, including emerging technologies, strategy, global business operations, innovation, product development, and brand management
- Significant experience in corporate finance, financial statements and accounting
- In-depth expertise in corporate governance matters as a Board member of other publicly traded companies
- Expertise in supply chain, procurement and global trade

**Key Qualifications and Experience:**

- Technology and Innovation
- Business Development and Strategy
- Senior Leadership
- Regulatory and Governmental
- Global Business
- Other Public Company Board Service
- Finance
- Consumer, Sales, Marketing, and Brand Management
- Cybersecurity/Information Security
- Human Capital Management

**Biography:**

- President of 3RAM Group LLC, a privately held company specializing in capital investments, business consulting services and property management, since January 2015
- Former Senior Vice President of International Business Machines Corporation (IBM), a leading manufacturer of information technologies, from 2007 until 2014; in his over 30-year career with IBM, Mr. Adkins held a number of development and management roles, including Senior Vice President of Corporate Strategy from April 2013 to April 2014, Senior Vice President of Systems and Technology Group from October 2009 to April 2013, Senior Vice President of Development & Manufacturing from May 2007 to October 2009, and Vice President of Development of IBM Systems and Technology Group from December 2003 to May 2007
- Former director of PPL Corporation from August 2014 to May 2019
- B.A. in Physics from Rollins College and B.S. and M.S. degrees in Electrical Engineering from Georgia Tech

Proxy Statement



## Jonathan Christodoro

**Age:** 43

**Director since:** July 2015

**Board Committees:**

Compensation  
Governance

**Other Current Public Company Boards:**

Enzon Pharmaceuticals, Inc.  
Herbalife Ltd.  
Sandridge Energy, Inc.  
Xerox Corporation

**Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:**

- Extensive financial, strategic planning and investment banking experience advising public companies, including at the board level
- Significant experience in identifying and evaluating M&A and investment opportunities and portfolio companies across a range of industries, including technology

**Key Qualifications and Experience:**

- Technology and Innovation
- Financial Services
- Business Development and Strategy
- Senior Leadership
- Regulatory and Compliance
- Global Business
- Other Public Company Board Service
- Finance

**Biography:**

- Partner at Patriot Global Management, L.P., an investment management firm, since March 2019
- Former Managing Director of Icahn Capital LP, the entity through which Carl C. Icahn manages investment funds, from July 2012 to February 2017
- Served in various investment and research roles from March 2007 to July 2012
- Former director of eBay Inc. from March 2015 to July 2015
- Began his career as an investment banking analyst at Morgan Stanley, where he focused on merger and acquisition transactions across a variety of industries
- Former director of Lyft, Inc. from May 2015 to March 2019
- M.B.A. from the University of Pennsylvania's Wharton School of Business; B.S. in Applied Economics and Management Magna Cum Laude from Cornell University
- Served in the United States Marine Corps



## John J. Donahoe – Independent Chairman of the Board

**Age:** 59

**Director since:** July 2015

**Board Committees:**

None

**Other Current Public Company Boards:**

Nike, Inc.

ServiceNow, Inc. (through June 2020)\*

### Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:

- Extensive industry experience and deep knowledge of PayPal's operations through his former role as director, President and Chief Executive Officer of eBay
- Expertise in commerce, technology, global strategy, operations and executive leadership
- Extensive track record of creating value, driving innovation and scaling large technology companies

### Key Qualifications and Experience:

- Payments and FinTech
- Technology and Innovation
- Business Development and Strategy
- CEO Experience
- Global Business
- Other Public Company Board Service
- Finance
- Consumer, Sales, Marketing, and Brand Management
- Cybersecurity/Information Security
- Human Capital Management

### Biography:

- President and Chief Executive Officer of Nike, Inc., a designer and distributor of athletic footwear and apparel, since January 2020
- Former President and Chief Executive Officer of ServiceNow, Inc., a cloud computing company, from April 2017 to December 2019
- Former President and Chief Executive Officer of eBay from March 2008 to July 2015, and former director of eBay from January 2008 to July 2015
- Former President, eBay Marketplaces from March 2005 to January 2008
- Former Worldwide Managing Director of Bain & Company from January 2000 to February 2005
- M.B.A. from the Stanford Graduate School of Business; B.A. in Economics from Dartmouth College

\*Mr. Donahoe will step down from the ServiceNow Board of Directors when his term expires at ServiceNow's annual meeting of shareholders in June 2020.



## David W. Dorman

**Age:** 66

**Director since:** June 2015

**Board Committees:**

Compensation (Chair)  
Governance

**Other Current Public Company Boards:**

CVS Health Corporation  
Dell Technologies, Inc.

**Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:**

- Expertise in finance, M&A and investments, strategic planning, public company executive compensation matters and executive leadership
- In-depth experience leading global companies in regulated industries

**Key Qualifications and Experience:**

- Technology and Innovation
- Business Development and Strategy
- CEO Experience
- Regulatory and Compliance
- Global Business
- Other Public Company Board Service
- Finance and Accounting
- Consumer, Sales, Marketing, and Brand Management
- Cybersecurity/Information Security
- Human Capital Management

**Biography:**

- Non-Executive Chairman of the Board of CVS Health Corporation, a pharmacy and healthcare services provider, since May 2011
- Founding Partner of Centerview Capital Technology Fund, a private investment firm, since July 2013
- Chairman of the Board of InfoWorks, a portfolio company of Centerview, as of January 2019
- Former Non-Executive Chairman of the Board of Motorola Solutions, Inc. (formerly Motorola, Inc.), a leading provider of business and mission-critical communication products and services for enterprise and government customers
- Former Non-Executive Chairman of the Board of Motorola, Inc. from May 2008 until the separation of its mobile devices and home businesses in January 2011
- Former Senior Advisor and Managing Director to Warburg Pincus LLC, a global private equity firm, from October 2006 to May 2008
- Former President and a director of AT&T Corporation from November 2005 until January 2006
- Former Chairman of the Board and Chief Executive Officer of AT&T Corporation from November 2002 until November 2005
- Former President of AT&T Corporation from 2000 to 2002 and the Chief Executive Officer of Concert Communications Services, a former global venture created by AT&T Corporation and British Telecommunications plc, from 1999 to 2000
- Former director of eBay Inc. from June 2014 to July 2015
- Served as a Trustee for Georgia Tech Foundation, Inc.
- B.S. in industrial management from Georgia Institute of Technology





## Belinda J. Johnson

**Age:** 53

**Director since:** January 2017

**Board Committees:**

Audit, Risk and Compliance

**Other Current Public Company Boards:**

None

**Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:**

- Significant strategic and operational experience with a global, consumer-facing, technology company growing at scale
- Extensive legal, regulatory and government relations expertise as a practicing lawyer and business affairs leader gained over two decades advising innovative and disruptive global technology companies

**Key Qualifications and Experience:**

- Payments
- Technology and Innovation
- Business Development and Strategy
- Senior Leadership
- Legal and Regulatory
- Global Business
- Finance
- Consumer, Sales, Marketing, and Brand Management
- Human Capital Management

**Biography:**

- Former Chief Operating Officer of Airbnb, Inc., a global community marketplace which provides access to unique accommodations and experiences, from February 2018 to March 2020, and a director of Airbnb since March 2020
- Former Chief Business Affairs and Legal Officer of Airbnb, Inc., from July 2015 to February 2018, having joined as General Counsel in December 2011
- Former Senior Vice President and Deputy General Counsel of Yahoo! Inc., a digital information platform, until August 2011; Ms. Johnson also served in other positions at Yahoo! Inc. from August 1999
- Former General Counsel of Broadcast.com, Inc., an internet broadcasting company, from November 1996 to August 1999
- B.A. from The University of Texas at Austin; J.D. from The University of Texas Law School



## Gail J. McGovern

**Age:** 68

**Director since:** June 2015

**Board Committees:**

Compensation  
Governance (Chair)

**Other Current Public Company Boards:**

DTE Energy Company

**Specific Experience, Skills and Qualifications - Particular Relevance to PayPal:**

- Extensive executive experience in strategic planning, sales and marketing, customer relations, and corporate finance
- Strong expertise in regulatory matters and government relations garnered through leadership positions in regulated industries
- Brings a strong perspective from the academic and nonprofit worlds aligned with PayPal's mission and vision

**Key Qualifications and Experience:**

- Technology and Innovation
- Business Development and Strategy
- CEO Experience
- Regulatory and Compliance
- Global Business
- Other Public Company Board Service
- Finance
- Consumer, Sales, Marketing, and Brand Management
- Human Capital Management

**Biography:**

- President and Chief Executive Officer of the American Red Cross, a humanitarian organization, since June 2008
- Faculty member at the Harvard Business School, from 2002 to 2008
- Former President of Fidelity Personal Investments, from 1998 to 2002
- Former Executive Vice President, Consumer Markets Division at AT&T Corporation, from 1997 to 1998
- Former director of eBay Inc., from March 2015 to July 2015
- Serves as a trustee of Johns Hopkins Medicine
- B.A. in quantitative sciences from Johns Hopkins University; M.B.A. from Columbia University



## Deborah M. Messemer

**Age:** 62

**Director since:** January 2019

**Board Committees:**

Audit, Risk and Compliance  
(Audit Committee Financial Expert)

**Other Current Public Company Boards:**

Allogene Therapeutics, Inc.

**Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:**

- Expertise in financial management, including financial reporting, accounting and controls, and global business affairs as an audit engagement partner or senior account executive, including for clients in the financial services and technology industries
- In-depth people management experience as a senior executive at KPMG, leading teams of over 3,000 employees
- Extensive expertise in advising global public and private companies in business development, financial reporting and accounting, and regulatory and compliance matters for over 30 years

**Key Qualifications and Experience:**

- Financial Services
- Technology and Innovation
- Business Development and Strategy
- Senior Leadership
- Regulatory and Compliance
- Global Business
- Other Public Company Board Service
- Finance and Accounting
- Human Capital Management

**Biography:**

- Former Major Market Managing Partner for KPMG, one of the world’s leading professional services firms, from 2008 through her retirement in September 2018
- Started her career in KPMG’s audit practice in 1982 and was admitted into the partnership in 1995; served as Audit Partner or Senior Account Executive for KPMG clients in a variety of industry sectors, including financial services and technology
- Also serves on the Board of Directors of Carbon, Inc.
- B.B.A. (Accounting) from The University of Texas at Arlington

Proxy Statement



## David M. Moffett

**Age:** 68

**Director since:** June 2015

**Board Committees:**

Audit, Risk and Compliance (Chair)  
(Audit Committee Financial Expert)

**Other Current Public Company Boards:**

CSX Corporation  
Genworth Financial, Inc.

### Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:

- More than 30 years of strategic finance, mergers and acquisitions, risk management, and operational experience in banking and payment processing
- Strong leadership experience and extensive global financial management and regulatory expertise as a former Chief Executive Officer and Chief Financial Officer of financial services companies

### Key Qualifications and Experience:

- Payments
- Business Development and Strategy
- CEO Experience
- Governmental, Regulatory and Compliance
- Global Business
- Other Public Company Board Service
- Finance and Accounting
- Human Capital Management

### Biography:

- Former Lead Independent Director of PayPal from July 2015 through December 2018
- Former director of eBay from July 2007 to July 2015
- Former Chief Executive Officer of Federal Home Loan Mortgage Corp. (“Freddie Mac”) from September 2008 until his retirement in March 2009
- Former director of Freddie Mac from December 2008 to March 2009
- Former Chief Financial Officer of Star Banc Corporation, a bank holding company, starting in 1993. During his tenure, played an integral role in the acquisition of Firststar Corporation in 1998 and later U.S. Bancorp in 2001. Mr. Moffett remained Chief Financial Officer of U.S. Bancorp until 2007
- Trustee for Columbia Atlantic Mutual Funds and University of Oklahoma Foundation; consultant to various financial services companies
- B.A. from the University of Oklahoma; M.B.A. from Southern Methodist University



## Ann M. Sarnoff

**Age:** 58

**Director since:** June 2017

**Board Committees:**

Audit, Risk and Compliance

**Other Current Public Company Boards:**

None

**Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:**

- More than 30 years of diversified business and media experience from a variety of executive leadership roles
- Expertise in driving consumer engagement with brands and developing innovative partnerships
- Extensive technology experience across media and platforms

**Key Qualifications and Experience:**

- Technology and Innovation
- Business Development and Strategy
- Senior Leadership
- Regulatory
- Global Business
- Other Public Company Board Service
- Finance
- Consumer, Sales, Marketing, and Brand Management
- Human Capital Management

**Biography:**

- Chair and Chief Executive Officer of Warner Bros. Entertainment, a global leader in entertainment and consumer products, since August 2019
- Former President of BBC Studios Americas, from August 2015 to August 2019
- Served as Chief Operating Officer of BBC Worldwide North America from 2010 through July 2015
- Former Chair of the board of BritBox, a joint venture subscription streaming service launched in partnership with ITV in March of 2017
- Served on the board, operating committee, and editorial committee of BBC America, a joint venture with AMC Networks
- Member of the board of directors of Georgetown University and the vice chair of the McDonough School of Business at Georgetown
- Previously served on the Board of HSN, Inc., an interactive multichannel retailer, from December 2012 to December 2017
- B.S. from Georgetown University's McDonough School of Business; MBA from Harvard Business School



## Daniel H. Schulman

**Age:** 62

**Director since:** July 2015

**Board Committees:**

None

**Other Current Public Company Boards:**

Verizon Communications Inc.

### Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:

- Deep expertise in payments, financial services, mobile technology, innovation, and regulatory and cybersecurity matters
- Leadership experience and vision in growing large, complex businesses
- Experience transforming financial services, while driving cultural change and instilling a values-based environment that champions diversity and inclusion

### Key Qualifications and Experience:

- Payments, Financial Services and FinTech
- Technology and Innovation
- Business Development and Strategy
- CEO Experience
- Legal, Regulatory and Governmental
- Global Business
- Other Public Company Board Service
- Finance and Accounting
- Consumer, Marketing, and Brand Management
- Cybersecurity/Information Security
- Human Capital Management

### Biography:

- President and Chief Executive Officer of PayPal since July 2015; served as the President and CEO-Designee of PayPal from September 2014 until July 2015
- Former Group President, Enterprise Group of American Express Company, a financial services company, from August 2010 to August 2014
- Former President, Prepaid Group of Sprint Nextel Corporation, a cellular phone service provider, from November 2009 until August 2010, when Sprint Nextel acquired Virgin Mobile, USA, a cellular phone service provider
- Former Chairman of the Board of NortonLifeLock (formally known as Symantec Corporation), from January 2013 to December 2019
- B.A. from Middlebury College; M.B.A. from New York University's Leonard N. Stern School of Business



## Frank D. Yeary

**Age:** 56

**Director since:** July 2015

**Board Committees:**

Audit, Risk and Compliance

**Other Current Public Company Boards:**

Intel Corporation

**Specific Experience, Skills and Qualifications—Particular Relevance to PayPal:**

- Extensive career in investment banking and finance with financial strategy and global M&A expertise, including expertise in financial reporting and experience in assessing the efficacy of mergers and acquisitions with international companies on a global scale, and experience attracting and retaining strong senior leaders
- Role as a Vice Chancellor and as Chief Administration Officer of a large public research university provides strategic and financial expertise
- Extensive experience in corporate governance and stockholder engagement, including as a co-founder of CamberView Partners, a financial advisory firm providing independent, investor-led advice to public companies and their boards

**Key Qualifications and Experience:**

- |   |   |
|---|---|
| <ul style="list-style-type: none"> <li>• Financial Services</li> <li>• Business Development and Strategy</li> <li>• Senior Leadership</li> <li>• Governmental, Regulatory and Compliance</li> </ul> | <ul style="list-style-type: none"> <li>• Global Business</li> <li>• Other Public Company Board Service</li> <li>• Finance and Accounting</li> <li>• Human Capital Management</li> </ul> |
|---|---|

**Biography:**

- Former director of eBay Inc., from January 2015 to July 2015
- Managing Member at Darwin Capital Advisors, LLC, a private investment firm, since October 2018 and a Member since 2012
- Former Executive Chairman of CamberView Partners, LLC, a corporate advisory firm, from 2012 until 2018
- Former Vice Chancellor of the University of California, Berkeley, a public university, from 2008 to 2012, where he led and implemented changes to the university’s financial and operating strategy
- Prior to 2008, Mr. Yeary spent 25 years in the finance industry, most recently including as Managing Director, Global Head of Mergers and Acquisitions and as a member of the Management Committee at Citigroup Investment Banking, a financial services company
- B.A. in History and Economics from the University of California, Berkeley

The Board and the Governance Committee believe that the combination of the various qualifications, skills, and experience of the director nominees will contribute to an effective and well-functioning Board and that, individually and collectively, the director nominees possess the necessary qualifications to provide effective oversight of the business and quality advice and counsel to the Company’s management.

**The Board recommends a vote **FOR** each of the Named Director Nominees.**

## **CONSIDERATION OF DIRECTOR NOMINEES**

### **Stockholder Recommendations and Nominations**

The Governance Committee is responsible for recommending to the Board a slate of nominees for election at each annual meeting of stockholders. Nominees may be suggested by directors, members of management, stockholders, or by a third-party firm. In evaluating potential director nominees, the Governance Committee considers a wide range of factors, including the criteria described below under “Director Selection Process and Qualifications.”

Stockholders who would like the Governance Committee to consider their recommendations for director nominees should submit their recommendations in writing by mail to the Governance Committee in care of our Corporate Secretary at PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131, stating the candidate’s name and qualifications for Board membership. Recommendations by stockholders that are made in accordance with these procedures will receive the same consideration by the Governance Committee as other suggested nominees.

In addition, our Restated Certificate of Incorporation (“Certificate of Incorporation”) and Bylaws provide proxy access rights that permit eligible stockholders to nominate candidates for election to the Board in the Company’s proxy statement. These proxy access rights permit a stockholder, or group of up to 20 stockholders, owning 3% or more of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s proxy materials director nominees constituting up to 20% of the Board, provided that the stockholder(s) and nominee(s) satisfy the requirements and procedures described in our Certificate of Incorporation and Bylaws.

### **Director Selection Process and Qualifications**

The Governance Committee evaluates whether each director demonstrates several key attributes and provides significant and meaningful contributions to the Board. Specifically, these factors include:

- Highly relevant professional experience in payments, financial services, financial technology (“FinTech”) industries, technology, innovation, business development, strategy, legal, regulatory, government, global business, finance, accounting, consumer, marketing, brand management, cybersecurity, information security, and/or human capital management;
- Relevant senior leadership/CEO experience;
- Experience and expertise that complement the skill sets of the other director nominees;
- High degree of character and integrity and ability to contribute to strong Board dynamics;
- Highly engaged and able to commit the time and resources needed to provide active oversight of PayPal and its management;
- Sound business judgment; and
- Commitment to enhancing stockholder value.

In particular, the Governance Committee values diversity as a factor in selecting nominees. When searching for new directors, the Governance Committee actively seeks out qualified women and individuals from underrepresented ethnic groups to include in the pool from which Board nominees are chosen. In keeping with this commitment to inclusion and diversity, 45% of Board members standing for re-election are women or from underrepresented ethnic groups.

From time to time, the Governance Committee may retain an executive search firm to assist in identifying, screening, and evaluating potential candidates.



# Director Compensation

The Compensation Committee is responsible for reviewing and making recommendations to the Board regarding compensation paid to non-employee directors for their Board and committee services. On an annual basis, the Compensation Committee reviews the non-employee director compensation program, receiving input from the Compensation Committee's independent compensation consultant regarding market practices and the competitiveness of the non-employee director compensation program in relation to the general market and the Company's peer group.

## 2019 DIRECTOR COMPENSATION

For 2019, each non-employee director of the Company received the following annual retainers on the first trading day after January 1, 2019:

### 2019 Annual Retainers:

All Non-Employee Directors	\$80,000/year
Non-Executive Board Chair	\$50,000/year
Lead Independent Director	\$75,000/year
ARC Committee Chair	\$40,000/year
Compensation Committee Chair and Governance Committee Chair	\$20,000/year
ARC Committee Member	\$20,000/year
Compensation Committee Member	\$18,000/year
Governance Committee Member	\$10,000/year

A non-employee director who serves as the Board Chair and/or as the chair of a committee was entitled to receive the Board Chair annual retainer and/or committee chair annual retainer in addition to the non-employee director annual retainer, but was not entitled to the committee member annual retainer for serving as a member of that specific committee.

A non-employee director could elect to receive 100% of his/her annual retainer(s) in fully vested stock awards of PayPal common stock having a value equal to the annual retainer(s), in lieu of cash.

If a non-employee director was appointed or elected to serve as a member of the Board (or appointed to serve as a member of a committee or as a chair of a committee in which he/she was not a member or chair prior to such appointment) following the annual retainer payment date (i.e., the first trading day of the year), the non-employee director received a prorated annual retainer, based on the number of days from the appointment or election date to December 31 of the year.

### 2019 Equity Awards:

In addition to the annual retainers, all non-employee directors of PayPal received the following fully vested stock awards of PayPal common stock following PayPal's 2019 Annual Meeting of Stockholders:

All Non-Employee Directors	\$275,000 in PayPal common stock
Non-Executive Board Chair <sup>1</sup>	\$50,000 in PayPal common stock

<sup>1</sup> The Board Chair received \$50,000 in PayPal common stock in addition to the \$275,000 in PayPal common stock that he received for services as a non-employee director.

The number of shares of PayPal common stock subject to the stock award is determined by dividing the amount of the annual equity award by the per share fair market value (i.e., the closing price of our common stock) on the date of the annual stockholders meeting, rounded up to the nearest whole share.

For 2019, if a non-employee director was appointed or elected at any time other than at an annual stockholders meeting, such director was eligible to receive a prorated annual equity award, as of the date of his or her appointment or election, for the period prior to the first annual stockholders meeting following his or her appointment or election, determined by (i) multiplying the amount of the annual equity award (i.e., \$275,000 and, with respect to the additional equity award to the Board Chair, \$50,000) by a fraction, the numerator of which was the number of days from the date of appointment or election to the first anniversary of the most recent annual stockholders meeting, and the denominator of which was 365, and (ii) dividing such amount by the per share fair market value on the date of appointment or election, rounded up to the nearest whole share.

## 2020 DIRECTOR COMPENSATION

For 2020, the Compensation Committee did not make any changes to the annual retainers or equity awards to be paid to non-employee directors under our director compensation program.

## DEFERRED COMPENSATION

Our non-employee directors are eligible to defer 5% to 100% of their annual retainers and equity awards pursuant to the PayPal Holdings, Inc. Deferred Compensation Plan (“DCP”), our non-qualified deferred compensation plan. The DCP allows participants to set aside tax-deferred amounts. The investment return on any deferred cash amounts is linked to the performance of a range of market-based investment choices made available pursuant to the DCP, and the investment return on any deferred equity awards is linked to the performance of PayPal common stock. Our non-employee directors can elect to begin distributions from the DCP following the termination of their services to PayPal or in a specified year (provided that a director’s DCP account will be distributed if the director’s service terminates prior to the specified year). Our non-employee directors can also elect to receive their distributions as either a lump sum or annual installments over a period of 2 to 15 years.

## 2019 DIRECTOR COMPENSATION TABLE

The following table summarizes the total compensation earned by or paid to non-employee directors for the fiscal year ended December 31, 2019.

Name	Fees Earned or Paid in Cash <sup>(1)</sup> (\$)	Stock Awards <sup>(2)</sup> (\$)	Option Awards (\$)	All Other Compensation (\$)	Total (\$) <sup>(3)</sup>
Rodney C. Adkins	110,000	275,102	—	—	385,102
Wences Casares	98,000	275,102	—	—	373,102
Jonathan Christodoro	98,000	275,102	—	—	373,102
John J. Donahoe	130,000	325,038	—	—	455,038
David W. Dorman	110,000	275,102	—	—	385,102
Belinda J. Johnson	100,000	275,102	—	—	375,102
Gail J. McGovern	118,000	275,102	—	—	393,102
Deborah M. Messemer <sup>(4)</sup>	95,890	95,711	—	—	191,601
David M. Moffett	120,000	275,102	—	—	395,102
Ann M. Sarnoff	100,000	275,102	—	—	375,102
Frank D. Yeary	100,000	275,102	—	—	375,102

<sup>1</sup> The amounts reported in the Fees Earned or Paid in Cash column reflect the cash fees earned by each non-employee director in 2019, which includes fees with respect to which the following directors elected to receive fully vested shares of PayPal common stock in lieu of cash:

Name	Fees Forgone (\$)	Shares Received (#)
Wences Casares	98,000	1,143
John J. Donahoe	130,000	1,517
David W. Dorman	110,000	1,283
Belinda J. Johnson	100,000	1,167
David M. Moffett	120,000	1,400
Ann M. Sarnoff	100,000	1,167
Frank D. Yeary	100,000	1,167

<sup>2</sup> Amounts shown represent the grant date fair value of the stock awards granted on May 22, 2019 to our non-employee directors following our 2019 Annual Meeting of Stockholders, as computed in accordance with FASB ASC Topic 718. As of December 31, 2019, our non-employee directors held the following deferred stock units (“DSUs”):

Name	Total DSUs Held as of 12/31/19 (#)	Total Options Held as of 12/31/19 (#)
Rodney C. Adkins	—	—
Wences Casares	—	—
Jonathan Christodoro	5,353	—
John J. Donahoe	2,464	—
David W. Dorman	9,488	—
Belinda J. Johnson	—	—
Gail J. McGovern	3,711	—
Deborah M. Messemer	—	—
David M. Moffett	49,001	—
Ann M. Sarnoff	—	—
Frank D. Yearly	5,460	—

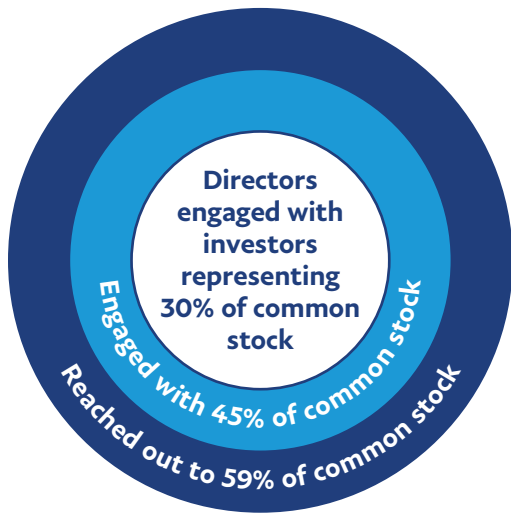
<sup>3</sup> The amounts reported in the Fees Earned or Paid in Cash, Stock Awards, and Total columns include amounts deferred under the DCP.

<sup>4</sup> Ms. Messemer joined the Board in January 2019; accordingly her 2019 compensation was prorated to reflect that she commenced her service following the annual retainer payment date for 2019 and outside of an annual stockholders meeting in accordance with our director compensation program.

# Corporate Governance

Corporate governance at PayPal is designed to promote the long-term interests of our stockholders, strengthen Board and management accountability, oversee risk assessment and management strategies, foster responsible decision-making, and engender public trust. We believe that strong corporate governance practices that provide meaningful rights to our stockholders and ensure Board and management accountability are essential to our long-term success.

## Stockholder Engagement



We recognize the value of a robust stockholder outreach program and engaging in regular, constructive dialogue with our stockholders on governance, executive compensation, and environmental and social issues relevant to our business so we can better understand their views and interests, incorporate their feedback into Board decision-making, and share our perspectives on these important subjects.

In addition to extensive outreach conducted in the weeks leading up to our 2019 Annual Meeting, following our 2019 Annual Meeting, we again reached out to our institutional investors to solicit feedback. In total, in 2019, we contacted investors representing approximately 59% of our common stock, and ultimately engaged with holders of almost 45% of our common stock. Our Compensation Committee Chair, Dave Dorman, and Committee member Jonathan Christodoro participated in calls with investors representing 30% of our common stock. Also in 2019, we conducted an industry-leading governance perception survey through a third-party facilitator to better understand how global investors consider ESG information in their decision-making and engagement strategies, current perspectives of PayPal’s ESG performance, and recommendations for future activities. For more information on our governance perception survey, please see “ESG Oversight and Highlights” beginning on page 38.

Feedback received from stockholders is shared with the Board and its principal committees throughout the year and serves as an input in our Board’s deliberations and decision-making process.

An overview of the key areas of focus and feedback provided by our stockholders during these meetings is provided in the table below:

Topic	Stockholder Dialogue
<b>Business Strategy</b>	
<b>Recent Initiatives</b>	<ul style="list-style-type: none"> <li>Highlighted and appreciated PayPal's innovative and strategic business initiatives</li> <li>Discussed PayPal's capital allocation strategy and priorities, including recent acquisitions</li> </ul>
<b>Governance</b>	
<b>Director Skills / Contributions</b>	<ul style="list-style-type: none"> <li>Appreciated diversity of the Board and discussed director selection process</li> <li>Discussed directors' commitments and ability to dedicate sufficient time to their responsibilities on the PayPal Board</li> </ul>
<b>Board Oversight</b>	<ul style="list-style-type: none"> <li>Discussed the Board's cybersecurity and privacy risk oversight responsibilities</li> <li>Discussed how the Board oversees human capital management, including key areas of focus</li> </ul>
<b>Environmental and Social Impact ("E&amp;S")</b>	
<b>E&amp;S Reporting</b>	<ul style="list-style-type: none"> <li>Appreciative of PayPal's commitment to and disclosure on diversity and inclusion</li> <li>Interested in discussing gender pay gap, including public disclosure</li> </ul>
<b>E&amp;S Initiatives</b>	<ul style="list-style-type: none"> <li>Interested in understanding PayPal's processes and infrastructure for overseeing privacy and security</li> <li>Asked about corporate culture and human capital management initiatives</li> <li>Gave positive feedback on PayPal's governance perception survey</li> <li>Discussed next steps in building out PayPal's E&amp;S strategy and program</li> </ul>
<b>Compensation</b>	
<b>CEO PSU Award</b>	<ul style="list-style-type: none"> <li>Expressed desire for clarification that the CEO PSU Award was "one-time"</li> <li>Appreciated further discussion of the rationale behind the size, structure and purpose of the CEO PSU Award</li> </ul>
<b>Executive Compensation Program</b>	<ul style="list-style-type: none"> <li>Generally supportive of our short- and long-term incentive program metrics</li> <li>Suggested potential enhancements in disclosure regarding individual performance goals and potential alternative metrics for consideration</li> </ul>

The Board has adopted Corporate Governance Guidelines to serve as a framework within which the Board conducts its business. Our Corporate Governance Guidelines, charters of our principal Board committees, our Code of Business Conduct and Ethics ("Code of Business Conduct"), and other key corporate governance documents and materials are available on our Investor Relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>.

The following sections provide an overview of PayPal's corporate governance practices.

## The Board's Role and Responsibilities

The Board is responsible for providing advice and oversight of the strategic and operational direction of the Company and overseeing its executive management to support the long-term interests of the Company and its stockholders.

### STRATEGIC OVERSIGHT

One of the Board's primary responsibilities is overseeing management's establishment and execution of the Company's strategy. The Board works with management to respond to the dynamically changing, competitive environment in which PayPal operates. At least quarterly, the CEO and senior executives provide detailed business and strategy updates to the Board. At least annually, the Board conducts an in-depth review of the Company's overall strategy. At these reviews, the Board engages with the senior leadership team and other business leaders regarding, among other topics, business objectives; the Company's budget, capital allocation plan, and financial and operating performance; the competitive landscape; product and technology updates; and potential acquisitions, investments and partnerships. The Board looks to the focused expertise of its committees to inform strategic oversight in their areas of focus.

## RISK OVERSIGHT

PayPal operates in over 200 markets globally in a rapidly evolving regulatory environment characterized by a heightened regulatory focus on all aspects of the payments industry and is subject to the risks inherent in the payments business and the industry. A sound risk management and oversight program is critical to the successful operation of our business and the protection of our Company, employees, customers and other stakeholders. Management is responsible for assessing and managing risk and views it as a top priority. The Board is responsible for overall risk assessment and management oversight and executes its responsibility directly and through its committees.

### Board of Directors

Overall responsibility for risk oversight and assessment of the Company

Below are the key measures taken by each Committee to oversee risk.

### Audit, Risk and Compliance Committee

The ARC Committee takes the following actions and reports to the full Board on a regular basis on the following matters:

- **Financial and Audit Risk:** The ARC Committee meets with the independent auditor, Chief Financial Officer, Chief Accounting Officer and other members of the management team quarterly, and on an as needed basis, including in executive sessions, to review the following:
  - Quality and integrity of the Company's financial statements and reports
  - Accounting and financial reporting practices
  - Audit of the Company's financial statements
  - Selection, qualifications, independence, and performance of the independent auditors
  - Effect of regulatory and accounting initiatives and application of new accounting standards
- **Enterprise-Wide Risk and Compliance:** The ARC Committee periodically reviews and approves the framework policy for the Enterprise Risk and Compliance Management ("ERCM") Program and other key risk management policies and takes the following actions:
  - Oversees and assesses the Company's overall risk framework and risk appetite framework, including risks associated with cybersecurity, information security, and privacy
  - Reviews policies and practices established by management to identify, assess, measure, and manage key current and emerging risks facing the Company
  - Meets with the management team quarterly, and on an as needed basis, to discuss key areas of enterprise risk and execution of risk management
  - Reviews with the Company's Chief Business Affairs and Legal Officer, Chief Risk Officer and Chief Compliance Officer, as applicable, significant legal, regulatory, or compliance matters that could have a material impact on our financial statements, business, or compliance policies
- **Internal Audit:** The ARC Committee meets with the Vice President, Risk and Internal Audit, quarterly, and on an as needed basis, including in executive sessions, to discuss the performance of the Company's internal audit function and independent auditor.

### Compensation Committee

The Compensation Committee takes the following actions and reports to the full Board on these matters on a regular basis:

- Oversees and reviews the risks associated with our compensation policies, plans, and programs
- Oversees regulatory compliance with respect to compensation matters
- Oversees succession planning as well as the recruitment and retention of key talent, pay equity, diversity and inclusion, and other key human capital management programs and initiatives

## Corporate Governance and Nominating Committee

The Governance Committee takes the following actions and reports to the full Board on these matters on a regular basis:

- Oversees and reviews the risks associated with our overall corporate governance framework
- Oversees the Company's ESG activities generally
- Oversees the Company's political contributions and expenditures and lobbying activities

Management's risk and compliance framework is designed to enable the ARC Committee to effectively oversee the Company's risk management practices and capabilities.

## Management's Risk and Compliance Framework

- The Company's risk management committees, including the Enterprise Risk Management Committee ("ERMC"), oversee the implementation and execution of the ERCM Program
- The ERMC is the highest-level risk management committee and is co-chaired by PayPal's Chief Risk Officer and the Head of Risk and Compliance Oversight who also serves as Chief Compliance Officer. The ERMC meets at least four times per calendar year; and reviews periodic reports from management regarding assessment of the effectiveness of the Company's ERCM Program, including
  - corrective actions taken by management to address significant risk and compliance matters
  - the progress of key risk or compliance initiatives
  - the implementation of risk and compliance management enhancements
- The ERCM Program sets forth the Company's programmatic approach to identifying, measuring, managing, monitoring, and reporting key risks facing our Company, including
 

– financial crime compliance	– information security	– capital structure
– regulatory compliance	– privacy	– strategic
– technology	– operational	– reputational risk
– cybersecurity	– credit	– business continuity

Management regularly reviews and discusses with the ARC Committee the overall effectiveness of, and ongoing enhancements to, the ERCM Program.

### CYBERSECURITY, INFORMATION SECURITY, AND PRIVACY

As a global payments company, PayPal is aware of the risks associated with our systems and the data with which we are entrusted. Trust in the security and safety of payments and protection of our customers' data are key foundations to our business. Our Board recognizes the importance of effective risk oversight and risk management, including with respect to cybersecurity, information security, and privacy-related risks and devotes significant time and attention to oversight of these risks.

PayPal routinely assesses the adequacy of our cybersecurity, information security, and privacy controls and overall reliability, resiliency, and effectiveness of our technology infrastructure. We expect to continue to invest significant resources to bolster our protections against cybersecurity threats and to continue to improve our overall technology infrastructure.

### BOARD AND COMMITTEE EVALUATIONS

Board and committee evaluations play a critical role in ensuring the effective functioning of our Board. The Board and its principal committees perform an annual self-evaluation to assess their performance and effectiveness and to identify opportunities to improve Board and committee performance. Each director completes a questionnaire that addresses Board and committee composition, organization, meetings and oversight responsibilities. In addition, our Chief Business Affairs and Legal Officer conducts a one-on-one interview with each Board member focused on: reviewing the Board's and its committees' performance over the prior year and identifying areas to improve Board effectiveness going forward. The Chief Business Affairs and Legal Officer reviews the questionnaires and anonymized interview responses with the full Board, and committee self-evaluation results are reviewed by each committee, in each case in executive session. The Governance Committee annually reviews the self-evaluation process to ensure that it is operating effectively.

### **DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

Our director orientation program familiarizes new directors with the Company's businesses, strategies, and policies, and assists them in developing the skills and knowledge required for their service on the Board and any committees on which they serve. All other directors are also invited to attend the orientation programs. From time to time, management provides, or invites outside experts to attend Board meetings to provide, educational briefings to the Board on business, corporate governance, regulatory and compliance, and other matters to help enhance skills and knowledge relevant to their service as a director of the Company. In addition, Board members may attend at the Company's expense accredited director education programs.

### **SUCCESSION PLANNING**

The Board recognizes the importance of effective executive leadership to PayPal's success and annually reviews executive succession planning. As part of this process, the Board reviews and discusses the capabilities of our senior leadership, as well as succession planning and potential successors for the CEO and our other executive officers. The process includes consideration of organizational and operational needs, competitive challenges, leadership/management potential and development, and emergency situations.

### **CODE OF BUSINESS CONDUCT AND ETHICS**

We expect our directors, officers, and employees to conduct themselves with the highest degree of integrity, ethics, and honesty. Our credibility and reputation depend upon the good judgment, ethical standards, and personal integrity of each director, officer, and employee. PayPal's Code of Business Conduct requires that our directors, executive officers, and all other employees disclose actual or potential conflicts of interest and recuse themselves from related decisions. Directors, executive officers and other employees are expected to avoid any activity that is or has the appearance of being a conflict of interest with the Company. This includes refraining from engaging in activities that compete with or are adverse to the Company, or that interfere with the proper performance of duties or responsibilities to the Company. In addition, our Code of Business Conduct restricts the use of confidential company information, company assets, or position at the Company for personal gain.

We regularly review the Code of Business Conduct and related policies to ensure that they provide clear guidance to our directors, executive officers, and employees. The Code of Business Conduct is available at <https://investor.paypal-corp.com/corporate-governance.cfm>. Concerns about accounting or auditing matters or possible violations of our Code of Business Conduct should be reported under the procedures outlined in the Code of Business Conduct.

## **Director Independence**

Under the listing standards of Nasdaq and our Corporate Governance Guidelines, the Board must consist of a majority of independent directors. Annually, each director completes a questionnaire designed to provide information to assist the Board in determining whether the director is independent under the listing standards of Nasdaq and our Corporate Governance Guidelines, and whether members of the ARC Committee and Compensation Committee satisfy additional Securities and Exchange Commission ("SEC") and Nasdaq independence requirements. The Board has adopted guidelines setting forth certain categories of transactions, relationships, and arrangements that it has deemed immaterial for purposes of making determinations regarding a director's independence, and the Board does not consider any of those transactions, relationships, and arrangements in determining director independence.

Based on its review, the Board has determined that each of the following directors is independent under the listing standards of Nasdaq and our Corporate Governance Guidelines and is free of any relationship that would interfere with his or her individual exercise of independent judgment: Mr. Adkins, Mr. Casares, Mr. Christodoro, Mr. Donahoe, Mr. Dorman, Ms. Johnson, Ms. McGovern, Ms. Messemer, Mr. Moffett, Ms. Sarnoff, and Mr. Yearly. Because Mr. Schulman is employed by PayPal, he does not qualify as independent.

The Board limits membership on its ARC Committee, Compensation Committee, and Governance Committee to independent directors. Our Corporate Governance Guidelines prohibit directors from serving on the board of directors, or as an officer, of another company that may cause a significant conflict of interest. Our Corporate Governance Guidelines also provide that any director who has previously been determined to be independent must inform the Chairman of the Board and our Corporate Secretary of any significant change in personal circumstances, including a change in principal occupation, change in professional roles and responsibilities or status as a member of the board of another public company, including retirement, as well as any change in circumstance that may cause his or her status as an independent director to change. The Governance Committee is advised of any such changes and makes a recommendation to the Board on the continued appropriateness of Board or committee membership of such director.

### **COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

None of the members of the Compensation Committee is or has been an employee of PayPal. None of our executive officers served on the board of directors or compensation committee of another entity which has an executive officer serving on the Board or the Compensation Committee.



## Board Leadership

In accordance with our Bylaws, our Board elects our Chairman of the Board and our CEO. Our Corporate Governance Guidelines provide that the Chairman and CEO roles should be held by separate individuals as an aid in the Board's oversight of management and to allow the CEO to focus primarily on management responsibilities. Our current Board leadership structure provides effective and independent oversight of management and the Company.

### Independent Chair



**John J. Donahoe**  
Independent Chair

- Mr. Donahoe has served as Chairman of the Board since PayPal became an independent public company in July 2015
- Mr. Donahoe was initially selected to serve as Chairman due to his unique insight on the Company from his prior role as President and CEO of eBay
- Based on its annual assessments, the Board concluded that Mr. Donahoe is an independent director under Nasdaq listing standards and our Corporate Governance Guidelines

#### **ROBUST INDEPENDENT CHAIRMAN RESPONSIBILITIES**

- Calls meetings of the Board and independent directors
- Sets the agenda for Board meetings in consultation with other directors, the CEO, and the corporate secretary
- Provides management with input as to the quality, quantity and timeliness of the flow of information that is necessary for the independent directors to effectively and responsibly perform their duties
- Chairs executive sessions of the independent directors
- Acts as a liaison between the independent directors and the CEO on sensitive issues
- Leads the full Board in the annual CEO performance evaluation
- Leads the Board in its review of the results of the annual self-evaluation process, including acting on director feedback as needed
- Conducts interviews with directors in connection with the director nomination process set forth in the Corporate Governance Guidelines section entitled "Nomination of Directors"

## Board Committees

The Board has three principal standing committees: the Audit, Risk and Compliance (“ARC”) Committee, the Compensation Committee, and the Governance and Nominating Committee (“Governance Committee”). Each committee has a written charter which addresses, among other matters, the committee’s purposes and policy, composition and organization, duties and responsibilities and meetings and is available in the governance section of our Investor Relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>. The table below provides the current membership for each principal Board committee.

	ARC Committee	Compensation Committee	Governance Committee
Rodney C. Adkins	Member	—	Member
Wences Casares	—	Member	—
Jonathan Christodoro	—	Member	Member
John J. Donahoe	—	—	—
David W. Dorman	—	Chair	Member
Belinda J. Johnson	Member	—	—
Gail J. McGovern	—	Member	Chair
Deborah M. Messemer	Member*	—	—
David M. Moffett	Chair*	—	—
Ann M. Sarnoff	Member	—	—
Daniel H. Schulman	—	—	—
Frank D. Yearly	Member	—	—

\* Audit Committee Financial Expert

## OUTSIDE ADVISORS

The Board may retain outside legal, accounting, or other advisors as it deems necessary or appropriate at the Company’s expense and without obtaining management’s consent. Each principal committee of the Board may also retain outside legal or other advisors as it deems necessary or appropriate, at the Company’s expense and without obtaining the Board’s or management’s consent.

Below is a description of each principal committee of the Board.

## Audit, Risk and Compliance (“ARC”) Committee

**Chair:** David M. Moffett



**Other Members:**

Rodney C. Adkins  
Belinda J. Johnson  
Deborah M. Messemer  
Ann M. Sarnoff  
Frank D. Yeary

**Committee Meetings  
in 2019:** 10

**Primary Responsibilities**

Provide assistance and guidance to the Board in fulfilling its oversight responsibilities with respect to:

- PayPal’s corporate accounting and financial reporting practices and the audit of PayPal’s financial statements;
- The independent auditors, including their qualifications and independence;
- The performance of PayPal’s internal audit function and independent auditor;
- The quality and integrity of PayPal’s financial statements and reports;
- Reviewing and approving all audit engagement fees and terms, as well as all non-audit engagements with the independent auditor;
- Producing the Audit Committee Report for inclusion in our proxy statement;
- PayPal’s overall risk framework and risk appetite framework, including risks associated with cybersecurity, information security and privacy; and
- PayPal’s compliance with legal and regulatory obligations.

**Independence**

The Board has determined that each member of the ARC Committee meets the independence requirements of Nasdaq and the SEC and otherwise satisfies the requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The Board has also determined that each member of the ARC Committee is financially literate, and that Mr. Moffett and Ms. Messemer are each an “audit committee financial expert” as defined by SEC rules.

## Compensation Committee

**Chair:** David W. Dorman



**Other Members:**

Wences Casares  
Jonathan Christodoro  
Gail J. McGovern

**Committee Meetings  
in 2019:** 6

**Primary Responsibilities**

- Review and approve the overall strategy for employee compensation and all compensation programs applicable to non-employee directors and executive officers;
- Annually review and approve corporate goals and objectives relevant to the compensation of the CEO and evaluate the CEO’s performance;
- Review, determine and approve the compensation for the CEO and our other executive officers;
- Review and discuss the Compensation Discussion and Analysis contained in our proxy statement and prepare the Compensation Committee Report for inclusion in our proxy statement and our Annual Report on Form 10-K;
- Review diversity and inclusion and pay equity efforts as part of human capital management and corporate culture oversight responsibilities;
- Review and consider the results of any advisory stockholder votes on named executive officer compensation; and
- Oversee and monitor compliance with the Company’s stock ownership guidelines applicable to non-employee directors and executive officers.
- The charter of the Compensation Committee permits the Compensation Committee, in its discretion, to delegate all or a portion of its duties and responsibilities to a subcommittee or any member of the Compensation Committee or, subject to applicable law, listing standards and the terms of the charter, any officer(s) of the Company.

**Independence**

The Board has determined that each member of the Compensation Committee meets the independence requirements of Nasdaq and the SEC.

Additionally, the Compensation Committee assesses on an annual basis the independence of its compensation consultant and other compensation advisers. Additional disclosure regarding the role of the Compensation Committee in compensation matters, including the role of consultants in compensation decisions, can be found below under the section “Compensation Discussion and Analysis — Other Compensation Practices and Policies — Roles and Responsibilities — Compensation Consultant.”

## Governance Committee

**Chair:** Gail J. McGovern



**Other Members:**

Rodney C. Adkins  
Jonathan Christodoro  
David W. Dorman

**Committee Meetings  
in 2019:** 4

**Primary Responsibilities**

- Make recommendations to the Board as to the appropriate size of the Board or any Board committee;
- Identify individuals believed to be qualified to become Board members;
- Make recommendations to the Board on potential Board and Board committee members, whether as a result of any vacancy (including a vacancy created by an increase in the size of the Board) or as part of the annual election cycle, taking into consideration the criteria set forth in the “Composition of the Board” section of the Corporate Governance Guidelines;
- Review our Corporate Governance Guidelines at least annually;
- Establish procedures to exercise oversight of the evaluation of the Board and management;
- Lead an annual evaluation of the Board and senior management;
- General oversight of the Company’s ESG activities; and
- Review and discuss with management, at least annually, PayPal’s political contributions and expenditures, and lobbying activities.

**Independence**

The Board has determined that each member of the Governance Committee meets the independence requirements of Nasdaq.

## Board and Committee Meetings and Attendance

Our Board typically holds eight regularly scheduled meetings in addition to special meetings scheduled as appropriate. At each regularly scheduled quarterly, in-person Board meeting, a member of each principal Board committee reports on any significant matters addressed by the committee since the last quarterly, in-person Board meeting. In addition, the independent directors have the opportunity to meet without our management or the other directors as part of each regularly scheduled Board meeting. The Board expects that its members will rigorously prepare for, attend and participate in, all Board and applicable Board committee meetings.

Our Board met seven times during 2019. Each director nominee who served in 2019 attended at least 75% of all of our Board meetings and committee meetings for committees on which he or she served in 2019.

All directors are encouraged to attend the Annual Meeting. Last year, 11 of the 12 directors serving on our Board at the time of our 2019 Annual Meeting of Stockholders attended that meeting.

## Related Person Transactions

### RELATED-PERSON TRANSACTION POLICY

Our Board has adopted a written related-person transaction policy governing the review and approval of related person transactions. The policy, which is administered by the ARC Committee, applies to any transaction or series of transactions in which (1) the Company or its consolidated subsidiary is a participant, (2) the amount involved is or is reasonably expected to be more than \$120,000, and (3) a related person under the policy has a direct or indirect material interest. The policy defines a “related person” to include directors, director nominees, executive officers, beneficial owners of more than 5% of PayPal’s outstanding common stock or an immediate family member of any of these persons.

Under the policy, transactions requiring review are referred to the ARC Committee for pre-approval, ratification or other action. Management will provide the ARC Committee with a description of any related-person transaction proposed to be approved or ratified. This description will include the terms of the transaction, the business purpose of the transaction, and the benefits to PayPal and to the relevant related person. In determining whether to approve or ratify a related-person transaction, the ARC Committee will consider the following factors:

- whether the terms of the transaction are fair to the Company, and at least as favorable to the Company as would apply if the transaction did not involve a related person;
- whether there are demonstrable business reasons for the Company to enter into the transaction;
- whether the transaction would impair the independence of an outside director under the Company’s director independence standards; and

- whether the transaction would present an improper conflict of interest for any director or executive officer, taking into account the size of the transaction, the overall financial position of the related person, the direct or indirect nature of the related person's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the committee deems relevant.

The Company also has practices that address potential conflicts in circumstances where a non-employee director is a control person of one or more investment funds that desires to make an investment in or acquire a company that may compete with one of the Company's businesses. Under those circumstances, the director is required to notify the Company's CEO and Chief Business Affairs and Legal Officer of the proposed transaction, and the Company's CEO and Chief Business Affairs and Legal Officer then assess the nature and degree to which the investee company is competitive with one of the Company's businesses, as well as the potential overlaps between the Company and the investee company. If the Company's CEO and Chief Business Affairs and Legal Officer determines that the competitive situation and potential overlaps between PayPal and the investee company are acceptable, approval of the transaction by the Company would be conditioned upon the director agreeing to certain limitations (including refraining from joining the board of directors of, serving as an advisor to, or being directly involved in the business of the investee company or conveying any confidential or proprietary information regarding the investee company to the Company or regarding the Company's line of business with which the investee competes to the investee company, abstaining from being the primary decision-maker for the investment fund with respect to the investee company, recusing himself/herself from portions of investee company meetings that cover confidential competitive information reasonably pertinent to the Company's lines of business with which the investee company competes and agreeing to any additional limitations deemed to be reasonably necessary or appropriate by the Company's CEO or Chief Business Affairs and Legal Officer as circumstances change). All transactions by investment funds in which a non-employee director is a control person also remain subject in all respects to the Board's written policy for the review of related person transactions, discussed above.

#### **TRANSACTIONS WITH RELATED PERSONS**

Two immediate family members of Gary Marino, our former Executive Vice President, Chief Commercial Officer, were employed by the Company during 2019. Mr. Marino's son, Steve Marino, is a senior project manager in credit technology and received total compensation of approximately \$392,056 in 2019. Mr. Marino's daughter-in-law (and Steve Marino's spouse), Kerri Marino, is a marketing manager and received total compensation of approximately \$146,799 in 2019. Both Steve Marino and Kerri Marino received standard benefits applicable to similarly situated employees. These related person transactions were approved by the ARC Committee.

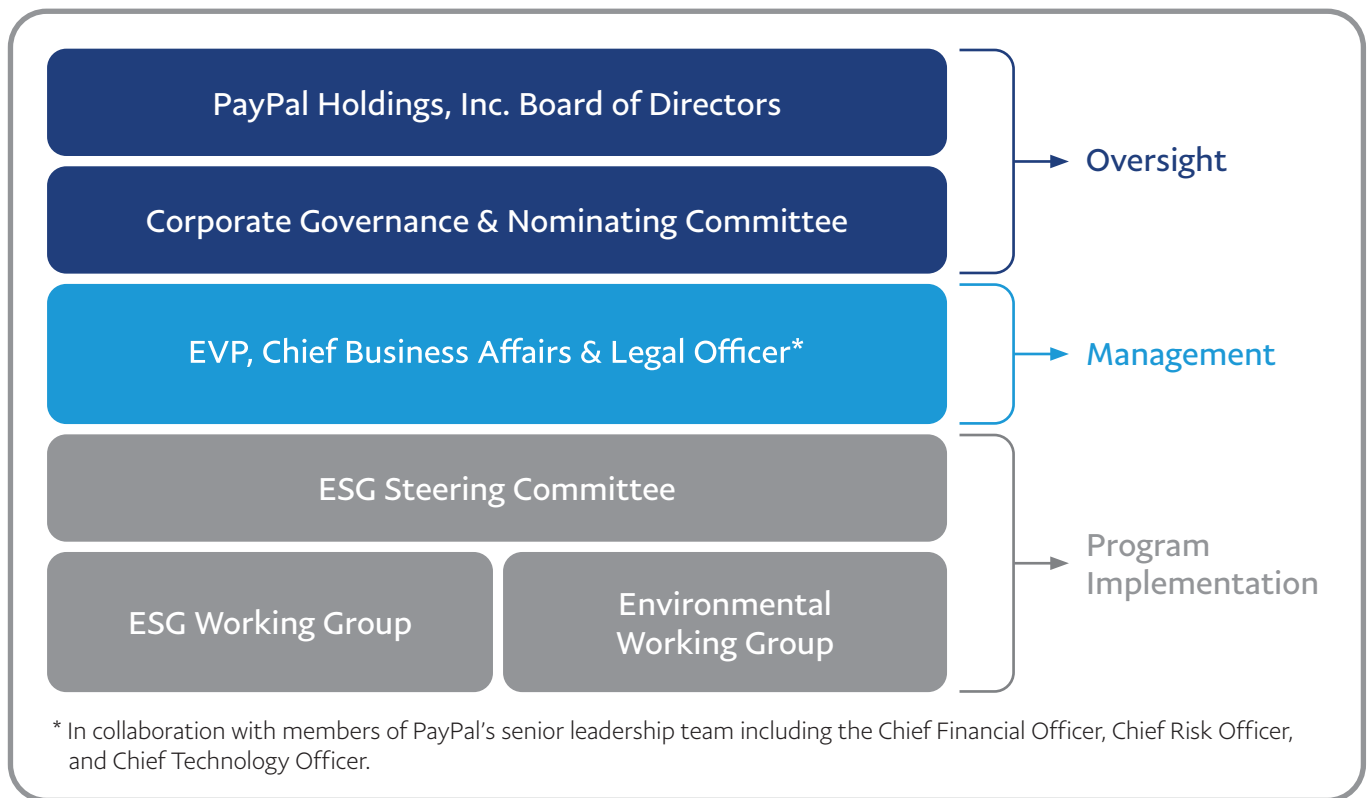
The charter of the ARC Committee requires it to review and approve all related person transactions that are required to be disclosed under Item 404(a) of Regulation S-K. There were no transactions required to be reported in this proxy statement since the beginning of fiscal 2019 where our written related-person transaction policy did not require review, approval or ratification or where this policy was not followed.

# ESG Oversight and Highlights

PayPal recognizes its responsibility as a global citizen to operate in a responsible and sustainable manner aligned with our mission to build a more financially inclusive and interconnected world. The Company remains focused on managing material environmental, social, and governance (ESG) factors that support its values-led culture based on Collaboration, Inclusion, Innovation, and Wellness. The management of key non-financial risks and opportunities such as global talent recruitment, retention, and development, as well as workforce inclusion, social innovation, environmental sustainability, and responsible business practices are essential components of the Company’s long-term performance and strategy.

## ESG Governance Structure

The oversight, executive management, and program implementation of the Company’s ESG efforts are structured to ensure these topics are integrated into the foundation of its strong governance framework. The Company established quarterly briefings for Board Committees and Senior Leadership on ESG topics and recently began at least annual discussions with a subcommittee of the Company’s ERM to discuss current and emerging ESG-related risk topics.



## Priority ESG Programs & Progress

In the Company’s annual ESG report, the *Global Impact Report*, PayPal highlights its programs and progress on key ESG topics:

- **Social Innovation** – including reporting on annual social impact metrics, product and service enhancements, research and thought leadership, and partnerships to improve financial health, power charitable giving and strengthen local communities
- **Employees and Culture** – including executing an effective human capital management strategy to support the recruitment, retention and development of our workforce, and diversity and inclusion metrics and initiatives that demonstrate our commitment to equality and inclusion
- **Environmental Sustainability** – including responsibly managing our resources, addressing climate change, and improving our water and waste management practices
- **Responsible Business Practices** – including establishing policies and practices to safeguard trust, ensuring ethical and compliant business operations, and securing and protecting customer information

Social Innovation	Employees & Culture	Environmental Sustainability	Responsible Business Practices								
<ul style="list-style-type: none"> <li>Reached \$10B+ in funding to 225K+ small &amp; medium businesses since inception</li> <li>Expanded Xoom services to 130+ markets, aligned with UN SDG Goal 10 to reduce inequalities</li> </ul>	<ul style="list-style-type: none"> <li>Instituted diverse hiring policy for every open position Director-level and above</li> <li>Established supplier diversity program to identify/increase use of diverse businesses</li> </ul>	<ul style="list-style-type: none"> <li>Made progress towards setting a science-based company-wide ESG emissions goal</li> <li>Revised our Environmental Sustainability Policy in accordance with ISO 14001 and other relevant standards</li> </ul>	<ul style="list-style-type: none"> <li>Partnered with Polaris to create Financial Intelligence Unit to combat human trafficking</li> <li>Established a robust third-party code of conduct that includes requirements for sustainability, human rights, business ethics, etc.</li> </ul>								
<p><b>Funds Raised by Charities</b></p> <table border="1"> <thead> <tr> <th>Year</th> <th>Funds Raised</th> </tr> </thead> <tbody> <tr> <td>2017</td> <td>\$8.5B</td> </tr> <tr> <td>2018</td> <td>\$9.6B</td> </tr> <tr> <td>2019</td> <td>\$10.3B</td> </tr> </tbody> </table>	Year	Funds Raised	2017	\$8.5B	2018	\$9.6B	2019	\$10.3B	<p>100% global gender pay equity</p> <p>100% U.S. ethnic pay equity</p>	<p>2019 Progress: ~65% of owned/leased data centers were matched with renewable energy</p> <p>Goal: 100% renewable energy use in data centers by 2023</p>	<p>All employees complete annual compliance and ethics training</p>
Year	Funds Raised										
2017	\$8.5B										
2018	\$9.6B										
2019	\$10.3B										

## Global Talent Strategy

The Company recognizes the fundamental importance of ensuring we attract, recruit, retain, and develop top global talent in order to create innovative products and services for our customers. Our ability to deliver on our mission to democratize financial services starts by building a global team of diverse employees that reflect the communities where we work and live, and the diversity of the customers we serve. PayPal’s human capital management strategy focuses on the whole employee lifecycle, follows a pay-for-performance compensation program and provides employees with comprehensive benefits and opportunities for advancement. The Company established regular reporting mechanisms and employee engagement surveys for formal performance reviews and informal peer feedback to recognize key talent and build a culture of continuous improvement. PayPal’s concerted efforts to create an enduring culture of total wellness is foundational to executing on an effective business strategy.

## Consideration of Industry Trends & Stakeholder Feedback

The Company continuously assesses industry trends, research and standards such as the Sustainable Accounting Standards Board (SASB), UN Sustainable Development Goals (SDGs), Taskforce for Climate Related Financial Disclosures (TCFD) and other frameworks in the development and execution of its ESG strategy. For example, the Company provided an initial high-level mapping to the 17 SDGs and continues to refine its approach to integrating these international standards into its strategies and disclosures.

PayPal also receives regular feedback from investors, employees, regulators, customers, and other stakeholders for consideration as the Company continues to develop its ESG reporting and strategy efforts. In 2019, the Company conducted an industry-leading governance perception survey to better understand how global investors consider ESG information in their decision-making and engagement strategies, current perspectives of PayPal’s ESG performance, and recommendations for future activities. The Company engaged with 24 investors with approximately \$4.2 trillion in assets under management from North America, Europe, and Asia. These results will play a critical role as PayPal conducts its inaugural ESG materiality/prioritization assessment and enhances its disclosures and initiatives.

As we continue to evolve our ESG efforts, we’re committed to sharing progress through subsequent reports and updates. For further information and to access the *Global Impact Report*, visit: <https://www.paypal.com/us/webapps/mpp/globalimpact>.

## Information About Our Executive Officers

Our executive officers are elected annually by the Board and serve at the discretion of the Board. Set forth below is information regarding our executive officers as of the Record Date.

Name	Age	Position	Biography
Daniel H. Schulman	62	President and Chief Executive Officer	Mr. Schulman's biography is set forth on page 22 under the heading "Proposal 1 — Election of Directors — Director Nominees."
Peggy Alford	48	Executive Vice President, Global Sales	<p>Ms. Alford has served as Executive Vice President of Global Sales since March 2020. From March 2019 to March 2020, she served as Senior Vice President, Core Markets. From September 2017 to February 2019, Ms. Alford served as Chief Financial Officer and Head of Operations for the Chan Zuckerberg Initiative, a philanthropic organization. Ms. Alford previously held a variety of senior positions at PayPal from May 2011 to August 2017, including Vice President, Chief Financial Officer of Americas, Global Customer and Global Credit, and Senior Vice President of Human Resources, People Operations and Global Head of Cross Border Trade.</p> <p>From 2007 to 2011, Ms. Alford served as President and General Manager of Rent.com, an eBay Inc. company, and also served as its Chief Financial Officer from October 2005 to March 2009. From 2002 to 2005, Ms. Alford served as Marketplace Controller and Director of Accounting Policy at eBay. Ms. Alford serves on the Board of Directors of the Macerich Company since June 2018 and Facebook, Inc. since May 2019.</p>
Jonathan Auerbach	57	Executive Vice President, Chief Strategy, Growth and Data Officer	<p>Mr. Auerbach has served PayPal as Executive Vice President, Chief Strategy, Growth and Data Officer since January 2018. From September 2016 to January 2018, he served as Executive Vice President, Chief Strategy and Growth Officer. From July 2015 to September 2016, he served as Senior Vice President, Chief Strategy and Growth Officer.</p> <p>Mr. Auerbach was the CEO of Group Digital Life at Singapore Telecommunication Limited (Singtel), a telecommunications company, from September 2014 to May 2015, where he led the company's global portfolio of digital businesses as well as its venture fund. From 1987 through 2014, Mr. Auerbach was a management consultant and held a variety of executive roles with McKinsey &amp; Company, a global management consulting firm.</p>
Mark Britto	55	Executive Vice President, Chief Product Officer	<p>Mr. Britto has served PayPal as Executive Vice President, Chief Product Officer since March 2020. From February 2019 to March 2020, he served as Executive Vice President of Global Sales and Credit. From July 2017 until his appointment to his current position, Mr. Britto served as PayPal's Senior Vice President of Global Credit and Markets.</p> <p>From January 2009 until joining PayPal in 2017, he was co-founder and CEO of Boku, Inc., the world's largest independent carrier billing company. Prior to Boku, Mr. Britto served as CEO of Ingenio, a service marketplace and performance advertising company, which he led to a 2007 acquisition by AT&amp;T. Mr. Britto served for four years as Senior Vice President of Worldwide Services and Sales at Amazon following the acquisition in 1999 of his first company, Accept.com, which served as the primary backbone of Amazon's global payments platform. Mark began his career in senior credit and risk management roles at leading national banks First USA and Bank of America. Mr. Britto currently serves as non-executive Chairman of Boku, Inc.</p>



Name	Age	Position	Biography
Aaron Karczmer	48	Chief Risk Officer and Executive Vice President, Risk and Platforms	<p>Mr. Karczmer has served PayPal as Chief Risk Officer and Executive Vice President, Risk and Platforms since March 2020. From April 2017 to March 2020, he served as Chief Risk Officer and Executive Vice President, Risk, Regulatory and Protection Services. From September 2016 to March 2017, he served as Senior Vice President, Chief Compliance and Ethics Officer. From May 2016 to September 2016, he served as Senior Vice President, Chief Compliance Officer.</p> <p>From 2013 to April 2016, he served as Senior Vice President, Deputy Chief Compliance Officer and Head of Global Financial Crime Compliance of American Express, a financial services company. From May 2011 to January 2013, he served as Vice President, Principal Compliance Leader, Enterprise Growth and Enterprise Compliance Risk Management of American Express. From September 2007 to May 2011, he served as Vice President, Financial Intelligence Unit — AML Enterprise Surveillance, Investigations &amp; Technology of American Express.</p>
Louise Pentland	47	Executive Vice President, Chief Business Affairs and Legal Officer	<p>Ms. Pentland has served PayPal as Executive Vice President, Chief Business Affairs and Legal Officer since September 2016. From September 2015 to September 2016, she served as Senior Vice President, Chief Legal Officer and Secretary. From July 2015 to September 2015, she served as Senior Vice President, General Counsel and Secretary.</p> <p>Ms. Pentland was previously the Executive Vice President and Chief Legal Officer at Nokia Corporation, a multinational communications and information technology company, from July 2008 to July 2014. Ms. Pentland also serves on the Board of Directors of Hitachi Ltd.</p>
John D. Rainey	49	Chief Financial Officer, Executive Vice President, Global Customer Operations	<p>Mr. Rainey has served PayPal as its Chief Financial Officer and Executive Vice President, Global Customer Operations since January 2018. From September 2016 to January 2018, he served as Executive Vice President, Chief Financial Officer. From August 2015 to September 2016, he served as Senior Vice President, Chief Financial Officer.</p> <p>From April 2012 to July 2015, he served as Executive Vice President and Chief Financial Officer at United Continental Holdings, Inc., an airline holding company. Mr. Rainey also served as Chief Financial Officer and Executive Vice President of United Airlines, an airline company, from April 2012 to August 2015. From October 2010 to April 2012, Mr. Rainey was Senior Vice President of Financial Planning and Analysis at United Continental Holdings, Inc. Mr. Rainey serves on the board of directors of Nasdaq, Inc.</p>

## Stock Ownership Information

The following tables set forth certain information known to us with respect to (1) each stockholder known to us to be the beneficial owner of 5% or more of our common stock as of December 31, 2019, and (2) the beneficial ownership of our common stock by each director and director nominee, by each executive officer named in the 2019 Summary Compensation Table, and by all executive officers and directors (including nominees) as a group as of the Record Date. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated in the footnotes to these tables, the entities and persons named in the tables have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable.

### Five Percent Owners of Common Stock

Name and Mailing Address	Shares Beneficially Owned	
	Number	Percent
The Vanguard Group <sup>1</sup> 100 Vanguard Blvd., Malvern, PA 19355	93,255,613	7.94%
BlackRock, Inc. <sup>2</sup> 55 East 52 <sup>nd</sup> Street, New York, NY 10055	74,091,392	6.30%
FMR LLC <sup>3</sup> 245 Summer Street, Boston, MA 02210	60,521,481	5.15%

<sup>1</sup> Based solely on information on Schedule 13G/A (Amendment No. 4) filed with the SEC on February 12, 2020. The Vanguard Group and certain related entities have sole voting power of 1,798,970 shares of the Company's common stock, shared voting power of 299,761 shares of the Company's common stock, sole dispositive power of 91,258,276 shares of the Company's common stock, and shared dispositive power of 1,997,337 shares of the Company's common stock.

<sup>2</sup> Based solely on information on Schedule 13G/A (Amendment No. 2) filed with the SEC on February 5, 2020. BlackRock, Inc. has sole voting power of 63,211,723 shares of the Company's common stock, and sole dispositive power of 74,091,392 shares of the Company's common stock.

<sup>3</sup> Based solely on information on Schedule 13G/A (Amendment No. 2) filed with the SEC on February 7, 2020. FMR LLC has sole voting power of 11,682,078 shares of the Company's common stock and sole dispositive power of 60,521,481 shares of the Company's common stock.

### Security Ownership of Executive Officers and Directors

Name <sup>(1)</sup>	Shares Beneficially Owned <sup>(2)</sup>	
	Number	Percent
Daniel H. Schulman	596,803	*
John D. Rainey	107,845	*
Jonathan Auerbach <sup>3</sup>	223,000	*
Aaron Karczmer	33,469	*
Louise Pentland	52,907	*
Rodney C. Adkins	15,987	*
Wences Casares	22,213	*
Jonathan Christodoro	21,765	*
John J. Donahoe	53,768	*
David W. Dorman	41,506	*
Belinda J. Johnson	15,343	*
Gail J. McGovern	17,285	*
Deborah M. Messemer	3,503	*
David M. Moffett	74,642	*
Ann M. Sarnoff	14,553	*
Frank D. Yeary	25,305	*
All directors and executive officers as a group (18 persons) <sup>4</sup>	1,431,625	*

\* Less than one percent

- <sup>1</sup> c/o PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131.
- <sup>2</sup> Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of March 27, 2020, and restricted stock units (“RSUs”) that are scheduled to vest within 60 days of March 27, 2020 are deemed to be outstanding for the purpose of computing the percentage ownership of the person holding those options or RSUs, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person. The percentage of beneficial ownership is based on 1,172,891,077 shares of common stock outstanding as of March 27, 2020.
- <sup>3</sup> Mr. Auerbach is our Executive Vice President, Chief Strategy, Growth and Data Officer. Includes 81,498 shares Mr. Auerbach has the right to acquire pursuant to outstanding options exercisable within 60 days of March 27, 2020.
- <sup>4</sup> Includes 81,498 shares subject to options exercisable within 60 days of March 27, 2020, and 21,968 RSUs scheduled to vest within 60 days of March 27, 2020.

## Proposal 2: Advisory Vote to Approve Named Executive Officer Compensation

In accordance with the requirements of Section 14A of the Exchange Act, we are asking our stockholders to vote on an advisory basis to approve the compensation paid to our NEOs (“say-on-pay”), as described in the Compensation Discussion and Analysis and the compensation table sections of this proxy statement.

As discussed in the Compensation Discussion and Analysis, the Compensation Committee is committed to an executive compensation program that creates transparent and simple programs that appropriately incentivize our executives, align with stockholder interests and external expectations, and enable us to effectively compete for and win top talent and to build the strongest possible leadership team for PayPal. The Compensation Committee believes that the goals of our executive compensation program are appropriate and that the program is properly structured to achieve those goals. In deciding how to vote on this proposal, the Board encourages you to read the Compensation Discussion and Analysis and the compensation table sections of this proxy statement.

The Board recommends that stockholders vote “FOR” the following resolution:

“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Company’s Proxy Statement for the 2020 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2019 Summary Compensation Table, and the other related tables and disclosures.”

This “say-on-pay” vote is advisory, and therefore not binding on the Company, the Board, or the Compensation Committee. However, the Board and the Compensation Committee value the opinions of our stockholders and will take into account the outcome of this vote in considering future compensation arrangements. We hold our advisory “say-on-pay” vote every year and expect that the next “say-on-pay” vote will occur at PayPal’s 2021 annual meeting of stockholders.

The Board recommends a vote **FOR** Proposal 2.



## Letter from the Compensation Committee

Dear PayPal Stockholders:

In 2019, we took tangible, important steps toward fulfilling our mission to provide consumers around the world with access to affordable financial services and improve global financial health. Over the course of the year, we meaningfully enhanced and expanded the PayPal platform, strengthened our value proposition for consumers and merchants, increased our international scope and scale and announced transformative strategic acquisitions, investments and commercial agreements. As a result, PayPal achieved record active user growth and ended the year with record results across numerous key customer and financial metrics.

The Compensation Committee strives to maintain an executive compensation program that aligns with the key drivers of profitable and sustainable short-term and long-term growth and value creation for our stockholders, as well as our mission, vision, and values – an approach that we believe will reward our stockholders for their decision to invest in PayPal.

We believe that the executive compensation program should evolve to reflect changes in our corporate strategy and competitive environment. Accordingly, we actively evaluate PayPal's pay structures each year and we continue to make changes over time aligned with the Company's strategic objectives. Our current compensation program reflects this careful assessment.

Given our strong focus on maintaining a compensation program that tightly aligns with stockholders' interests, we took into consideration the input gathered through direct conversations with our investors and employees, and the results of our annual say-on-pay vote. Through extensive discussions with our stockholders both leading up to and following our 2019 Annual Meeting, it became clear that stockholders who voted against our 2019 say-on-pay proposal were concerned primarily about the possibility of the continued use of one-time awards to the CEO. While stockholders were generally supportive of the rationale for the performance-based restricted stock unit award granted to the CEO in April 2018 (the "CEO PSU Award") and appreciated the stockholder-aligned safeguards established by the Compensation Committee for that specific award (as discussed in our proxy statement last year), they indicated that they wanted reassurance that the CEO PSU Award to Mr. Schulman would truly be one-time in nature.

When discussing the terms and structure of the CEO PSU Award at the time it was approved, the Compensation Committee's clear expectation was that the grant would be a one-time occurrence, and that no other such supplemental grant would be made to Mr. Schulman going forward. We have formally affirmed that commitment in this proxy statement. **The Compensation Committee has committed not to grant any special awards to Mr. Schulman outside of the regular compensation program for the remainder of his employment with the Company.**

In addition to this commitment, we have continued to enhance our disclosure throughout the Compensation Discussion & Analysis, with additional information provided regarding our incentive plan metrics and results, consistent with feedback gathered through our ongoing dialogue with our stockholders.

PayPal is at the forefront of the digital payments revolution, and our growth strategy is designed to keep us in a position of leadership. The Compensation Committee remains focused on ensuring strong alignment between our strategic goals and our executive compensation program to drive long-term stockholder value creation.

The Compensation Committee of the Board of Directors

David W. Dorman (Chair)  
Wences Casares  
Jonathan Christodoro  
Gail J. McGovern

# Compensation Discussion and Analysis

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## Named Executive Officers

This Compensation Discussion and Analysis (“CD&A”) describes the material compensation elements for each of PayPal’s named executive officers (“NEOs”) and provides an overview of our executive compensation policies and practices applicable to our NEOs.

### 2019 NEOs

Daniel H. Schulman	President and Chief Executive Officer (our “CEO”)
John D. Rainey	Chief Financial Officer and Executive Vice President, Global Customer Operations
Jonathan Auerbach	Executive Vice President, Chief Strategy, Growth and Data Officer
Aaron Karczmer	Chief Risk Officer and Executive Vice President, Risk and Platforms
Louise Pentland	Executive Vice President, Chief Business Affairs and Legal Officer
William J. Ready <sup>1</sup>	Former Executive Vice President, Chief Operating Officer

<sup>1</sup> Pursuant to a planned transition announced in June 2019, Mr. Ready stepped down from his role as Executive Vice President, Chief Operating Officer of the Company, effective as of July 15, 2019, and his employment with the Company terminated as of December 31, 2019.

## Executive Summary

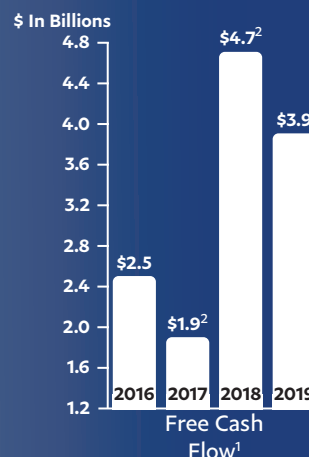
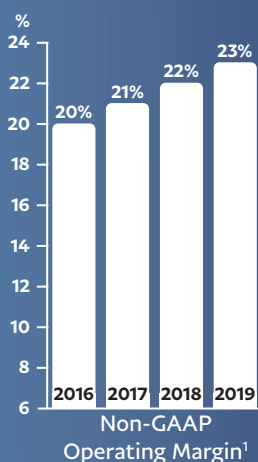
### 2019 Performance Highlights

In 2019, we delivered another year of strong performance. We meaningfully improved and expanded the PayPal platform, strengthened our value proposition for consumers and merchants, expanded our international scope and scale, and announced transformative, strategic acquisitions, investments, and commercial agreements. We added more than 37 million net new active accounts, and ended the year with 305 million active accounts. Engagement grew to an average of 40.6 transactions per active account as we extended our platform capabilities around the world, launched innovative strategic relationships with some of the world’s largest marketplaces and platforms, and deepened our partnerships with financial institutions while continuing to invest in our business.

Through our acquisition of a 70% equity interest in Guofubao Information Technology Co., Ltd. (GoPay) (the “GoPay Acquisition”), PayPal became the first foreign payments platform to be licensed to provide online payments services in China. We believe that our acquisition of Honey Science Corporation (“Honey”) (the “Honey Acquisition”) enables PayPal’s entry into the earliest stages of customers’ commerce experience, enhances our value proposition for both consumers and merchants, and allows us to significantly deepen our engagement and play a more meaningful role in the daily lives of our customers.

The following summarizes our key financial and operational performance results for 2019. We use certain of these key metrics as the performance measures in our incentive compensation programs and believe these measures help to align the interests of our executives with those of our stockholders.

### Performance Highlights



Creating Value for our Stockholders:  
Revenue grew **15%** on an FX-Neutral Basis



Expanding Our Base:  
Active Accounts of **305 Million** **Up 14%** from 2018



Driving Customer Engagement:  
**12.4 Billion** Payment Transactions **Up 25%** from 2018



Gaining Share:  
Total Payment Volume of **\$712 Billion** **Up 23%** from 2018

<sup>1</sup> Non-GAAP operating margin and free cash flow are two of the performance metrics used in our incentive compensation program. Non-GAAP operating margin and free cash flow are not financial measures prepared in accordance with generally accepted accounting principles (“GAAP”). For information on how we compute these non-GAAP financial measures and a reconciliation to the most directly comparable financial measures prepared in accordance with GAAP, please refer to “Appendix A – Reconciliation of non-GAAP Financial Measures” in this proxy statement.

<sup>2</sup> Free Cash Flow for 2017 and 2018 reflects the impact of held for sale accounting treatment in connection with the sale of the Company’s U.S. consumer credit receivables portfolio, which reduced free cash flow for 2017 by approximately \$1.3 billion and increased free cash flow for 2018 by approximately \$1.4 billion. Normalizing for this impact, free cash flow for 2017 and 2018 would have been approximately \$3.2 billion and \$3.3 billion, respectively.

Highlights:

- Our three-year total stockholder return\* was 174.1%, and our one-year total stockholder return\*\* was 28.6%.
- Our engagement grew 10% year over year to an average of 40.6 transactions per active account.
- Venmo delivered over \$102 billion in total payment volume in 2019, and ended the year with over 52 million active accounts.
- We accessed the debt capital markets for the first time and raised \$5 billion in debt financing.
- We continued to partner with many of the largest and most influential companies in finance, retail and technology.

\* Measured from December 30, 2016 to December 31, 2019

\*\* Measured from December 31, 2018 to December 31, 2019



# Executive Compensation Program Design

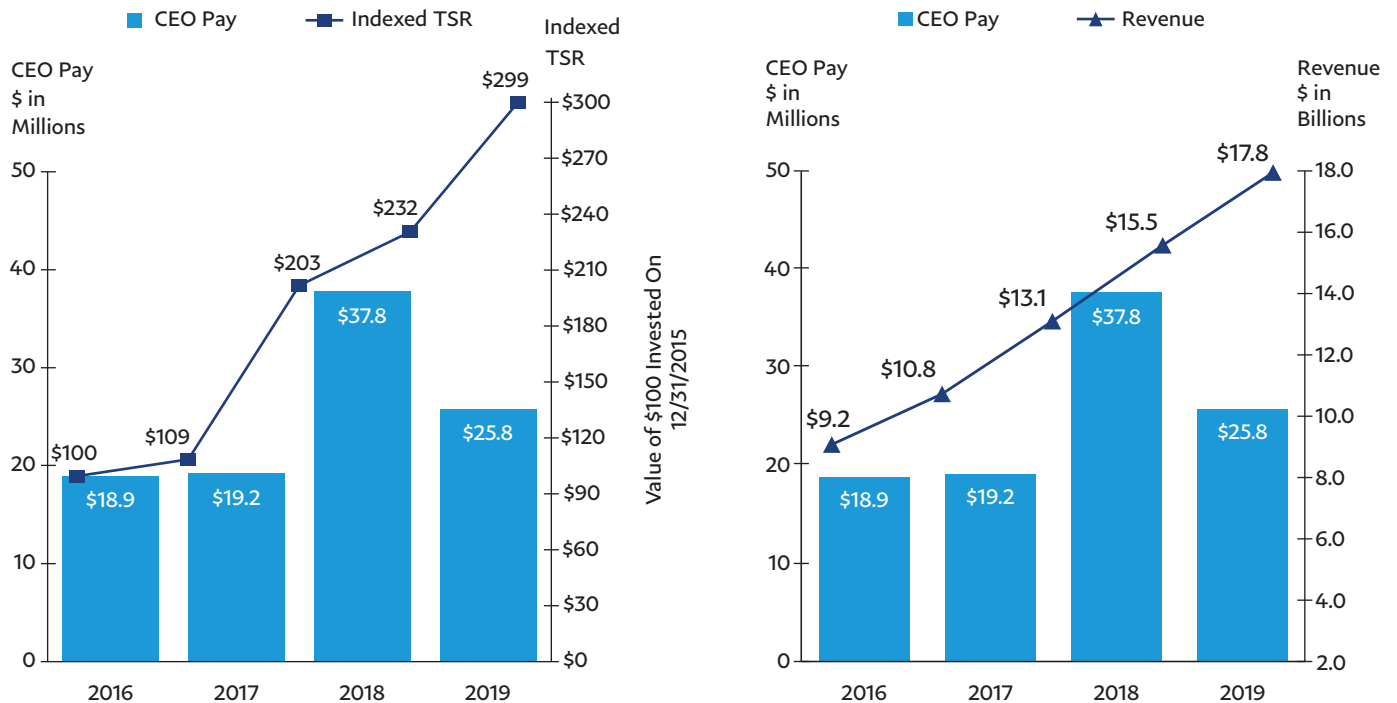
Our key guiding principle for executive compensation is to closely align the compensation of our executives with the creation of long-term value for our stockholders. We do so by tying a significant portion of our executives’ target total direct compensation opportunity to the Company’s performance.

In designing our executive compensation program, the Compensation Committee prioritizes the following compensation philosophy and goals:

- **Simplicity, Transparency, and Clarity** – enable executives to see the direct link between Company and individual performance and pay, and enable stockholders to see the direct link between returns on their investment and pay outcomes for the executive team;
- **One Team** – maintain unified goals and objectives of the annual short- and long-term incentive programs for the entire executive leadership team to drive operational decisions and Company performance;
- **Winning the War for Talent** – recognize the unique FinTech space in which we compete and prioritize nimble and aggressive compensation strategies to attract and retain key talent; and
- **Individual Performance** – ensure compensation is commensurate with results, both on the upside and downside, and that leaders are held accountable for their performance, including with respect to risk and compliance within for their respective organizations.

## Compensation Aligned with Performance Results

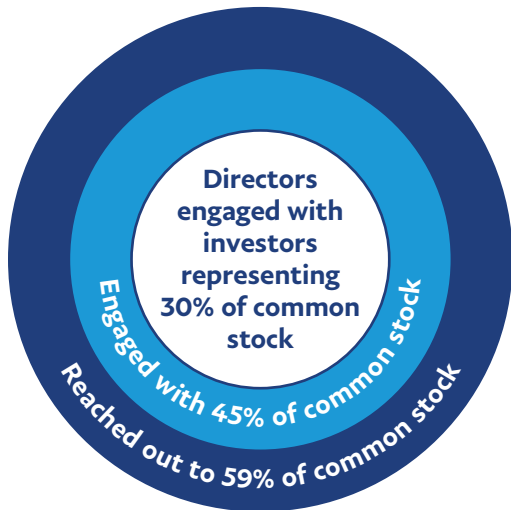
The following chart demonstrates the alignment between our Revenue, Indexed TSR (as defined below) and CEO Pay (as reported in the “Summary Compensation Table”) for calendar years 2016-2019. Revenue is a key measure of our financial performance. Indexed TSR is defined as the total stockholder return on our common stock during the period from December 31, 2015 through December 31, 2019, assuming \$100 was invested on December 31, 2015.



## Stockholder Engagement and Board Responsiveness

Since 2015 when we became an independent publicly-held company, our stockholder outreach program has concentrated on fostering strong stockholder relationships that lead to mutual understanding of issues and ultimately give us insight into stockholder perspectives. In connection with this program, in the fall/winter of 2018 we reached out to stockholders representing approximately 60% of our outstanding shares, and held discussions with stockholders representing approximately 35% of our outstanding shares.

### Stockholder Engagement



In spring 2019, we conducted a supplemental outreach effort leading up to our 2019 Annual Meeting with stockholders representing approximately 58% of our outstanding shares, and had discussions with stockholders representing approximately 44% of our outstanding shares. These discussions focused primarily on the Board’s recent executive compensation decisions, corporate governance, and key ESG matters relevant to our 2019 Annual Meeting. Members of our Compensation Committee (including the chair) participated in many of these discussions, along with members of senior management.

At our 2019 Annual Meeting, approximately 53% of the shares voted were cast in favor of the compensation of our named executive officers (the “say-on-pay” vote). In response to our 2019 say-on-pay vote, at the request of the Board and the Compensation Committee, we expanded our annual stockholder outreach program in the fall of 2019. Including our stockholder outreach efforts in the spring of 2019, we reached out to stockholders representing approximately 59% of our outstanding shares, and engaged in discussions with stockholders representing approximately 45% our outstanding shares. Our Compensation Committee Chair, Dave Dorman, and Committee member Jonathan Christodoro participated in calls with stockholders representing 30% of our common stock. In addition to discussions regarding matters such as our strategy and ESG, we sought specific feedback on our executive compensation practices, including the key factors influencing our stockholders’ say-on-pay voting decisions in 2019.

Feedback from these discussions with our stockholders was presented to, and discussed in detail with, the Board and the Compensation Committee on multiple occasions. Through this extensive engagement process, we received a variety of valuable perspectives, which directly informed the changes and disclosure enhancements summarized below.

Feedback We Heard	How We Responded	Learn More
<p>Although many stockholders indicated they understood our rationale, several expressed concerns regarding the performance-based restricted stock unit award granted to our CEO in April 2018 (the “CEO PSU Award”), and noted the lack of a commitment not to grant special awards outside of the regular compensation program to Mr. Schulman in the future.</p>	<p>Based on stockholder feedback, we believe that the one-time CEO PSU Award was the primary factor that led to the decreased level of support for our 2019 say-on-pay proposal.</p> <p>After considering the results of our 2019 say-on-pay vote and stockholder feedback, the Compensation Committee has committed to not grant any further special awards to Mr. Schulman outside of the regular compensation program for the remainder of his employment with the Company.</p> <p>Mr. Schulman did not receive any special awards outside of the regular compensation program in 2019.</p>	<p><a href="#">Page 45</a></p>

Feedback We Heard	How We Responded	Learn More
<p>A handful of stockholders suggested that additional discussion about individual performance goals in the short-term incentive program and disclosure of targets related to the ongoing long-term incentive program may be beneficial for stockholders.</p>	<p>We have enhanced our disclosure regarding our process related to evaluating the individual performance of our NEOs, including summarizing the financial and other significant achievements that affected our NEOs' individual performance scores of our short-term incentive plan payouts for calendar year 2019.</p> <p>We have also provided a more detailed account of the rigor of the targets set related to the ongoing long-term incentive program.</p>	<p>Page 57</p>
<p>Generally supported our short-term incentive and long-term incentive program metrics. A handful of stockholders suggested that we consider adding return metrics or measuring performance on a GAAP basis.</p>	<p>The Compensation Committee considered and discussed at length the appropriate metrics for our short-term incentive and long-term incentive programs. The Compensation Committee ultimately concluded that in light of our current growth strategy, our existing short-term and long-term program metrics remain appropriate for the Company's business at this time and reflect the most efficient alignment of the Company's strategic goals of encouraging profitable operations, efficient use of capital and overall growth.</p> <p>The Compensation Committee believes that our use of non-GAAP financial metrics provides better line-of-sight between performance and executive pay, which in turn promotes more effective execution of our strategic goals.</p> <p>The Compensation Committee will continue to evaluate the appropriateness of our incentive program metrics each year, taking into consideration the Company's overall strategy and ongoing feedback from stockholders.</p>	<p>Page 56</p>

We value the views and perspectives of our stockholders related to our executive compensation program and will continue to consider the outcome of future say-on-pay votes, as well as feedback received from our stockholders throughout the year, when making compensation decisions for our executive officers. For more information on our stockholder engagement program, please see "Corporate Governance – Stockholder Engagement" beginning on page 28 of this proxy statement.

## 2019 NEO Compensation Program Elements

The following is an overview of the compensation program elements for our NEOs:

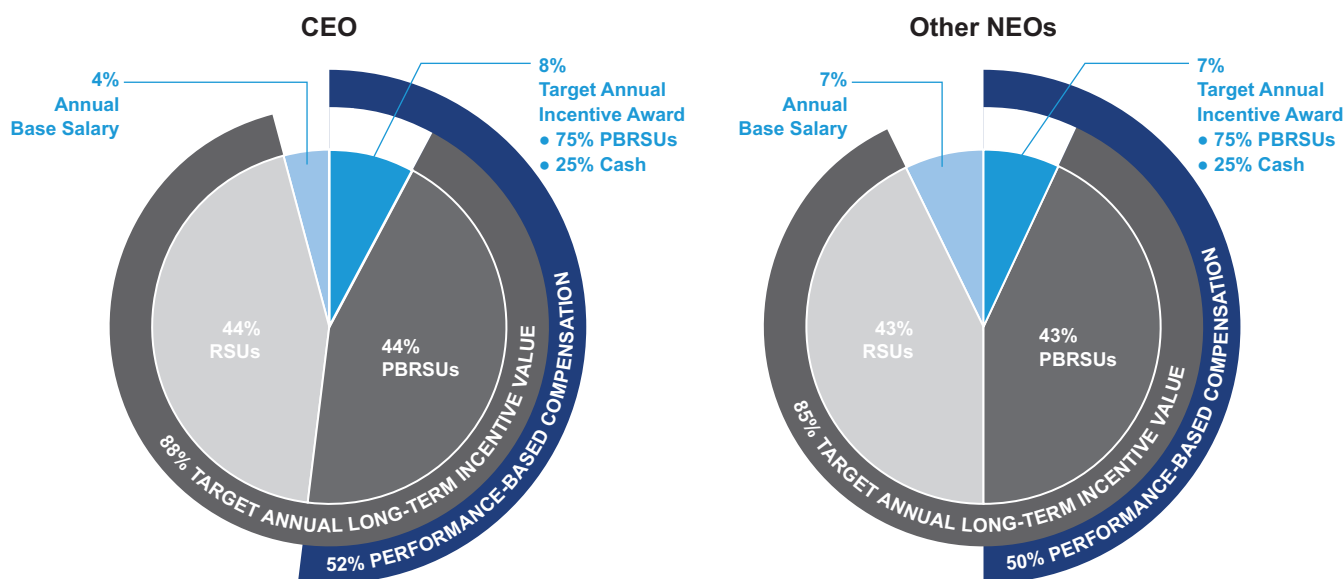
	Form of Payment	Performance Period	Performance Criteria	Objectives
Salary	Cash	Ongoing	<ul style="list-style-type: none"> <li>Alignment of salary with performance is evaluated on an annual basis</li> </ul>	<ul style="list-style-type: none"> <li>Compensates for expected day-to-day performance</li> <li>Rewards individuals' current contributions</li> <li>Reflects scope of roles and responsibilities</li> <li>Attracts highly capable leaders in an extremely competitive talent market</li> </ul>
Annual Incentive Plan ("AIP")	Performance-Based Restricted Stock Units ("PBRsUs") (75%)  Cash (25%)	One year	<ul style="list-style-type: none"> <li>Revenue and Non-GAAP Operating Margin, with Net New Actives modifier</li> <li>Individual Performance</li> </ul>	<ul style="list-style-type: none"> <li>Compensates for successful annual performance</li> <li>Motivates achievement of short-term performance goals designed to enhance value of Company</li> <li>Significant equity portion to further align stockholder interests</li> <li>Attracts highly capable leaders in an extremely competitive talent market</li> </ul>
Long-Term Incentive Plan ("LTI")	PBRsUs (50%)  Restricted Stock Units ("RSUs") (50%)	Three years	<ul style="list-style-type: none"> <li>FX-Neutral Revenue Compound Annual Growth Rate ("CAGR")</li> <li>Free Cash Flow CAGR</li> <li>Service-based vesting; ultimate value based on stock price performance</li> </ul>	<ul style="list-style-type: none"> <li>Compensates for successful achievement of three-year performance goals designed to enhance long-term value of Company</li> <li>Intended to satisfy long-term retention objectives</li> <li>Attracts highly capable leaders in an extremely competitive talent market</li> <li>Compensates for the creation of long-term value of Company</li> <li>Recognizes potential future contributions</li> <li>Intended to satisfy long-term retention objectives</li> <li>Attracts highly capable leaders in an extremely competitive talent market</li> </ul>

## Pay Mix

The Compensation Committee believes that long-term incentives in the form of equity awards should comprise the majority of our NEOs' target total direct compensation opportunity. We believe that our executive compensation program effectively incentivized results in 2019 by appropriately aligning pay and performance.

The following charts show the 2019 Target Total Direct Compensation mix for our CEO, Mr. Schulman, and the average 2019 Target Total Direct Compensation mix for our other NEOs who were executive officers as of December 31, 2019. Target Total Direct Compensation is the sum of (i) 2019 base salary, (ii) target 2019 annual incentive award (based on the grant date fair value for the portion of the award delivered as PBRsUs), and (iii) target annual long-term incentive award (based on the grant date fair value).

**2019 Total Target Direct Compensation Mix**



## Key 2019 Compensation Outcomes

### 2019 AIP

In early 2020, the Compensation Committee approved the specific annual incentive payments earned under the 2019 AIP based upon Company performance with respect to Revenue, Non-GAAP Operating Margin, and Net New Actives performance, as well as each executive's individual performance, as further discussed under "Compensation Framework – Incentive (Performance-Based) Compensation for 2019 – Annual Incentive Plan." Based on our 2019 financial results, the Compensation Committee determined that the achievement level of the Company performance component under the 2019 AIP was 136% of target. The 2019 AIP payments to our NEOs were higher than their respective 2019 annual incentive targets due to our strong financial and operational performance during the year, which exceeded our approved budget and operating plan for 2019.

### 2017-2019 PBRsUs

In early 2017, the Compensation Committee granted our NEOs long-term performance-based incentive awards in the form of PBRsUs (the "2017-2019 PBRsUs"), subject to a three-year performance period from January 1, 2017 to December 31, 2019. The performance measures for the 2017-2019 PBRsUs (which were equally weighted) were the compound annual growth rates of FX-Neutral Revenue and Free Cash Flow over the three-year performance period, as further discussed under "Compensation Framework – Incentive (Performance-Based) Compensation for 2019 – Long-Term Incentive Components". Based on our financial results for the three-year performance period, the Compensation Committee determined that the achievement level of the 2017-2019 PBRsUs was 200% of target.

## Key Compensation Policies and Practices

We are committed to maintaining strong governance standards with respect to our executive compensation program, policies, and practices. Consistent with this focus, we maintain the following policies and practices that we believe demonstrate our commitment to executive compensation best practices.

### What We Do

Pay for Performance	+	At least 50% of our NEOs' Target Total Direct Compensation is performance-based and tied to pre-established performance goals aligned with our short-term and long-term objectives.
Adherence to Rigorous Goals	+	We use objective performance-based company goals in our annual and long-term incentive plans that we believe are rigorous and are designed to incentivize and motivate NEO performance.
Independent Compensation Consultant	+	The Compensation Committee engages its own independent compensation consultant to advise on executive and non-employee director compensation matters.
Annual Compensation Peer Group Review	+	The Compensation Committee, with the assistance of its compensation consultant, reviews the composition of our compensation peer group annually and makes adjustments to the composition of that peer group, if deemed appropriate based on our executive compensation philosophy and principles.
Annual Say-on-Pay Vote	+	We conduct an annual advisory say-on-pay vote on our NEO compensation.
Stockholder Engagement	+	In addition to conducting an annual say-on-pay vote, we are committed to ongoing engagement with our stockholders, including on executive compensation, governance, environmental and social matters. These engagement efforts take place through teleconferences, in-person meetings, and correspondence with our stockholders.
Annual Compensation Risk Assessment	+	Based on our annual risk assessment, we have concluded that the Company's compensation program does not present any risks that is reasonably likely to have a material adverse effect on PayPal.
Clawback Policy	+	Each of our NEOs is subject to a clawback policy, which permits the Compensation Committee to require forfeiture or reimbursement of incentive compensation paid or awarded to the NEO in certain circumstances.
Robust Stock Ownership Guidelines	+	Our stock ownership guidelines are designed to align the long-term interests of our NEOs and non-employee directors with those of our stockholders and promote the Company's commitment to sound corporate governance. Our guidelines require ownership of our shares with a value equal to a multiple of base salary (6x for CEO and 3x for EVPs) or annual retainer (5x for non-employee directors) and include stock retention requirements for our executive officers until their requisite ownership level is reached.
Prohibition of Hedging and Pledging Transactions	+	Our insider trading policy prohibits all Board members, officers, and employees from entering into any hedging or monetization transactions relating to our securities that hedge or offset, or is designed to hedge or offset, any decrease in the market value of PayPal securities owned directly or indirectly by such person. Additionally, Board members, officers and employees are prohibited from using PayPal derivative securities as collateral in a margin account or for any loan or extension of credit, or otherwise trading in any instrument relating to the future price of our securities. Our policy also prohibits all Board members and executive officers from pledging our securities as collateral for loans. All other employees are strongly discouraged from pledging PayPal securities as collateral for loans.

## What We Don't Do

No Excise Tax Gross-Ups on "Change in Control" Payments	⊘	We do not provide our NEOs with any excise tax gross-ups or other payment or reimbursement of excise taxes on severance in connection with a change in control of PayPal.
No "Single-Trigger" CIC Payments and Acceleration of Equity Awards	⊘	We do not make "single-trigger" change-in-control payments or maintain any plans that require single-trigger change-in-control acceleration of equity awards to our NEOs upon a change in control of PayPal.
No Tax Gross-Ups on Perquisites	⊘	We do not provide our NEOs with any tax gross-ups on perquisites, other than in limited circumstances for business-related relocations and international business travel-related benefits that are under our control, at our direction and deemed to benefit our business operations.
No Discounting of Stock Options or Repricing of Underwater Options	⊘	We expressly prohibit the discounting of stock options and the repricing of underwater stock options without stockholder approval under our equity compensation plan.
No Guaranteed Bonuses	⊘	Our annual incentive plan is entirely performance-based and our NEOs are not guaranteed any minimum levels of payment.

## Compensation Framework

### Incentive (Performance-Based) Compensation for 2019

When deciding the target amount and form of each element of compensation for each of our NEOs, the Compensation Committee considered the size and complexity of the NEO's position and business unit or function, as well as the following factors (which we refer to as the "Incentive Compensation Factors"):

- leadership;
- performance against financial, strategic, and operational objectives and performance measures;
- defining and executing against strategy and roadmaps for the business unit or function, as well as against budgets;
- championing and advancing the Company's set of core values of collaboration, innovation, wellness, and inclusion;
- organizational development and human capital management, including hiring, development, and retention for the business unit or function, enhancing diversity and inclusion efforts, implementing processes regarding pay equity, and executing employee financial wellness initiatives;
- driving innovation and execution for the business unit or function; and
- negotiating, closing, and integrating or implementing strategic transactions and partnerships.

Individual performance was evaluated based on a holistic and subjective assessment of each individual NEO's performance against these factors.

### Annual Incentive Plan

The 2019 AIP provided each of our NEOs with the opportunity to earn annual incentive compensation based on Company performance and individual performance. A substantial portion of our NEOs' 2019 AIP awards is in the form of performance-based restricted stock units ("PBRsUs"), which are settled in shares of PayPal common stock, as described below.

The Compensation Committee believes that our executives' annual incentives should be tied primarily to our overall Company performance, with individual compensation differentiated based on individual performance.

**Target Annual Incentive Amounts**

The 2019 AIP target annual incentive opportunity (expressed as a percentage of base salary) for each NEO was determined:

- with reference to the Compensation Committee’s assessment of data from public filings of our compensation peer group companies and general industry data for comparable technology companies included in proprietary third-party compensation surveys (the specific identity of survey respondents are not provided to the Compensation Committee or the Company);
- based on each NEO’s role and responsibilities within the Company; and
- taking into account the Incentive Compensation Factors.

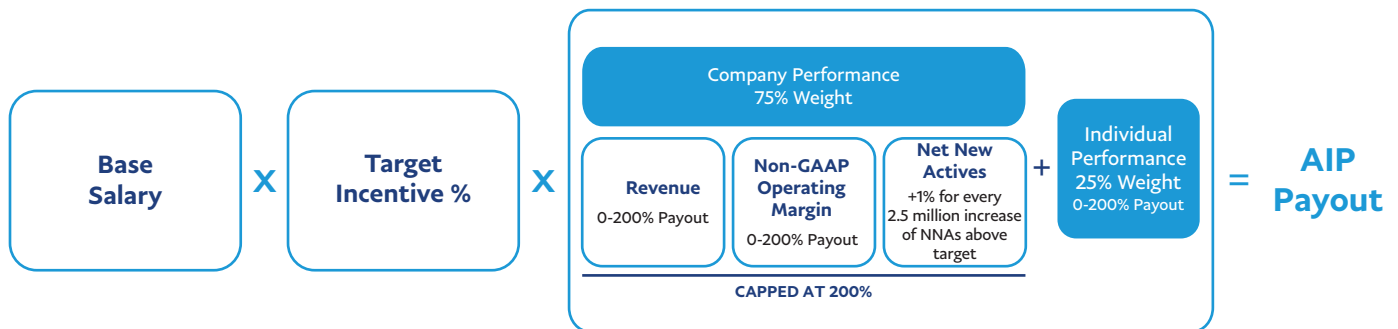
For 2019, the Compensation Committee did not make any changes to the target annual incentive opportunity percentages set for 2018 for each NEO.

The following table sets forth the 2019 AIP target annual incentive opportunity (the “Target Incentive Amount”) for our NEOs, expressed as a percentage of their 2019 base salary and in dollars. Seventy-five percent (75%) of the Target Incentive Amount for each NEO was allocated to Company performance, with the remaining 25% allocated to individual performance.

Name	Annual Incentive Target as Percentage of Base Salary	Target Incentive Amount (\$)
Daniel H. Schulman	200%	2,000,000
John D. Rainey	100%	750,000
Jonathan Auerbach	100%	650,000
Aaron Karczmer	100%	650,000
Louise Pentland	100%	750,000
William J. Ready	100%	750,000

The actual amount of an NEO’s 2019 AIP award was determined by the following formula:

AIP



The Company performance portion of the 2019 AIP was issued in the form of PBRsUs with a one-year performance period (calendar year 2019). The following table sets forth the Target Incentive Amount under the 2019 AIP for our NEOs; the Company performance portion is expressed as the target number of PBRsUs and the individual performance portion is expressed as the target cash amount.

Name	Target Incentive Amount (\$)	Target PBRsUs <sup>1</sup> (75% of Target Incentive Amount) (In Shares)	Target Cash (25% of Target Incentive Amount) (\$)
Daniel H. Schulman	2,000,000	16,515	500,000
John D. Rainey	750,000	6,193	187,500
Jonathan Auerbach	650,000	5,368	162,500
Aaron Karczmer	650,000	5,368	162,500
Louise Pentland	750,000	6,193	187,500
William J. Ready	750,000	6,193	187,500

<sup>1</sup> The target number of PBRsUs was determined by dividing (i) the value of the target award allocated to the Company performance portion by (ii) the average closing price of Company common stock for a period of 30 consecutive trading days prior to the grant date (the “Average Closing Price”). The PBRsUs were granted on February 15, 2019.

## Company Performance Measures

In early 2019, the Compensation Committee selected the Company performance measures under the 2019 AIP to create strong alignment between Company performance and NEO annual incentive payouts, as described in the following table. The minimum threshold for either the Revenue or the Non-GAAP Operating Margin performance measures must be met to trigger any payments under the 2019 AIP.

Measure	Definition	Purpose
Revenue (50% Weighting)	Revenue, as reported in our Annual Report on Form 10-K.	The Compensation Committee included Revenue as one of the equally-weighted Company performance measures used to determine the payout with respect to the Company performance component because the Compensation Committee believes that top-line growth is an important factor in stockholder value creation. Revenue is also a key financial metric that the Company uses internally to measure its ongoing financial performance.
Non-GAAP Operating Margin (50% Weighting)	“Non-GAAP Operating Margin,” as described in “Appendix A – Reconciliations” in this proxy statement.	The Compensation Committee believes that Non-GAAP Operating Margin is an important measure of our short-term and intermediate-term performance because it measures profitability, reflects the degree of Revenue growth and expense management discipline of the Company, and is a key financial metric of core financial performance and business activities within our peer group. Non-GAAP Operating Margin is also a key financial metric that the Company uses internally to measure its ongoing financial performance.
Net New Actives (“NNAs”)	Measures the net change in the number of organic active customer accounts compared to target. NNAs measurement excludes the impact of any mergers and acquisitions.	The Compensation Committee believes that measuring NNAs reinforces the critical importance of growing our customer base to build for the future.

The Compensation Committee determined that the threshold for funding the 2019 AIP would be a minimum Revenue threshold of \$16.88 billion (the “2019 AIP Funding Threshold”). In addition, at least one of the minimum thresholds for Revenue and Non-GAAP Operating Margin would need to be met to trigger any payments under the Company performance component of the 2019 AIP. If the 2019 AIP Funding Threshold was met, Revenue and Non-GAAP Operating Margin would be applied as equally weighted Company performance measures to determine the payout of the Company performance component of the 2019 AIP, with the Company performance payment level ranging from a minimum level of 25% to a maximum level of 200%. The NNAs operational performance measure would serve as a modifier to adjust the Company performance payout by one percentage point for each 2.5 million increase of NNAs above the target. In no event will the Company performance payment level exceed 200% of the target applicable to the Company performance component of the 2019 AIP. If the 2019 AIP Funding Threshold was met, 75% of the Target Incentive Amount would be determined based on our Revenue and Non-GAAP Operating Margin financial performance as measured against the pre-established performance levels, subject to the NNAs modifier, and the remaining 25% of the Target Incentive Amount would be determined based on individual performance.

The table below shows the following with respect to the 2019 AIP Company performance measures:

- The threshold, target, and maximum performance levels established by the Compensation Committee.
  - These performance levels were set in January 2019 based primarily on our approved budget and operating plan for the year, and the rigorous target levels were in line with full year guidance provided to the investment community in January 2019.
- The actual performance levels achieved in 2019.
- The resulting Company Performance Score, defined as a payout percentage based on our performance as measured against the pre-established performance levels for the 2019 AIP.



Company Measure <sup>1</sup>	Threshold	Target	Maximum	2019 Actual	Percentage of Target Achieved <sup>2</sup>
Revenue <sup>3</sup>	\$17.50	\$18.10	\$18.70	\$17.77	73%
Non-GAAP Operating Margin	21.1%	22.1%	23.1%	23.2%	200%
Net New Actives		35		37.3	0%
Company Performance Score					136%

<sup>1</sup> Revenue numbers are shown in billions and NNAs shown in millions.  
<sup>2</sup> For 2019, no adjustments were made to any of the performance measures.  
<sup>3</sup> The 2019 AIP Funding Threshold was Revenue of \$16.88 billion.

## Individual Performance Measures

To facilitate differentiation based on individual performance, 25% of the Target Incentive Amount for our NEOs was based on an individual performance score ranging from 0% to 200% (the “Individual Performance Score”). At the beginning of 2019, the Compensation Committee discussed the key factors for determining awards under the 2019 AIP with Mr. Schulman, and the NEO’s expected contributions to that performance and the individual business objectives (collectively, “Objectives”). To determine each NEO’s Individual Performance Score, in early 2020, Mr. Schulman presented to the Compensation Committee his assessment of each NEO’s individual performance during 2019 against his or her Objectives for the year. The Compensation Committee then assessed Mr. Schulman’s individual performance during 2019 against his Objectives for the year.

Key NEO accomplishments against Objectives for 2019:

NEO	Key Accomplishments Against Objectives
Daniel H. Schulman	<ul style="list-style-type: none"> <li>• Provided strategic leadership and oversaw key strategic partnerships and corporate transactions, including leading a comprehensive strategic review of PayPal’s business portfolio that resulted in the GoPay Acquisition and the Honey Acquisition.</li> <li>• Met or exceeded our commitments under our medium-term outlook with respect to all key metrics: revenue, non-GAAP operating margin, non-GAAP EPS, and free cash flow, despite critical challenges during the year.</li> <li>• Continued to advance PayPal’s mission and vision to be a true Customer Champion and support customer choice by strengthening our value proposition for consumers and merchants and expanding our international scope and scale.</li> <li>• Continued implementation of a set of values and core beliefs for PayPal to drive cultural change and create an environment centered on collaboration, innovation, wellness, and inclusion, including driving forward an innovative, more comprehensive financial wellness program for employees.</li> </ul>
John D. Rainey	<ul style="list-style-type: none"> <li>• Successfully led our initial public debt offering, which raised \$5 billion in senior fixed rate notes.</li> <li>• Continued to lead Global Customer Operations, consisting of the customer services and operations functions in a complex customer-facing organization, and drove significant productivity savings through work redesign and the utilization of artificial intelligence throughout the customer services and operations functions.</li> <li>• Led our financial reporting, analysis, and planning organization, including overseeing the Company’s internal controls over financial reporting.</li> <li>• Continued to implement programs and processes to facilitate cost savings and operational efficiencies across the business.</li> <li>• Executed financial plans designed to meet or exceed growth, margin, and cash flow targets.</li> <li>• Successfully managed corporate capital allocation decisions consistent with creation of stockholder value.</li> <li>• Maintained high level of integrity over financial reporting and led efforts to further enhance control environment.</li> <li>• Led effective Investor Relations activities.</li> </ul>

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## Compensation Discussion and Analysis

NEO	Key Accomplishments Against Objectives
Jonathan Auerbach	<ul style="list-style-type: none"><li>• Led global strategy and business development to drive growth by increasing consumer and merchant acquisitions and engagement across online, mobile, and in-store channels.</li><li>• Engineered and executed the strategy that enabled us to become the first foreign payments platform licensed to provide online payments services in China through the GoPay Acquisition.</li><li>• Drove the Honey Acquisition, which enabled our entry into the earliest stages of customers' commerce experience.</li><li>• Reinforced our commitment to being a FinTech industry leader and supporting entrepreneurship by leading strategic investments by PayPal Ventures in financial technology startups and early-stage companies in areas of strategic interest to PayPal.</li><li>• Continued to lead data sciences organization focused on advancing and enhancing our data analytics capabilities, including with respect to fraud and risk management.</li></ul>
Aaron Karczmer	<ul style="list-style-type: none"><li>• Continued to enhance the Company's unified data-driven approach to oversight for all risk disciplines, including global compliance, to help ensure that the Company meets its regulatory and business objectives.</li><li>• Developed the innovative risk and compliance year-end ratings system, in which risk and compliance reviews and independent observation and judgment of the Company's risk and compliance officers result in risk and compliance ratings for each Senior Leadership Team ("SLT") member that are shared with our CEO and the Compensation Committee when they evaluate individual performance and determine year-end compensation.</li><li>• Oversaw front-line risk teams with direct global responsibility for managing fraud, brand, and seller risk, as well as for fulfilling our commitment to combat money laundering, terrorism financing, and related financial crimes.</li><li>• Continued to lead transformation of the global entity management function, which is designed to help forge stronger linkages between subsidiary legal entities and business units, by designing, operating, and optimizing a governance infrastructure to meet business priorities and regulatory expectations.</li><li>• Continued to provide strong focus on ensuring a safe and secure work environment to protect our people, property, and assets, including by overseeing and driving enhancements to the Company's Code of Business Conduct that encourage a "speak up" culture for the Company.</li></ul>
Louise Pentland	<ul style="list-style-type: none"><li>• Led enterprise-wide organizational transformations of business affairs and human resources organizations, which resulted in streamlining of operations, and developing a global but localized approach to employee relations.</li><li>• Led the successful cultural and HR integration of several acquired companies into PayPal, including Hyperwallet, iZettle, Jetlore, and Simility.</li><li>• Provided strong focus on executive talent development and succession planning.</li><li>• Continued to drive achievements and advancements of Company core cultural values, centered on diversity and inclusion.</li><li>• Oversaw the development and implementation of our ESG governance, strategy, and reporting, and led our enterprise-wide human capital management and corporate governance initiatives.</li><li>• Provided distinctive leadership and judgment in ongoing litigation strategy, mergers and acquisitions, and business matters.</li></ul>

In determining the Individual Performance Score for each NEO who was an executive officer as of December 31, 2019, the Compensation Committee, with Mr. Schulman's input, conducted a thorough review of each NEO's performance against the Objectives, taking into account the relative importance to the Company of each Objective. Mr. Schulman then recommended to the Compensation Committee each NEO's Individual Performance Score other than his own.

After considering Mr. Schulman’s recommendations regarding the other NEOs’ Individual Performance Scores, reviewing each individual’s performance with respect to the Objectives, taking into account each NEO’s risk and compliance ratings based on the risk and compliance reviews and independent observation and judgment of the Company’s risk and compliance officers, and considering its own observations and assessments of the performance of each NEO and the Company, the Compensation Committee made a final determination, in its sole discretion, as to the Individual Performance Score for each NEO. The Compensation Committee approved an Individual Performance Score of 150% for each of Messrs. Rainey, Karczmer and Auerbach and Ms. Pentland, as recommended by Mr. Schulman. For Mr. Schulman, the Compensation Committee approved an Individual Performance Score of 150%.

## 2019 AIP Payment

The following table shows the 2019 AIP PBRUS Payout (in shares of Company common stock) and the Cash Payout (in dollars) for each NEO. Due to the termination of his employment as of December 31, 2019, pursuant to the Ready Separation Agreement, Mr. Ready’s 2019 AIP was paid out based on actual Company performance for Mr. Ready’s Company performance portion and at target for Mr. Ready’s individual performance portion.

NEO <sup>1</sup>	Target PBRUSs (75% of Target Incentive Amount) (in Shares)	x	75% (Company Performance Score)	=	(a) 2019 AIP PBRUS Payout (in Shares) <sup>1</sup>	+	Target Cash (25% of Target Incentive Amount) (\$)	x	25% (Individual Performance Score)	=	(b) 2019 AIP Cash Payout (\$)
Daniel H. Schulman	16,515		136%		22,461		500,000		150%		750,000
John D. Rainey	6,193		136%		8,423		187,500		150%		281,250
Jonathan Auerbach	5,368		136%		7,301		162,500		150%		243,750
Aaron Karczmer	5,368		136%		7,301		162,500		150%		243,750
Louise Pentland	6,193		136%		8,423		187,500		150%		281,250

<sup>1</sup> The PBRUSs vested on February 15, 2020 based on the Company Performance Score of 136% and were settled in shares of the Company’s common stock.

## Long-Term Incentive Components

### Long-Term Incentive Award Type and Annual Target Value

In making its determination on the long-term incentive (“LTI”) annual target value for 2019, the Compensation Committee set equity award guidelines and target levels for individual awards by position based on the following:

- equity compensation practices of technology companies in our compensation peer group, as disclosed in their public filings (see “Other Compensation Practices and Policies – Our Compensation Peer Group” below for our 2019 peer group) and in proprietary third-party compensation surveys (the specific identity of survey respondents are not provided to the Compensation Committee or the Company);
- individual performance and potential;
- the Incentive Compensation Factors;
- expansion of scope of role and responsibilities; and
- the need to retain individuals in a highly competitive market for proven executive talent and based on their prospective contributions to the Company.

## Compensation Discussion and Analysis

Based on these guidelines, the Compensation Committee approved the following annual target values (in dollars) for the 2019 LTI awards for each NEO:

NEO	2019 LTI Grant Value (\$)
Daniel H. Schulman <sup>1</sup>	21,000,000
John D. Rainey <sup>2</sup>	9,000,000
Jonathan Auerbach	6,000,000
Aaron Karczmer	7,000,000
Louise Pentland <sup>3</sup>	9,000,000
William J. Ready <sup>4</sup>	9,000,000

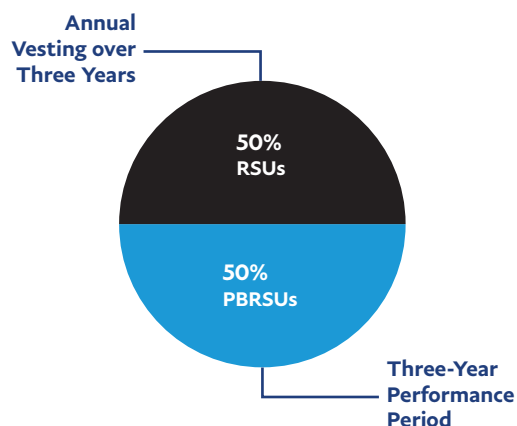
<sup>1</sup> For 2019, the Compensation Committee approved Mr. Schulman's LTI annual target value due to his pay relative to the competitive compensation data and his strategic leadership of the Company and resulting Company performance, which included (i) setting new benchmarks for revenue, net new active accounts, transactions and engagement; (ii) strengthening our strategic positioning through a combination of innovation, acquisitions, and strategic investments and partnerships, greatly bolstering our platform capabilities; and (iii) focusing on the long-term growth of our business by executing on a broad transformation of our culture and business model that strengthened and expanded our customer choice initiatives and partnerships across the ecosystem.

<sup>2</sup> Mr. Rainey's LTI annual target value increased from 2018 due to his pay relative to internal and external peers, and his role in the design and execution of financial plans designed to meet or exceed growth, operating margin, and cash flow targets and the resulting Company performance, based on his role within the Company of Chief Financial Officer and leading the Global Customer Operations team.

<sup>3</sup> Ms. Pentland's LTI annual target value increased from 2018 due to her pay relative to internal and external peers, based on her role within the Company of leading the global human resources, legal, communications, intellectual property, government relations and social innovation functions, driving focus on the Company's financial, regulatory and legal requirements across all global markets and engagement of stakeholders to promote the Company's reputation globally through corporate affairs initiatives.

<sup>4</sup> Pursuant to a planned transition announced in June 2019, Mr. Ready stepped down from his role as Executive Vice President, Chief Operating Officer of the Company, effective as of July 15, 2019, and his employment with the Company terminated as of December 31, 2019. 83% of the 2019 LTI Grant Value was forfeited in connection with his separation from the Company.

Once the annual target values for the 2019 LTI awards were set for each NEO, the grant value was allocated equally between PBRsUs and service-based RSUs.



The table below shows the resulting number of shares of Company common stock subject to the 2019 LTI target PBRsUs and RSUs:

NEO	2019 Target PBRsUs <sup>1</sup>	2019 RSUs <sup>1</sup>
Daniel H. Schulman	112,790	112,790
John D. Rainey	48,339	48,339
Jonathan Auerbach	32,226	32,226
Aaron Karczmer	37,597	37,597
Louise Pentland	48,339	48,339
William J. Ready <sup>2</sup>	48,339	48,339

<sup>1</sup> The target number of PBRsUs and number of RSUs granted were determined by dividing the grant value of the award by the Average Closing Price. The RSUs and PBRsUs were granted on March 1, 2019.

<sup>2</sup> Pursuant to a planned transition announced in June 2019, Mr. Ready stepped down from his role as Executive Vice President, Chief Operating Officer of the Company, effective as of July 15, 2019, and his employment with the Company terminated as of December 31, 2019. 66.67% of Mr. Ready's 2019 RSUs and 100% of Mr. Ready's 2019 Target PBRsUs were forfeited in connection with Mr. Ready's separation from the Company.

The following describes the two components of our 2019 LTI program: PBRsUs and RSUs.

**Performance-Based Restricted Stock Units (PBRsUs)**

In January 2019, the Compensation Committee approved the structure for the multi-year PBRsUs granted in 2019.

- To emphasize the importance of long-term, sustained strategic growth, the Compensation Committee approved a three-year performance period from January 1, 2019 through December 31, 2021, with each award to be settled for the number of shares of Company common stock earned pursuant to the award following the end of the performance period, subject to the Compensation Committee's approval of the level of achievement against the pre-established target levels for the selected performance measures (the "2019-2021 PBRsUs").
- In light of the five-year term of the Operating Agreement with eBay expiring in July 2020, the Compensation Committee determined that for the 2019-2021 PBRsUs, separate targets should be set for the eBay marketplaces business. The Compensation Committee believed that separate targets would enhance our ability to set appropriately rigorous performance goals for our executives while minimizing the disproportionate effect that the eBay business and operational performance could have on the Company's overall plan results, especially in consideration of the uncertainty and limited visibility regarding eBay's planned expansion of its initiative to intermediate payments following the expiration of the Operating Agreement,

### Performance Measures and Rationales

The Compensation Committee approved the 2019-2021 PBRSU performance measures, which are the CAGR of FX-Neutral Revenue and Free Cash Flow over the three-year performance period from January 1, 2019 to December 31, 2021, as equally-weighted measures, for each of the eBay marketplaces business and the rest of PayPal. The Compensation Committee believes that measuring CAGR over the three-year performance period is an appropriate performance measure as it is aligned with our long-term goal of growing our revenue and free cash flow.

The following table summarizes the performance measures for the 2019-2021 PBRUs and the Compensation Committee's rationale for their selection:

Measure/Weighting	Definition	Purpose
FX-Neutral Revenue CAGR (50% weighting)	Calculated on a fixed foreign exchange basis (referred to as "FX-Neutral").	The Compensation Committee believes that the FX-Neutral Revenue measure should be used to help ensure that our executive officers are accountable for driving profitable growth while making appropriate tradeoffs between investments that increase future revenue growth and operating expense.
Free Cash Flow CAGR (50% weighting)	"Free Cash Flow" is defined in "Appendix A – Reconciliation of non-GAAP Financial Measures" in this proxy statement.	The Compensation Committee believes that the Free Cash Flow measure should be used to reinforce the importance of the cash generation capability of the business necessary to finance its continued growth and investment requirements, while positioning us to take advantage of inorganic growth opportunities.

### PBRU Mechanics and Targets

Each year, in establishing performance goals for the three-year performance period, the Compensation Committee takes into consideration a number of key factors, including:

- PayPal's medium-term business plan
- Medium-term outlook provided to the investment community
- Potential extraordinary events that could have a disproportionate impact on the alignment of performance and compensation
- PayPal's strategic direction and initiatives
- Historical performance and goals set for prior performance periods

The targets set by the Compensation Committee are intended to be rigorous, and consistent with the medium-term outlook provided to the investment community and our medium-term business plan. Accordingly, the Compensation Committee set the target levels for the 2019-2021 PBRUs at a level intended to be challenging but attainable, and providing appropriate incentives for our executive officers to continue to grow our business. The Compensation Committee believes that achievement of maximum performance against the target levels would require sustained exceptional performance over the performance period.

To earn any of the shares of PayPal common stock subject to the 2019-2021 PBRUs, at least one of the FX-Neutral Revenue CAGR or Free Cash Flow CAGR performance thresholds must be met. Each of the performance thresholds for FX-Neutral Revenue CAGR and Free Cash Flow CAGR is independent, and if either threshold is met, the award is earned with respect to that performance measure based on the percentages shown in the table below. If the performance threshold for either FX-Neutral Revenue CAGR or Free Cash Flow CAGR is not met, there is no payment attributable to that performance measure.

The following chart shows the minimum, target, and maximum vesting levels for FX-Neutral Revenue CAGR and Free Cash Flow CAGR. Linear interpolation applies to performance between threshold, target, and maximum levels, and there is no funding for performance below the threshold level.

	Threshold	Target	Maximum
FX-Neutral Revenue CAGR (50% weighting)	50% Payout	100% Payout	200% Payout
Free Cash Flow CAGR (50% weighting)	50% Payout	100% Payout	200% Payout

While the performance targets for ongoing performance periods are not disclosed for competitive reasons, performance targets and achievement levels for the 2017-2019 PBRUs are provided below.

### Settlement of Previously Awarded 2017-2019 PBRsUs

The 2017-2019 PBRsUs were earned based on the CAGRs of FX-Neutral Revenue and Free Cash Flow over the three-year performance period from January 1, 2017 to December 31, 2019, as equally weighted measures. To earn any of the shares of PayPal common stock subject to the 2017-2019 PBRsUs, at least one of the FX-Neutral Revenue CAGR or Free Cash Flow CAGR performance thresholds must be met. Each of the performance thresholds for FX-Neutral Revenue CAGR and Free Cash Flow CAGR was independent, and if either threshold was met, the award was earned in respect of that performance measure.

The following chart shows the minimum, target, and maximum vesting levels for FX-Neutral Revenue CAGR and Free Cash Flow CAGR set by the Compensation Committee at the beginning of the 2017-2019 performance period, the actual results for each measure, and the corresponding percentage of target achieved.

Measure	Threshold	Target	Maximum	Actual	Percentage of Target Achieved
Target Payout Percentage	50%	100%	200%		
FX-Neutral Revenue CAGR	13%	16%	18%	20%	200%
Free Cash Flow CAGR <sup>1</sup>	13%	16%	18%	18%	200%

<sup>1</sup> For the 2017-2019 PBRsUs, the Compensation Committee approved an adjustment to actual Free Cash Flow performance to take into consideration the negative impact from taxes related to the acquisition of iZettle.

The following table shows the number of shares of PayPal common stock earned and vested pursuant to the 2017-2019 PBRsUs for each NEO.

NEO	Target PBRsUs (in Shares)	x	Percentage of Target Achieved	=	Number of Shares Earned
Daniel H. Schulman	181,941		200%		363,882
John D. Rainey	60,647		200%		121,294
Jonathan Auerbach	36,389		200%		72,778
Aaron Karczmer	48,518		200%		97,036
Louise Pentland	60,647		200%		121,294
William J. Ready	97,035		200%		194,070

### Restricted Stock Units

Our 2019 LTI awards also included service-based RSUs with a three-year annual vesting schedule, which aligns the vesting period of the RSUs with the three-year performance period of the 2019-2021 PBRsUs granted in 2019. Service-based RSUs have value regardless of whether our stock price increases or decreases, and therefore help to secure and retain our executive officers and provide an appropriate incentive for them to remain with us during the vesting period.

### Performance-Based Restricted Stock Unit Award – Mr. Auerbach

In December 2019, the Compensation Committee granted a performance-based restricted stock unit award (the “Performance Award”) to Mr. Auerbach with a grant date value of \$500,000. In determining to grant the Performance Award to Mr. Auerbach, the Compensation Committee considered Mr. Auerbach’s key role in the creation and development of an innovative strategy and his instrumental stewardship and dedication in working to implement this strategy over a multi-year period, which culminated in: (i) the GoPay Acquisition, which enabled PayPal to become the first foreign payments platform to provide online payments services in China; and (ii) the Honey Acquisition, which enables PayPal’s entry into the earliest stages of the customers’ commerce experience, enhances our value proposition for both consumers and merchants, and allows us to significantly deepen our engagement and play a more meaningful role in the daily lives of our customers.

50% of the Performance Award is earned upon the completion of the GoPay Acquisition, and the remaining 50% is earned upon the completion of the Honey Acquisition. Any portion of the Performance Award that is earned will vest ratably on the first, second and third anniversary of the grant date, subject to Mr. Auerbach’s continuous employment with the Company on each applicable vesting date.

## Other Compensation Elements

### Base Salary

At the beginning of each year, the Compensation Committee meets to review and approve each executive officer's base salary for the year after considering competitive market data and the individual factors described below. For 2019, the Compensation Committee assessed competitive market data on base salaries drawn from the public filings of our compensation peer group companies and general industry data for comparable technology and financial companies that are included in proprietary third-party compensation surveys (the specific identity of survey respondents are not provided to the Compensation Committee or the Company). The Compensation Committee also considered individual factors such as individual performance, levels of responsibility, breadth of knowledge, and prior experience in its evaluation of base salary adjustments.

Based on this review, the Compensation Committee determined not to make any changes in 2019 to the base salaries for our NEOs:

NEO	Base Salary for 2019 (\$)
Daniel H. Schulman	1,000,000
John D. Rainey	750,000
Jonathan Auerbach	650,000
Aaron Karczmer	650,000
Louise Pentland	750,000
William J. Ready	750,000

### Deferred Compensation

The PayPal Holdings, Inc. Deferred Compensation Plan ("DCP"), our non-qualified deferred compensation plan, provides our U.S.-based executive officers the opportunity to defer compensation in excess of the amounts that are legally permitted to be deferred under our tax-qualified 401(k) savings plan (the "401(k) Plan"). Each of the 401(k) Plan and the DCP allows participants to set aside tax-deferred amounts. The Compensation Committee believes the opportunity to defer compensation is a competitive benefit that enhances our ability to attract and retain talented executives while building plan participants' long-term commitment to the Company. The investment return on the deferred amounts is linked to the performance of a range of market-based investment choices made available pursuant to the DCP. None of our NEOs participated in or had a balance in the DCP during 2019.



## Other Benefits

### Perquisites

We provide certain executive officers with perquisites and other personal benefits that the Compensation Committee believes are reasonable and consistent with our overall executive compensation program and philosophy. These benefits are provided to help us attract and retain these executive officers. The Compensation Committee periodically reviews the levels of these benefits provided to our executive officers. In 2019, we offered the following perquisites to our NEOs:

**CEO Security Program** We maintain a comprehensive security policy, and as a component of this policy, we may determine that in certain circumstances, certain executive officers should be required to have personal security protection. Under our security policy, we require that the executive accept such personal security protection because we believe it is in the best interests of the Company and its stockholders that the executive not be vulnerable to security threats to the executive or his or her family members.

Because of the high visibility of the Company, the Compensation Committee authorized a CEO Security Program for Mr. Schulman to address safety concerns, which include specific threats to his safety arising directly as a result of his position as our President and CEO. We paid for the procurement, installation, and maintenance of personal residential security measures for Mr. Schulman and for the costs of security personnel during personal travel. In addition, the Compensation Committee has approved Mr. Schulman's use of our corporate aircraft for personal travel in connection with his overall security program.

We believe that the costs of this overall security program are reasonable, appropriate, and for the Company's benefit. Although we do not consider Mr. Schulman's overall security program to be a perquisite for his benefit for the reasons described above, the costs related to personal residential security measures for Mr. Schulman at his residence and during personal travel, as well as the costs of our corporate aircraft for personal travel pursuant to his overall security program, are reported in the "All Other Compensation" column in the 2019 Summary Compensation Table below.

### Relocation Benefits

In circumstances where we are recruiting an executive candidate who would have to relocate to accept our job or promotion offer, we provide such individuals with relocation benefits to assist his or her relocation to the San Francisco Bay Area. We provide these executives with relocation assistance pursuant to our standard executive relocation program, which includes travel (including temporary commuting costs), shipping household goods, temporary housing and participation in a home sale program. We believe that these payments and reimbursements are business-related and are primarily to eliminate or lessen the expenses that the executive incurs as a direct result of our relocation request.

## Severance and Change in Control Provisions

### Executive Severance Plan

Each of our NEOs is eligible to receive payments and benefits in the event of a qualifying termination of employment, including a termination of employment in connection with a change in control of the Company (the "Executive Severance Provisions"), either through specific provisions included in individual agreements with the Company or substantially similar provisions provided under our SVP and Above Standard Severance Plan and Change in Control Severance Plan for Key Employees. In December 2019, the Compensation Committee approved the PayPal Holdings, Inc. Executive Change in Control and Severance Plan (the "Executive Severance Plan"). The Executive Severance Plan replaces and supersedes all prior provisions providing for severance payments and benefits, including those included in individual agreements and severance plans. Under the Executive Severance Plan, an NEO is eligible to receive payments and benefits in the event of certain terminations of employment, including without limitation, a termination of employment by the Company without cause or by the executive for good reason. No payments or benefits are provided under the Executive Severance Plan if there is a change in control of the Company without an accompanying qualifying termination of employment (i.e., we do not provide any "single-trigger" payments). We do not provide any of our NEOs with any excise tax "gross-ups" or other payment or reimbursement of excise taxes on severance in connection with a change in control of the Company.

The Compensation Committee believes that the Executive Severance Plan is essential to fulfill our objective to recruit, retain, and develop key, high-quality management talent in the competitive market because these arrangements provide reasonable protection to the executive officer in the event that he or she is not retained under specific circumstances. The Executive Severance Plan is also intended to facilitate changes in the leadership team by setting terms for the termination of the employment of an NEO in advance, which allows for a smooth transition of responsibilities when it is deemed to be in the best interest of the Company. The change in control provisions in the Executive Severance Plan are intended to allow the executives to focus their attention on our business operations in the face of the potentially disruptive impact of a proposed change-in-control transaction, to assess takeover bids objectively without regard to the potential impact on their individual job security, and to allow for a seamless transition in the event of a change in control of the Company. These considerations are especially important in light of the executives' key leadership roles.

See "Potential Payments Upon Termination or Change in Control" below for a description of these arrangements and the estimated payments and benefits payable under the Executive Severance Plan.

### **Mr. Ready Separation Agreement**

Pursuant to a planned transition announced in June 2019, Mr. Ready's employment with the Company terminated on December 31, 2019. In connection with his termination, Mr. Ready received severance payments and benefits pursuant to the terms of the PayPal Holdings, Inc. SVP and Above Standard Severance Plan for a Qualifying Termination, as set forth in the Ready Separation Agreement entered into with Mr. Ready. Mr. Ready did not receive any additional compensation outside of the terms of our SVP and Above Standard Severance Plan. See "Potential Payments Upon Termination or Change in Control" below for a description of these payments and benefits.

## Other Compensation Practices and Policies

### Roles and Responsibilities

#### **Compensation Committee**

Our executive compensation program is designed and administered under the direction and control of the Compensation Committee, which is comprised solely of independent directors. The Compensation Committee reviews and approves our overall executive compensation program, policies, and practices and sets the compensation of our executive officers, including our NEOs.

#### **Compensation Consultant**

The Compensation Committee's independent compensation consultant provides the Compensation Committee with advice and resources to help it assess the effectiveness of our executive compensation strategy and program. The compensation consultant reports directly to the Compensation Committee, and the Compensation Committee has the sole power to terminate or replace the consultant at any time. In 2019, Compensia served as the Compensation Committee's independent compensation consultant.

As part of Compensia's engagement, the Compensation Committee directed Compensia to work with members of management to obtain the information necessary for management to formulate recommendations to the Compensation Committee, which are evaluated by Compensia. Compensia also meets with the Compensation Committee during its regular meetings, in executive session with no members of management present, and with the Chair and members of the Compensation Committee outside of its regular meetings.

As part of its engagement in 2019, Compensia provided an environmental scan of executive compensation, evaluated our compensation peer group composition, evaluated cash and equity compensation levels at our compensation peer group companies for our executive officers, reviewed proposed compensation adjustments and changes to existing arrangements (including the Executive Severance Plan), advised on the framework for our annual and long-term incentive awards (including awards to specific NEOs taking into account their individual contributions, performance, and retention considerations), assessed executive perquisites relative to peer and broader market practices, and reviewed the compensation of our non-employee directors. Compensia did not provide any other services to us in 2019.

The Compensation Committee recognizes that it is essential to receive objective advice from its compensation consultant. To that end, the Compensation Committee closely examines the procedures and safeguards of its compensation consultant to ensure that its services are objective. The Compensation Committee has assessed the independence of Compensia pursuant to SEC rules and concluded that its work for the Compensation Committee does not raise any conflict of interest.

#### **CEO and the Human Resources Department**

The Compensation Committee works with members of our management team, including our CEO, Ms. Pentland and our Vice President, Global Rewards, to formulate the specific plan and award designs, including performance measures and performance target levels, necessary to align our executive compensation program with our business objectives and strategies.

Our CEO reviews with the Compensation Committee his performance evaluations of each of our other NEOs together with his recommendations regarding base salary adjustments, annual incentive awards, and long-term incentives to ensure that the Compensation Committee's decisions consider our financial and operational results as well as individual performance. The Compensation Committee makes all final decisions regarding the compensation of our NEOs.

While certain members of management attended the meetings of the Compensation Committee in 2019 upon invitation, they did not attend executive sessions of the meetings or the portion of Compensation Committee meetings during which their own compensation was discussed.

## Our Compensation Peer Group

Our compensation peer group is comprised of technology companies and financial companies. This is intended to provide the Compensation Committee with insight into the differences across these two sectors in which we generally compete for executive talent.

In deciding whether a company should be included in our compensation peer group, the Compensation Committee generally considers the following screening criteria:

- revenue;
- market capitalization;
- historical growth rates;
- primary line of business;
- whether the company has a recognizable and well-regarded brand; and
- whether we compete with the company for talent, particularly in the competitive San Francisco Bay Area talent market.

For each member of the peer group, one or more of the factors listed above was relevant for inclusion in the group, and similarly, one or more of these factors may not have been relevant for inclusion in the group. Some of our compensation peer group members may be significantly larger than the Company in terms of revenue or market capitalization; the Compensation Committee has determined that such companies should be included in the peer group primarily because the Company competes with them for talent, particularly in the competitive San Francisco Bay Area talent market.

Our compensation peer group for 2019 is composed of 12 technology companies, which generally reflect the companies with which we directly compete for talent, and eight financial companies, which generally reflect the companies with which we both compete for talent and more closely compare our financial performance. There were no changes in our compensation peer group from our 2018 peer group.

PEER GROUP COMPANIES

<ul style="list-style-type: none"> <li>• <a href="#">Adobe Systems Incorporated</a></li> <li>• <a href="#">Alphabet Inc. (Google Inc.)</a></li> <li>• <a href="#">Amazon.com, Inc.</a></li> <li>• <a href="#">American Express Company</a></li> <li>• <a href="#">Apple Inc.</a></li> <li>• <a href="#">Discover Financial Services</a></li> <li>• <a href="#">Facebook, Inc.</a></li> <li>• <a href="#">First Data Corporation</a></li> <li>• <a href="#">Global Payments Inc.</a></li> <li>• <a href="#">Intuit Inc.</a></li> </ul>	<ul style="list-style-type: none"> <li>• <a href="#">Mastercard Incorporated</a></li> <li>• <a href="#">Netflix, Inc.</a></li> <li>• <a href="#">Oracle Corporation</a></li> <li>• <a href="#">Salesforce.com, Inc.</a></li> <li>• <a href="#">Square, Inc.</a></li> <li>• <a href="#">Symantec Corporation</a></li> <li>• <a href="#">The Western Union Company</a></li> <li>• <a href="#">Twitter, Inc.</a></li> <li>• <a href="#">Visa Inc.</a></li> <li>• <a href="#">Worldpay, Inc. (Vantiv, Inc.)</a></li> </ul>
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**Technology Companies**



**Financial Companies**

In contemplating our executive compensation program for 2019 and going forward, the Compensation Committee considered the compensation programs of our compensation peer group as well as our goals of rewarding performance and retaining core top talent. We compare our performance against the performance of a group of companies that we consider to have relatively comparable business models. Our executive compensation program is generally designed to roughly parallel the programs of members of our compensation peer group because employees have historically been recruited by these competitors and we compete against them for talent.

## Stock Ownership Guidelines

Our Board has adopted robust stock ownership guidelines designed to closely align the interests of our non-employee directors and executive officers with the long-term interests of our stockholders. Under these guidelines, our executive officers are required to achieve ownership of our common stock valued at the following multiple of their annual base salary, as applicable:

- CEO — six times base salary
- EVPs — three times base salary

Each executive officer is expected to meet his or her applicable guideline level within five years of his or her appointment to his or her position, and to continuously own sufficient shares to meet the guideline level once attained for as long as he or she remains an executive officer.

Prior to our executive officers satisfying their applicable guideline level, they are required to retain an amount equal to 25% of the net shares of our common stock received as the result of the exercise, vesting, or payment of any equity awards granted to them.

Our non-employee directors are also subject to our stock ownership guidelines. The guideline level for each non-employee director is five times his or her annual retainer (not including any additional retainer paid as a result of service as a Board chair, lead independent director, committee chair, or committee member). Our non-employee directors are required to satisfy their guideline level within five years of joining the Board, and are expected to continuously own sufficient shares to meet their guideline level once attained for as long as they remain a Board member.

Shares that count towards satisfaction of the stock ownership guidelines for our non-employee directors and executive officers include the following:

- shares owned outright by the director or executive officer, or his or her immediate family members residing in the same household;
- shares held in trust for the benefit of the director or executive officer, or his or her immediate family members; and
- deferred shares and vested deferred stock units, deferred restricted stock units, or deferred performance stock units that may only be settled in shares of our common stock.

Our stock ownership guidelines are available on our Investor Relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>.

## Hedging and Pledging Policy

Our insider trading policy prohibits all Board members, officers, and employees from entering (directly or indirectly) into any hedging or monetization transactions relating to our securities, including prepaid variable forward contracts, equity swaps, collars and exchange funds or any other transaction that hedges or offsets, or is designed to hedge or offset, any decrease in the market value of PayPal securities owned directly or indirectly by such person. Additionally, Board members, officers and employees are prohibited from using PayPal derivative securities as collateral in a margin account or for any loan or extension of credit, or otherwise trading in any instrument relating to the future price of our securities, such as a put or call option, futures contract, short sale (including a short sale “against the box”), collar, or other derivative security. Our insider trading policy also prohibits all Board members and executive officers from pledging our common stock as collateral for loans. All other employees are strongly discouraged from pledging PayPal securities as collateral for loans.

## Clawback Policy

We have a clawback policy that covers our NEOs and other officers in a vice president or more senior position (who we refer to as “covered employees”). The clawback policy applies to incentive compensation (including cash or equity-based awards) paid or awarded to any covered employee while he or she is a covered employee. The occurrence of any of the following events will trigger the policy:

- a covered employee materially violates our Code of Business Conduct;
- a covered employee causes material financial or reputational harm to the Company; or
- a material restatement of all or a portion of our financial statements that is caused by a supervisory or other failure by a covered employee in a senior vice president (or more senior) position or a covered employee who is a vice president in the Company's finance function.

The clawback policy provides that the Compensation Committee will determine in its discretion whether any of the above triggering events has occurred, and if so, whether to require the full or partial forfeiture and/or repayment of any incentive compensation covered by the policy based on the facts and circumstances. The forfeiture and/or repayment may include the following:

- any incentive compensation that is greater than the amount that would have been paid to the covered employee had the triggering event been known;
- any outstanding or unpaid incentive compensation, whether vested or unvested, that was awarded to the covered employee; and/or
- any incentive compensation that was paid to or received by the covered employee (including gains realized through the exercise of stock options) during the 12-month period preceding the date on which we had actual knowledge of the triggering event or the full impact of the triggering event was known (or such longer period of time as may be required by any applicable statute or government regulation).

## Tax and Accounting Considerations

Section 162(m) of the Internal Revenue Code (as amended, “Section 162(m)”) generally limits tax deductibility of compensation paid by a public company to its chief executive officer and certain other executive officers in any year to \$1 million in the year compensation becomes taxable to the executive officer. Prior to the Tax Cuts and Jobs Act of 2017 (the “Tax Act”), certain compensation was exempt from this deduction limit to the extent it met the requirements to be considered “qualified performance-based compensation” as previously defined in Section 162(m). The Tax Act eliminated that exemption and expanded the scope of persons covered by the limitations on deductibility under Section 162(m). The new rules generally apply to taxable years beginning after December 31, 2017, but provide an exception for compensation provided pursuant to a written binding contract in effect on November 2, 2017 that has not subsequently been modified in any material respect. While the Compensation Committee has historically used the requirements of Section 162(m) as a guideline, deductibility is not the sole factor it considers in assessing the appropriate levels and types of executive compensation. Accordingly, the Compensation Committee will award non-deductible compensation where it believes doing so is in our and our stockholders’ best interests.

We account for stock-based compensation in accordance with FASB ASC Topic 718, which requires us to recognize compensation expense for share-based payments, including stock options, restricted stock units, performance-based restricted stock units, shares of Company common stock, and other forms of equity compensation.

## Compensation Committee Report

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on its review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into the Company’s 2019 Annual Report on Form 10-K.

The Compensation Committee of the Board

David W. Dorman (Chairman)  
Wences Casares  
Jonathan Christodoro  
Gail J. McGovern

# Compensation Tables

## 2019 Summary Compensation Table

The following table summarizes the total compensation earned by each of our NEOs for the fiscal year ended December 31, 2019 and, to the extent required under SEC rules, the fiscal years ended December 31, 2017 and December 31, 2018.

Name and Principal Position (a)	Year (b)	Salary (\$) (c)	Bonus (\$) (d)	Stock Awards (\$) (e)	Option Awards (\$) (f)	Non-Equity Incentive Plan Compensation (\$) (g)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$) (h)	All Other Compensation (\$) (i)	Total (\$) (j)
Daniel H. Schulman President and Chief Executive Officer	2019	1,000,000	—	23,854,743	—	750,000	—	220,730	25,825,473
	2018	1,000,000	—	35,275,516	—	875,000	—	614,072	37,764,588
	2017	1,000,000	—	16,976,017	—	1,000,000	—	242,617	19,218,634
John D. Rainey Chief Financial Officer and Executive Vice President, Global Customer Operations	2019	750,000	—	10,139,564	—	281,250	—	11,200	11,182,014
	2018	721,154	—	8,463,911	—	328,125	—	11,000	9,524,190
	2017	650,000	—	5,645,887	—	325,000	—	2,010,800	8,631,687
Jonathan Auerbach Executive Vice President, Chief Strategy, Growth and Data Officer	2019	650,000	—	7,403,928	—	243,750	—	59,855	8,357,533
Aaron Karczmer Chief Risk Officer and Executive Vice President, Risk and Platforms	2019	650,000	—	7,938,645	—	243,750	—	11,200	8,843,595
Louise Pentland Executive Vice President, Chief Business Affairs and Legal Officer	2019	750,000	—	10,139,564	—	281,250	—	14,200	11,185,014
	2018	713,942	—	8,463,911	—	328,125	—	11,000	9,516,978
	2017	625,000	—	5,626,669	—	312,500	—	10,800	6,574,969
William J. Ready <sup>(1)</sup> Former Executive Vice President, Chief Operating Officer	2019	750,000	—	30,062,813 <sup>(2)</sup>	—	187,500	—	1,538,867	32,539,180
	2018	721,154	—	8,463,911	—	328,125	—	11,000	9,524,190
	2017	650,000	—	25,202,553	—	325,000	—	10,800	26,188,353

<sup>1</sup> Pursuant to a planned transition announced in June 2019, Mr. Ready stepped down from his role as Executive Vice President, Chief Operating Officer of the Company, effective as of July 15, 2019, and his employment with the Company terminated as of December 31, 2019.

<sup>2</sup> This amount represents (i) the grant date fair value of equity awards granted to Mr. Ready in March 2019 totaling \$10,139,564, of which \$7,959,723 (representing 66.67% of Mr. Ready's 2019 RSUs and 100% of Mr. Ready's 2019 Target PBRsUs) was forfeited in connection with his separation from the Company, and (ii) the incremental fair value, calculated in accordance with SEC disclosure rules, associated with modifications to outstanding equity awards held by Mr. Ready totaling \$19,923,249, which were modified in connection with Mr. Ready's separation from the Company. The modification charge does not represent any newly granted awards. See "Potential Payments Upon Termination or Change in Control" below for additional details.

### STOCK AWARDS – COLUMN (e)

Amounts shown represent the grant date fair value of RSUs and PBRsUs (including PBRsUs under the Company's annual incentive plan for 2019 (the "2019 AIP")) granted to each of our NEOs as computed in accordance with FASB ASC Topic 718. For Mr. Ready, the amounts also include the incremental fair value associated with modifications to his outstanding equity awards in 2019, as described in footnote 2 above. The grant date fair value of RSUs is determined using the fair value of the underlying common stock on the grant date.

The assumptions used by the Company in calculating the grant date fair value of the stock awards are incorporated herein by reference to Note 15 to the consolidated financial statements contained in the Company's 2019 Annual Report on Form 10-K (the "2019 Form 10-K"). The estimated fair value of PBRsUs is calculated based on the probable outcome of the performance measures for the applicable performance period as of the grant date of the award for accounting purposes.

Assuming the highest level of performance is achieved under the applicable performance measures for the 2019 AIP PBRsUs and the 2019-2021 PBRsUs, the maximum possible value of the awards using the fair value of the underlying common stock on the date that the awards were granted for accounting purposes is presented below:

Name	Maximum Value of 2019 AIP PBRsUs (as of Grant Date for Accounting Purposes) (\$)	Maximum Value of 2019-2021 PBRsUs (as of Grant Date for Accounting Purposes) (\$)
Mr. Schulman	3,134,877	22,287,304
Mr. Rainey	1,175,555	9,551,786
Mr. Auerbach	1,018,954	6,367,858
Mr. Karczmer	1,018,954	7,429,167
Ms. Pentland	1,175,555	9,551,786
Mr. Ready	1,175,555	9,551,786

Pursuant to the Ready Separation Agreement, Mr. Ready's 2019 AIP was paid out based on actual Company performance for Mr. Ready's Company performance portion and at target for Mr. Ready's individual performance portion.

The amount shown in the "Stock Awards" column for Mr. Auerbach includes the grant date fair value of the Performance Award.

**NON-EQUITY INCENTIVE PLAN COMPENSATION – COLUMN (g)**

Amounts represent cash (non-equity) performance-based compensation earned under the individual performance portion of the 2019 AIP. The Company performance portion of the annual incentive payout was delivered in PBRsUs and is reflected in the "Stock Awards" column. See "Compensation Discussion and Analysis – Compensation Framework – Incentive (Performance-Based) Compensation for 2019" for a more detailed discussion.

Pursuant to the Ready Separation Agreement, Mr. Ready's 2019 AIP was paid out based on actual Company performance for Mr. Ready's Company performance portion and at target for Mr. Ready's individual performance portion.

**ALL OTHER COMPENSATION – COLUMN (i)**

The dollar amounts for each perquisite and each other item of compensation shown in the "All Other Compensation" column and in this footnote represent the Company's incremental cost of providing the perquisite or other benefit to our NEOs, net of any amounts reimbursed by our NEOs, and are valued based on the amounts accrued for payment or paid to the service provider or NEO, as applicable. See "Compensation Discussion and Analysis – Compensation Framework – Other Compensation Elements" for additional details on these benefits. Amounts include the following perquisites and other compensation provided to our NEOs in 2019.

Name	401(k) Match <sup>(1)</sup> (\$)	Perquisites and Other Benefits (\$)	Total (\$)
Mr. Schulman	11,200	209,530 <sup>(2)</sup>	220,730
Mr. Rainey	11,200	—	11,200
Mr. Auerbach	—	59,855 <sup>(3)</sup>	59,855
Mr. Karczmer	11,200	—	11,200
Ms. Pentland	11,200	3,000 <sup>(4)</sup>	14,200
Mr. Ready	11,200	1,527,667 <sup>(5)</sup>	1,538,867

- <sup>1</sup> Represents the Company 401(k) Plan matching contributions.
- <sup>2</sup> Represents costs related to Mr. Schulman's overall security program, which consist of the following:
  - Costs of \$164,837 related to the procurement, installation, and maintenance of personal residential security measures for Mr. Schulman.
  - Costs of \$5,779 related to security personnel during personal travel.
  - Costs of \$38,914 related to personal use of our corporate aircraft, calculated based on the incremental cost to the Company and include fuel costs, landing and parking fees, in-flight catering, crew expenses, en route navigation fees, and international handling fees, as applicable.
- <sup>3</sup> Represents relocation costs of \$28,000, and \$31,855 for taxes related to the relocation costs.
- <sup>4</sup> Represents a referral bonus of \$3,000.
- <sup>5</sup> Represents a patent bonus of \$3,667 and payments and benefits provided to Mr. Ready under the Ready Separation Agreement, which consist of the following:
  - A lump sum severance payment of \$1,500,000.
  - A lump sum payment of \$24,000 for health insurance costs.

## 2019 Grants of Plan-Based Awards

The following table sets forth information regarding grants of plan-based awards to each of our NEOs for the fiscal year ended December 31, 2019.

Name (a)	Approval Date (b)	Grant Date (c)	Estimated Future Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Future Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			All Other Stock Awards: Number of Shares or Units <sup>(3)</sup> (#)(j)	All Other Option Awards: Number of Securities Underlying Options <sup>(4)</sup> (#)(k)	Exercise or Base Price of Option Awards (\$/Sh)(l)	Grant Date Fair Value <sup>(4)</sup> (\$)(m)
			Threshold (\$)(d)	Target (\$)(e)	Maximum (\$)(f)	Threshold (#)(g)	Target (#)(h)	Maximum (#)(i)				
Daniel H. Schulman												
2019 AIP – Cash			—	500,000	1,000,000	—	—	—	—	—	—	—
2019 AIP – PBRsUs	1/16/2019	2/15/2019	—	—	—	4,129	16,515	33,030	—	—	—	1,567,439
2019-2021 PBRsUs	1/16/2019	3/1/2019	—	—	—	28,198	112,790	225,580	—	—	—	11,143,652
RSUs	1/16/2019	3/1/2019	—	—	—	—	—	—	112,790	—	—	11,143,652
John D. Rainey												
2019 AIP – Cash			—	187,500	375,000	—	—	—	—	—	—	—
2019 AIP – PBRsUs	1/16/2019	2/15/2019	—	—	—	1,548	6,193	12,386	—	—	—	587,778
2019-2021 PBRsUs	1/16/2019	3/1/2019	—	—	—	12,085	48,339	96,678	—	—	—	4,775,893
RSUs	1/16/2019	3/1/2019	—	—	—	—	—	—	48,339	—	—	4,775,893
Jonathan Auerbach												
2019 AIP – Cash			—	162,500	325,000	—	—	—	—	—	—	—
2019 AIP – PBRsUs	1/16/2019	2/15/2019	—	—	—	1,342	5,368	10,736	—	—	—	509,477
2019-2021 PBRsUs	1/16/2019	3/1/2019	—	—	—	8,057	32,226	64,452	—	—	—	3,183,929
RSUs	1/16/2019	3/1/2019	—	—	—	—	—	—	32,226	—	—	3,183,929
Performance Award	12/16/19	12/16/19	—	—	—	2,403	4,806	4,806	—	—	—	526,593
Aaron Karczmer												
2019 AIP – Cash				162,500	325,000							—
2019 AIP – PBRsUs	1/16/2019	2/15/2019				1,342	5,368	10,736				509,477
2019-2021 PBRsUs	1/16/2019	3/1/2019				9,399	37,597	75,194				3,714,584
RSUs	1/16/2019	3/1/2019	—	—	—	—	—	—	37,597	—	—	3,714,584
Louise Pentland												
2019 AIP – Cash			—	187,500	375,000	—	—	—	—	—	—	—
2019 AIP – PBRsUs	1/16/2019	2/15/2019	—	—	—	1,548	6,193	12,386	—	—	—	587,778
2019-2021 PBRsUs	1/16/2019	3/1/2019	—	—	—	12,085	48,339	96,678	—	—	—	4,775,893
RSUs	1/16/2019	3/1/2019	—	—	—	—	—	—	48,339	—	—	4,775,893
William J. Ready												
2019 AIP – Cash			—	187,500	375,000	—	—	—	—	—	—	—
2019 AIP – PBRsUs	1/16/2019	2/15/2019	—	—	—	1,548	6,193	12,386	—	—	—	587,778
2019-2021 PBRsUs	1/16/2019	3/1/2019	—	—	—	12,085	48,339	96,678	—	—	—	4,775,893
RSUs	1/16/2019	3/1/2019	—	—	—	—	—	—	48,339	—	—	4,775,893
Modified Equity Awards <sup>(5)</sup>												19,923,249 <sup>(5)</sup>

<sup>1</sup> The amounts shown represent potential non-equity incentive plan awards under the individual performance portion of the 2019 AIP. Maximum amounts represent 200% of the NEO's target bonus opportunity under the 2019 AIP. For more information on the 2019 AIP, see "Compensation Discussion and Analysis – Compensation Framework – Incentive (Performance-Based) Compensation for 2019."

<sup>2</sup> The amounts shown in the "2019 AIP – PBRsUs" row represent the AIP PBRsUs granted in 2019 under our Amended and Restated 2015 Equity Incentive Award Plan (the "Equity Plan") for the Company performance portion of the 2019 AIP. Amounts shown in the "Threshold" column represent 25% of the target number of shares, which represents the threshold performance of one of the two primary performance metrics. Awards are capped at the maximum of 200% of the target number of shares. The 2019 AIP PBRsUs vested on February 15, 2020 based on continued service through such date and performance during calendar year 2019. For more information on the 2019 AIP, see "Compensation Discussion and Analysis – Compensation Framework – Incentive (Performance-Based) Compensation for 2019."



The amounts shown in the “2019-2021 PBRsUs” row represent the 2019-2021 PBRsUs granted in 2019 under the Equity Plan. Amounts shown in the “Threshold” column represent 25% of the target number of shares, which represents the threshold performance of one of the two performance metrics. Awards are capped at the maximum of 200% of the target number of shares. The 2019-2021 PBRsUs will vest based on performance over the 2019-2021 performance period. See “Compensation Discussion and Analysis – Compensation Framework – Incentive (Performance-Based) Compensation for 2019 – Long-Term Incentive Components – Performance-Based Restricted Stock Units (PBRsUs)” for more information.

The amounts shown in the “Performance Award” row for Mr. Auerbach represent Mr. Auerbach’s grant of PBRsUs under the Performance Award. Amounts shown in the “Threshold” column represent 50% of the target number of shares, which were earned upon completion of the GoPay Acquisition in December 2019 (one of the two applicable performance conditions). If earned, the relevant portion of the Performance Award will vest ratably on the first, second and third anniversary of the grant date, subject to Mr. Auerbach’s continuous employment with the Company on each applicable vesting date. See “Compensation Discussion and Analysis – Compensation Framework – Incentive (Performance-Based) Compensation for 2019 – Long-Term Incentive Components – Performance-Based Restricted Stock Unit Award – Mr. Auerbach” for more information.

- <sup>3</sup> The amounts shown represent service-based RSUs granted in 2019 under the Equity Plan. These RSUs become fully vested over three years, with 33 1/3% vesting on the first, second, and third anniversaries of the date of grant. See “Compensation Discussion and Analysis – Compensation Framework – Incentive (Performance-Based) Compensation for 2019 – Long-Term Incentive Components – Restricted Stock Units” for more information.
- <sup>4</sup> Represents the grant date fair value determined in accordance with FASB ASC Topic 718. The grant date fair value was calculated by multiplying the closing price of the underlying common stock on the date of grant by the number of stock awards granted. For the 2019 AIP PBRsUs, the 2019-2021 PBRsUs, and the Performance Award, the grant date fair value assumes the probable outcome of the performance conditions applicable thereto. See “Stock Awards – Column (e)” under the “2019 Summary Compensation Table” for more information. The assumptions used by the Company in calculating the grant date fair value of the stock awards are incorporated herein by reference to Note 15 to the consolidated financial statements contained in the 2019 Form 10-K. See “Potential Payments Upon Termination or Change in Control” below for additional details.
- <sup>5</sup> This amount represents the incremental fair value related to the modification of Mr. Ready’s outstanding RSU and PBRsU awards under the Ready Separation Agreement, and does not reflect a new equity grant.

## 2019 Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information regarding outstanding equity awards for each of our NEOs as of December 31, 2019.

Name	Option Awards					Stock Awards					
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price(\$)	Option Grant Date	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested(#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>1</sup>	Stock Award Grant Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>1</sup>
Daniel H. Schulman							60,646 <sup>2</sup>	6,560,078	3/1/2017		
							181,941 <sup>4</sup>	19,680,558	3/1/2017		
							75,447 <sup>2</sup>	8,161,102	3/1/2018		
							189,555 <sup>7</sup>	20,504,164	4/1/2018		
							112,790 <sup>2</sup>	12,200,494	3/1/2019		
							16,515 <sup>3</sup>	1,786,428	2/15/2019		
									113,173 <sup>5</sup>	12,241,923	
									112,790 <sup>6</sup>	12,200,494	
									189,555 <sup>9</sup>	20,504,164	
John D. Rainey							20,215 <sup>2</sup>	2,186,657	3/1/2017		
							60,647 <sup>4</sup>	6,560,186	3/1/2017		
							33,532 <sup>2</sup>	3,627,156	3/1/2018		
							48,339 <sup>2</sup>	5,228,830	3/1/2019		
							6,193 <sup>3</sup>	669,897	2/15/2019		
										50,300 <sup>5</sup>	5,440,951
									48,339 <sup>6</sup>	5,228,830	
Jonathan Auerbach	81,498			37.31	5/15/2015	5/15/2022					
							12,129 <sup>2</sup>	1,311,994	3/1/2017		
							36,389 <sup>4</sup>	3,936,198	3/1/2017		
							16,766 <sup>2</sup>	1,813,578	3/1/2018		
							32,226 <sup>2</sup>	3,485,886	3/1/2019		
							5,368 <sup>3</sup>	580,657	2/15/2019		
						2,403 <sup>8</sup>	259,933	12/16/2019			
									25,150 <sup>5</sup>	2,720,476	
									32,226 <sup>6</sup>	3,485,886	
									2,403 <sup>10</sup>	259,933	
Aaron Karczmer							16,172 <sup>2</sup>	1,749,325	3/1/2017		
							48,518 <sup>4</sup>	5,248,192	3/1/2017		
							20,957 <sup>2</sup>	2,266,919	3/1/2018		
							37,597 <sup>2</sup>	4,066,867	3/1/2019		
							5,368 <sup>3</sup>	580,657	2/15/2019		
									31,437 <sup>5</sup>	3,400,540	
									37,597 <sup>6</sup>	4,066,867	

Name	Option Awards					Stock Awards					
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price(\$)	Option Grant Date	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested(#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>1</sup>	Stock Award Grant Date	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>1</sup>
Louise Pentland							20,215 <sup>2</sup>	2,186,657	3/1/2017		
							60,647 <sup>4</sup>	6,560,186	3/1/2017		
							33,532 <sup>2</sup>	3,627,156	3/1/2018		
							48,339 <sup>2</sup>	5,228,830	3/1/2019		
							6,193 <sup>3</sup>	669,897	2/15/2019		
									50,300 <sup>5</sup>	5,440,951	
									48,339 <sup>6</sup>	5,228,830	
William J. Ready							97,035 <sup>4</sup>	10,496,276	3/1/2017		
							6,193 <sup>3</sup>	669,897	2/15/2019		
									50,300 <sup>5</sup>	5,440,951	

<sup>1</sup> Market value is calculated based on \$108.17 per share, the closing price of our common stock on December 31, 2019.

<sup>2</sup> Becomes fully vested over three years, with one-third (33 1/3%) vesting on the first, second, and third anniversaries of the date of grant.

<sup>3</sup> 2019 AIP Shares award. Represents unvested RSUs under the 2019 AIP granted in 2019, subject to the achievement of the performance goals over the one-year performance period from January 1, 2019 through December 31, 2019. Following the performance period, these RSUs became fully vested on February 15, 2020 based on Company performance.

<sup>4</sup> 2017-2019 PBRUSU awards. Represents unvested PBRUSUs granted in 2017, subject to the achievement of the performance goals over the performance period from January 1, 2017 through December 31, 2019. PBRUSUs earned based on Company performance for the 2017-2019 performance period became fully vested on March 1, 2020.

<sup>5</sup> The amounts reported in this row are based on achieving target performance goals for the 2018-2020 PBRUSU awards granted in 2018, as performance for the 2018-2020 performance period is measured on a cumulative basis and is not determinable until the end of the three-year performance period. The PBRUSU awards vest based on the Company's performance over the three-year performance period with respect to the FX-Neutral Revenue CAGR and Free Cash Flow CAGR goals. The PBRUSUs earned based on Company performance will become fully vested on March 1, 2021, subject to the NEO's continued employment through the vesting date.

<sup>6</sup> The amounts reported in this row are based on achieving target performance goals for the 2019-2021 PBRUSU awards granted in 2019, as performance for the 2019-2021 performance period is measured on a cumulative basis and is not determinable until the end of the three-year performance period. The PBRUSU awards vest based on the Company's performance over the three-year performance period with respect to the FX-Neutral Revenue CAGR and Free Cash Flow CAGR goals. PBRUSUs earned based on Company performance will become fully vested on March 1, 2022, subject to the NEO's continued employment through the vesting date.

<sup>7</sup> CEO PSU Award. Represents 50% of the unvested PBRUSUs granted under the CEO PSU Award. The CEO PSU Award has a five-year performance period. As of December 31, 2019, Mr. Schulman earned 50% of the CEO PSU Award based on the achievement of PayPal's stock price target of \$105; the remaining 50% is earned if PayPal stock price target of \$125 is achieved. The stock price targets are measured based on a 90-trading day average closing price during the five-year performance period. Any portion of the award that is earned before the third anniversary of the grant date will vest ratably on the third, fourth, and fifth anniversaries of the grant date, subject to Mr. Schulman's continued employment through the applicable vesting date. Any vesting of the award earned after the third anniversary of the grant date but before the fourth anniversary of the grant date will vest one-third on the date such portion is earned, and one-third on each of the fourth and fifth anniversaries of the grant date. Two-thirds of any portion of the CEO PSU Award that is earned after the fourth anniversary of the grant date will vest on the date such portion is earned, with the remaining one-third vesting on the fifth anniversary of the grant date.

<sup>8</sup> Performance Award. Represents 50% of the unvested PBRUSUs granted under the Performance Award. The Performance Award was earned 50% upon the completion of the GoPay Acquisition in December 2019; the remaining 50% is earned upon the completion of the Honey Acquisition. Any portion of the Performance Award that is earned will vest ratably on the first, second and third anniversary of the grant date, subject to Mr. Auerbach's continuous employment with the Company on each applicable vesting date.

<sup>9</sup> CEO PSU Award. The amounts reported in this row are based on the remaining 50% PBRUSUs that are unearned as of December 31, 2019 under the CEO PSU Award. See footnote 7 above for additional details.

## Compensation Tables

<sup>10</sup> The amounts reported in this row are based on the achievement of the second performance goal for the Performance Award (the completion of the Honey Acquisition), which was achieved on January 3, 2020. The earned portion of the Performance Award will vest ratably on the first, second and third anniversary of the grant date, subject to Mr. Auerbach's continuous employment with the Company on each applicable vesting date.

## 2019 Option Exercises and Stock Vested

The following table sets forth the number of shares acquired and the value realized upon exercise of stock options and the vesting of stock awards by each of our NEOs for the fiscal year ended December 31, 2019.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Daniel H. Schulman	175,719	12,145,628	556,303	55,434,556
John D. Rainey	18,207	1,245,914	183,698	18,316,534
Jonathan Auerbach	—	—	144,955	14,835,806
Aaron Karczmer	—	—	96,662	9,673,228
Louise Pentland	6,113	380,555	206,053	20,858,270
William J. Ready	7,397	512,663	464,059	48,226,095

## 2019 Non-Qualified Deferred Compensation

All NEOs are eligible to participate in the PayPal Holdings, Inc. Deferred Compensation Plan (the "DCP"); however, none of our NEOs participated in the DCP in 2019.

The DCP is a non-qualified voluntary deferred compensation plan that allows participants to defer certain amounts of compensation. The DCP provides a supplement to our 401(k) Plan and permits personal savings beyond the IRS contribution limits on qualified plans. Each participant is permitted to elect to defer annually. All amounts deferred under the DCP are fully vested. The DCP has been designed so that federal and state income taxes on the monies deferred are not due until such time as the account balance is paid to a participant. Participants can elect distribution of their account balances from a given year to be paid to them while they are still working, or they can elect to have payments made to them in the event of their separation from service with us. Payments can be made in a lump sum payment or as annual installments over a period of greater than two years and less than fifteen years.

The return on the deferred amounts is linked to the performance of market-based investment choices made available to participants under the DCP. While the deferred dollars are not actually invested in the investment fund(s), earnings or losses of the tracking fund are applied to the participant's deferral dollars as if they were invested in the fund(s).

## Potential Payments Upon Termination or Change in Control

The following table, footnotes, and narrative set forth our payment obligations pursuant to the compensation arrangements for each of our NEOs, under the circumstances described below, assuming that his or her employment was terminated or a change in control occurred on December 31, 2019. Because our executive compensation program is heavily weighted towards equity-based compensation, a significant percentage of the compensation to be received by our NEOs upon a termination of employment under the circumstances described below relates to the settlement of outstanding equity awards. Please see the 2019 Outstanding Equity Awards at Fiscal Year-End table above for further information regarding outstanding equity awards granted to the NEOs in 2019 and in prior years.

Name	Voluntary Termination (\$)(a) <sup>(1)(2)(3)</sup>	Involuntary Termination Outside of Change in Control Period (\$)(b) <sup>(2)(3)</sup>	Involuntary Termination Within Change in Control Period (\$)(c) <sup>(2)(3)</sup>	Death or Disability (\$)(d) <sup>(2)(3)(4)</sup>
Daniel H. Schulman <sup>(5)</sup>	24,484,496	23,887,200	60,763,233	35,096,838
John D. Rainey	—	9,185,596	25,904,733	14,740,759
Jonathan Auerbach	—	5,912,103	16,359,003	8,170,080
Aaron Karczmer	—	5,832,866	18,494,870	10,128,065
Louise Pentland	—	9,185,596	25,904,733	14,740,759
William J. Ready	—	24,516,507	—	—

<sup>1</sup> For Mr. Schulman, the amount reflects his retirement eligibility with respect to the RSUs (as discussed below) and PBRsUs pursuant to the PBRsU award agreement provisions, which provide that the PBRsUs will vest on a prorated basis based on the number of full months of service during the performance period and actual performance during the entire performance period.

<sup>2</sup> Amounts do not take into account (i) potential reductions due to “best net pay” provisions in respective agreements and the PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees (the “CIC Severance Plan”), as discussed below, or (ii) the value of the 2017-2019 PBRsUs, which were earned at 200% of target following the completion of the performance period on December 31, 2019.

<sup>3</sup> Amounts assume cash payments equal to the value of equity awards (and for purposes of column (b) and (c) for all NEOs, column (a) for Mr. Schulman, and column (d) for Mr. Karczmer, target performance of outstanding PBRsUs).

<sup>4</sup> For Mr. Karczmer, the amount reflects the death and disability provisions under the terms of the CIC Severance Plan, as more fully discussed below.

<sup>5</sup> Any unearned portion of the CEO PSU Award would have been 100% forfeited in all circumstances described in the table, other than upon an “Involuntary Termination Within Change in Control Period.” For purposes of determining the proportion of unearned shares under the CEO PSU Award in connection with a change of control, performance will be determined based on the deal price using straight-line interpolation between the performance targets of \$105 and \$125 (if applicable), as described under the “Involuntary Termination with a Change of Control” section below.

### VOLUNTARY TERMINATION – COLUMN (a)

#### Retirement Benefits for Mr. Schulman

Mr. Schulman is retirement-eligible under the 2017-2019, 2018-2020 and 2019-2021 PBRsU award agreements. Pursuant to the PBRsU award agreement provisions, in the event Mr. Schulman voluntarily resigns at a time when he has attained at least 60 years of age and completed at least five years of service (“Retires” or “Retirement”), the PBRsUs will vest on a prorated basis based on the number of full months of service during the performance period and actual performance during the entire performance period, and will be settled following the completion of the performance period. Mr. Schulman is also eligible for prorated vesting of RSUs. If Mr. Schulman Retires, he would receive prorated vesting of the next tranche of RSUs that would have vested following his Retirement.

### INVOLUNTARY TERMINATION OTHER THAN FOR CAUSE – COLUMN (b)

#### Severance Arrangements for Involuntary Termination Other Than for Cause Outside a Change in Control Period for Messrs. Schulman, Rainey and Auerbach and Ms. Pentland

Each of Messrs. Schulman, Rainey, and Auerbach and Ms. Pentland has entered into separate agreements with the Company. Assuming a termination date of December 31, 2019, each of Messrs. Schulman, Rainey, and Auerbach and Ms. Pentland would be entitled to the following under the terms of their respective agreements in the event that his or her employment with us was terminated outside of the “change in control period,” which is defined as more than 90 days prior to or more than 24 months following a “change in control” (as defined in the Equity Plan), either (a) by us for any reason other than “cause”, “disability”, or death or (b) by Messrs. Schulman, Rainey and Auerbach and Ms. Pentland for “good reason” (as each term is defined in the respective agreements), subject to the executive’s execution of a release of claims in favor of the Company, as follows:

- For Mr. Schulman, a cash payment equal to two times the sum of (i) annual base salary and (ii) target bonus amount; for Mr. Rainey, a cash payment equal to 1.5 times the sum of (i) annual base salary and (ii) target bonus amount; and for

## Compensation Tables

Mr. Auerbach and Ms. Pentland, a cash payment equal to one times the sum of (i) annual base salary and (ii) target bonus amount (“Agreement Severance Payment”).

- A prorated annual cash bonus for the year of termination based on actual company performance (“Prorated Cash Incentive Award”).
- For Messrs. Schulman, Rainey and Auerbach and Ms. Pentland, a cash payment equal to the value of any equity awards that are outstanding and unvested that otherwise would have become vested within 12 months following the date of termination of employment (where value is determined using the average closing price of the Company’s common stock for the 10 consecutive trading days ending on and including the trading day immediately prior to the termination date (the “Average Closing Price”) and the Valuation Assumptions as defined in the respective agreements).

### Severance Arrangements for Involuntary Termination Other than for Cause for Participants in the PayPal Holdings, Inc. SVP and Above Standard Severance Plan

As of December 31, 2019, Mr. Karczmer was eligible to participate in the PayPal Holdings, Inc. SVP and Above Standard Severance Plan (the “Severance Plan”).

The Severance Plan provides eligible employees with severance payments and benefits in the event that an eligible employee’s employment with us or one of our subsidiaries, affiliates, or a successor company is involuntarily terminated without “cause” (as defined in the Severance Plan) by us outside of the “change in control period” (as defined above), subject to the employee’s execution of a release of claims in favor of the Company, as follows:

- A cash payment equal to one times the sum of (i) annual base salary and (ii) target bonus amount.
- A Prorated Cash Incentive Award.
- Accelerated vesting of service-based equity awards that would have otherwise become vested pursuant to their ordinary vesting schedule within the 12 months following the employment termination date, and for performance-based equity awards subject to a performance period that ends within the first anniversary of the NEO’s employment termination date, to remain outstanding and eligible to vest, based solely on the achievement of the Company performance targets, to be settled in a lump sum, through vesting of stock, payment of cash in lieu of vesting shares of stock, or a combination thereof.
- If the NEO participates in the Company’s health insurance plan, and is eligible to continue to participate in the plan under the Consolidated Omnibus Budget Reconciliation Act (“COBRA”), the NEO will receive a lump sum cash payment equal to the product of (A) the monthly premium payable by the NEO for himself (and his eligible dependents) under the Company’s health insurance plan in which he participates immediately prior to the employment termination date, and (B) 24.
- In the event the Company elects to settle any such equity awards through the payment of cash in lieu of vesting shares of stock, the Company will pay the NEO a lump sum cash amount equal to the value of all of the equity awards that are treated as though vested in accordance with the foregoing bullet points (where value is determined using the Average Closing Price).

### Separation Agreement with Mr. Ready

Pursuant to a planned transition announced in June 2019, Mr. Ready’s employment with the Company terminated on December 31, 2019. In connection with his termination, Mr. Ready received severance benefits pursuant to the terms of the PayPal Holdings, Inc. SVP and Above Standard Severance Plan for a Qualifying Termination, as set forth in the Ready Separation Agreement entered into with Mr. Ready. Mr. Ready did not receive any additional compensation outside of the terms of our SVP and Above Standard Severance Plan.

The Ready Separation Agreement provided for the following payments and benefits in connection with his termination of employment, effective as of December 31, 2019, subject to Mr. Ready’s execution of a release of claims in favor of the Company:

- A cash payment equal to \$1,500,000.
- A bonus under the 2019 AIP based on actual Company performance for the Company component of the 2019 AIP and 100% target performance for the individual component of the 2019 AIP:

	Target		Company Performance		AIP Payout
Company Component	=	6,193 Target PBRUSs	x	136%	= 8,423 shares
	Target		Individual Performance		AIP Payout
Individual Component	=	\$187,500	x	100%	= \$187,500

- The accelerated vesting of 162,259 service-based RSUs, which RSUs would have vested in the one year period following the date Mr. Ready terminated employment (i.e., December 31, 2019).
- A lump sum payment of \$24,000 for health insurance costs.
- Eligibility to vest in PBRsUs granted in 2017 and 2018 for the 2017-2019 and 2018-2020 performance periods, respectively, based on actual Company performance.

### **INVOLUNTARY TERMINATION WITH A CHANGE IN CONTROL – COLUMN (c)**

#### **Severance Arrangements for an Involuntary Termination in Connection with a Change in Control for Messrs. Schulman, Rainey, and Auerbach and Ms. Pentland**

Each of Messrs. Schulman, Rainey, and Auerbach and Ms. Pentland would be entitled to receive the following under their respective agreements if a “change in control” (as defined in the Equity Plan) occurred as of December 31, 2019 and his or her employment with us was terminated within the “change in control period,” either (a) by us for any reason other than “cause,” “disability,” or death or (b) by the executive for “good reason” (as each term is defined in the respective agreements), subject to the executive’s execution of a release of claims, as follows:

- An Agreement Severance Payment; provided, however, that Mr. Rainey, Mr. Auerbach and Ms. Pentland would be eligible to receive a cash payment equal to two times the sum of (i) annual base salary, and (ii) target bonus amount.
- A Prorated Cash Incentive Award.
- A cash payment equal to the value of all unvested equity awards outstanding (where value is determined using the Average Closing Price and the Valuation Assumptions as defined in the respective agreements).

Under the Equity Plan, the performance period of Mr. Schulman’s CEO PSU Award and Mr. Auerbach’s Performance Award would end on the date of the change in control and the applicable performance goals would be deemed to be satisfied at the actual level of performance as of the date of the change in control. The value of unvested equity awards would therefore include the following:

- For Mr. Schulman, 219,600 PBRsUs granted under the CEO PSU Award, which is determined based on the closing price of our common stock on December 31, 2019, using straight-line interpolation between the performance targets of \$105 and \$125.
- For Mr. Auerbach, 2,403 PBRsUs granted under the Performance Award, which represents 50% of the Performance Award and is based on the achievement of one of the two applicable performance goals.

Under each respective agreement, in the event any payments or benefits constitute “parachute payments” within the meaning of Section 280G of the Internal Revenue Code (“IRC”) and would be subject to the excise tax imposed by IRC Section 4999, such payments or benefits will be reduced to the maximum amount that does not result in the imposition of such excise tax, but only if such reduction results in the executive receiving a higher net-after tax amount than such executive would have received absent such reduction (the “best net pay” provision).

#### **Severance Arrangements for an Involuntary Termination in Connection with a Change in Control for Participants in the PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees**

As of the end of fiscal 2019, Mr. Karczmer was eligible to participate in the PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees (the “CIC Severance Plan”). Under the terms of the CIC Severance Plan, Mr. Karczmer would have been entitled to receive the following if a “change in control” (as defined in the Equity Plan) occurred as of December 31, 2019 and his employment with us is terminated within the “change in control period,” either (a) by us for any reason other than “cause,” “disability,” or death or (b) by the executive for “good reason” (as each of those terms is defined in the CIC Severance Plan), subject to the executive’s execution of a release of claims, as follows:

- A lump sum cash payment of the annual cash bonus that the executive would have earned assuming achievement of target performance, as applicable in respect of the fiscal year in which the termination occurs.
- A lump sum cash payment equal to the product of (i) the sum of the executive’s base salary (in effect upon the occurrence of the termination event) and target bonus (for the bonus year in which the separation occurs), and (ii) two.
- If the NEO is employed by the Company in the U.S., participates in the Company’s health insurance plan, and is eligible to continue to participate in the plan under COBRA, the NEO will receive a lump sum cash payment equal to the product of (A) the monthly premium payable by the NEO for himself (and his eligible dependents) under the Company’s health insurance plan in which he participates immediately prior to the employment termination date, and (B) 48.
- The NEO’s unvested service-based equity awards will be treated as fully vested. If the termination occurs during a performance period with respect to an award of PBRsUs, such award will be deemed earned assuming achievement of target performance for purposes of determining the number of awards that will be treated as becoming immediately vested; however, if the executive’s awards are intended to constitute performance-based compensation subject to IRC Section 162(m), such awards will remain outstanding and only be treated as becoming fully vested if and to the extent that they otherwise would have become earned based on actual company performance through the end of the applicable performance period. Settlement of the awards will be

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## Compensation Tables

through either the vesting of common stock under the award or, in lieu thereof, payment in cash or a combination thereof, at our discretion. In general, if a cash payment is made in lieu of vesting an award, the value of the unvested award is determined using the average closing price of our common stock for the 10 consecutive trading days ending on and including the trading day immediately prior to the date of separation or at the end of the performance period, as applicable.

The payment of all of the benefits described above will be made within 90 days following the termination of employment, except as noted above.

Under the CIC Severance Plan, in the event any payments or benefits constitute “golden parachute payments” within the meaning of IRC Section 280G and would be subject to the excise tax imposed by IRC Section 4999, such payments or benefits will be reduced to the maximum amount that does not result in the imposition of such excise tax, but only if such reduction results in the executive officer receiving a higher net-after tax amount than such executive officer would have received absent such reduction (the “best net pay” provision).

### **Change in Control—Equity Awards**

PayPal has not entered into any arrangements with any of its NEOs to provide “single trigger” change in control payments. The Equity Plan generally provides for the acceleration of vesting of awards granted under the plan upon a change in control (as defined in the plan) only if the acquiring entity does not agree to assume or continue the awards. Under the terms of the Equity Plan, for purposes of determining payouts in connection with or following a change in control, PBRSU performance will be based on applicable performance metrics through the date of change in control. These provisions generally apply to all holders of awards under the Equity Plan.

### **DEATH OR DISABILITY – COLUMN (d)**

#### **Severance Arrangements in the Event of Death or Disability**

Under the terms of the respective agreements of Messrs. Schulman, Rainey, and Auerbach and Ms. Pentland, if such executive’s employment terminates due to his or her death or disability, he or she will be entitled to receive a cash payment equal to the value of any unvested equity awards that would have otherwise vested within 24 months of his or her termination date (where value is determined using the Average Closing Price and the Valuation Assumptions as defined in the respective agreements).

Under the terms of the Severance Plan, Mr. Karczmer will be entitled to accelerated vesting of any unvested equity awards that would have otherwise vested within 24 months of the termination date. For purposes of the foregoing sentence, if the termination date occurs during the performance period of a performance-based equity award, then such award will be deemed to be fully earned assuming achievement at target. In the event the Company elects to settle any such awards through the payment of cash in lieu of vesting shares of stock, the Company will pay a lump sum cash amount equal to the value of all of the equity awards that are treated as though vested in accordance with the foregoing (where value is determined using the Average Closing Price).

Under the terms of the CIC Severance Plan, if Mr. Karczmer dies or becomes disabled at any time during the change in control period, his unvested equity awards will be treated as fully vested and settled in the same manner as described above in “Severance Arrangements for an Involuntary Termination in Connection with a Change in Control for Participants in the PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees.”

### **EXECUTIVE SEVERANCE PLAN**

The Compensation Committee has approved the Executive Severance Plan, with an effective date of December 31, 2019 for qualifying terminations on or after January 1, 2020, pursuant to which the NEOs are eligible for certain severance benefits in the event of the NEO’s qualifying termination of employment applicable to the Executive Severance Plan. The Executive Severance Plan was adopted to standardize the severance paid to current and future participants in the event of a qualifying termination (as defined in the Executive Severance Plan) and supersedes each of the PayPal Holdings, Inc. SVP and Above Standard Severance Plan and the PayPal Holdings, Inc. Change in Control Severance Plan, as well as any change in control or separation protection agreements or understandings, oral or written, between the Company and any participant of the Executive Severance Plan.

Under the Executive Severance Plan, any participant who incurs a qualifying termination will be entitled to receive (i) a severance payment equal to a multiple of the sum of annual base salary and target bonus amount (the multiple that the CEO is eligible to receive under the Executive Severance Plan is 2x within or outside of a “change in control period” (i.e., the period that begins 90 days prior to, and ends 24 months following a change in control under the Equity Plan); and the multiple that each other participant is eligible under the Executive Severance Plan is 2x within a change in control period or 1.5x outside of a change in control period); (ii) a prorated annual cash bonus for the year of termination based on actual company performance and target individual performance; (iii) an acceleration of outstanding and unvested equity awards (full acceleration if the qualifying termination is within a change in control period or 12 months acceleration if the qualifying termination is outside of a change in control period (24 months if qualifying termination is due to death or disability)); (iv) payment of COBRA premiums, or a cash-out payment in lieu of such payments, for a period of time (a lump sum cash-out payment of 24 months of premiums within a change in control period, and continued payment of premiums for 18 months for the CEO (or 12 months for each other participant) outside of a change in control period); and (v) outplacement services.



# CEO Pay Ratio Disclosure

We are providing the following information about the relationship of the annual total compensation of Mr. Schulman, our CEO, to the median of the annual total compensation of our employees, which we refer to as the “pay ratio.” We believe that the pay ratio disclosed below is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

For 2019, our last completed fiscal year, the median of the annual total compensation of the Company’s employees (other than our CEO) was \$70,405 and the annual total compensation of our CEO, as reported in the “Total” column of the “2019 Summary Compensation Table” in this proxy statement, was \$25,825,473. Based on this information, for 2019, we estimate that the pay ratio of the annual total compensation of our CEO to the median of the annual total compensation of our employees is 367 to 1.

## Methodology for Determining Our Median Employee

PayPal is a global company and operates in over 200 markets around the world. As of December 31, 2019, we employed approximately 23,200 people globally: approximately 48% of them were based in the United States and 52% were based outside of the United States. We strive to create a competitive global compensation program in terms of both each employee’s position and the geographic location in which the employee is located. In light of this, our compensation programs and reward offerings are designed to reflect local market practices across our global operations.

We selected December 31, 2019 (the last day of our fiscal year) as the date for identifying our median employee. As of that date, we compiled compensation information for all of our full-time and part-time employees worldwide (including interns), except that we excluded employees from iZettle outside of Mexico (representing approximately 690 employees) because they had not yet been onboarded onto our compensation and benefits platforms following our acquisition of iZettle in September 2018. We did not include employees from Honey because the Honey Acquisition was completed on January 3, 2020 (which was after the December 31, 2019 median employee determination date).

For purposes of identifying the median employee from our global employee population, we compared the amount of base salary (including overtime for overtime-eligible employees), allowances, short-term incentives, and other bonuses paid during 2019 and the intended grant value related to any long-term incentive equity awards granted during 2019, as reflected in our global human resource and equity management systems. We annualized base salaries for those employees who were not employed for the entire 2019 fiscal year. We did not include any contractors or workers employed through a third-party provider in our employee population. For employees outside of the United States, we converted their compensation to U.S. dollars using the exchange rate as of December 31, 2019.

The elements in this compensation measure are representative of the principal forms of compensation delivered to our employees. We identified our median employee using this compensation measure, which was consistently applied to all employees included in the calculation.

Once we identified our median employee, we identified and calculated the elements of that employee’s compensation for 2019 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in annual total compensation of \$70,405. For the annual total compensation of our CEO, we used the amount reported in the “Total” column of our “2019 Summary Compensation Table” in this proxy statement.

The SEC rules for identifying the median employee allow companies to adopt a many different methodologies, such as applying estimates, assumptions, adjustments, and exclusions, and adopting unique definitions of compensation to identify the median employee and calculate the pay ratio. In light of the differences in how pay ratios may be calculated, neither the median employee’s compensation nor the estimated pay ratio reported by other companies may be comparable to the pay ratio reported above, as other companies have different employee populations and compensation practices and may use different methodologies, exclusions, estimates, and assumptions in calculating their pay ratios.

## Equity Compensation Plan Information

The following table gives information regarding our equity compensation plans as of December 31, 2019, which we collectively refer to as our Equity Compensation Plans.

Plan Category	(a) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants, and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants, and Rights (\$)	(c) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column(a))
Equity Compensation Plans approved by security holders	25,399,596 <sup>1</sup>	30.3472 <sup>2</sup>	108,353,616 <sup>3</sup>
Equity Compensation Plans not approved by security holders	211,143 <sup>4</sup>	18.9742 <sup>2</sup>	—
Total	25,610,739	25.2804	108,353,616

<sup>1</sup> Includes (a) 19,547,980 shares of our common stock issuable pursuant to RSUs under our Amended and Restated 2015 Equity Incentive Award Plan, as amended from time to time (our Equity Plan), (b) 262,789 shares of our common stock issuable pursuant to stock options under our Equity Plan, (c) 116,775 shares of our common stock issuable pursuant to DSUs under our Equity Plan, (d) 931,814 shares of common stock issuable from outstanding 2019 AIP Shares awarded under the 2019 AIP (representing the actual number of shares that were earned based on actual Company performance for the one-year performance period ending December 31, 2019), (e) 1,406,362 shares of our common stock issuable from outstanding PBRsUs awarded under the 2019-2021 PBRsUs (representing the maximum number of shares assuming achievement of maximum performance against target level), (f) 1,203,538 shares of our common stock issuable from outstanding PBRsUs awarded under the 2018-2020 PBRsUs (representing the maximum number of shares assuming achievement of maximum performance against target level), and (g) 1,930,338 shares of our common stock issuable from outstanding PBRsUs awarded under the 2017-2019 PBRsUs (representing the actual number of shares that were based on actual Company performance for the three-year performance period ending December 31, 2019). RSUs and DSUs each represent an unfunded, unsecured right to receive shares of Company common stock. The value of RSUs and DSUs varies directly with the price of our common stock.

<sup>2</sup> Does not include outstanding RSUs or DSUs.

<sup>3</sup> Includes 51,184,729 shares of our common stock reserved for future issuance under our Amended and Restated Employee Stock Purchase Plan as of December 31, 2019.

<sup>4</sup> Represents shares of our common stock to be issued upon exercise of outstanding options or vesting of RSUs assumed in connection with acquisitions. We do not intend to make further grants of any awards under any equity plan of any acquired company.

# Proposal 3: Ratification of the Appointment of PricewaterhouseCoopers LLP as Our Independent Auditor for 2020

The ARC Committee is directly responsible for the appointment, compensation, retention and oversight of the Company's independent auditor.

The ARC Committee has appointed PricewaterhouseCoopers LLP ("PwC") as our independent auditor for 2020. PwC has served as the Company's independent auditor since 2000, and as the Company's independent auditor as an independent public company since July 2015, following the completion of the Company's separation from eBay Inc. The Board and the ARC Committee believe that the continued retention of PwC to serve as our independent auditor is in the best interests of the Company and our stockholders. Accordingly, we are asking our stockholders to ratify the selection of PwC as our independent auditor for 2020. Although ratification is not legally required, we are submitting the appointment of PwC for ratification by our stockholders because we value our stockholders' views on the Company's independent auditors and as a matter of good corporate practice. We expect that a representative of PwC will attend the Annual Meeting, will have an opportunity to make a statement if he or she chooses, and will be available to respond to appropriate questions.

If stockholders do not ratify the appointment, the ARC Committee will reconsider the appointment. Even if the appointment is ratified, the ARC Committee may in its discretion select a different independent registered public accounting firm at any time during the year if it determines that such a change would be appropriate.

**The Board and the ARC Committee recommend a vote FOR Proposal 3.**

## ARC COMMITTEE REPORT

The ARC Committee operates under a written charter adopted by the Board and reviewed annually. The ARC Committee consists of the six directors named below. Each member of the ARC Committee meets the independence requirements of Nasdaq and the SEC, and otherwise satisfies the requirements for audit committee service imposed by the Exchange Act. In addition, the Board has determined that Mr. Moffett and Ms. Messemer are each an "audit committee financial expert" as defined by applicable SEC rules.

The ARC Committee provides assistance and guidance to the Board in fulfilling its oversight responsibilities with respect to:

- PayPal's corporate accounting and financial reporting practices and the audit of its financial statements;
- The independent auditor's qualifications and independence;
- The performance of PayPal's internal audit function and independent auditor;
- The quality and integrity of PayPal's financial statements and reports;
- Reviewing and approving all audit engagement fees and terms, as well as all non-audit engagements with the independent auditor;
- Producing this report;
- PayPal's overall risk framework and risk appetite framework; and
- PayPal's compliance with legal and regulatory requirements.

The ARC Committee relies on the expertise and knowledge of management, the internal audit department, and the independent auditor in carrying out its oversight responsibilities. Management is responsible for the preparation, presentation and integrity of PayPal's financial statements, and for maintaining appropriate accounting and financial reporting principles and policies and internal controls and procedures that provide for compliance with accounting standards and applicable laws and regulations. PayPal's independent auditor, PwC, is responsible for performing an audit of PayPal's financial statements in accordance with the standards of the Public Company Accounting Oversight Board ("PCAOB") and expressing an opinion on the conformity of those financial statements with generally accepted accounting principles in the U.S. The independent auditor is also responsible for expressing an opinion on the effectiveness of PayPal's internal control over financial reporting.

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## Proposal 3

During 2019 and early 2020, among other things, the ARC Committee:

- Reviewed and discussed with management and the independent auditor the Company's quarterly earnings press releases, financial statements, and related periodic reports prior to filing with the SEC;
- Reviewed and discussed with senior management, the internal audit team, and the independent auditor the scope, adequacy, and effectiveness of the Company's internal accounting and financial reporting controls and the independent auditor's opinion on the effectiveness of the Company's internal control over financial reporting;
- Monitored and evaluated the independent auditor's qualifications, performance, internal quality-control procedures, and independence on an ongoing basis;
- Reviewed and discussed with management, the independent auditor and, as appropriate, the chief accounting officer, the audit scope, any significant matters arising from any audit, and the audit plans of both the internal audit department and the independent audit;
- Reviewed and discussed the Company's enterprise-wide risk management program and overall risk management framework, including policies and practices established by management to identify, assess, measure, and manage key current and emerging risks facing the Company;
- Reviewed and discussed the Company's enterprise-wide compliance program and global financial crimes program, including compliance risks, management actions on significant compliance matters, progress of major compliance initiatives, and reports concerning the Company's compliance with applicable laws and regulations;
- Reviewed with the Chief Business Affairs and Legal Officer and/or the Chief Risk and Compliance Officer, as applicable, any significant legal, compliance, or regulatory matters that could have a material impact on the Company's financial statements, business or compliance policies, including material notices to or inquiries received from governmental agencies;
- Reviewed and discussed with the independent auditor and management the audited financial statements in the Company's 2019 Annual Report on Form 10-K, including a discussion of the critical audit matters identified by the independent auditor, the quality (not merely the acceptability) of the Company's accounting principles, the reasonableness of significant judgments and estimates, and the clarity of the disclosures in the financial statements; and
- Held separate executive sessions with the independent auditor, the internal audit department, the internal Sarbanes-Oxley Act of 2002 (SOX) team, and senior management to enable them to discuss legal, accounting, auditing, and internal controls matters privately with the ARC Committee.

The ARC Committee has discussed with PwC the matters required to be discussed by the requirements of the PCAOB and the SEC. In addition, the ARC Committee has discussed with PwC its independence from PayPal and its management, received the written disclosures and the letter required by applicable PCAOB requirements regarding the independent auditor's communications with the ARC Committee concerning independence, and considered whether PwC's provision of non-audit services was compatible with maintaining the independent auditor's independence.

As provided in its charter, in addition to evaluating PwC's independence, the ARC Committee assessed PwC's performance as independent auditor during 2019. As part of its annual, comprehensive review of PwC to determine whether to re-appoint the firm for the following fiscal year, the ARC Committee reviews a variety of indicators of audit quality including: the quality and candor of PwC's communications with the ARC Committee and management; the quality and efficiency of the services provided, including input from management on PwC's performance and how effectively PwC demonstrates its independent judgment, objectivity, and professional skepticism; external data on audit quality and performance, including recent PCAOB reports on PwC and its peer firms; PwC's global capabilities, technical expertise, and knowledge of the Company's global operations, accounting policies and practices, and internal control over financial reporting; the appropriateness of PwC's fees; and PwC's tenure as the Company's independent auditor and the controls and procedures in place to maintain its independence. As a result of its evaluation, the ARC Committee concluded that the appointment of PwC as the Company's independent auditor for the fiscal year ending December 31, 2020 is in the best interests of the Company and its stockholders.

Based on the ARC Committee's reviews and discussions described above, the ARC Committee recommended to the Board that the consolidated audited financial statements be included in PayPal's Annual Report on Form 10-K for the year ended December 31, 2019 for filing with the SEC.

### The ARC Committee of the Board

David M. Moffett (Chairman)  
Rodney C. Adkins  
Belinda J. Johnson  
Deborah M. Messemer  
Ann M. Sarnoff  
Frank D. Yeary

## AUDIT AND OTHER PROFESSIONAL FEES

The following table provides information about fees for services provided by PwC (in thousands):

	Year Ended December 31,	
	2019 (\$)	2018 (\$)
Audit Fees	14,031	11,554
Audit-Related Fees	1,423	1,312
Tax Fees	110	18
All Other Fees <sup>1</sup>	1,285	1,210
Total	16,849	14,094

<sup>1</sup> Includes approximately \$1.3 million and \$1.2 million of lease payments to PwC Russia for office space in Russia for 2019 and 2018, respectively, pursuant to a sublease arrangement negotiated on an arm's-length basis.

"Audit Fees" include fees for services provided in connection with the audit of our annual financial statements, the review of our quarterly financial statements included in our quarterly reports on Form 10-Q, the audit of internal control over financial reporting, comfort letters, consents, statutory audits, discussions surrounding the proper application of financial accounting and/or reportable standards, and audit services provided in connection with other regulatory or statutory filings for which we have engaged PwC.

"Audit-Related Fees" are fees for assurance and related services that are reasonably associated with the performance of the audit or review of our consolidated financial statements or internal control over financial reporting and are not included in "Audit Fees." These services primarily include fees for procedures in connection with our Service Organizational Control ("SOC") reports and consultation regarding financial accounting and reporting matters in the year prior to adoption.

"Tax Fees" are fees for tax services, including transfer pricing consulting, tax planning and advice, and tax compliance.

"All Other Fees" are fees for permitted services performed by PwC that do not meet the "Audit Fees," "Audit-Related Fees," or "Tax Fees" category description. These services primarily include fees for consulting services, compliance-related services, and software licenses, as well as the lease payment described above.

The ARC Committee has determined that the provision of the non-audit services listed above is compatible with PwC's independence.

## ARC COMMITTEE PRE-APPROVAL POLICY

The ARC Committee has adopted a policy regarding pre-approval of any audit and permissible non-audit services. Under this policy, the ARC Committee preapproves all audit and permissible non-audit services to be provided by PwC. These services may include audit services, audit-related services, tax services, and other services. Pre-approval of services is generally provided for a period of up to one year, detailed as to the particular service or category of services and subject to a specified budget. PwC is required to report periodically to the ARC Committee regarding the extent of services provided in accordance with each pre-approval and the fees for such services provided to date. The ARC may also pre-approve particular services on a case-by-case basis.

## Proposal 4: Stockholder Proposal — Stockholder Right to Act by Written Consent

John Chevedden, whose address is 2215 Nelson Avenue, No. 205, Redondo Beach, California 90278, has advised the Company that he intends to present the following stockholder proposal at the Annual Meeting. Mr. Chevedden has indicated that he holds sufficient shares of PayPal common stock to meet the requirements of Rule 14a-8. The stockholder proposal will be voted on at the Annual Meeting only if properly presented by or on behalf of the proponent.

The text of the stockholder proposal and supporting statement appear exactly as received by the Company unless otherwise noted. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponent. The stockholder proposal may contain assertions about the Company or other matters that we believe are incorrect, but we have not attempted to refute all of those assertions.

**The Board recommends a vote AGAINST Stockholder Proposal 4 based on the reasons set forth in PayPal's Statement in Opposition following the stockholder proposal.**

### STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT

Shareholders request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting. This written consent is to be consistent with applicable law and consistent with giving shareholders the fullest power to act by written consent consistent with applicable law. This includes shareholder ability to initiate any valid topic for written consent.

This proposal topic won majority shareholder support at 13 major companies in a single year. This included 67% support at both Allstate and Sprint. This 67% support would have been higher if all shareholders had access to independent proxy voting advice. Hundreds of major companies enable shareholder action by written consent.

It is especially important to open up a new avenue of communication with the Board of Directors, such as written consent, after the Board shut down the long-established in-person annual meeting avenue of communications without even allowing shareholders to vote on such a downsizing of shareholder rights.

We now have a virtual annual meeting which in reality means that virtually any shareholder question can be avoided. Any question that is not screened out can be given a vague answer with no shareholder opportunity to seek clarification. Shareholders have a right to cast a negative vote for Ms. Gail McGovern, who chaired our corporate governance committee, and would seem to be responsible for virtual meetings. Since Ms. McGovern is the President and Chief Executive Officer of the American Red Cross, it makes one question the caliber of governance that the American Red Cross has.

Plus a Board of Directors that does not need to attend a real annual meeting can be inclined to think that the Board and management walk on water, but this is not borne out.

For instance, an independent Chairman of the Board did not oversee our CEO. And our inside-related Chairman, John Donahoe, received the highest negative votes of any PayPal director in 2018 – 40-times as many negative votes in some cases.

Shareholders only gave an 88%-vote in regard to executive pay compared to many companies that receive a 95%-vote. David Dorman chaired the executive pay committee. The total Summary Pay for Daniel Schulman was \$19 million in 2017.

Please vote Yes to adopt an important new avenue of shareholder communication:

### STOCKHOLDER RIGHT TO ACT BY WRITTEN CONSENT – PROPOSAL 4

## PAYPAL'S STATEMENT IN OPPOSITION

PayPal's Board recommends that stockholders vote **AGAINST** this proposal for the following reasons:

The Board believes that PayPal's stockholders are best served by holding meetings in which all stockholders are provided with notice of the meeting and an opportunity to consider and discuss the proposed actions and vote their shares. PayPal's Certificate of Incorporation and Bylaws provide that special meetings of PayPal's stockholders may be called at the request of holders of 20% of PayPal's outstanding common stock. The Company's special meeting requirements strike an appropriate balance between providing stockholders with a meaningful ability to propose actions for stockholder consideration between annual meetings and protecting against the risk of a small minority of stockholders using this mechanism for their own special interests, which may cause disruption in the effective management of the Company and be detrimental to stockholders' interests.

All PayPal stockholders have the opportunity to participate in annual stockholder meetings and any special stockholder meetings held outside of an annual meeting to determine proposed actions. The Board believes that action at an annual or special meeting aligns with stockholder interests to a greater degree than action by written consent. In particular, the transparency and fairness of our stockholder meeting processes support all stockholders' interests and offer important protections and advantages that are absent from the written consent process:

- In accordance with our Bylaws, the Company provides advance notice of the date, time and agenda for an annual or special meeting, which ensures that all stockholders have a meaningful and structured opportunity to consider a proposed action, express their views and otherwise engage in dialogue, and to vote on a proposed action.
- Thorough disclosure about the proposed stockholder action is widely distributed in the proxy statement before the meeting, which promotes a well-informed discussion on the merits of a proposed action.
- The Board is able to analyze and provide a recommendation with respect to actions proposed to be taken at a stockholder meeting or to suggest alternative proposals for stockholder evaluation that may be in the best interests of our stockholders.

The lack of transparency where stockholders are able to act by written consent would permit subsets of stockholders, including short-term or special interest stockholders, to use the written consent procedure at any time and as frequently as they choose with full power to act on significant matters, potentially without notice to all stockholders, and without all stockholders having a fair opportunity to consider and vote on the merits of a proposed action. This would effectively disenfranchise stockholders who are not given an opportunity to participate and deprive them of the critical opportunity to discuss, deliberate, and vote on pending actions that could have significant ramifications for both the Company and its stockholders. In addition, the stockholder proposal could create significant confusion and inefficiency for a widely held public company like PayPal. Under the stockholder proposal, multiple groups of stockholders could solicit written consents at any time on duplicative or contradictory matters, causing substantial confusion and inefficiency. This disordered state of corporate affairs would impose significant administrative and financial burdens on the Company, while providing little or no corresponding benefit to stockholders.

The Board further believes that PayPal's strong corporate governance practices make adoption of this proposal unnecessary. PayPal's corporate governance practices already provide transparency and Board accountability to all of PayPal's stockholders, and demonstrate PayPal's responsiveness to stockholder concerns:

- Special Meeting—20% threshold for stockholders' right to call a special meeting of stockholders.
- Annual Election of Board of Directors—All of our directors are elected annually by the stockholders through a majority vote standard in uncontested director elections, and stockholders can remove directors with or without cause.
- Proxy Access—Our proxy access Bylaw provision allows eligible stockholders to include their own director nominees in the Company's proxy materials.
- Majority Voting—PayPal's Certificate of Incorporation and Bylaws provisions do not have supermajority voting provisions—stockholders can approve binding Bylaw amendments with a majority vote.
- Safeguards for Virtual Meetings—We have conducted an exclusively online annual meeting each year since becoming an independent public company in 2015, and have adopted a series of safeguards that we believe provide all stockholders the same rights and opportunities to participate as they would at an in-person meeting.
- No Stockholder Rights Plan—PayPal does not have a stockholder rights plan, also known as a poison pill; and
- Stockholder Engagement—We engage in ongoing dialogue with our stockholders on a variety of topics, including performance, risk management, executive compensation, and environmental, social and governance matters, and we share this feedback with our Board. Our investor relations team engages with our stockholders throughout the year, often together with our CEO, CFO and other senior executives, to discuss the Company's financial and business performance and to provide updates on key developments. We also provide stockholders with the option to communicate directly with the Board and/or individual directors as further explained in our "Frequently Asked Questions" section of this proxy statement.

The Board has carefully considered this proposal, and for the reasons set forth above, the Board believes that implementation of this proposal is not in the best interests of PayPal and its stockholders.

**The Board recommends a vote **AGAINST** Stockholder Proposal 4.**

## Proposal 5: Stockholder Proposal — Human and Indigenous Peoples' Rights

John C. Harrington TTEE Harrington Investments, Inc. 401k Plan (the "Plan"), whose address is 1001 2<sup>nd</sup> Street, Suite 325, Napa, California 94559, has advised the Company that it intends to present the following stockholder proposal at the Annual Meeting. The Plan has indicated that it holds at least \$2,000 worth of PayPal common stock. The stockholder proposal will be voted on at the Annual Meeting only if properly presented by or on behalf of the proponent.

The text of the stockholder proposal and supporting statement appears exactly as received by the Company unless otherwise noted. All statements contained in the stockholder proposal and supporting statement are the sole responsibility of the proponent. The stockholder proposal and supporting statement may contain assertions about the Company or other matters that we believe are incorrect, but we have not attempted to refute all of those assertions.

**The Board recommends a vote AGAINST Stockholder Proposal 5 based on the reasons set forth in PayPal's Statement in Opposition following the stockholder proposal.**

### PAYPAL 2020

**Whereas**, in 2015 our Company endorsed the Human Rights Campaign (HRC) landmark federal non-discrimination legislation (Equality Act) to protect LGBT people from discrimination;

**Whereas**, our Company terminated its agreement with Infowars after conducting "a comprehensive review" of the Infowars site and found that it "promoted hate and discriminatory intolerance against certain communities and religions," a violation of PayPal's acceptable use policy;

**Whereas**, our Company, in 2018, earned a perfect 100% score on HRC's Corporate Equity Index for the third consecutive year and was named one of the "Best Places to Work" for LGBT Equality by HRC;

**Whereas**, our Company on its website highlighted its long-term support for domestic partnership and against discrimination based on sexual orientation or gender identity;

**Whereas**, PayPal stopped processing donations to the Neo-Nazi group Pro Chemnitz after pressure from the public, including shareholders, consumers and grassroots organizations;

**However**, our Company, on the other hand, has been attacked for hypocrisy for supporting government policies to expand business in Cuba and for conducting business in at least 25 countries where homosexual behavior is illegal;

**Whereas**, our Company has also been accused of discriminating against Palestinians and Palestinian businesses while not denying financial services to Israeli settlers in the occupied West Bank and Gaza Strip;

**Whereas**, our Company has adopted a voluntary, non-binding Code of Business Conduct and Ethics;

**Whereas**, none of our Company's committee charters, Bylaws or Articles of Incorporation mention Human Rights policies or statements that outline PayPal's official company policies on international Human Rights;

**Whereas**, The United Nations in 1948 adopted the Universal Declaration of Human Rights, and the United Nations Human Rights Council in 2011 adopted the United Nations Guiding Principles on Business and Human Rights, and in 2006, the United Nations adopted the United Nations Declaration on the Rights of Indigenous Peoples;

**Whereas**, the Proponent believes it is a fiduciary duty of the board and management to consider Human Rights when making all decisions where there is a significant potential impact or consequences of our Company's involvement, as well as significant risk to our Company;

**Whereas**, our Company, addresses Human Rights in non-binding policy statements and non-binding guidelines with limited legal teeth or enforcement mechanisms and therefore minimal assurance of respect or protection for global Human Rights;

**Whereas**, reputational damage, negative publicity and loss of customers' business can result in long term consequences for our Company;

**Therefore, Be It Resolved:** Shareholders request that the PayPal Board of Directors pursue modifications of its formal governance documents, such as committee charters, Bylaws and/or Articles of Incorporation, to articulate the fiduciary duties of Board and management to ensure due diligence on Human and Indigenous Peoples' Rights.



## PAYPAL'S STATEMENT IN OPPOSITION

PayPal's Board recommends that stockholders vote **AGAINST** this proposal for the following reasons:

PayPal is committed to the highest standards of corporate responsibility and human rights. We have carefully considered this stockholder proposal, and our Board does not believe that additional amendments to our corporate governance documents are an effective or appropriate approach to address human rights.

We believe that our Company serves multiple stakeholders and that purpose and profit are not in conflict. Our customers, employees, and other stakeholders increasingly expect us to take meaningful action. Our mission and vision to empower all people to thrive in the global digital economy extends to how we treat one another and how we operate in the world. It shapes our culture, strengthens our communities, guides our actions, and is evidenced in our drive to create a fully inclusive workplace.

Across our business, we continue to focus on democratizing financial services, while ensuring we effectively manage our key environmental, social and governance (ESG) risks and opportunities to drive sustainable long-term performance. We publish our annual Global Impact Report that highlights some of our key ESG programs and policies, including inclusion and equality, which are at the heart of our mission to make moving and managing money a right for all. Consistent with our mission, vision, and values, we work meaningfully to respect and honor global human rights in our business operations and continue to strengthen the oversight and management of ESG topics.

We have made significant progress in the governance and development of our ESG strategy, including formalizing a strong oversight and organizational framework for ESG issues, including human rights, sustainability, and diversity & inclusion. For example:

- Our Governance Committee provides specific Board-level oversight of general ESG activities, including human rights and environmental sustainability, and is provided with quarterly updates on these matters;
- We amended the Governance Committee's charter to reflect this oversight responsibility;
- We affirmed executive leadership of the direction, management, and execution of our overall ESG strategy by our EVP, Chief Business Affairs and Legal Officer;
- We developed an internal governance framework to facilitate cross-functional ESG program development led by dedicated staff responsible for our strategic and operational approach to ESG matters; and
- We incorporated emerging ESG risk topics into the enterprise-wide risk and compliance management program.

We expect all personnel involved with the Company to adhere to our Code of Business Conduct & Ethics, as well as a Third-Party Code of Business Conduct & Ethics, which applies to our suppliers, vendors, and consultants. Both of these governance documents provide clear guidance on how we should conduct business for the benefit of ourselves, our colleagues, our customers, our suppliers, and our stockholders. For additional information on these policies and our Global Impact Report, please visit <https://investor.paypal-corp.com/corporate-governance.cfm> and <https://www.paypal.com/us/webapps/mpp/globalimpact>.

Moreover, we promote a diverse and inclusive society. Our aspiration is for everyone to have access to our services, subject to our ability to properly meet customer needs, mitigate risk, and address regulatory and compliance requirements and resource allocation considerations in markets where our services are not currently available. We continue to enhance our efforts to ensure equality, including pay equity and diversity at all levels. We also provide employee support through our benefits programs and various diversity and inclusion communities, which has been recognized by the Human Rights Campaign Corporate Equality Index and other organizations.

Our Board and management are committed to working together to advance the Company's respect for human rights and to ensure a safe, secure, and inclusive community for our employees, customers and stakeholders. Our existing governance framework provides a strong commitment to human rights that is evident in our established policies, practices and procedures, which continue to evolve.

Given the measures that PayPal has already taken – and continues to take – to maintain the highest standards of corporate responsibility and human rights in the oversight, management and operation of our business, we believe that additional amendments to our corporate governance documents requested by the proponent are not necessary and would not be beneficial to PayPal or our stockholders.

The Board has carefully considered this proposal, and for the reasons set forth above, the Board believes that implementation of this proposal is not in the best interests of PayPal and its stockholders.

**The Board recommends a vote **AGAINST** Stockholder Proposal 5.**

# Frequently Asked Questions

## PROXY MATERIALS

### 1. Why did I receive these proxy materials?

We have made these materials available to you or delivered paper copies by mail in connection with our Annual Meeting, which will take place exclusively online on Thursday, May 21, 2020. As a stockholder, you are invited to participate in the Annual Meeting via live webcast and vote on the business items described in this proxy statement. This proxy statement includes information that we are required to provide to you under SEC rules and that is intended to assist you in voting your shares.

### 2. What is included in the proxy materials?

The proxy materials include:

- The Notice of the Annual Meeting;
- Our proxy statement for the Annual Meeting; and
- Our Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

If you received a paper copy of these materials by mail, the proxy materials also include a proxy card or a voting instruction form for the Annual Meeting. If you received a “Notice of Internet Availability of Proxy Materials” (described below) instead of a paper copy of the proxy materials, see the section entitled “Voting Information” below for information regarding how you can vote your shares.

### 3. Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of a full set of proxy materials?

We are distributing our proxy materials to certain stockholders over the Internet under the “notice and access” approach in accordance with SEC rules. As a result, we are mailing to many of our stockholders a “Notice of Internet Availability of Proxy Materials” (“Notice”) instead of a paper copy of the proxy materials. All stockholders receiving the Notice will have the ability to access the proxy materials over the Internet and request to receive a paper copy of the proxy materials by mail.

Instructions on how to access the proxy materials over the Internet or to request a paper copy may be found in the Notice. In addition, the Notice contains instructions on how you may request access to proxy materials electronically on an ongoing basis or in printed form by mail.

### 4. How can I access the proxy materials over the Internet?

Your Notice, proxy card or voting instruction card will contain instructions on how to:

- view our proxy materials for the Annual Meeting on the Internet; and
- instruct us to send our future proxy materials to you electronically by email.

Our proxy materials are also available on our website at <https://investor.paypal-corp.com/financial-information/annual-reports>.

Your Notice, proxy card, or voting instruction card will contain instructions on how you may request access to proxy materials electronically on an ongoing basis. Instead of receiving future copies of our proxy statements and annual reports by mail, stockholders of record and most beneficial owners may elect to receive an email that will provide an electronic link to these documents. Choosing to receive your proxy materials electronically helps us to conserve natural resources and reduces the cost of printing and distributing our proxy materials. If you choose to access future proxy materials electronically, you will receive an email with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to receive future proxy materials by email will remain in effect until you revoke it.

### 5. How may I obtain a paper copy of the proxy materials?

If you receive a paper Notice instead of a paper copy of the proxy materials, the Notice will provide instructions about how to obtain a paper copy of the proxy materials. If you receive the Notice by email, the email will include instructions about how to obtain a paper copy of the proxy materials. All stockholders of record who do not receive a paper Notice or email will receive a paper copy of the proxy materials by mail.

6. I share an address with another stockholder and we received only one paper copy of the proxy materials or Notice. How may I obtain an additional copy?

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding PayPal common stock but who share the same address, we have adopted an SEC-approved procedure called “householding.” Under this procedure, we deliver a single copy of the Notice and, if applicable, the proxy materials to certain stockholders having the same last name and address and to individuals with more than one account registered at our transfer agent with the same address, unless contrary instructions have been received from an affected stockholder. This practice helps us to conserve natural resources and reduces printing costs and mailing fees, as well as the environmental impact of our Annual Meeting. Stockholders participating in householding will continue to receive separate proxy cards.

If you are a beneficial owner and wish to receive a separate set of the Notice or proxy materials, please request the additional copy by contacting your individual bank, broker or other nominee. If you wish to receive a separate set of the Notice or proxy materials now, please request the additional copy by contacting Broadridge Financial Solutions, Inc. (“Broadridge”) at:

- By Internet: [www.proxyvote.com](http://www.proxyvote.com)
- By telephone: 1-800-579-1639
- By email: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

If you request a separate set of the Notice or proxy materials by email, please be sure to include your control number in the subject line. A separate set of the Notice or proxy materials, as applicable, will be sent promptly following receipt of your request.

If you are a stockholder of record and wish to receive a separate set of the Notice or proxy materials, as applicable, in the future, please contact our transfer agent.

If you are the beneficial owner of shares held through a bank, broker, or other nominee, and you wish to receive a separate set of the Notice or proxy materials, as applicable, in the future, please call Broadridge at:

- 1-866-540-7095

7. I share an address with another stockholder and we received more than one paper copy of the Notice or proxy. How do we obtain a single copy in the future?

Stockholders of record sharing an address who are receiving multiple copies of the Notice or proxy, as applicable, and who wish to receive a single copy of such materials in the future may contact our transfer agent.

Beneficial owners of shares held through a bank, broker, or other nominee sharing an address who are receiving multiple copies of the Notice or proxy, as applicable, and who wish to receive a single copy of such materials in the future may contact Broadridge at:

- 1-866-540-7095

**VOTING INFORMATION**

8. Which proposals will be voted on at the Annual Meeting? How does the Board recommend that I vote? What is the vote required to approve each of the proposals? What effect will abstentions and broker non-votes have?

	Voting Options	Board Recommendation	Vote Required to Adopt the Proposal	Effect of Abstentions	Broker Discretionary Voting Allowed*
<b>Proposal 1:</b> Election of the 11 director nominees identified in this proxy statement to hold office until our 2021 Annual Meeting of Stockholders.	For, Against or Abstain for each nominee	FOR each nominee	Majority of votes cast for such nominee	No effect	No
<b>Proposal 2:</b> Advisory vote to approve named executive officer compensation.	For, Against or Abstain	FOR	Majority of votes cast	Treated as votes Against	No
<b>Proposal 3:</b> Ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2020.	For, Against or Abstain	FOR	Majority of votes cast	Treated as votes Against	Yes
<b>Proposal 4:</b> Stockholder Proposal— Stockholder right to act by written consent.	For, Against or Abstain	AGAINST	Majority of votes cast	Treated as votes Against	No
<b>Proposal 5:</b> Stockholder Proposal— Human and indigenous peoples’ rights.	For, Against or Abstain	AGAINST	Majority of votes cast	Treated as votes against	No

\* See Question 15 below for additional information on broker non-votes.

9. Who is entitled to vote? How many shares can I vote?

Each share of PayPal common stock issued and outstanding as of the close of business on March 27, 2020, the Record Date for the Annual Meeting, is entitled to cast one vote per share on all items being voted on at the Annual Meeting. You may vote all shares of PayPal common stock that you owned as of the Record Date, including (1) shares held directly in your name as the stockholder of record, including shares purchased or acquired through PayPal’s equity incentive plans, and (2) shares held for you as the beneficial owner through a broker, bank or other nominee.

On the Record Date, 1,172,891,077 shares of PayPal common stock were issued and outstanding and entitled to vote.

10. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most of our stockholders hold their shares as a beneficial owner through a bank, broker or other nominee rather than directly in their own name as the stockholder of record. As summarized below, there are some important distinctions between shares held of record and those owned beneficially.

**Stockholder of Record**

If your shares are registered directly in your name with our transfer agent, Computershare Shareowner Services LLC, you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to grant your voting proxy directly to PayPal or to a third party, or to vote your shares during the Annual Meeting.

**Beneficial Owner**

If your shares are held in a brokerage account or by a bank or other holder of record (commonly referred to as holding shares in “street name”), you are considered the “beneficial owner” of those shares. As the beneficial owner, you have the right to direct your broker, bank or other holder of record how to vote your shares during our Annual Meeting.

#### 11. How can I vote my shares without participating in the Annual Meeting?

Whether you are a stockholder of record or a beneficial stockholder, you may direct how your shares are voted without participating in the Annual Meeting. We encourage stockholders to vote well before the Annual Meeting, even if they plan to attend the virtual Annual Meeting. Please make sure that you have your Notice, proxy card or voting instruction form available and carefully follow the instructions. There are three ways to vote by proxy:

- By Internet: vote your shares online at [www.proxyvote.com](http://www.proxyvote.com).
- By telephone: call 1-800-690-6903 or the telephone number on your proxy card or voting instruction form.
- By mail: complete, sign and date your proxy card or voting instruction form and return in the postage-paid envelope.

Internet and telephone voting are available 24 hours a day until 11:59 p.m. Eastern time on Wednesday, May 20, 2020.

#### 12. How can I vote my shares during the Annual Meeting?

The Annual Meeting will be held entirely online to allow greater participation. Stockholders may participate in the Annual Meeting by visiting the following website:

- [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020)

To participate in the Annual Meeting, you will need the 16-digit control number included on the Notice, proxy card or voting instruction form, as applicable.

Whether you are a stockholder of record or a beneficial stockholder, you may vote your shares electronically during the Annual Meeting. Even if you plan to participate in the Annual Meeting online, we recommend that you also vote by proxy as described above so that your vote will be counted if you later decide not to participate in the Annual Meeting.

#### 13. May I change my vote or revoke my proxy?

If you are the stockholder of record, you may revoke your proxy at any time before it is voted at the Annual Meeting by:

- submitting a new proxy by Internet, telephone or paper ballot with a later date (which will automatically revoke the earlier proxy);
- sending written notice of revocation to our Corporate Secretary; or
- voting in person by attending the virtual Annual Meeting by webcast.

Participation in the Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically make that request. For shares you hold beneficially in the name of a broker, bank or other nominee, you may change your vote by submitting new voting instructions to your broker, bank or nominee, or by participating in the meeting and electronically voting your shares during the meeting.

#### 14. What if I return my proxy card but do not provide voting instructions?

If you are a stockholder of record and you return your signed proxy card without giving specific voting instructions, your shares will be voted as recommended by the Board (see Question 8 above).

#### 15. What if I am a beneficial owner and do not give voting instructions to my broker?

If you are a beneficial owner of shares, your broker, bank or other nominee is not permitted to vote on your behalf on the election of directors and other matters to be considered at the Annual Meeting, except for Proposal 3 (the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditor for 2020), unless you provide specific instructions by completing and returning the voting instruction form or following the instructions provided to you to vote your shares on the Internet or by telephone. If you do not provide voting instructions, your shares will not be voted on any proposal except for Proposal 3. This is called a "broker non-vote". **For your vote to be counted, you will need to communicate your voting decision to your broker, bank or other nominee before the date of the Annual Meeting.**

#### 16. Is my vote confidential?

Proxy instructions, ballots and voting tabulations that identify individual stockholders are handled in a manner that protects your voting privacy. Your vote will not be disclosed, either within PayPal or to third parties, except: (1) as necessary to meet applicable legal requirements; (2) to allow for the tabulation of votes and certification of the vote; and (3) to facilitate a successful proxy solicitation. Occasionally, stockholders provide written comments on their proxy card, which are then forwarded to management.

#### 17. What constitutes a quorum?

The quorum requirement for holding the Annual Meeting and the transaction of business is that holders of a majority of the shares of PayPal common stock entitled to vote at the Annual Meeting must be present in person or represented by proxy. All abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum.

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## Frequently Asked Questions

### 18. Who will bear the cost of soliciting votes for the Annual Meeting?

We will bear the expense of soliciting proxies and have engaged D.F. King & Co., Inc. to solicit proxies for a fee of \$17,500, plus a reasonable amount to cover expenses. We will reimburse brokerage houses and other custodians, fiduciaries, and nominees for their reasonable out-of-pocket expenses for forwarding proxy materials to beneficial owners of shares. Our directors, officers, and employees may solicit proxies in person, by mail, by telephone, or by electronic communication. No additional compensation will be paid to our directors, officers or employees for such services.

### 19. What happens if additional matters are presented at the Annual Meeting?

Other than the five items of business described in this proxy statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxy holders, Daniel H. Schulman, John D. Rainey, Louise Pentland and Brian Y. Yamasaki, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If, for any reason, any of the nominees is not available as a candidate for director, the persons named as proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

### 20. Where can I find the voting results of the Annual Meeting?

We intend to announce preliminary voting results at the Annual Meeting and will publish the final voting results in a Current Report on Form 8-K within four business days of the Annual Meeting. The Form 8-K can be found at [www.sec.gov](http://www.sec.gov) and on our Investor Relations website.

## ATTENDING THE ANNUAL MEETING

### 21. How can I attend the Annual Meeting?

The Annual Meeting will be a completely virtual meeting of stockholders, which will be conducted exclusively online via live webcast. You are entitled to attend and participate in the Annual Meeting only if you were a PayPal stockholder as of the close of business on March 27, 2020, the Record Date, or if you hold a valid proxy for the Annual Meeting.

You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020). You also will be able to vote your shares by attending the virtual Annual Meeting online.

To participate in the Annual Meeting, you will need the 16-digit control number included on your Notice, on your proxy card or on the instructions that accompanied your proxy materials. Stockholders who wish to submit a question to PayPal prior to the Annual Meeting may do so at [www.proxyvote.com](http://www.proxyvote.com). Stockholders will need the 16-digit control number to submit a question.

The online meeting will begin promptly at 8:00 a.m., Pacific Time. We encourage you to access the meeting prior to the start time. Online check-in will begin at 7:45 a.m., Pacific Time, and you should allow sufficient time for the check-in procedures.

### 22. Why are you holding a virtual meeting instead of a physical meeting?

We have conducted an exclusively virtual Annual Meeting each year since becoming a public company in 2015 and have adopted a series of safeguards which we believe provide all stockholders the same rights and opportunities to participate as they would at an in-person meeting. We have found that the virtual meeting format enables greater stockholder attendance and participation globally, while saving the Company's and investors' time and money and reducing our environmental impact. Please visit [www.virtualshareholdermeeting.com/PYPL2020](http://www.virtualshareholdermeeting.com/PYPL2020), where you can attend this year's Annual Meeting and submit questions before and during the meeting. For additional information regarding our virtual Annual Meeting, please see the section entitled "Important Information About PayPal's Virtual Annual Meeting" on page 2 of this proxy statement.

### 23. What is the deadline to propose actions for consideration at the 2021 Annual Meeting of Stockholders or to nominate individuals to serve as directors?

#### Stockholder Proposals for the 2021 Annual Meeting

Stockholders may present proper proposals for consideration at future stockholder meetings. For a stockholder proposal (other than a director nomination) to be considered for inclusion in our proxy statement and for consideration at our 2021 Annual Meeting of Stockholders ("2021 Annual Meeting"), our Corporate Secretary must receive the written proposal at our principal executive offices no later than December 9, 2020. If we hold our 2021 Annual Meeting more than 25 days before or after the one-year anniversary date of the Annual Meeting, we will disclose the new deadline by which stockholder proposals must be received by any means reasonably determined to inform stockholders. In addition, stockholder proposals must otherwise comply with the requirements of Rule 14a-8 under the Exchange Act. Proposals should be addressed to Corporate Secretary, PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131. Failure to deliver a proposal in accordance with this procedure may result in the proposal not being deemed timely received.

Our Bylaws also establish an advance notice procedure for stockholders who wish to present a proposal, including the nomination of directors, before an annual meeting of stockholders but do not intend for the proposal to be included in our proxy materials. Our Bylaws provide that the only business that may be conducted at an annual meeting is business that is (1) brought before the meeting by the Company and specified in the notice of a meeting given by or at the direction of our Board, (2) brought before the meeting by or at the direction of our Board, or (3) otherwise properly brought before the meeting by a stockholder of record entitled to vote at the annual meeting who has delivered timely written notice to our Corporate Secretary, which notice must contain the information specified in our Bylaws. To be timely for our 2021 Annual Meeting, our Corporate Secretary must receive the written notice by overnight express courier or registered mail, return receipt requested, at our principal executive offices:

- not earlier than the close of business on December 9, 2020; and
- not later than the close of business on January 8, 2021.

If we hold our 2021 Annual Meeting more than 25 days before or after the one-year anniversary of the 2020 Annual Meeting, our Corporate Secretary must receive the written notice at our principal executive offices no later than the close of business on the 10<sup>th</sup> day following the day on which public disclosure of the date of such annual meeting was first made.

If a stockholder proponent (or its representative) does not appear virtually (for a virtual annual meeting) or in person (for a physical annual meeting) to present his or her proposal or nomination at such meeting, we are not required to present the proposal for a vote at such meeting.

In addition, our Bylaws permit stockholders to nominate directors for election at an annual meeting of stockholders. To nominate a director, the stockholder must provide the information required by our Bylaws. In addition, the stockholder must give timely notice to our Corporate Secretary in accordance with our Bylaws, which, in general, require that our Corporate Secretary receive the notice within the time period described above under “Stockholder Proposals” for stockholder proposals that are not intended to be included in our proxy statement.

We advise you to review our Bylaws, which contain these and other requirements with respect to advance notice of stockholder proposals and director nominations, including certain information that must be included concerning the stockholder and each proposal and nominee. Our Bylaws were filed with the SEC on January 18, 2019 as an exhibit to our Current Report on Form 8-K and are available at <https://investor.paypal-corp.com/corporate-governance.cfm>. You may also contact our Corporate Secretary at our principal executive offices for a copy of the relevant bylaw provisions regarding the requirements for submitting stockholder proposals and nominating director candidates. We will not consider any proposal or nomination that is not timely or otherwise does not meet our Bylaw and SEC requirements for submitting a proposal or nomination. We reserve the right to reject, rule out of order, or take other appropriate action with respect to any proposal that does not comply with these and other applicable requirements.

24. [Where can I find more information about the Company’s SEC filings, governance documents and communicating with the Company and the Board?](#)

[SEC Filings and Reports](#)

Our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to those reports, are available free of charge on our Investor Relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>.

[Corporate Governance Documents](#)

Our Corporate Governance Guidelines, charters of our principal Board committees, our Code of Business Conduct and Ethics, and other key corporate governance documents and materials are available on our Investor Relations website at <https://investor.paypal-corp.com/corporate-governance.cfm>.

[Communicating with Management and Investor Relations](#)

Stockholders may contact management or Investor Relations through our Investor Relations department by writing to Investor Relations at our principal executive offices: PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131.

[Communicating with the Board](#)

Our Board has adopted a process by which stockholders or other interested persons may communicate with the Board or any of its members. Stockholders and other interested parties may send communications in writing to any or all directors (including the Chair, Board committees or the independent directors as a group) in care of our Corporate Secretary, PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131. All mail received may be opened and screened for security purposes. Certain items that are unrelated to the duties and responsibilities of the Board will not be forwarded. Such items include, but are not limited to: spam; junk mail and mass mailings; new product suggestions; resumes and other forms of job inquiries; surveys; and business solicitations or advertisements. In addition, material that is trivial, obscene, unduly hostile, threatening, illegal or similarly unsuitable items will not be forwarded.

## Other Matters

The Board is not aware of any other matters that will be presented for consideration at the Annual Meeting. However, if any other matters are properly brought before the Annual Meeting, the persons named in the accompanying proxy intend to vote on those matters in accordance with their best judgment.

By Order of the Board of Directors

*/s/ Brian Y. Yamasaki*

Brian Y. Yamasaki  
Corporate Secretary  
Dated: April 8, 2020



## Appendix A: Reconciliation of Non-GAAP Financial Measures

This proxy statement contains certain non-GAAP measures of financial performance. These non-GAAP measures include non-GAAP revenues, non-GAAP diluted earnings per share, non-GAAP operating margin, and free cash flow.

These non-GAAP measures are not in accordance with, or an alternative to, measures prepared in accordance with GAAP and may be different from non-GAAP measures used by other companies. In addition, these non-GAAP measures are not based on any comprehensive set of accounting rules or principles. Non-GAAP measures have limitations in that they do not reflect all of the amounts associated with the company's results of operations as determined in accordance with GAAP. These measures should only be used to evaluate the company's results of operations in conjunction with the corresponding GAAP measures.

Reconciliation to the most directly comparable GAAP measure of all non-GAAP measures included in the proxy statement can be found in the tables below.

In addition to the non-GAAP measures discussed above, the company also analyzes certain measures, including revenues on an FX-neutral basis to better measure the comparability of operating results between periods. The company believes that changes in foreign currency exchange rates are not indicative of the company's operations, and that evaluating growth in revenues on an FX-neutral basis provides an additional meaningful and comparable assessment of this measure to both management and investors. FX-neutral results are calculated by translating the current period's local currency results with the prior period's exchange rate. FX-neutral growth rates are calculated by comparing the current period's FX-neutral results by the prior period's results, excluding the impact from hedging activities.

### Reconciliation of GAAP Operating Margin to Non-GAAP Operating Margin

	Year Ended December 31,			
	2019	2018	2017	2016
	(In millions, except percentages) (unaudited)			
GAAP Net revenues	\$17,772	\$15,451	\$13,094	\$10,842
Other <sup>(1)</sup>	—	—	(39)	—
Non-GAAP Net revenues	\$17,772	\$15,451	\$13,055	\$10,842
GAAP operating income	\$ 2,719	\$ 2,194	\$ 2,127	\$ 1,586
Stock-based compensation expense and related employer payroll taxes	1,104	920	761	455
Amortization of acquired intangible assets <sup>(2)</sup>	211	146	129	133
Restructuring	78	25	40	—
Other <sup>(3)</sup>	16	40	(302)	—
Acquisition related transaction expense	3	24	—	—
Total non-GAAP operating income adjustments	1,412	1,155	628	588
Non-GAAP operating income	\$ 4,131	\$ 3,349	\$ 2,755	\$ 2,174
Non-GAAP operating margin	23%	22%	21%	20%

<sup>(1)</sup> Elimination of allowance on interest receivable due to the U.S. consumer credit portfolio designation as held for sale.

<sup>(2)</sup> Includes an impairment related to a portion of acquired TIO customer-related intangible assets in 2017.

<sup>(3)</sup> For the year ended December 31, 2019, includes an award for a legal proceeding and a gain related to the sale of our U.S. consumer credit receivables portfolio completed during the year ended December 31, 2018. For the year ended December 31, 2018, includes: net loss related to the sale of our U.S. consumer credit receivables portfolio. For the year ended December 31, 2017, includes elimination of allowances on loans receivable, allowance on interest receivable due to the designation of the U.S. consumer credit receivables portfolio as held for sale, certain fees associated with the sale of the portfolio, and impairment of an investment in an intellectual property fund.

## Reconciliation of GAAP Net Income to Non-GAAP Net Income and GAAP Diluted EPS to Non-GAAP Diluted EPS

	Year Ended December 31,			
	2019	2018	2017	2016
	(in millions, except per share data and percentages) unaudited			
GAAP income before income taxes	\$2,998	\$2,376	\$2,200	\$1,631
GAAP income tax expense	539	319	405	230
GAAP net income	2,459	2,057	1,795	1,401
Non-GAAP adjustments to net income:				
Non-GAAP operating income adjustments (see table above)	1,412	1,155	628	588
Other <sup>(1)</sup>	230	43	224	—
Tax effect of non-GAAP adjustments	(417)	(342)	(329)	(164)
Non-GAAP net income	<u>\$3,684</u>	<u>\$2,913</u>	<u>\$2,318</u>	<u>\$1,825</u>
Diluted net income per share:				
GAAP	\$ 2.07	\$ 1.71	\$ 1.47	\$ 1.15
Non-GAAP	\$ 3.10	\$ 2.42	\$ 1.90	\$ 1.50
Shares used in GAAP diluted share calculation	1,188	1,203	1,221	1,218
Shares used in non-GAAP diluted share calculation	1,188	1,203	1,221	1,218

<sup>(1)</sup> For the year ended December 31, 2019, includes tax expense related to intra-group transfers of intellectual property. For the years ended December 31, 2018 and 2017, includes tax expense related to the Tax Cuts and Jobs Act and intra-group transfers of intellectual property.

## Reconciliation of Operating Cash Flow to Free Cash Flow

	Year Ended December 31,			
	2019	2018	2017	2016
	(In millions/unaudited)			
Net cash provided by operating activities	\$4,561	\$5,483	\$2,531	\$3,158
Less: Purchases of property and equipment	(704)	(823)	(667)	(669)
Free cash flow <sup>(1)</sup>	<u>\$3,857</u>	<u>\$4,660</u>	<u>\$1,864</u>	<u>\$2,489</u>

<sup>(1)</sup> Free cash flow for 2017 and 2018 reflects the impact of held for sale accounting treatment in connection with the sale of the Company's U.S. consumer credit receivables portfolio, which reduced free cash flow for 2017 by approximately \$1.3 billion and increased free cash flow for 2018 by approximately \$1.4 billion. Normalizing for this impact, free cash flow for 2017 and 2018 would have been approximately \$3.2 billion and \$3.3 billion, respectively.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2019.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 001-36859

PayPal Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

2211 North First Street  
(Address of Principal Executive  
Offices)

San Jose, California

47-2989869  
(I.R.S. Employer  
Identification No.)

95131  
(Zip Code)

(408) 967-1000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<i>Title of each class</i>	<i>Trading Symbol(s)</i>	<i>Name of each exchange on which registered</i>
Common stock, \$0.0001 par value per share	PYPL	NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Securities Exchange Act of 1934:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. :

Large Accelerated Filer   
Non-accelerated Filer

Accelerated Filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 28, 2019, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$134.5 billion based on the closing sale price as reported on the NASDAQ Global Select Market.

As of January 31, 2020, there were 1,172,955,485 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement for its 2020 Annual Meeting of Stockholders are incorporated herein by reference in Part III of this Annual Report on Form 10-K to the extent stated herein. Such proxy statement will be filed with the Securities and Exchange Commission within 120 days of the registrant's fiscal year ended December 31, 2019.

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## Presentation of Information

On July 17, 2015, PayPal Holdings, Inc. (“PayPal Holdings”) became an independent publicly traded company through the pro rata distribution by eBay (defined below) of 100% of the outstanding common stock of PayPal Holdings to eBay’s stockholders (which we refer to as the “separation” or the “distribution”). For additional information, see “Business—Separation from eBay Inc.” To accomplish this separation, in January 2015, eBay incorporated PayPal Holdings, Inc., which ultimately became the parent of PayPal, Inc. and holds directly or indirectly all of the assets and liabilities associated with PayPal, Inc. Unless otherwise expressly stated or the context otherwise requires, references to “we,” “our,” “us,” “the Company,” or “PayPal” refer to PayPal Holdings, Inc. and its consolidated subsidiaries or, in the case of information as of dates or for periods prior to our separation from eBay, the consolidated entities of the payments business of eBay, including PayPal, Inc. and certain other assets and liabilities that were historically held at the eBay corporate level, but were specifically identifiable and attributable to the payments business, and references to our “Payments Platform” mean our combined payment solution capabilities, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and iZettle products.

References in this Annual Report on Form 10-K to “eBay” refer to eBay Inc., a Delaware corporation, and its consolidated subsidiaries, which prior to the separation and distribution, but not after such date, included the business and operations of PayPal.

## Trademarks, Trade Names and Service Marks

PayPal owns or has rights to use the trademarks, service marks, and trade names that it uses in conjunction with the operation of its business. Some of the more important trademarks that PayPal owns or has rights to use that appear in this Annual Report on Form 10-K include: PayPal®, PayPal Credit®, Braintree, Venmo, Xoom and iZettle, which may be registered or trademarked in the United States and other jurisdictions. PayPal’s rights to some of these trademarks may be limited to select markets. Each trademark, trade name, or service mark of any other company appearing in this Annual Report on Form 10-K is, to PayPal’s knowledge, owned by such other company.

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# Part I

## Forward-Looking Statements

*This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements that involve expectations, plans or intentions, such as those relating to future business, future results of operations or financial condition, new or planned features or services, or management strategies. You can identify these forward-looking statements by words such as “may,” “will,” “would,” “should,” “could,” “expect,” “anticipate,” “believe,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “project,” “forecast,” and other similar expressions. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, those discussed in “Item 1A. Risk Factors” of this Annual Report on Form 10-K, as well as in our consolidated financial statements, related notes, and the other information appearing elsewhere in this report and our other filings with the Securities and Exchange Commission (“SEC”). We do not intend, and undertake no obligation except as required by law, to update any of our forward-looking statements after the date of this report to reflect actual results or future events or circumstances. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. You should read the information in this report in conjunction with the audited consolidated financial statements and the related notes that appear elsewhere in this report.*

## Item 1. Business

### OVERVIEW

PayPal Holdings, Inc. was incorporated in Delaware in January 2015 and is a leading technology platform and digital payments company that enables digital and mobile payments on behalf of consumers and merchants worldwide. PayPal is committed to democratizing financial services and empowering people and businesses to join and thrive in the global economy. Our goal is to enable our consumers and merchants to manage and move their money anywhere in the world, anytime, on any platform, and using any device. Our combined payment solutions, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and iZettle products and services, comprise our proprietary Payments Platform.

PayPal’s payment solutions enable our customers to send and receive payments. We operate a global, two-sided network at scale that connects merchants and consumers with 305 million active accounts (consisting of 281 million consumer active accounts and 24 million merchant active accounts) across more than 200 markets. PayPal helps merchants and consumers connect, transact, and complete payments, whether they are online, on a mobile device, in an app, or in person. PayPal is more than a connection to third-party payment networks. We provide proprietary payment solutions accepted by merchants that enable the completion of payments on our Payments Platform on behalf of our customers.

We offer our customers the flexibility to use their accounts to purchase and receive payment for goods and services, as well as the ability to transfer and withdraw funds. We enable consumers to exchange funds more safely with merchants using a variety of funding sources, which may include a bank account, a PayPal account balance, a Venmo account balance, a PayPal Credit account, a credit or debit card, or other stored value products such as coupons, gift cards, and eligible credit card rewards. Our PayPal, Venmo, and Xoom products also make it safer and simpler for friends and family to transfer funds to each other. We offer merchants an end-to-end payments solution that provides authorization and settlement capabilities, as well as instant access to funds. We help merchants connect with their customers and manage risk. We enable consumers to engage in cross-border shopping and merchants to extend their global reach while reducing the complexity and friction involved in enabling overseas and cross-border trade.

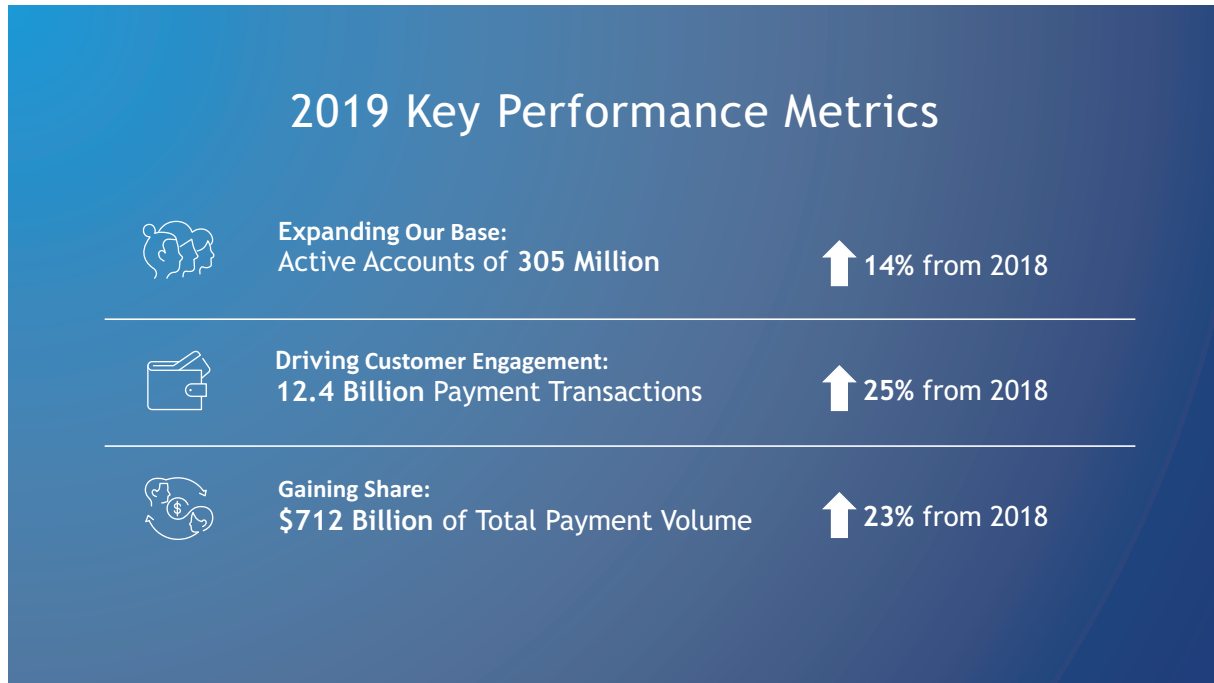
We earn revenues primarily by charging fees for completing payment transactions for our customers and other payment-related services that are typically based on the volume of activity processed on our Payments Platform. Generally we do not charge consumers to fund or draw from their accounts; however, we generate revenue from consumers on fees charged for foreign currency exchange, and instant transfers from their PayPal or Venmo account to their debit card or bank account, as well as from interest and fees from our PayPal Credit product. We also earn revenue by providing other value added services, which comprise revenue earned through partnerships, our PayPal merchant and consumer credit products, subscription fees, gateway services, and other services that we provide to our merchants and consumers. Our gateway services, which include our Payflow Gateway service and Braintree Gateway service, provide the technology that links a merchant’s website to its processing network and merchant account and enables merchants to accept payments online with credit or debit cards.

## STRATEGY

Our ability to grow revenue is affected by, among other things, consumer spending patterns, merchant and consumer adoption of digital payment methods, the expansion of multiple commerce channels, the growth of mobile devices and merchant and consumer applications on those devices, the growth of consumers globally with internet and mobile access, the pace of transition from cash and checks to digital forms of payment, our share of the digital payments market, and our ability to innovate and introduce new products and services that merchants and consumers value. Our strategy to drive growth in our business includes the following:

- *Growing our core business:* through expanding our global capabilities, customer base and scale, increasing our customers' use of our products and services by better addressing their everyday needs related to accessing, managing, and moving money, and expanding the adoption of our solutions by merchants and consumers;
- *Expanding our value proposition for merchants and consumers:* by being technology and platform agnostic, partnering with our merchants to grow and expand their business online and in-store; and providing consumers with simple, secure, and flexible ways to manage and move money across different markets, merchants, and platforms;
- *Forming strategic partnerships:* by building new strategic partnerships to provide better experiences for our customers, offering greater choice and flexibility, acquiring new customers, and reinforcing our role in the ecosystem; and
- *Seeking new areas of growth:* organically and through acquisitions and strategic investments in our existing and new international markets around the world and focusing on innovation both in the digital and physical world.

## KEY PERFORMANCE METRICS



We measure the relevance of our products and services to our customers, and therefore the success of our business, through active accounts, payment transactions, and total payment volume:

*Active Accounts:* An active account is an account registered directly with PayPal or a platform access partner that has completed a transaction on our Payments Platform, not including gateway-exclusive transactions, within the past 12 months. A platform access partner is a third-party whose customers are provided access to PayPal's Payments Platform through such third-party's login credentials. A market is a geographic area or political jurisdiction, such as a country, territory, or protectorate, in which we offer some or all of our products and services. A country, territory, or protectorate is identified by a distinct set of laws and regulations.

*Number of Payment Transactions:* Number of payment transactions is the total number of payments, net of payment reversals, successfully completed on our Payments Platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions.



*Total Payment Volume* (“TPV”): TPV is the value of payments, net of reversals, successfully completed on our Payments Platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions.

## OUR STRENGTHS

Our business is built on a strong foundation designed to drive growth and differentiate us from our competitors. We believe that our competitive strengths include the following:

- *Two-sided Platform*—our platform connecting merchants and consumers enables PayPal to offer unique end-to-end product experiences while gaining valuable insights into customer behavior through our data. Our platform provides for digital, mobile, and in-store transactions while being both technology and platform agnostic.
- *Scale*—our global scale allows us to drive organic growth. As of December 31, 2019, we had 305 million active accounts, consisting of 281 million consumer active accounts and 24 million merchant active accounts in more than 200 markets around the world. In 2019, we processed \$712 billion of TPV.
- *Brands*—we have built well-recognized and trusted brands. Our marketing efforts across multiple demographic groups play an important role in building brand visibility, usage, and overall preference among customers.
- *Risk Management*—our risk management system and use of tokenization are designed to help keep customer information secure, and to help ensure we process legitimate transactions around the world, while identifying and minimizing illegal, high-risk, or fraudulent transactions.
- *Regulatory*—we believe that our regulatory licenses, which enable us to operate in markets around the world, are a distinct advantage and help support business growth.

## TECHNOLOGY

Our Payments Platform utilizes a combination of proprietary and third-party technologies and services intended to efficiently and securely facilitate transactions between millions of merchants and consumers worldwide across different channels, markets, and networks. Our Payments Platform connects with financial service providers around the world and allows consumers to make purchases using a wide range of payment methods, regardless of where a merchant is located. Consumers who use our Payments Platform can send payments in more than 200 markets around the world and in more than 100 currencies, withdraw funds to their bank accounts in 56 currencies and hold balances in their PayPal accounts in 25 currencies.

A transaction on our Payments Platform can involve multiple participants in addition to us, including a merchant, a consumer, and the consumer’s funding source provider. We have developed intuitive user interfaces, customer tools, transaction completion database, and network applications on our Payments Platform that help our customers utilize our suite of products and services. Our Payments Platform, open application programming interfaces, and developer tools are designed to enable developers to innovate with ease and offer robust applications to our global ecosystem of merchants and consumers, while at the same time maintaining the security of our customers’ financial information.

The technology infrastructure supporting our Payments Platform simplifies the storage and processing of large amounts of data and facilitates the deployment and operation of large-scale global products and services in both our own data centers and cloud computing. Our technology infrastructure is designed around industry best practices intended to reduce downtime in the event of outages or catastrophic occurrences. Our Payments Platform incorporates multiple layers of protection for business continuity and system redundancy purposes and to help address cybersecurity risks. We have a comprehensive cybersecurity program designed to protect our technology infrastructure and Payments Platform against these challenges, including regularly testing our systems to identify and address potential vulnerabilities. We strive to continually improve our technology infrastructure and Payments Platform to enhance the customer experience and to increase efficiency, scalability, and security.

## MERCHANT AND CONSUMER PAYMENT SOLUTIONS



### MERCHANT VALUE PROPOSITION

We partner with our merchants to help grow and expand their businesses by providing global reach and powering all aspects of digital checkout. We offer alternative payment methods, including access to credit solutions, provide fraud prevention and risk management solutions, reducing losses through proprietary protection programs, and offer tools and insights for leveraging data analytics to attract new customers and improve sales conversion. We employ a technology and platform agnostic approach intended to enable merchants of all sizes to provide digital checkout online, on mobile, and in-store (at the point of sale) across all platforms and devices and to securely and simply receive payments from their customers. Merchants can onboard quickly with PayPal and are generally not required to invest in new or specialized hardware. PayPal is also a popular form of payment solution for mobile commerce, and our business has grown with the increased adoption of mobile devices. We believe our Braintree products strengthen our position in digital and mobile payments and extend our coverage to a new class of retailers and service providers that offer their services primarily through mobile applications. Through a single Braintree integration, a merchant can begin accepting payments with credit or debit cards, PayPal, PayPal Credit, Google Pay, Apple Pay, Samsung Pay, and other payment solutions. iZettle offers a card acceptance service that enables small businesses to accept credit and debit card payments, as well as a software solution to record, manage, and analyze sales. iZettle provides in-store capabilities in twelve countries. During 2019, we launched PayPal for Marketplaces, our global, end-to-end solution designed to satisfy the unique payment needs of platforms, marketplaces, and crowdfunding sites, which provides payment solutions for accepting and disbursing funds between consumers and businesses. We also offer gateway services which provide the payment gateway technology that links a merchant's website to its processing network and enable merchants to accept payments online with credit or debit cards. Our acquisition of a controlling equity interest in Guofubao Information Technology Co. (GoPay), Ltd ("GoPay"), a holder of payment business licenses in China, enables us to partner with Chinese financial institutions and technology platforms to provide a more comprehensive set of payment solutions to merchants and consumers, both in China and globally.

We offer access to credit products for certain small and medium-sized merchants through our PayPal Working Capital and PayPal Business Loan products, which we collectively refer to as our business financing offerings. Our PayPal Working Capital product allows businesses to borrow a certain percentage of their annual payment volume processed by PayPal for a fixed fee. Our PayPal Business Loan product provides businesses with short-term financing for a fixed fee based on an evaluation of both the applying business as well as the business owner. We believe that our business financing offerings allow us to deepen our engagement with our existing small and medium-sized merchants and expand services to new merchants by providing access to capital that may not be available effectively or efficiently from traditional banks or other lending providers.

We generate revenues from merchants primarily by charging fees for completing their payment transactions and other payment-related services.

## CONSUMER VALUE PROPOSITION

We focus on providing affordable consumer products intended to democratize the management and movement of money. We provide consumers with a digital wallet which enables them to send payments to merchants more safely using a variety of funding sources, which may include a bank account, a PayPal account balance, a Venmo account balance, a PayPal Credit account, a credit or debit card, or other stored value products such as coupons, gift cards, and eligible credit card rewards.

We also offer consumers person-to-person (“P2P”) payment solutions through our PayPal, Venmo, and Xoom products. PayPal continues to be a key driver of our total P2P volumes, enabling both domestic and international P2P transfers across our Payments Platform. Our Venmo app in the U.S. is a leading mobile application used to move money between our customers and to make purchases at approved merchants. Xoom is an international money transfer service that enables our customers to send money and prepaid mobile phone reloads to, and pay bills for, people around the world in a secure, fast, and cost-effective way. P2P is a significant customer acquisition channel that facilitates organic growth by enabling potential PayPal users to establish active accounts with us at the time they make or receive a P2P payment.

We offer our PayPal Credit product to consumers in certain markets as a potential funding source at checkout. Once a consumer is approved for credit, PayPal Credit is made available as a funding source for that account holder. Our U.S. PayPal branded consumer credit program is offered exclusively through Synchrony Bank. We believe that our consumer credit products allow us to increase engagement with consumers and merchants on our two-sided network and differentiate us from other payment processors by helping merchants drive incremental sales.

We generate revenue from consumers on fees charged for foreign currency exchange, optional instant transfers from their PayPal or Venmo account to their debit card or bank account, and on interest and fees from our PayPal Credit product.

## PROTECTING MERCHANTS AND CONSUMERS

Protecting merchants and consumers on our Payments Platform from financial and fraud loss is imperative to successfully competing in the payments industry and sustainably growing our business. Fraudulent activities, such as account takeover, identity theft (including stolen financial information), and counterparty malicious activities, represent a significant risk to merchants and consumers, as well as their payment partners. We provide merchants and consumers with protection programs on most purchase transactions completed on our Payments Platform, excluding gateway-exclusive transactions or situations where our customer agreements specifically do not provide for protections. We believe that these programs, which protect both merchants and consumers from financial loss resulting from fraud and counterparty non-performance, are generally much broader than similar protections provided by other participants in the payments industry. As a result, merchants may incur losses for chargebacks and other claims on certain transactions when using other payments providers that the merchants would not incur if they used our payments services. We also provide consumer protection against losses on qualifying purchases and accept claims for review up to 180 days post-transaction. We believe that this protection is generally consistent with, or better than, that offered by other payments providers. These programs are designed to promote confidence on both the part of consumers, who will only be required to pay if they receive their purchased item or service in the condition significantly as described, and merchants, who will receive payment for the product or service they deliver to the customer.

Our ability to protect both merchants and consumers is based largely on our proprietary, end-to-end Payments Platform and our ability to leverage the data from both sides of transactions on our two-sided network specifically from buyers and sellers and from senders and receivers of payments. We believe mobile devices will continue to play a significant and increasing role in commerce, including by creating the opportunities to make our ecosystem safer. For example, PayPal uses data from mobile devices and growing protection for the mobile operating environment to reduce financial and fraud risk to merchants and consumers. Our ongoing investment in systems and processes designed to enhance the safety and security of our products reflects our goal of having PayPal recognized as one of the world’s most trusted payments brands.

## COMPETITION

The global payments industry is highly competitive, rapidly changing, highly innovative, and increasingly subject to regulatory scrutiny and oversight. We compete against a wide range of businesses, including those that are larger than we are, have greater name recognition, longer operating histories, or a dominant or more secure position, or offer other products and services to consumers and merchants that we do not offer, as well as smaller or younger companies that may be more agile in responding quickly to regulatory and technological changes. Many of the areas in which we compete evolve rapidly with changing and disruptive technologies, shifting user needs, and frequent introductions of new products and services. Competition also may intensify as businesses enter into business combinations and partnerships, and established companies in other segments expand to become competitive with different aspects of our business.

We compete primarily on the basis of the following:

- ability to attract, retain, and engage both merchants and consumers on our Payments Platform;
- ability to demonstrate to merchants that they may achieve incremental sales by using and offering our services to consumers;
- consumer confidence in the safety and security of transactions on our Payments Platform, including the ability for consumers to use our products and services without sharing their financial information with the merchant or any other party they are paying;
- simplicity and transparency of our fee structure;
- ability to develop products and services across multiple commerce channels, including e-commerce, mobile, and payments at the point of sale;
- trust in our dispute resolution and buyer and seller protection programs;
- customer service experience;
- brand recognition and preference;
- website, mobile platform, and application onboarding, ease-of-use, speed, availability, and dependability;
- ability of our Payments Platform to support across technologies and payment methods;
- system reliability and data security;
- ability to assist merchants in complying with payments-related laws and regulations;
- ease and quality of integration into third-party mobile applications and operating systems; and
- quality of developer tools, such as our application programming interfaces and software development kits.

In addition to the discussion in this section, see “Item 1A. Risk Factors” under the caption *“We face substantial and increasingly intense competition worldwide in the global payments industry”* for further discussion of the potential impact of competition on our business.

## RESEARCH AND DEVELOPMENT

Total research and development expense was \$1.1 billion, \$1.1 billion and \$953 million in 2019, 2018 and 2017, respectively.

## INTELLECTUAL PROPERTY

The protection of our intellectual property, including our trademarks, patents, copyrights, domain names, trade dress, and trade secrets is important to the success of our business. We seek to protect our intellectual property rights by relying on applicable laws and regulations in the U.S. and internationally, as well as a variety of administrative procedures. We have registered our core brands as domain names and as trademarks in the U.S. and a large number of other jurisdictions. We also have in place an active program to continue to secure and enforce trademarks and domain names that corresponds to our brands in markets of interest. We have filed patent applications in the U.S. and in international jurisdictions covering certain aspects of our proprietary technology and new innovations. We also rely on contractual restrictions to protect our proprietary rights when offering or procuring products and services. We have routinely entered into confidentiality and invention assignment agreements with our employees and contractors, and non-disclosure agreements with parties with whom we conduct business to control access to, and use and disclosure of, our proprietary information.

For additional information regarding some of the risks relating to our intellectual property, including costs of protecting our intellectual property, see the information in “Item 1A. Risk Factors” under the captions *“We are subject to patent litigation”* and *“We may be unable to adequately protect or enforce our intellectual property rights, or third parties may allege that we are infringing their intellectual property rights.”*

## GOVERNMENT REGULATION

We operate globally and in a rapidly evolving regulatory environment characterized by a heightened regulatory focus on all aspects of the payments industry. That focus continues to become even more heightened as regulators on a global basis focus on such important issues as countering terrorist financing, anti-money laundering, privacy, cybersecurity, and consumer protection. Some of the laws and regulations to which we are subject were enacted recently, and the laws and regulations applicable to us, including those enacted prior to the advent of digital and mobile payments, are continuing to evolve through legislative and regulatory action and judicial interpretation. New or changing laws and regulations, including how such laws and regulations are interpreted and implemented, as well as increased penalties and enforcement actions related to non-compliance, could have a material adverse impact on our business, results of operations, and financial condition. Therefore, we monitor these areas closely to design compliant solutions for our customers who depend on us.

Government regulation impacts key aspects of our business. We are subject to regulations that affect the payments industry in the markets we operate.

**Payments Regulation.** Various laws and regulations govern the payments industry in the U.S. and internationally. In the U.S., PayPal, Inc. holds licenses to operate as a money transmitter (or its equivalent), which, among other things, subjects PayPal, Inc. to reporting requirements, bonding requirements, limitations on the investment of customer funds, and inspection by state regulatory agencies. Outside the U.S., we provide similar services customized for various countries and foreign jurisdictions through our foreign subsidiaries. The activities of those non-U.S. entities are, or may be, supervised by a financial regulatory authority in the jurisdictions in which they operate. Among other regulatory authorities, the Luxembourg Commission de Surveillance du Secteur Financier (the “CSSF”), the Australian Prudential Regulation Authority, the Monetary Authority of Singapore, the Reserve Bank of India, the Central Bank of Russia, the Central Bank of Brazil, and the People’s Bank of China have asserted jurisdiction over some or all of our activities in their respective jurisdictions. This list is not exhaustive, and there are numerous other regulatory agencies that have or may assert jurisdiction over our activities. The laws and regulations applicable to the payments industry in any given jurisdiction are subject to interpretation and change.

**Banking Agency Supervision.** We serve our customers in the European Union (“EU”) through PayPal (Europe) S.à.r.l. et Cie, SCA, a wholly-owned subsidiary that is licensed and subject to regulation as a bank in Luxembourg by the CSSF. Consequently, we must comply with rules and regulations of the European banking industry, including those related to capitalization, funds management, corporate governance, anti-money laundering, disclosure, reporting, and inspection. We are, or may be, subject to banking-related regulations in other countries now or in the future related to our role in the financial industry. In addition, based on our relationships with our partner financial institutions, we are, or may be, subject to indirect regulation and examination by these financial institutions’ regulators.

**Consumer Financial Protection Bureau.** The Consumer Financial Protection Bureau (the “CFPB”) has significant authority to regulate consumer financial products in the U.S., including consumer credit, deposits, payments, and similar products. As a large market participant of remittance transfers, the CFPB has direct supervisory authority over our business. The CFPB and other similar regulatory agencies in other jurisdictions may have broad consumer protection mandates that could result in the promulgation and interpretation of rules and regulations that may affect our business.

**Anti-Money Laundering and Counter-Terrorist Financing.** PayPal is subject to anti-money laundering (“AML”) laws and regulations in the U.S. and other jurisdictions, as well as laws designed to prevent the use of the financial systems to facilitate terrorist activities. Our AML program is designed to prevent our payment network from being used to facilitate money laundering, terrorist financing, and other illicit activities, or to do business in countries or with persons and entities included on designated country or person lists promulgated by the U.S. Department of the Treasury’s Office of Foreign Assets Controls (“OFAC”) and equivalent authorities in other countries. Our AML and sanctions compliance programs, overseen by our AML/Bank Secrecy Act Officer, is composed of policies, procedures, and internal controls, and is designed to address these legal and regulatory requirements and assist in managing money laundering and terrorist financing risks.

**Interchange Fees.** Interchange fees associated with four-party payments systems are being reviewed or challenged in various jurisdictions. For example, in the EU, the Multilateral Interchange Fee (“MIF”) Regulation caps interchange fees for credit and debit card payments and provides for business rules to be complied with by any company dealing with card transactions, including PayPal. As a result, the fees that we collect in certain jurisdictions may become the subject of regulatory challenge.

**Data Protection and Information Security.** Aspects of our operations or business are subject to privacy and data protection regulation in the U.S., the EU, Asia Pacific, and elsewhere. For example, the EU adopted a comprehensive General Data Protection Regulation (the “GDPR”), which came into effect in May 2018. GDPR expanded the scope of the EU data protection law to foreign companies processing personal data of European Economic Area (“EEA”) individuals and imposed a stricter data protection compliance regime. In the U.S., we are subject to privacy and information safeguarding requirements under the Gramm-Leach-Bliley Act and the California Consumer Privacy Act that require similar privacy protections afforded by the GDPR, as well as the maintenance of a written, comprehensive information security program. In Europe, the operations of our Luxembourg bank are subject to confidentiality and information safeguarding requirements under the Luxembourg Banking Act. Regulatory authorities around the world are considering numerous legislative and regulatory proposals concerning privacy and data protection that may contain additional privacy and data protection obligations. In addition, the interpretation and application of these privacy and data protection laws in the U.S., Europe, and elsewhere are often uncertain and in a state of flux.

**Anti-Corruption.** PayPal is subject to applicable anti-corruption laws, such as the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, and similar anti-corruption laws in the jurisdictions in which we operate. Anti-corruption laws generally prohibit offering, promising, giving, accepting, or authorizing others to provide anything of value, either directly or indirectly, to or from a government official or private party in order to influence official action or otherwise gain an unfair business advantage, such as to obtain or retain business. We have implemented policies, procedures, and internal controls that are designed to comply with these laws and regulations.

**Additional Regulatory Developments.** Various regulatory agencies continue to examine a wide variety of issues, including virtual currencies, identity theft, account management guidelines, privacy, disclosure rules, cybersecurity, and marketing, that may impact PayPal’s business.

For an additional discussion on governmental regulation affecting our business, please see the risk factors related to regulation of our payments business and regulation in the areas of consumer privacy, data use, and/or security in “Item 1A. Risk Factors” under the caption “Risk Factors That May Affect Our Business, Results of Operations, and Financial Condition” and “Item 3. Legal Proceedings” included elsewhere in this Annual Report on Form 10-K.

## SEASONALITY

The Company does not experience meaningful seasonality with respect to net revenues. No individual quarter in 2019, 2018 or 2017 accounted for more than 30% of annual net revenue.

## EMPLOYEES

As of December 31, 2019, we employed approximately 23,200 people globally, of whom approximately 11,200 were located in the U.S. We consider our relationship with our employees to be good.

## SEPARATION FROM EBAY INC.

PayPal Holdings, Inc. was incorporated in Delaware in January 2015 for the purpose of owning and operating eBay’s Payments business in connection with the separation and distribution described below. eBay completed the transfer of substantially all of the assets, liabilities, and operations of eBay’s Payments business to PayPal in June 2015. Prior to the contribution of the Payments business, PayPal Holdings, Inc. had no operations. On July 17, 2015 (the “distribution date”), PayPal became an independent publicly traded company through the pro rata distribution by eBay of 100% of the outstanding common stock of PayPal to eBay stockholders (which we refer to as the “separation” or the “distribution”). Each eBay stockholder of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held on the record date. Approximately 1.2 billion shares of PayPal common stock were distributed on July 17, 2015 to eBay stockholders. PayPal’s common stock began “regular way” trading under the ticker symbol “PYPL” on the NASDAQ Global Select Market on July 20, 2015.

## AVAILABLE INFORMATION

The address of our principal executive offices is PayPal Holdings, Inc., 2211 North First Street, San Jose, California 95131. Our website is located at [www.paypal.com](http://www.paypal.com), and our investor relations website is located at <http://investor.paypal-corp.com>. From time to time, we may use our investor relations site and other online and social media channels, including our PayPal Stories Blog (<https://www.paypal.com/stories/us>), Twitter handles (@PayPal and @PayPalNews), LinkedIn page (<https://www.linkedin.com/company/paypal>), Facebook page (<https://www.facebook.com/PayPalUSA/>), YouTube channel (<https://www.youtube.com/paypal>), Dan Schulman’s LinkedIn profile (<https://www.linkedin.com/in/dan-schulman/>), John Rainey’s LinkedIn profile ([www.linkedin.com/in/john-rainey-pypl](http://www.linkedin.com/in/john-rainey-pypl)), and Dan Schulman’s Facebook page (<https://www.facebook.com/DanSchulmanPayPal/>) to disclose material non-public information and comply with our disclosure obligations under Regulation Fair Disclosure (“FD”). Our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports are available free of charge on our investor relations website as soon as reasonably practicable after they are electronically filed with, or furnished to, the SEC. The content of our websites and information we may post on or provide to online and social media channels, including those mentioned above, and information that can be accessed through our websites or these online and social media channels is not incorporated by reference into this Annual Report on Form 10-K or in any other report or document we file with the SEC, and any references to our websites or these online and social media channels are intended to be inactive textual references only.

## Item 1A. Risk Factors

*The following discussion is divided into three sections. The first section, which begins immediately following this paragraph, discusses some of the risks that may adversely affect our business, results of operations, and financial condition. The second section, captioned “Risks Related to Our Separation from eBay” discusses some of the risks relating to our separation from eBay in July 2015 into an independent publicly traded company. The third section, captioned “Risks Related to Our Common Stock,” discusses some of the risks relating to an investment in our Common Stock. You should carefully review all of these sections in addition to the other information appearing in this Annual Report on Form 10-K, including our consolidated financial statements and related notes, for important information regarding risks and uncertainties that affect us. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of, or that we currently believe are not material, may also become important factors that adversely affect our business. If any of the following risks actually occur, our business, financial condition, results of operations, and future prospects could be materially and adversely affected.*

## **RISK FACTORS THAT MAY AFFECT OUR BUSINESS, RESULTS OF OPERATIONS, AND FINANCIAL CONDITION WE FACE SUBSTANTIAL AND INCREASINGLY INTENSE COMPETITION WORLDWIDE IN THE GLOBAL PAYMENTS INDUSTRY.**

The global payments industry is highly competitive, rapidly changing, highly innovative, and increasingly subject to regulatory scrutiny and oversight. We compete against a wide range of businesses, including those that are larger than we are, have greater name recognition, longer operating histories, or a dominant or more secure position, or offer other products and services to consumers and merchants that we do not offer, as well as smaller or younger companies that may be more agile in responding quickly to regulatory and technological changes. Many of the areas in which we compete evolve rapidly with changing and disruptive technologies, shifting user needs, and frequent introductions of new products and services. Competition also may intensify as businesses enter into business combinations and partnerships, and established companies in other segments expand to become competitive with different aspects of our business.

We compete primarily on the basis of the following:

- ability to attract, retain, and engage both merchants and consumers on our Payments Platform;
- ability to demonstrate to merchants that they may achieve incremental sales by using and offering our services to consumers;
- consumer confidence in the safety and security of transactions on our Payments Platform, including the ability for consumers to use our products and services without sharing their financial information with the merchant or any other party they are paying;
- simplicity and transparency of our fee structure;
- ability to develop products and services across multiple commerce channels, including e-commerce, mobile, and payments at the point of sale;
- trust in our dispute resolution and buyer and seller protection programs;
- customer service experience;
- brand recognition and preference;
- website, mobile platform, and application onboarding, ease-of-use, speed, availability, and dependability;
- ability of our Payments Platform to support across technologies and payment methods;
- system reliability and data security;
- ability to assist merchants in complying with payments-related laws and regulations;
- ease and quality of integration into third-party mobile applications and operating systems; and
- quality of developer tools, such as our application programming interfaces and software development kits.

We compete against a wide range of businesses with varying roles in all forms of payments, including:

- paper-based transactions (principally cash and checks);
- banks and financial institutions providing traditional payment methods, particularly credit and debit cards (collectively, “payment cards”) and electronic bank transfers;
- payment networks which facilitate payments for credit card users;
- providers of “digital wallets” which offer customers the ability to pay online and/or in-store through a variety of payment methods, including with mobile applications, through contactless payments, and with a variety of payment cards;
- providers of mobile payments solutions that use tokenized card data approaches and contactless payments (e.g., near field communication (“NFC”) or host card emulation functionality) to eliminate the need to swipe or insert a card or enter a personal identification number or password;
- payment-card processors that offer their services to merchants, including for “card on file” payments where the merchant invites the consumer to select a payment method for their first transaction and to use the same payment method for subsequent transactions;
- providers of person-to-person (“P2P”) payments that facilitate individuals sending money with an email address or mobile phone number;
- merchants and merchant associations that may provide proprietary payment networks to facilitate payments within their own retail network;
- providers of money remittance services for transferring money abroad, including those that may provide proprietary payment networks;
- providers of card readers for mobile devices and of other point-of-sale and multi-channel technologies; and
- providers of virtual currencies and distributed ledger technologies.

We often partner with many of these businesses and we consider the ability to continue establishing these partnerships as important to our business. Competition for relationships with these partners is intense, and there can be no assurance that we will be able to continue to establish, grow, or maintain these partner relationships.

We also face competition and potential competition from:

- services that provide online merchants the option of paying for purchases from their bank account or paying on credit;
- issuers of stored value products targeted at online payments;
- other online and mobile payment-services providers globally;
- services targeting users of social networks and online gaming, including those offering social commerce and P2P payments;
- payment services enabling banking customers to send and receive payments through their bank account, including through immediate or real-time payments systems;
- e-commerce services that provide special offers linked to a specific payment provider;
- services that help merchants and consumers use, accept, buy, sell, and manage virtual currencies; and
- electronic funds transfer services as a method of payment for both online and offline transactions.

Some of our current and potential competitors have larger customer bases, broader geographic scope, volume, scale, resources, and market share than we do, which may provide them significant competitive advantages. Some competitors may also be subject to less burdensome licensing, anti-money laundering, counter-terrorist financing, and other regulatory requirements. They may devote greater resources to the development, promotion, and sale of products and services, and offer lower prices or more effectively offer their own innovative programs, products, and services.

If we are not able to differentiate our products and services from those of our competitors, drive value for our customers, or effectively and efficiently align our resources with our goals and objectives, we may not be able to compete effectively in the market.

**SUBSTANTIALLY ALL OF OUR NET REVENUES EACH QUARTER COME PRIMARILY FROM TRANSACTIONS INVOLVING PAYMENTS DURING THAT QUARTER, WHICH MAY RESULT IN SIGNIFICANT FLUCTUATIONS IN OUR OPERATING RESULTS THAT COULD ADVERSELY AFFECT OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS, AND CASH FLOWS, AS WELL AS THE TRADING PRICE OF OUR COMMON STOCK.**

Substantially all of our net revenues each quarter come primarily from transactions involving payments during that quarter. As a result, our operating and financial results have varied on a quarterly basis during our operating history and may continue to fluctuate significantly as a result of a variety of factors, including the risks set forth in this “Risk Factors” section. It is difficult for us to forecast accurately the level or source of our revenues or earnings. In view of the rapidly evolving nature of our business, period-to-period comparisons of our operating results may not be meaningful, and you should not rely upon them as an indication of future performance. Due to the inherent difficulty in forecasting revenues, it is also difficult to forecast expenses. Quarterly and annual expenses reflected in our financial statements may be significantly different from historical or projected rates. Our operating results in one or more future quarters may fall below the expectations of securities analysts and investors. The trading price of our common stock may decline significantly as a result of the factors described in this paragraph.

**GLOBAL AND REGIONAL ECONOMIC CONDITIONS COULD HARM OUR BUSINESS.**

Our operations and performance depend significantly on global and regional economic conditions. Uncertainty about global and regional economic events and conditions may result in consumers and businesses postponing or lowering spending in response to, among other factors:

- tighter credit,
- higher unemployment,
- consumer debt levels or reduced consumer confidence,
- financial market volatility,
- fluctuations in foreign currency exchange rates and interest rates,
- changes and uncertainties related to government fiscal and tax policies,
- changes and uncertainties about U.S and international trade relationships, agreements, policies, treaties and restrictive actions, as well as the possibility of significant increases in tariffs on imported goods, and other restrictive actions,
- the inability of the U.S. Congress to enact a budget in a fiscal year, a sequestration, and/or another shutdown of the U.S. government,
- government austerity programs, and
- other negative financial news or macroeconomic developments.

These and other global and regional economic events and conditions, including Brexit, could have a material adverse impact on the demand for our products and services, including a reduction in the volume and size of transactions on our Payments Platform. In addition, any financial turmoil affecting the banking system or financial markets could cause additional consolidation of the financial services industry, significant failures of financial service institutions, new or incremental tightening in the credit markets, low liquidity, and extreme volatility or distress in the fixed income, credit, currency, and equity markets, which could have a material adverse impact on our business. See also the risk factor captioned, “*The United Kingdom’s departure from the EU could adversely affect us.*”



**IF WE CANNOT KEEP PACE WITH RAPID TECHNOLOGICAL DEVELOPMENTS TO PROVIDE NEW AND INNOVATIVE PRODUCTS AND SERVICES, THE USE OF OUR PRODUCTS AND SERVICES AND, CONSEQUENTLY, OUR REVENUES COULD DECLINE.**

Rapid, significant, and disruptive technological changes impact the industries in which we operate, including developments in:

- technologies supporting our regulatory and compliance obligations (e.g., in relation to our know your customer (“KYC”) and customer identification program (“CIP”) obligations under anti-money laundering regulations);
- artificial intelligence and machine learning (e.g., in relation to fraud and risk decisioning);
- payment technologies (e.g., real time payments, payment card tokenization, virtual currencies, including distributed ledger and blockchain technologies, and proximity payment technology, such as NFC and other contactless payments);
- technologies (e.g., internet browser technology, that enable users to easily store their payment card information for use on any retail or e-commerce website; and
- commerce technologies, including in-store, online, mobile, virtual, and social commerce (i.e., ecommerce through social networks).

As a result, we expect new services and technologies to continue to emerge and evolve, and we cannot predict the effects of technological changes on our business. In addition to our own initiatives and innovations, we rely in part on third parties, including some of our competitors, for the development of and access to new or evolving technologies. These third parties may restrict or prevent our access to, or utilization of, those technologies, as well as their platforms or products. In addition, we may not be able to accurately predict which technological developments or innovations will become widely adopted and how those technologies may be regulated. We expect that new services and technologies applicable to the industries in which we operate will continue to emerge and may be superior to, or render obsolete, the technologies we currently use in our products and services. Developing and incorporating new technologies into our products and services may require substantial expenditures, take considerable time, and ultimately may not be successful. In addition, our ability to adopt new products and services and to develop new technologies may be inhibited by industry-wide standards, platform providers, payments networks, changes to laws and regulations, the extent of changing expectations of consumers or merchants, third-party intellectual property rights, or other factors. Our success will depend on our ability to develop and incorporate new technologies and adapt to technological changes and evolving industry standards; if we are unable to do so in a timely or cost-effective manner, our business could be harmed.

**CYBERATTACKS AND SECURITY VULNERABILITIES COULD RESULT IN SERIOUS HARM TO OUR REPUTATION, BUSINESS, AND FINANCIAL CONDITION.**

Our business involves the collection, storage, processing, and transmission of confidential information and customers’ personal data, including financial information and information about how they interact with our Payments Platform. We have built our reputation on the premise that our Payments Platform offers customers a more secure way to make payments. An increasing number of organizations, including large merchants, businesses, technology companies, and financial institutions, as well as government institutions, have disclosed breaches of their information security systems, some of which have involved sophisticated and highly targeted attacks, including on their websites, mobile applications, and infrastructure.

The techniques used to obtain unauthorized, improper, or illegal access to systems and information (including customers’ personal data), disable or degrade service, or sabotage systems are constantly evolving and have become increasingly complex and sophisticated, may be difficult to detect quickly, and often are not recognized or detected until after they have been launched against a target. Unauthorized parties have attempted, and we expect that they will continue to attempt, to gain access to our systems or facilities through various means, including, but not limited to, hacking into our systems or facilities or those of our customers, partners, or vendors, and attempting to fraudulently induce users of our systems (including employees and our customers) into disclosing user names, passwords, payment card information, or other sensitive information, which may in turn be used to access our information technology systems. Threats can come from a variety of sources, including criminal hackers, hacktivists, state-sponsored intrusions, industrial espionage, and insider threats. Certain efforts may be supported by significant financial and technological resources, making them even more sophisticated and difficult to detect. Numerous and evolving cybersecurity threats, including advanced and persisting cyberattacks, cyberextortion, spear phishing and social engineering schemes, the introduction of computer viruses or other malware, and the physical destruction of all or portions of our information technology and infrastructure could compromise the confidentiality, availability, and integrity of the data in our systems. We believe that PayPal is a particularly attractive target for such breaches and attacks due to our name and brand recognition and the widespread adoption and use of our products and services. Although we have developed systems and processes designed to protect data we manage, prevent data loss and other security breaches and effectively respond to known and potential risks, and expect to continue to expend significant resources to bolster these protections, there can be no assurance that these security measures will provide absolute security or prevent breaches or attacks.

Our information technology and infrastructure may be vulnerable to cyberattacks or security breaches, and third parties may be able to access our customers’ personal or proprietary information and payment card data that are stored on or accessible through those systems. We have experienced from time to time, and may experience in the future, breaches of our security measures due to human error, malfeasance, insider threats, system errors or vulnerabilities, or other irregularities. Actual or perceived breaches of our security could, among other things:

- interrupt our operations,

- result in our systems or services being unavailable,
- result in improper disclosure of data and violations of applicable privacy and other laws,
- materially harm our reputation and brands,
- result in significant regulatory scrutiny, investigations, fines, penalties and other legal and financial exposure,
- cause us to incur significant remediation costs,
- lead to loss of customer confidence in, or decreased use of, our products and services,
- divert the attention of management from the operation of our business,
- result in significant compensation or contractual penalties from us to our customers and their business partners as a result of losses to them or claims by them, and
- adversely affect our business and results of operations.

In addition, any cyberattacks or data security breaches affecting the information technology or infrastructure of companies we acquire or of our customers, partners, or vendors (including data center and cloud computing providers) could have similar negative effects. See Note 4—“Business Combinations,” Note 5—“Goodwill and Intangible Assets” and Note 13—“Commitments and Contingencies” to our consolidated financial statements for disclosure relating to the suspension of operations of TIO Networks (“TIO”) (which we acquired in July 2017) as part of an investigation of security vulnerabilities of the TIO platform. Actual or perceived vulnerabilities or data breaches have led and may lead to claims against us.

In addition, under payment card rules and our contracts with our card processors, if there is a breach of payment card information that we store, or that is stored by our direct payment card processing vendors, we could be liable to the payment card issuing banks for their cost of issuing new cards and related expenses. We also expect to expend significant additional resources to protect against security or privacy breaches and may be required to redress problems caused by breaches. Financial services regulators in various jurisdictions, including the U.S. and the EU, have implemented authentication requirements for banks and payment processors intended to reduce online fraud, which could impose significant costs, require us to change our business practices, make it more difficult for new customers to join PayPal, and reduce the ease of use of our products, which could harm our business. While we maintain insurance policies, they may not be adequate to reimburse us for losses caused by security breaches.

#### **SYSTEMS FAILURES AND RESULTING INTERRUPTIONS IN THE AVAILABILITY OF OUR WEBSITES, APPLICATIONS, PRODUCTS, OR SERVICES COULD HARM OUR BUSINESS.**

Our systems and those of our service providers and partners have experienced from time to time, and may experience in the future service interruptions or degradation because of hardware and software defects or malfunctions, distributed denial-of-service and other cyberattacks, insider threats, human error, earthquakes, hurricanes, floods, fires, and other natural disasters, power losses, disruptions in telecommunications services, fraud, military or political conflicts, terrorist attacks, computer viruses or other malware, or other events. We have experienced from time to time, and may experience in the future, disruptions in our systems due to break-ins, sabotage, and intentional acts of vandalism. Some of our systems, including systems of companies we have acquired, are not fully redundant, and our disaster recovery planning may not be sufficient for all possible outcomes or events. In addition, as a provider of payments solutions, we are subject to heightened scrutiny by regulators that may require specific business continuity, resiliency and disaster recovery plans, and more rigorous testing of such plans, which may be costly and time-consuming to implement, and may divert our resources from other business priorities.

We have experienced and expect to continue to experience system failures, denial-of-service attacks, and other events or conditions from time to time that interrupt the availability, or reduce or adversely affect the speed or functionality, of our products and services. These events have resulted and likely will result in loss of revenue. A prolonged interruption in the availability or reduction in the availability, speed, or functionality of our products and services could materially harm our business. Frequent or persistent interruptions in our services could cause current or potential customers or partners to believe that our systems are unreliable, leading them to switch to our competitors or to avoid or reduce the use of our products and services, and could permanently harm our reputation and brands. Moreover, if any system failure or similar event results in damages to our customers or their business partners, these customers or partners could seek significant compensation or contractual penalties from us for their losses, and those claims, even if unsuccessful, would likely be time-consuming and costly for us to address, and could have other consequences described in this “Risk Factors” section under the caption “*Cyberattacks and security vulnerabilities could result in serious harm to our reputation, business, and financial condition.*”

Our Payments Platform has experienced and may in the future experience intermittent unavailability. The full-time availability and expeditious delivery of our products and services is critical to our goal of gaining widespread acceptance among consumers and merchants for digital payments. We have undertaken and continue to undertake certain system upgrades and re-platforming efforts designed to improve our reliability and speed. These efforts are costly and time-consuming, involve significant technical risk and may divert our resources from new features and products, and there can be no guarantee that these efforts will succeed. Because we are a regulated financial institution in certain jurisdictions, frequent or persistent site interruptions could lead to regulatory scrutiny, significant fines and penalties, and mandatory and costly changes to our business practices, and ultimately could cause us to lose existing licenses that we need to operate or prevent or delay us from obtaining additional licenses that may be required for our business.

We also rely on facilities, components, applications, and services supplied by third parties, including data center facilities and cloud storage services, which subjects us to risks in the nature of those discussed in this “Risk Factors” section under the captions “We rely on third parties in many aspects of our business, which creates additional risk.” From time to time, such third parties have ceased to provide us with such facilities and services. Additionally, if these third parties experience operational interference or disruptions, breach their agreements with us, fail to perform their obligations and meet our expectations, or experience a cybersecurity incident, our operations could be disrupted or otherwise negatively affected, which could result in customer dissatisfaction, regulatory scrutiny, and damage to our reputation and brands, and materially and adversely affect our business. While we maintain business interruption insurance, our coverage may be insufficient to compensate us for all losses that may result from interruptions in our service as a result of systems failures and similar events.

In addition, we are continually improving and upgrading our information systems and technologies. Implementation of new systems and technologies is complex, expensive, and time-consuming. If we fail to timely and successfully implement new information systems and technologies, or improvements or upgrades to existing information systems and technologies, or if such systems and technologies do not operate as intended, this could have an adverse impact on our business, internal controls (including internal controls over financial reporting), results of operations, and financial condition.

#### **CHANGES TO PAYMENT CARD NETWORKS OR BANK FEES, RULES, OR PRACTICES COULD HARM OUR BUSINESS.**

We rely on banks or other payment processors to process transactions and pay fees for their services. From time to time, payment card networks have increased, and may continue to increase in the future, the interchange fees and assessments that they charge for transactions that access their networks. Payment card networks have imposed, and may impose in the future, special fees or assessments for transactions that are executed through a digital wallet such as PayPal’s, which could negatively impact us and significantly increase our costs. Our payment card processors may have the right to pass any increases in interchange fees and assessments on to us as well as increase their own fees for processing, which could increase our operating costs and reduce our operating income. We have entered into strategic partnerships with Visa, Mastercard and other credit card networks to further expand our relationships in a way that will make it easier for merchants to accept and consumers to choose to pay with their respective credit cards and debit cards. During the terms of these agreements, Visa and Mastercard have each agreed to not enact or impose any fees or rules that solely target PayPal. Upon termination of the agreements, PayPal could become subject to special digital wallet fees or other special assessments.

In addition, in some jurisdictions, government regulations have required payment card networks to reduce or cap interchange fees. Any material change in credit card or debit card interchange rates in the U.S. or other markets, including as a result of changes in interchange fee limitations, could adversely affect our competitive position against traditional payment card service providers and our business, as well as the revenue we earn from our card programs.

We are required to comply with payment card network operating rules, including special operating rules for payment service providers to merchants. We have agreed to reimburse our processors for any fines they are assessed by payment card networks resulting from any rule violations by us or our merchants. We may also be directly liable to the payment card networks for rule violations. The payment card networks set and interpret the card operating rules and have alleged from time to time that various aspects of our business model violate these operating rules. If such allegations are not resolved favorably, they may result in significant fines and penalties or require changes in our business practices that may be costly and adversely affect our business. The payment card networks could adopt new operating rules or interpret or re-interpret existing rules that we or our processors might find difficult or even impossible to follow, or costly to implement. As a result, we could lose our ability to give consumers the option of using payment cards to fund their payments or the choice of currency in which they would like their payment card to be charged. If we are unable to accept payment cards or are limited in our ability to do so, our business would be adversely affected.

We and our payment card processors have implemented specific business processes for merchants to comply with payment card network operating rules for providing services to merchants. Any failure to comply with these rules could result in fines. We are also subject to fines from payment card networks if we fail to detect that merchants are engaging in activities that are illegal or considered “high risk” under their network operating rules, including the sale of certain types of digital content. For “high risk” merchants, we must either prevent such merchants from using PayPal services or register such merchants with the payment card networks and conduct additional monitoring with respect to such merchants. Although the amount of these fines has not been material to date, we could be subject to significant additional fines in the future, which could result in a termination of our ability to accept payment cards or require changes in our process for registering new customers, which would adversely affect our business. Payment card network rules may also increase the cost of, impose restrictions on, or otherwise negatively impact the development of, our retail point-of-sale solutions, which may negatively impact their deployment and adoption.

#### **FAILURE TO DEAL EFFECTIVELY WITH FRAUD, FICTITIOUS TRANSACTIONS, BAD TRANSACTIONS, AND NEGATIVE CUSTOMER EXPERIENCES WOULD INCREASE OUR LOSS RATE AND COULD NEGATIVELY IMPACT OUR BUSINESS AND SEVERELY DIMINISH MERCHANT AND CONSUMER CONFIDENCE IN AND USE OF OUR SERVICES.**

Our operations process a significant volume and dollar value of transactions on a daily basis. In the event that merchants do not fulfill their obligations to consumers or a merchant’s goods or services do not match the merchant’s description, we may incur

substantial losses as a result of claims from consumers. We seek to recover such losses from the merchant but we may not fully recover them if the merchant is unwilling or unable to pay. In addition, in the event of the bankruptcy or other business interruption of a merchant that sells goods or services in advance of the date of their delivery or use (e.g., airline, cruise or concert tickets, custom-made goods, and subscriptions), we could be liable to the buyers of such goods or services, either through our buyer protection program or through chargebacks on payment cards used by customers to fund their payments. While we have established allowances for transaction losses based on assumptions and estimates that we believe are reasonable to cover such losses incurred as of the reporting date, these reserves may be insufficient.

We also incur substantial losses from claims that the consumer did not authorize the purchase, fraud, erroneous transactions, and customers who have closed bank accounts or have insufficient funds in their bank accounts to satisfy payments. In addition, if losses incurred by us related to payment card transactions become excessive, they could potentially result in our losing the right to accept payment cards for payment, which would negatively impact our business. We have taken measures to detect and reduce the risk of fraud, but these measures require continuous improvement and may not be effective in detecting and preventing fraud, particularly new and continually evolving forms of fraud or in connection with new or expanded product offerings. If these measures do not succeed, our business could be negatively impacted.

#### **WE ARE EXPOSED TO FLUCTUATIONS IN FOREIGN CURRENCY EXCHANGE RATES THAT COULD MATERIALLY AND ADVERSELY AFFECT OUR FINANCIAL RESULTS.**

We have significant operations internationally that are denominated in foreign currencies, including the British Pound, Euro, Australian Dollar, and Canadian Dollar, which subject us to foreign currency exchange risk. The strengthening or weakening of the U.S. dollar versus these foreign currencies impacts the translation of our net revenues generated and expenses incurred in these foreign currencies into the U.S. dollar. In connection with providing our services in multiple currencies, we may face financial exposure if we incorrectly set our foreign currency exchange rates or as a result of fluctuations in foreign currency exchange rates between the times that we set them. We also hold a portion of our corporate and customer funds in non-U.S. currencies, and our financial results are affected by the remeasurement of these non-U.S. currencies into U.S. dollars. We also have foreign currency exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. While we regularly enter into transactions to hedge foreign currency exchange risk for portions of our foreign currency translation and balance sheet exposure, it is impossible to predict or entirely eliminate the effects of this exposure.

#### **ANY FACTORS THAT REDUCE CROSS-BORDER TRADE OR MAKE SUCH TRADE MORE DIFFICULT COULD HARM OUR BUSINESS.**

Cross-border trade (i.e., transactions where the merchant and consumer are in different countries) is an important source of our revenue and profits. Cross-border transactions generally provide higher revenues and operating income than similar transactions that take place within a single country or market. Cross-border trade also represents our primary (and in some cases, our only) presence in certain important markets.

Cross-border trade is subject to, and may be negatively impacted by, foreign currency exchange rate fluctuations. In addition, the interpretation and application of laws of multiple jurisdictions (e.g., the jurisdiction of the merchant and of the consumer) are often extremely complicated in the context of cross-border trade and foreign exchange. Changes to or the interpretation and/or application of laws and regulations applicable to cross-border trade and foreign exchange could impose additional requirements and restrictions, increase costs, and impose conflicting obligations. Any factors that increase the costs of cross-border trade for us or our customers or that restrict, delay, or make cross-border trade more difficult or impractical, such as trade policy or higher tariffs, could reduce our cross-border transactions and volume, negatively impact our revenues and profits and harm our business. See also the risk factor captioned, "*Global and regional economic conditions could harm our business.*"

#### **CHANGES IN HOW CONSUMERS FUND THEIR PAYPAL TRANSACTIONS COULD HARM OUR BUSINESS.**

We pay transaction fees when consumers fund payment transactions using credit cards, lower fees when consumers fund payments with debit cards, and nominal fees when consumers fund payment transactions by electronic transfer of funds from bank accounts, or from an existing PayPal account balance or through our PayPal branded consumer credit products. Our financial success is sensitive to changes in the rate at which our consumers fund payments using payment cards, which can significantly increase our costs. Although we provide consumers in certain markets with the opportunity to use their existing PayPal account balance to fund payment transactions, some of our consumers may prefer to use payment cards, especially if these payment cards offer features and benefits that are not provided as part of their PayPal accounts. An increase in the portion of our payment volume funded using payment cards or in fees associated with our funding mix, or other events or developments that make it more difficult or costly for us to fund transactions with lower-cost funding options, could materially and adversely affect our financial performance and significantly harm our business.

We have entered into strategic partnerships with major payment card networks and/or issuing banks to promote greater consumer choice and make it easier for merchants to accept and consumers to pay with these partners' credit cards and/or debit cards and to allow us to gain access to these partners' tokenization services for in-store point of sale PayPal transactions. These arrangements may have an uncertain impact on our business. While we anticipate that these and similar strategic partnerships we may enter into in the future will result in an increase in the number of transactions and transaction volume that we process, we

also anticipate that a greater percentage of customer transactions will be executed using a payment card, which would likely increase the transaction costs associated with our funding mix, which could adversely affect our business, results of operations, and profitability.

#### **THE UNITED KINGDOM'S DEPARTURE FROM THE EU COULD ADVERSELY AFFECT US.**

The United Kingdom ("U.K.") held a referendum in June 2016 in which a majority of voters approved an exit from the European Union ("EU") (commonly referred to as "Brexit"). The U.K. formally exited the EU on January 31, 2020 and a transition period is in place until December 31, 2020 during which time the U.K. will remain in both the EU customs union and single market and follow EU rules. There is a significant lack of clarity over the terms of the U.K.'s future relationship with the EU after this date.

Brexit could therefore adversely affect U.K., regional (including European), and worldwide economic and market conditions and could contribute to instability in global financial and foreign currency exchange markets, including volatility in the value of the British Pound and Euro, which in turn could adversely affect us or our customers and companies with which we do business, particularly in the U.K. Brexit could lead to greater restrictions on the supply and availability of goods and services between the U.K. and the EEA region, with the potential inability of U.K. companies to fulfill orders which could lead to a risk of increased merchant defaults and buyer protection claims. Brexit could also trigger a general deterioration in credit conditions, a downturn in consumer sentiment, and overall negative economic growth. Any of these scenarios could have an adverse effect on our business or our customers.

In addition, Brexit could lead to legal uncertainty and increased complexity for financial services firms as national laws and regulations in the U.K. start to diverge from EU laws and regulations. In particular, depending on the terms of Brexit, we may face new regulatory costs and challenges, including the following:

- if we are unable to utilize appropriate authorizations and regulatory permissions, our European operations could lose their ability to offer services into the U.K. market on a cross-border basis and for our U.K. based operations to offer services on a cross-border basis in the European markets. For example, our ability to work primarily with the Luxembourg regulator as the lead authority for various aspects of the U.K. operations of PayPal (Europe) S.à.r.l. et Cie., SCA ("PayPal (Europe)") and with the Swedish regulator for various aspects of the U.K. operations of iZettle AB ("iZettle") may be impacted;
- we could be required to obtain additional regulatory permissions to operate in the U.K. market, adding costs and potential inconsistency to our business. Depending on the capacity of the U.K. authorities, the criteria for obtaining permission, and any possible transitional arrangements, our business in the U.K. could be materially affected or disrupted;
- we could be required to comply with legal and regulatory requirements in the U.K. that are in addition to, or inconsistent with, those of the EU, leading to increased complexity and costs for our European and U.K. operations; and
- our ability to attract and retain the necessary human resources in appropriate locations to support our U.K. and European business could be adversely impacted.

These and other factors related to Brexit could, individually or in the aggregate, have a material adverse impact on our business, financial condition, and results of operations.

#### **OUR BUSINESS IS SUBJECT TO EXTENSIVE GOVERNMENT REGULATION AND OVERSIGHT. OUR FAILURE TO COMPLY WITH EXTENSIVE, COMPLEX, OVERLAPPING, AND FREQUENTLY CHANGING RULES, REGULATIONS, AND LEGAL INTERPRETATIONS COULD MATERIALLY HARM OUR BUSINESS.**

Our business is subject to laws, rules, regulations, policies, and legal interpretations in the markets in which we operate, including, but not limited to, those governing:

- banking,
- credit,
- deposit taking,
- cross-border and domestic money transmission,
- prepaid access,
- foreign currency exchange,
- privacy,
- data governance,
- data protection,
- cybersecurity,
- banking secrecy,
- fraud detection,
- payment services (including payment processing and settlement services),
- consumer protection,
- antitrust and competition,
- economic and trade sanctions,
- anti-money laundering, and
- counter-terrorist financing.

Our success and increased visibility may result in increased regulatory oversight and enforcement and more restrictive rules and regulations that apply to our business.

As we expand and localize our international activities, we have become increasingly obligated to comply with the laws of the markets in which we operate. In addition, because our services are accessible worldwide and we facilitate sales of goods and provide services to customers worldwide, one or more jurisdictions may claim that we or our customers are required to comply with their laws. Laws regulating the internet, mobile, and related technologies outside of the U.S. often impose different, more specific, or even conflicting obligations on us, as well as broader liability. For example, certain transactions that may be permissible in a local jurisdiction may be prohibited by regulations of U.S. Department of Treasury's Office of Foreign Assets Control ("OFAC") or U.S. anti-money laundering or counter-terrorist financing regulations.

Any failure or perceived failure to comply with existing or new laws, regulations, or orders of any government authority (including changes to or expansion of the interpretation of those laws, regulations, or orders), including those discussed in this risk factor, may subject us to significant fines, penalties, criminal and civil lawsuits, forfeiture of significant assets, and enforcement actions in one or more jurisdictions; result in additional compliance and licensure requirements; cause us to lose existing licenses or prevent or delay us from obtaining additional licenses that may be required for our business; increase regulatory scrutiny of our business; restrict our operations; and force us to change our business practices, make product or operational changes, or delay planned transactions, product launches or improvements. Any of the foregoing could, individually or in the aggregate, harm our reputation, damage our brands and business, and adversely affect our results of operations and financial condition. The complexity of U.S. federal and state and international regulatory and enforcement regimes, coupled with the global scope of our operations and the evolving global regulatory environment, could result in a single event prompting a large number of overlapping investigations and legal and regulatory proceedings by multiple government authorities in different jurisdictions. We have implemented policies and procedures designed to help ensure compliance with applicable laws and regulations, but there can be no assurance that our employees, contractors, and agents will not violate such laws and regulations.

#### *Payments regulation*

In the U.S., PayPal, Inc. has obtained licenses to operate as a money transmitter (or its equivalent) in the states where such licenses are required, as well as in the District of Columbia, the U.S. Virgin Islands, and Puerto Rico. These licenses include not only the PayPal branded products and services in these states, but also our Braintree, Venmo, and Xoom products and services. We may also maintain such licenses for certain companies that we have acquired, such as Hyperwallet. As a licensed money transmitter, PayPal is subject to, among other requirements, restrictions with respect to the investment of customer funds, reporting requirements, bonding requirements, and inspection by state regulatory agencies. Accordingly, if we violate these laws or regulations, we could be subject to liability and/or additional restrictions, forced to cease doing business with residents of certain states, forced to change our business practices, or required to obtain additional licenses or regulatory approvals, which could impose substantial costs.

While we currently allow our customers with payment cards to send payments from approximately 200 markets, we allow customers in only approximately half of those markets (including the U.S.) to also receive payments, in some cases with significant restrictions on the manner in which customers can hold balances or withdraw funds. These limitations may adversely affect our ability to grow our business in these markets.

We principally provide our services to customers in the EU through PayPal (Europe), our wholly-owned subsidiary that is licensed and subject to regulation as a credit institution in Luxembourg. Accordingly, PayPal (Europe) is potentially subject to significant fines or other enforcement action if it violates the disclosure, reporting, anti-money laundering, capitalization, corporate governance, privacy, data protection, data governance, information security, banking secrecy, taxation, risk management, sanctions, or other requirements imposed on Luxembourg credit institutions. In addition, EU laws and regulations are subject to potentially inconsistent interpretations by the countries that are members of the EU, which can make compliance more costly and operationally difficult to manage. Moreover, the countries that are EU members may each have different and potentially inconsistent domestic regulations implementing European Directives, which could make compliance more costly and operationally difficult to manage. The Revised Payment Services Directive ("PSD2") took effect in Europe in 2018, with certain requirements becoming applicable from 2019 or later. PSD2 enables new payment and information sharing models whereby regulated payment providers are able to access bank and payment accounts (including PayPal accounts) for the purposes of accessing account information or initiating a payment on behalf of a customer. Such access could subject us to data security and other legal and financial risks and could create new competitive forces and new types of competitors in the European payments market. PSD2 also imposes new standards for payment security and strong customer authentication ("SCA") that may make it more difficult and time consuming to carry out a PayPal transaction, which may adversely impact PayPal's European customer value proposition. SCA was implemented in 2019. In line with an opinion issued by the European Banking Authority ("EBA"), national competent authorities (including Luxembourg) have announced enforcement deferral periods for migration to SCA requirements for e-commerce card-based transactions. PayPal (Europe) has implemented SCA customer processes covering the majority of payment transactions initiated within the EU and has plans to finalize full compliance with SCA; amending or accelerating these plans may adversely impact PayPal's European customer value proposition.

If the business activities of PayPal (Europe) exceed certain thresholds, or if the European Central Bank (“ECB”) so determines, PayPal (Europe) may be deemed a significant supervised entity such that some activity of PayPal (Europe) could become directly regulated by the ECB rather than the CSSF, the Luxembourg regulator, as its national supervisor, which could subject us to additional requirements and would likely increase compliance costs.

In many of the other markets outside the U.S. in which we do business, we serve our customers through PayPal Pte. Ltd., our wholly-owned subsidiary based in Singapore. PayPal Pte. Ltd. is supervised by the Monetary Authority of Singapore and designated as a holder of a stored value facility, but does not hold a remittance license. As a result, PayPal Pte. Ltd. is not able to offer outbound remittance payments from Singapore, and can only offer payments for the purchase of goods and services in Singapore. In many of the markets (other than Singapore) served by PayPal Pte. Ltd., it is unclear and uncertain whether our Singapore-based service is subject only to Singapore law or, if it is subject to the application of local laws, whether such local laws would require a payment processor like us to be licensed as a payments service, bank, financial institution, or otherwise. The Payment Services Act (“PS Act”) passed into law in Singapore in January 2019 and is expected to come into effect in 2020. Under the PS Act, PayPal Pte. Ltd. will be required to apply for a license to continue to provide payments services in Singapore. Furthermore, once the PS Act comes into force and is fully implemented, we may face new regulatory costs and challenges, including the following:

- we could be required to comply with new regulatory requirements, resulting in increased complexity and costs for our Singapore and international operations;
- we could be required to make changes to our compliance program, resulting in increased complexity and costs to operate both in Singapore as well as in the cross-border markets which are served by PayPal Pte. Ltd; and
- we could be required to comply with additional safeguarding requirements, which could increase our operational costs.

In certain markets outside the U.S. (e.g., Australia), we provide our services to customers through a local subsidiary subject to local regulatory supervision or oversight, which may be the holder of a local payment license, certification, or other authorization. In such markets, we may be subject to significant fines or other enforcement action if we violate applicable reporting, anti-money laundering, capital requirements, privacy, corporate governance, risk management, or any other applicable requirements.

PayPal Australia Pty Limited (“PPAU”) self-reported a potential violation to the Australian Transaction Reports and Analysis Centre (“AUSTRAC”) on May 22, 2019 with respect to the reporting of international funds transfer instructions under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (“AML/CTF Act”). Please see Note 13—Commitments and Contingencies—Litigation and Regulatory Matters—for additional disclosure regarding this matter.

From time to time, we may acquire entities subject to local regulatory supervision or oversight. For example, in December 2019, we completed our acquisition of a 70% equity stake in Guofubao Information Technology Co. (GoPay), Ltd. (“GoPay”), a provider of online payment services in China. GoPay holds a number of payment business licenses in China and is subject to regulatory supervision by the People’s Bank of China and other regulatory bodies. We have been, and expect to continue to be, required to apply for various licenses, certifications, and regulatory approvals in a number of the jurisdictions where we provide our services, including due to changes in applicable laws and regulations or the interpretation of such laws and regulations. There can be no assurance that we will be able to (or decide to) obtain any such licenses, certifications, and approvals. In addition, there are substantial costs and potential product changes involved in maintaining and renewing such licenses, certifications, and approvals, and we could be subject to fines, other enforcement action, and litigation if we are found to violate disclosure, reporting, anti-money laundering, capitalization, corporate governance, or other requirements of such licenses. These factors could impose substantial additional costs, involve considerable delay to the development or provision of our products or services, require significant and costly operational changes, or prevent us from providing our products or services in a given market.

In many countries, it may not be clear whether we are required to be licensed as a payment services provider, bank, financial institution, or otherwise. In such markets, we may rely on local banks to process payments and conduct foreign currency exchange transactions in local currency. Local regulators may use their authority to slow or halt payments to local merchants conducted through local banks or otherwise prohibit or impede us from doing business in a jurisdiction. Such regulatory actions or the need to obtain licenses, certifications, or other regulatory approvals could impose substantial costs, involve considerable delay to the provision or development of our services, require significant and costly operational changes, impose restrictions, limitations, or additional requirements on our business, or prevent us from providing any products or services in a given market.

### *Consumer protection*

We are subject to consumer protection, antitrust and competition-related laws and regulations in the countries in which we operate. In the U.S., we are subject to federal and state consumer protection laws and regulations applicable to our activities, including the Electronic Fund Transfer Act (“EFTA”) and Regulation E as implemented by the Consumer Financial Protection Bureau (“CFPB”). These regulations require us to provide advance disclosure of changes to our services, follow specified error resolution procedures, and reimburse consumers for losses from certain transactions not authorized by the consumer. Additionally, technical violations of consumer protection laws could result in the assessment of actual damages or statutory damages or penalties of up to \$1,000 in individual cases or up to \$500,000 per violation in any class action and treble damages in some instances; we could also be liable for plaintiffs’ attorneys’ fees in such cases. We are subject to, and have paid amounts in settlement of, lawsuits containing allegations that our business violated the EFTA and Regulation E or otherwise advance claims for relief relating to our business practices (e.g., that we improperly held consumer funds or otherwise improperly limited consumer accounts).

The CFPB issued a final rule on prepaid accounts that came into effect on April 1, 2019. The rule's definition of prepaid account includes certain accounts that are capable of being loaded with funds and whose primary function is to conduct transactions with multiple, unaffiliated merchants, at ATMs and/or for P2P transfers. That definition includes certain digital wallets. The rule's requirements include, among other things, the disclosure of fees and other information to the consumer prior to the creation of a prepaid account; the extension of Regulation E liability limits and error-resolution requirements to all prepaid accounts; the application of Regulation Z credit card requirements to prepaid accounts with overdraft and credit features; and the submission of prepaid account agreements to the CFPB and their publication to the general public. We have implemented certain changes to comply with the final rule and made substantial changes to the design of certain U.S. consumer accounts and their operability, which could lead to unintended customer confusion and dissatisfaction, discourage customers from opening new accounts, require us to reallocate resources, and increase our costs, which could negatively affect our business. In December 2019, we filed a lawsuit in the U.S. District Court for the District of Columbia against the CFPB challenging the validity of the prepaid account rule as applied to PayPal, Inc. As with any litigation, there is no guarantee that our claims will succeed.

In May 2015, we entered into a Stipulated Final Judgment and Consent Order ("Consent Order") with the CFPB in which we settled regulatory claims arising from PayPal Credit practices between 2011 and 2015. The Consent Order included obligations of PayPal to pay \$15 million in redress to consumers and a \$10 million civil monetary penalty, and required PayPal to make various changes to PayPal Credit disclosures and related business practices. We continue to cooperate and engage with the CFPB and work to ensure compliance with the Consent Order, which may result in us incurring additional costs.

PayPal principally offers its services in EEA countries through a "passport" notification process through the Luxembourg regulator (in the case of PayPal (Europe)) or the Swedish regulator (in the case of iZettle AB) to regulators in other EEA member states in accordance with EU regulations. Regulators in these countries could notify us of local consumer protection laws that apply to our business, in addition to Luxembourg or Swedish consumer protection laws, and could also seek to persuade the local regulator to order PayPal to conduct its activities in the local country directly or through a branch office. Similarly, as a result of Brexit, the U.K. regulators may impose new or different legal requirements on our U.K. business, or require our activities to be conducted locally in the U.K. through a branch office or directly. These or similar actions by these regulators could increase the cost of, or delay, our plans to expand our business in EEA countries.

#### ***Economic and trade sanctions***

We are required to comply with economic and trade sanctions administered by the U.S., the EU, relevant EU member states, and other jurisdictions in which we operate. We have self-reported to OFAC certain transactions that were inadvertently processed but subsequently identified as possible violations of U.S. economic and trade sanctions. In March 2015, we reached a settlement with OFAC regarding possible violations arising from our sanctions compliance practices between 2009 and 2013, prior to the implementation of our real-time transaction scanning program. Subsequently, we have self-reported additional transactions as possible violations, and we have received new subpoenas from OFAC seeking additional information about certain of these transactions. Such self-reported transactions could result in claims or actions against us, including litigation, injunctions, damage awards, fines or penalties, or require us to change our business practices in a manner that could result in a material loss, require significant management time, result in the diversion of significant operational resources, or otherwise harm our business.

#### ***Anti-money laundering and counter-terrorist financing***

We are subject to various anti-money laundering and counter-terrorist financing laws and regulations around the world that prohibit, among other things, our involvement in transferring the proceeds of criminal activities. Regulators in the U.S. and other regulators globally continue to increase their scrutiny of compliance with these obligations, which may require us to further revise or expand our compliance program, including the procedures we use to verify the identity of our customers and to monitor international and domestic transactions. Many countries in which we operate also have anti-money laundering and counter-terrorist financing laws and regulations, and we have been and will continue to be required to make changes to our compliance program in various jurisdictions in response. Such changes could have the effect of making compliance more costly and operationally difficult to manage, lead to increased friction for customers, and result in a decrease in business. Regulators regularly re-examine the transaction volume thresholds at which we must obtain and keep applicable records or verify identities of customers and any change in such thresholds could result in greater costs for compliance. Non-compliance with anti-money laundering laws may subject us to significant fines, penalties, lawsuits, and enforcement actions, result in regulatory sanctions and additional compliance requirements, increase regulatory scrutiny of our business, restrict our operations or damage our reputation and brands. In the EU, for example, penalties for non-compliance with anti-money laundering laws could include fines of up to 10% of PayPal (Europe)'s total annual turnover.

#### ***Privacy and protection of user data***

We are subject to a number of laws, rules, directives, and regulations (which we refer to as "privacy and data protection laws") relating to the collection, use, retention, security, processing, and transfer (which we collectively refer to as "processing") of personally identifiable information about our customers and employees (which we refer to as "personal data") in the countries where we operate. Our business relies on the processing of personal data in many jurisdictions and the movement of data across national borders. As a result, much of the personal data that we process, which may include certain financial information associated with individuals, is regulated by multiple privacy and data protection laws and, in some cases, the privacy and data



protection laws of multiple jurisdictions. In many cases, these laws apply not only to third-party transactions, but also to transfers of information between or among us, our subsidiaries, and other parties with which we have commercial relationships.

Regulatory scrutiny of privacy, data protection, cybersecurity practices, and the processing of personal data is increasing around the world. There is uncertainty associated with the legal and regulatory environment relating to privacy and data protection laws, which continue to develop in ways we cannot predict, including with respect to evolving technologies such as cloud computing, artificial intelligence, and blockchain technology. Any failure or perceived failure to comply with existing or new laws of any government authority (including changes to or expansion of the interpretation of those laws), including those discussed in this risk factor, may subject us to significant fines, penalties, civil lawsuits, and enforcement actions in one or more jurisdictions, result in additional compliance requirements, increase regulatory scrutiny of our business, restrict our operations, and force us to change our business practices, make product or operational changes, or delay planned product launches or improvements.

Any failure, or perceived failure, by us to comply with our privacy policies as communicated to users in one or more jurisdictions could result in proceedings or actions against us by data protection authorities, government entities or others, including class action privacy litigation in certain jurisdictions. Such proceedings or actions could subject us to significant fines, penalties, judgments, and negative publicity which may materially harm our business. The foregoing may require us to change our business practices and would likely increase the costs and complexity of compliance. In addition, compliance with inconsistent privacy and data protection laws may restrict our ability to provide products and services to our customers.

PayPal relies on a variety of compliance methods to transfer personal data of EEA individuals to the U.S., including reliance on Binding Corporate Rules (“BCRs”) for internal transfers of certain types of personal data and Standard Contractual Clauses (“SCCs”) as approved by the European Commission for transfers to and from third parties. PayPal must also ensure that third parties processing personal data of PayPal’s EEA customers and/or employees outside of the EEA have compliant transfer mechanisms. In October 2015, the European Court of Justice invalidated U.S.-EU Safe Harbor framework clauses that were previously relied upon by some PayPal vendors to lawfully transfer personal data of EU citizens to U.S. companies, and PayPal entered into SCCs with those third parties which had previously relied on the U.S.-EU Safe Harbor framework. In July 2016, the U.S. and EU authorities agreed on a replacement for the Safe Harbor framework known as “Privacy Shield.” Both the Privacy Shield framework and SCCs continue to face legal challenges in the European justice system. To the extent that the Privacy Shield or SCCs are invalidated, PayPal’s ability to process EEA personal data with third parties outside of the EEA and intra-group with its U.S. affiliates could be jeopardized.

#### **IF ONE OR MORE OF OUR COUNTERPARTY FINANCIAL INSTITUTIONS DEFAULT ON THEIR FINANCIAL OR PERFORMANCE OBLIGATIONS TO US OR FAIL, WE MAY INCUR SIGNIFICANT LOSSES.**

We have significant amounts of cash, cash equivalents, receivables outstanding, and other investments on deposit or in accounts with banks or other financial institutions in the U.S. and abroad. As part of our currency hedging activities, we enter into transactions involving derivative financial instruments with various financial institutions. Certain banks and financial institutions are also lenders under our credit facilities. We regularly monitor our exposure to counterparty credit risk, and actively manage this exposure to mitigate the associated risk. Despite these efforts, we may be exposed to the risk of default by, or deteriorating operating results or financial condition or failure of, these counterparty financial institutions. The risk of counterparty default, deterioration, or failure may be heightened during economic downturns and periods of uncertainty in the financial markets. If one of our counterparties were to become insolvent or file for bankruptcy, our ability to recover losses incurred as a result of default or to access or recover our assets that are deposited, held in accounts with, or otherwise due from, such counterparty may be limited by the counterparty’s liquidity or the applicable laws governing the insolvency or bankruptcy proceedings. In the event of default or failure of one or more of our counterparties, we could incur significant losses, which could negatively impact our results of operations and financial condition.

#### **PAYPAL IS NOT A BANK OR LICENSED LENDER IN THE U.S. AND RELIES UPON THIRD PARTIES TO MAKE LOANS AND PROVIDE OTHER PRODUCTS CRITICAL TO OUR BUSINESS, WHICH RAISES ADDITIONAL RISKS.**

As PayPal is neither a chartered financial institution, nor licensed to make loans in any state in the U.S., we rely on third-party chartered financial institutions to provide PayPal branded credit products to our customers in the U.S., including consumer credit products such as PayPal Credit, PayPal branded credit cards, and merchant credit products such as PayPal Working Capital and PayPal Business Loan products. Any termination or interruption in a partner bank’s ability or willingness to lend could interrupt or limit our ability to offer consumer credit and merchant credit products, which could materially and adversely affect our business. In the event of a partner bank’s inability or unwillingness to lend, we may be unable to reach a similar agreement with another charter financial institution on favorable terms or at all. Obtaining a bank charter or lending licenses would be a costly, time-consuming and uncertain process, and would subject us to additional laws and regulatory requirements, which could significantly increase our costs and compliance obligations and require us to change our business practices, which could materially and adversely affect our business. In addition, as a service provider to these bank partners, which are federally supervised U.S. financial institutions, we are subject from time to time to examination by their federal banking regulators.

In July 2018, we completed the sale of our U.S. consumer credit receivables portfolio to Synchrony Bank. As a part of a separate agreement, PayPal earns a revenue share on the portfolio of consumer receivables owned by Synchrony Bank, which includes both the sold and newly generated receivables, and we do not hold an ownership interest in newly generated consumer credit receivables. It may take us longer than expected to realize the anticipated benefits of the transaction, and those benefits may ultimately be smaller than anticipated or may not be realized at all, which could adversely affect our business and operating results. In addition, our increased reliance on, and credit exposure to, Synchrony Bank, including in connection with this agreement, subjects us to risks in the nature of those discussed in this “Risk Factors” section under the captions “*We rely on third parties in many aspects of our business, which creates additional risk*” and “*If one or more of our counterparty financial institutions default on their financial or performance obligations to us or fail, we may incur significant losses.*”

#### **OUR ABILITY TO RECEIVE THE BENEFIT OF OUR BUSINESS FINANCE OFFERINGS MAY BE SUBJECT TO CHALLENGE.**

Merchant loans and advances under our PayPal Working Capital and PayPal Business Loan products are provided by a state chartered industrial bank under a program agreement with us. We acquire the receivables generated by those loans after origination.

A case decided in the U.S. Court of Appeals for the Second Circuit, *Madden v. Midland Funding, LLC* (786 F.3d 246 (2d Cir. 2015)), resulted in uncertainty as to whether non-bank entities purchasing loans originated by a bank may rely on federal preemption of state usury laws, and may create an increased risk of litigation by plaintiffs challenging our ability to collect interest and fees in accordance with the terms of certain loans. The decision, which specifically addressed preemption under the National Bank Act, could support future challenges to federal preemption for other institutions, including FDIC-insured, state chartered industrial banks like the issuing bank of loans and advances under PayPal Working Capital and PayPal Business Loan products. There continue to be a number of U.S. state and federal court legal actions challenging the viability of business models where a non-bank entity enters into a relationship with a third-party chartered financial institution for the issuance of credit products. While we believe the manner in which PayPal branded credit products are offered can be distinguished from *Madden*, there can be no assurance as to the outcome of any potential litigation, and an adverse determination could materially impact our PayPal Working Capital and PayPal Business Loan products and our business.

#### **SOME OF OUR CREDIT PRODUCTS EXPOSE US TO ADDITIONAL RISKS.**

We offer our PayPal Credit consumer product and our PayPal Working Capital and PayPal Business Loan products to a wide range of consumers and merchants in various markets, and the financial success of these products depends on the effective management of related risk. The credit decision-making process for the PayPal Credit consumer product uses proprietary segmentation and credit algorithms and other analytical techniques designed to analyze the credit risk of specific consumers based on, among other factors, their past purchasing and payment history with PayPal as well as their credit scores. Similarly, proprietary risk models and other indicators are applied to assess merchants who desire to use our business finance offerings to help predict their ability to repay. These risk models may not accurately predict the creditworthiness of a consumer or merchant due to factors such as inaccurate assumptions, including assumptions related to the particular consumer or merchant, market conditions, economic environment, or limited transaction history or other data, among other factors. The accuracy of these risk models and the ability to manage credit risk related to our credit products may also be affected by legal or regulatory requirements, competitors' actions, changes in consumer behavior, changes in the economic environment, and other factors. Our international expansion of our credit product offerings expose us to additional risks, including those discussed in the risk factor captioned “*Our international operations subject us to increased risks, which could harm our business.*”

Like other businesses with significant exposure to losses from merchant credit, we face the risk that account holders will default on their payment obligations, creating the risk of potential charge-offs. We face similar risks with respect to U.S. consumer credit losses through the profit-sharing arrangement with Synchrony Bank. The non-payment rate among account holders may increase due to, among other factors, changes to underwriting standards, risk models not accurately predicting the creditworthiness of a consumer, worsening economic conditions, such as a recession or government austerity programs, increases in prevailing interest rates, and high unemployment rates. Account holders who miss payments often fail to repay their loans, and account holders who file for protection under the bankruptcy laws generally do not repay their loans.

We currently purchase receivables related to the PayPal branded merchant credit products in the U.S. If we are unable to fund our purchase of these receivables adequately or in a cost-effective manner, or if we are unable to efficiently manage the cash resources utilized for these purposes, our business could be harmed.

#### **CATASTROPHIC EVENTS OR GEOPOLITICAL CONDITIONS MAY DISRUPT OUR BUSINESS**

War, terrorism, political events, geopolitical instability, trade barriers and restrictions, public health issues, natural disasters, or other catastrophic events have caused and could cause damage or disruption to the economy and commerce on a global, regional, or country-specific basis, which could have a material adverse effect on our business, our customers, and companies with which we do business. Such events could decrease demand for our products and services or make it difficult or impossible for us to deliver products and services to our customers. Geopolitical trends, including nationalism, protectionism, and restrictive visa requirements

could limit the expansion of our business in those regions. Our corporate headquarters are located in the Silicon Valley, which is a seismically active region in California. Our business operations are subject to interruption by, among others, natural disasters, fire, power shortages, earthquakes, floods, nuclear power plant accidents, and events beyond our control such as other industrial accidents, terrorist attacks and other hostile acts, labor disputes and public health issues. A catastrophic event that results in a disruption or failure of our systems or operations could result in significant losses and require substantial recovery time and significant expenditures in order to resume or maintain operations, which could have a material adverse impact on our business, financial condition, and results of operations.

#### **CHANGES TO OUR BUYER AND SELLER PROTECTION PROGRAMS COULD INCREASE OUR LOSS RATE.**

Our buyer and seller protection programs protect merchants and consumers from fraudulent transactions, and protect consumers if they do not receive the item ordered or if the item received is significantly different from its description. In addition, consumers who pay through PayPal may have reimbursement rights from their payment card issuer (usually a bank), which in turn will seek recovery from us. The risk of losses from our buyer and seller protection programs are specific to individual buyers, sellers, and transactions, and may also be impacted by regional variations to these programs, modifications to these programs resulting from changes in regulatory requirements, or changes that we decide to implement, such as expanding the scope of transactions covered by one or more of these programs. Increases in our loss rate, including as a result of changes to our buyer and seller protection programs, could negatively impact our business.

#### **OUR INTERNATIONAL OPERATIONS SUBJECT US TO INCREASED RISKS, WHICH COULD HARM OUR BUSINESS.**

Our international operations have generated approximately one-half of our net revenues in recent years. There are risks inherent in doing business internationally on both a domestic (i.e., in-country) and cross-border basis, including, but not limited to:

- foreign currency exchange and cross-border trade risks discussed earlier in this “Risk Factors” section under the captions “We are exposed to fluctuations in foreign currency exchange rates that could materially and adversely affect our financial results” and “Any factors that reduce cross-border trade or make such trade more difficult could harm our business”;
- risks related to government regulation or required compliance with local laws;
- local licensing and reporting obligations;
- local regulatory and legal obligations related to privacy, data protection, data localization, and user protections;
- costs and challenges associated with localizing our products and services, including offering customers the ability to transact business in the local currency and adapting our products and services to local preferences (e.g., payment methods), in markets in which we may have limited or no experience;
- trade barriers and changes in trade regulations;
- difficulties in developing, staffing, and simultaneously managing a large number of varying foreign operations as a result of distance, language, and cultural differences;
- stringent local labor laws and regulations;
- credit risk and higher levels of payment fraud;
- profit repatriation restrictions;
- political or social unrest, economic instability, repression, or human rights issues;
- geopolitical instability, natural disasters, public health issues, acts of war, and terrorism;
- import or export regulations;
- compliance with U.S. laws and foreign laws prohibiting corrupt payments to government officials, such as the Foreign Corrupt Practices Act and the U.K. Bribery Act, and other local anticorruption laws;
- compliance with U.S. and foreign laws designed to combat money laundering and the financing of terrorist activities;
- antitrust and competition regulations;
- potentially adverse tax developments and consequences;
- economic uncertainties relating to sovereign and other debt;
- national or regional differences in macroeconomic growth rates; and
- increased difficulties in collecting accounts receivable.

Violations of the complex foreign and U.S. laws, rules and regulations that apply to our international operations may result in fines, criminal actions, or sanctions against us, our officers, or our employees; prohibitions on the conduct of our business; and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, there can be no assurance that our employees, contractors, or agents will not violate our policies. These risks are inherent in our international operations and expansion, may increase our costs of doing business internationally, and could harm our business.

#### **WE ARE EXPOSED TO FLUCTUATIONS IN INTEREST RATES.**

We are exposed to interest rate risk from our investment portfolio and from interest-rate sensitive assets, including assets underlying the customer balances we hold on our balance sheet as customer accounts. A low or negative interest rate environment or reductions in interest rates may negatively impact our net income. In addition, fluctuations in interest rates may adversely impact our customers’ spending levels and ability and willingness to pay outstanding amounts owed to us. Higher

interest rates often lead to higher payment obligations by customers to us and other lenders under mortgage, credit card, and other consumer and merchant loans, which may reduce our customers' ability to remain current on their obligations to us and therefore lead to increased delinquencies, charge-offs, and allowances for loan and interest receivables, which could have an adverse effect on our net income.

We have entered into a five-year revolving credit facility and a 364-day revolving credit facility as well as other committed and uncommitted credit facilities around the world. We have borrowed under our credit facilities from time to time, and any borrowings under these credit facilities that bear interest at a floating rate would expose us to interest rate fluctuations.

#### **USE OF OUR PAYMENTS SERVICES FOR ILLEGAL PURPOSES COULD HARM OUR BUSINESS.**

Our payment system is susceptible to potentially illegal or improper uses, including money laundering, terrorist financing, illegal online gambling, fraudulent sales of goods or services, illegal sales of prescription medications or controlled substances, piracy of software, movies, music, and other copyrighted or trademarked goods (in particular, digital goods), bank fraud, child pornography, human trafficking, prohibited sales of alcoholic beverages or tobacco products, securities fraud, pyramid or ponzi schemes, or the facilitation of other illegal activity. The use of our payment system for illegal or improper uses has subjected us, and may subject us in the future, to claims, individual and class action lawsuits, and government and regulatory investigations, inquiries, or requests that could result in liability and reputational harm for us. Moreover, certain activity that may be legal in one jurisdiction may be illegal in another jurisdiction, and a merchant may be found responsible for intentionally or inadvertently importing or exporting illegal goods, resulting in liability for us. Changes in law have increased the penalties for intermediaries providing payment services for certain illegal activities, and government authorities may consider additional payments-related proposals from time to time. Owners of intellectual property rights or government authorities may seek to bring legal action against providers of payments solutions, including PayPal, that are peripherally involved in the sale of infringing or allegedly infringing items. Any threatened or resulting claims could result in reputational harm, and any resulting liabilities, loss of transaction volume, or increased costs could harm our business.

#### **OUR FAILURE TO MANAGE OUR CUSTOMER FUNDS AND THE ASSETS UNDERLYING OUR CUSTOMER FUNDS PROPERLY COULD HARM OUR BUSINESS.**

We hold a substantial amount of funds belonging to our customers, including balances in customer accounts and funds being remitted to sellers of goods and services or recipients of P2P transactions. In certain jurisdictions where we operate, we are required to hold eligible liquid assets (as defined by the relevant regulator in such jurisdiction) equal to at least 100% of the aggregate amount of all customer balances. Our ability to manage and accurately account for the assets underlying our customer funds and comply with applicable liquid asset requirements requires a high level of internal controls. As our business continues to grow and we expand our product offerings, we must continue to strengthen our associated internal controls. PayPal (Europe), with the permission of the CSSF, utilizes certain European customer balances held by our Luxembourg banking subsidiary to fund credit balances relating to certain customers. Our success requires significant public confidence in our ability to properly manage our customers' balances and handle large and growing transaction volumes and amounts of customer funds. Any failure to maintain the necessary controls or to manage our customer funds and the assets underlying our customer funds accurately and in compliance with applicable regulatory requirements could result in reputational harm, lead customers to discontinue or reduce their use of our products, and result in significant penalties and fines and additional restrictions, which could materially harm our business.

#### **WE ARE SUBJECT TO REGULATORY ACTIVITY AND LEGAL PROCEEDINGS UNDER ANTITRUST AND COMPETITION LAWS.**

We are subject to scrutiny by various government agencies regarding antitrust and competition laws and regulations in the U.S. and internationally, including in connection with proposed business combinations, acquisitions, and investments. Some jurisdictions also provide private rights of action for competitors or consumers to assert claims of anticompetitive conduct. Other companies and government agencies have in the past and may in the future allege that our actions violate the antitrust or competition laws of the U.S., individual states, other countries, or the EU, or otherwise constitute unfair competition. Some regulators and legislators, particularly those outside of the U.S., may perceive that our products and services are used so broadly that otherwise uncontroversial business practices could be deemed anticompetitive. Any claims or investigations, even if without merit, may be very expensive to defend or respond to, involve negative publicity, and substantial diversion of management time and effort, and could result in reputational harm, significant judgments, fines or remedial actions against us, or require us to change our business practices, make product or operational changes, or delay or preclude planned transactions, product launches or improvements.

#### **WE ARE SUBJECT TO PATENT LITIGATION.**

We have been sued repeatedly for allegedly infringing other parties' patents. At any given time, we are typically a defendant in a number of patent lawsuits. We expect that we will continue to be subject to patent infringement claims because, among other reasons:

- our products and services continue to expand in scope and complexity and to converge with technologies not previously associated with the payments space;
- we continue to expand into new business areas, including through acquisitions; and

- the number of patent owners who may claim that we, any of the companies that we have acquired, or our customers infringe their patents, and the aggregate number of patents controlled by such patent owners, continues to increase.

Such claims may be brought directly against us or against our users, whom we may indemnify due to contractual obligations or as a business matter. We believe that many of the claims against us and other technology companies have been, and continue to be, initiated by third parties whose sole or primary business is to assert such claims. We vigorously defend against patent infringement claims. In addition, we have seen significant patent disputes between operating companies in some technology industries. Patent claims, whether meritorious or not, could be time-consuming, divert management's resources, be costly to manage, defend, and resolve and lead to attempts by other parties to pursue similar claims. Additionally, patent claims could require us to make expensive changes in our methods of doing business, enter into costly royalty or licensing agreements, make substantial payments to satisfy adverse judgments or settle claims or proceedings, or cease conducting certain operations, which would harm our business.

#### **WE MAY BE UNABLE TO ADEQUATELY PROTECT OR ENFORCE OUR INTELLECTUAL PROPERTY RIGHTS, OR THIRD PARTIES MAY ALLEGE THAT WE ARE INFRINGING THEIR INTELLECTUAL PROPERTY RIGHTS.**

The protection of our intellectual property, including our trademarks, patents, copyrights, domain names, trade dress, and trade secrets, is important to the success of our business. We seek to protect our intellectual property rights by relying on applicable laws and regulations in the U.S. and internationally, as well as a variety of administrative procedures. We also rely on contractual restrictions to protect our proprietary rights when offering or procuring products and services, including confidentiality and invention assignment agreements entered into with our employees and contractors and confidentiality agreements with parties with whom we conduct business.

Effective intellectual property protection may not be available in every country in which we offer our products and services. We may be required to expend significant time and expense in order to prevent infringement or to enforce our rights.

Although we have generally taken measures to protect our intellectual property rights, there can be no assurance that we will be successful in protecting or enforcing our rights in every jurisdiction, or that contractual arrangements and other steps that we have taken to protect our intellectual property will prevent third parties from infringing or misappropriating our intellectual property or deter independent development of equivalent or superior intellectual property rights by others. If we are unable to prevent third parties from adopting, registering, or using trademarks and trade dress that infringe, dilute, or otherwise violate our trademark rights, the value of our brands could be diminished and our business could be adversely affected. We may not be able to discover or determine the extent of any unauthorized use of our proprietary rights. We have licensed in the past, and expect to license in the future, certain of our proprietary rights, such as trademarks or copyrighted material, to others. These licensees may take actions that diminish the value of our proprietary rights or harm our reputation. Any failure to adequately protect or enforce our intellectual property rights, or significant costs incurred in doing so, could diminish the value of our intangible assets and materially harm our business.

As the number of products in the technology and payments industries increases and the functionality of these products further overlaps, and as we acquire technology through acquisitions or licenses, we may become increasingly subject to intellectual property infringement and other claims. Litigation may be necessary to determine the validity and scope of the patent and other intellectual property rights of others. The ultimate outcome of any allegation is often uncertain and, regardless of the outcome, any such claim, with or without merit, may be time-consuming, result in costly litigation, divert management's time and attention from our business, and require us to, among other things, redesign or stop providing our products or services, pay substantial amounts to satisfy judgments or settle claims or lawsuits, pay substantial royalty or licensing fees, or satisfy indemnification obligations that we have with certain parties with whom we have commercial relationships. Our failure to obtain necessary license or other rights, or litigation or claims arising out of intellectual property matters, may harm or restrict our business.

#### **WE ARE REGULARLY SUBJECT TO GENERAL LITIGATION, REGULATORY ACTIONS, AND GOVERNMENT INQUIRIES.**

We are regularly subject to claims, individual and class action lawsuits, government and regulatory investigations, inquiries, actions or requests, and other proceedings alleging violations of laws, rules, and regulations with respect to competition, antitrust, intellectual property, privacy, data protection, information security, anti-money laundering, counter-terrorist financing, sanctions, anti-corruption, consumer protection, fraud, accessibility, securities, tax, labor and employment, commercial disputes, services, charitable fundraising, contract disputes, escheatment of unclaimed or abandoned property, the matters described in Note 13—"Commitments and Contingencies—Litigation and Regulatory Matters—General Matters" to our consolidated financial statements, and other matters. In particular, our business faces ongoing consumer protection and intellectual property litigation, as discussed above. The number and significance of these disputes and inquiries may increase as our business expands in scale, scope and geographic reach, and our products and services increase in scale and complexity. In addition, the laws, rules and regulations affecting our business, including those pertaining to internet and mobile commerce, data protection, payments services, and credit, are subject to ongoing interpretation by the courts and government authorities, and the resulting uncertainty in their scope and application increases the risk that we will be subject to private claims and government actions alleging violations.

The scope, outcome, and impact of claims, lawsuits, government investigations, disputes, and proceedings to which we are subject cannot be predicted with certainty. Regardless of the outcome, such matters can have an adverse impact, which may be material, on our business, results of operations, or financial condition because of legal costs, diversion of management resources, reputational damage, and other factors. Determining reserves for our pending litigation and regulatory proceedings is a complex, fact-intensive process that involves a high degree of judgment. Resolving one or more of such legal and regulatory proceedings or other matters could potentially require us to make substantial payments to satisfy judgments, fines, or penalties or to settle claims or proceedings, any of which could materially and adversely affect our business, results of operations, or financial condition. These proceedings could also result in reputational harm, criminal sanctions, consent decrees, or orders that prevent us from offering certain products or services, require us to change our business practices in costly ways, or develop non-infringing or otherwise altered products or technologies. Any of these consequences could materially and adversely affect our business, results of operations, and financial condition.

While certain of our customer agreements contain arbitration provisions with class action waiver provisions that may limit our exposure to consumer class action litigation, there can be no assurance that we will be successful in enforcing these arbitration provisions, including the class action waiver provisions, in the future or in any given case. Legislative, administrative, or regulatory developments may directly or indirectly prohibit or limit the use of pre-dispute arbitration clauses and class action waiver provisions. Any such prohibitions or limitations on or discontinuation of the use of, such arbitration or class action waiver provisions could subject us to additional lawsuits, including additional consumer class action litigation, and significantly limit our ability to avoid exposure from consumer class action litigation.

#### **CHANGES IN U.S. TAX LAWS COULD HAVE A MATERIAL ADVERSE EFFECT ON OUR BUSINESS, CASH FLOW, RESULTS OF OPERATIONS, AND FINANCIAL CONDITIONS.**

In December 2017, the U.S. government enacted comprehensive Federal tax legislation commonly referred to as the Tax Cuts and Jobs Act of 2017 (the "Tax Act"). The Tax Act made changes to the corporate tax rate, business-related deductions, and taxation of foreign earnings, among others, that are generally effective for taxable years beginning after December 31, 2017. Throughout 2018 and 2019, the U.S. Treasury and certain states issued proposed and final legislation and clarifying guidance with respect to the various provisions of the Tax Act. Additional legislation and guidance is expected to be issued in 2020 and could have a material adverse impact on the value of our U.S. deferred tax assets, result in significant changes to currently computed income tax liabilities for past and current tax periods, and increase our future U.S. tax expense. The implementation by us of new practices and processes designed to comply with, and benefit from, the Tax Act and its rules and regulations could require us to make substantial changes to our business practices, allocate additional resources, and increase our costs, which could negatively affect our business, results of operations, and financial condition.

#### **WE MAY HAVE EXPOSURE TO GREATER THAN ANTICIPATED TAX LIABILITIES.**

The determination of our worldwide provision for income taxes and other tax liabilities requires estimation and significant judgment, and there are many transactions and calculations where the ultimate tax determination is uncertain. Like many other multinational corporations, we are subject to tax in multiple U.S. and foreign tax jurisdictions. Our determination of our tax liability is always subject to audit and review by applicable domestic and foreign authorities, and we are currently undergoing a number of investigations, audits, and reviews by authorities throughout the world. Any adverse outcome of any such audit or review could have a negative effect on our business, and the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the periods for which such determination is made. While we have established reserves based on assumptions and estimates that we believe are reasonable to cover such eventualities, these reserves may prove to be insufficient.

In addition, our future income taxes could be adversely affected by earnings being lower than anticipated, or by the incurrence of losses, in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates; by changes in the valuation of our deferred tax assets and liabilities, as a result of gains on our foreign currency exchange risk management program; or changes in tax laws, regulations, or accounting principles, as well as certain discrete items.

Various levels of government, such as U.S. federal and state legislatures, and international organizations, such as the Organization for Economic Co-operation and Development ("OECD") and the EU, are increasingly focused on tax reform and other legislative or regulatory action to increase tax revenue. Various countries, most notably in the EU, have proposed or enacted digital services taxes. Any such tax reform or other legislative or regulatory actions could increase our effective tax rate.

#### **WE AND OUR MERCHANTS MAY BE SUBJECT TO SALES REPORTING AND RECORD-KEEPING OBLIGATIONS.**

A number of U.S. states, the U.S. federal government, and foreign countries have implemented or are in the process of implementing reporting or record-keeping obligations on companies that engage in or facilitate e-commerce to improve tax compliance. Additionally, a number of jurisdictions are reviewing whether payment service providers and other intermediaries could be deemed to be the legal agent of merchants for certain tax purposes. We have modified our systems to meet applicable

requirements and expect that further modifications will be required to comply with future requirements, which may negatively impact our customer experience and increase operational costs. Any failure by us to comply with these and similar reporting and record-keeping obligations could result in substantial monetary penalties and other sanctions, adversely impact our ability to do business in certain jurisdictions, and harm our business.

### **ACQUISITIONS, JOINT VENTURES, STRATEGIC INVESTMENTS, AND OTHER STRATEGIC TRANSACTIONS COULD RESULT IN OPERATING DIFFICULTIES AND COULD HARM OUR BUSINESS.**

Acquisitions, joint ventures, strategic investments, and other strategic transactions are important elements of our overall corporate strategy. We expect to continue to evaluate and consider a wide array of potential strategic transactions as part of our overall business strategy, including business combinations, acquisitions, and dispositions of certain businesses, technologies, services, products, and other assets, as well as joint ventures, strategic investments, and commercial and strategic partnerships. These transactions may involve significant challenges, uncertainties, and risks, including:

- the potential loss of key customers, vendors, and other key business partners of the companies we acquire, or dispose of, following and continuing after announcement of our transaction plans;
- difficulty making strategic hires of new employees, declining employee morale, and retention issues affecting employees (particularly the potential loss of key personnel) of companies that we acquire or dispose of, which may result from changes in compensation, management, reporting relationships, future prospects, or the direction of the acquired or disposed business;
- differences between our culture and values and those of our acquired companies;
- diversion of management time and focus;
- the need to and difficulty of integrating the operations, systems (including accounting, compliance, management, information, human resource, and other administrative systems), technologies, data assets, products, and personnel of each acquired company, which is an inherently risky and potentially lengthy and costly process;
- the need to and difficulty of implementing and/or enhancing controls, procedures, and policies appropriate for a larger public company at acquired companies which, prior to the acquisition, may have lacked such controls, procedures, and policies or whose controls, procedures, and policies did not meet applicable legal and regulatory standards;
- the inefficiencies and lack of control that may result if integration of acquired companies is delayed or not implemented, and unforeseen difficulties and costs that may arise as a result;
- potential exposure to new or increased regulatory oversight and uncertain or evolving legal, regulatory, and compliance requirements associated with new products and services or entry into new markets, including transactions with, or investments in, companies involved in new or developing businesses or industries;
- potential reputational risks that could arise from transactions with, or investments in, companies involved in new or developing businesses or industries, which may be subject to uncertain or evolving legal, regulatory, and compliance requirements;
- risks associated with our expansion into new international markets, and challenges caused by integrating operations across geographies, and different languages, cultures and political environments;
- unidentified issues not discovered in our due diligence process, including, but not limited to, product or service quality issues, intellectual property issues, and legal contingencies;
- risks associated with the complexity of entering into and effectively managing joint ventures, strategic investments, and other strategic partnerships;
- risks associated with undetected cyberattacks or security breaches at companies that we acquire or with which we may combine or partner;
- lawsuits or regulatory actions resulting from the transaction;
- liability for activities or conduct of an acquired company before the acquisition, including legal and regulatory claims or disputes, violations of laws and regulations, commercial disputes, tax liabilities, and other known and unknown liabilities;
- the need to maintain, and comply with the requirements of licenses for certain companies that we have acquired, and risks associated with any failure to maintain such licenses or comply with associated requirements;
- the acquisition of new customer and employee personal data, which in and of itself may require regulatory approval and/or additional controls, policies, and procedures, and subject us to additional exposure and additional complexity and costs of compliance;
- potential financial and credit risks associated with acquired customers, vendors, and partners; and
- our dependence on the accounting, financial reporting, operating metrics and similar systems, controls and processes of acquired businesses, and the risk that errors or irregularities in those systems, controls, and processes will lead to errors in our financial statements or make it more difficult to manage the acquired business.

At any given time, we may be engaged in discussions or negotiations with respect to one or more strategic transactions, any of which could, individually or in the aggregate, be material to our financial condition and results of operations. There can be no assurance that we will be successful in identifying, negotiating, and consummating favorable transaction opportunities. It may take us longer than expected to fully realize the anticipated benefits and synergies of these transactions, and those benefits and synergies may ultimately be smaller than anticipated or may not be realized at all, which could adversely affect our business and operating results. Because acquisitions are inherently risky, our transactions may not be successful and may, in some cases, harm

our operating results or financial condition. Any acquisitions, dispositions, or investments may also require us to issue additional equity securities, spend our cash, or incur debt (and increased interest expense), recognize liabilities, and record gains or losses (realized or unrealized) and amortization expenses related to intangible assets or write-offs of goodwill or intangibles, which could dilute the economic and voting rights of our stockholders and adversely affect our results of operations and the interests of holders of our indebtedness, as applicable.

Joint ventures and strategic investments in which we have a minority ownership stake inherently involve a lesser degree of influence over business operations, thereby potentially increasing the financial, legal, operational, and/or compliance risks associated with the joint venture or strategic investment. In addition, we may be dependent on joint venture partners, controlling shareholders, management, or other persons or entities who control them and who may have business interests, strategies, or goals that are inconsistent with ours. Business decisions or other actions or omissions of the joint venture partners, controlling shareholders, management, or other persons or entities who control joint ventures or companies in which we invest may adversely affect the value of our investment, result in litigation or regulatory action against us, and otherwise damage our reputation and brand.

#### **THERE ARE RISKS ASSOCIATED WITH OUR INDEBTEDNESS.**

We have incurred indebtedness, and we may incur additional indebtedness in the future. Our outstanding indebtedness and any additional indebtedness we incur may have significant consequences, including, without limitation, the following:

- our ability to pay interest and repay the principal for our indebtedness is dependent upon our ability to manage our business operations and generate sufficient cash flows to service such debt. We may be required to use a significant portion of our cash flow from operations and other available cash to service our indebtedness, thereby reducing the amount of cash available for other purposes, including capital expenditures, acquisitions, and strategic investments;
- our indebtedness and leverage may increase our vulnerability to downturns in our business, to competitive pressures, and to adverse changes in general economic and industry conditions;
- our ability to obtain additional financing for working capital, capital expenditures, acquisitions, share repurchases, or other general corporate and other purposes may be limited; and
- our flexibility in planning for, or reacting to, changes in our business and our industry may be limited.

Our revolving credit facilities and the indenture for our senior unsecured notes pursuant to which certain of our outstanding debt securities were issued contain financial and other covenants that restrict or could restrict, among other things, our business and operations. If we fail to pay amounts due under a debt instrument or breach any of its covenants, the lenders would typically have the right to demand immediate repayment of all borrowings thereunder (subject in certain cases to a grace or cure period). Moreover, any such acceleration and required repayment of, or default in respect of, our indebtedness could, in turn, constitute an event of default under other debt instruments, thereby resulting in the acceleration and required repayment of our indebtedness. Any of these events could materially adversely affect our liquidity and financial condition.

In addition, changes by any rating agency to our outlook or credit rating could negatively affect the value of both our debt and equity securities and increase our borrowing costs. If our credit ratings are downgraded or other negative action is taken, the interest rates payable by us under our indebtedness may increase. In addition, any downgrades to our credit ratings may affect our ability to obtain additional financing in the future and the terms of any such financing. Any of these factors could adversely affect our financial condition and results of operations.

#### **WE RELY ON THIRD PARTIES IN MANY ASPECTS OF OUR BUSINESS, WHICH CREATES ADDITIONAL RISK.**

We rely on third parties in many aspects of our business, including the following:

- networks, banks, payment processors, and payment gateways that link us to the payment card and bank clearing networks to process transactions;
- unaffiliated third-party lenders to originate the U.S. PayPal Credit, PayPal-branded credit card, PayPal Working Capital, and PayPal Business Loan products;
- third parties that provide loan servicing and customer statements processing;
- third parties that provide certain outsourced customer support and product development functions, which are critical to our operations; and
- third parties that provide facilities, infrastructure, components, and services, including data center facilities and cloud computing.

Because we rely on third parties to provide certain of our services and to facilitate certain of our business activities, we face increased operational risk. These third parties may be subject to financial, legal, regulatory, and labor issues, cybersecurity incidents, privacy breaches, service terminations, disruptions or interruptions, or other problems, which may impose additional costs or requirements on us or prevent these third parties from providing services to us or our customers on our behalf, which could harm our business. In addition, these third parties may breach their agreements with us, disagree with our interpretation of contract terms or applicable laws and regulations, refuse to continue or renew these agreements on commercially reasonable



terms or at all, fail or refuse to process transactions or provide other services adequately, take actions that degrade the functionality of our services, impose additional costs or requirements on us or our customers, or give preferential treatment to competitive services. There can be no assurance that third parties who provide services directly to us or our customers on our behalf will continue to do so on acceptable terms, or at all. If any third parties do not adequately or appropriately provide their services or perform their responsibilities to us or our customers on our behalf, we may be unable to procure alternatives from other third parties in a timely and efficient manner and on acceptable terms, or at all, and we may be subject to business disruptions, losses or costs to remediate any of the deficiencies, customer dissatisfaction, reputational damage, legal or regulatory proceedings, or other adverse consequences which could harm our business.

#### **OUR POINT OF SALE SOLUTIONS EXPOSE US TO ADDITIONAL RISKS.**

We have several point of sale solutions, which enable merchants to accept payments using a payments card reader attached to, or otherwise communicating with, a mobile device or to scan payment cards and codes using the mobile device's embedded camera, and which enable consumers to use their mobile devices to pay at the point of sale. We have entered into strategic partnerships with major payment card networks to further expand our relationship in a way that will make it easier for merchants to accept and consumers to choose to pay for transactions utilizing credit and debit cards via PayPal at the point of sale. Those agreements provide us with access to each of these partner's tokenization services in the U.S. for in-store point-of-sale PayPal transactions, which we expect will increase the number of point of sale transactions that we process. We believe that the addition of the iZettle point of sale solutions to our product portfolio will enable us to further expand our in-store presence. As we continue to expand our product and service offerings at the point of sale, we will face additional risks, including:

- increased expectations from merchants regarding the reliability and availability of our systems and services and correspondingly lower amounts of downtime, which we may not be able to meet;
- increased expectations from merchants that our systems and services will help them to comply with laws and regulations relating to tax, accounting, and bookkeeping, such as cash register systems, which we may not be able to meet;
- significant competition at the point of sale, particularly from established payment card providers, many of which have substantially greater resources than we do, and from other competing sale channels (such as e-commerce);
- increased targeting by fraudsters; given that our fraud models are less developed in this area, we may experience increases in fraud and associated transaction losses as we adjust to potential fraudulent activity at the point of sale;
- exposure to product liability claims to the extent that hardware devices (e.g., card readers) that we produce for use at the point of sale malfunction or are not in compliance with laws, which could result in substantial liability and require product recalls or other actions;
- constraints in key resources to develop and maintain point of sale software and ancillary hardware;
- exposure to additional laws, rules, and regulations;
- increased reliance on third parties involved with processing in-store payments, including independent software providers, electronic point of sale providers, hardware providers (such as card reader, cash drawer, and pin-pad providers), payment processors, and banks that enable in-store transactions; and
- lower operating income than our other payment solutions.

Unless we are able to successfully manage these risks, including driving adoption of, and significant volume through, our point of sale solutions over time, our business may be harmed.

#### **OUR SUCCESS LARGELY DEPENDS ON KEY PERSONNEL. BECAUSE COMPETITION FOR OUR KEY EMPLOYEES IS INTENSE, WE MAY NOT BE ABLE TO ATTRACT, RETAIN, AND DEVELOP THE HIGHLY SKILLED EMPLOYEES WE NEED TO SUPPORT OUR BUSINESS. THE LOSS OF KEY PERSONNEL COULD HARM OUR ABILITY TO MAINTAIN AND GROW OUR BUSINESS.**

Our future success and performance are significantly dependent upon the continued services of key personnel, including our executive team and other highly skilled employees, and our ability to attract, retain, and motivate such personnel. Competition for key personnel is intense, especially in the San Francisco Bay Area, where our corporate headquarters are located and where the cost of living is high, and we may be unable to successfully attract, integrate, or retain sufficiently qualified key personnel. In making employment decisions, particularly in the technology and payments industries, job candidates often consider the value of the equity awards they would receive in connection with their employment, and our stock price volatility, or a perception that the market price of our stock may not increase or may increase more slowly than stock prices at other technology or payments companies, may make it more difficult to attract, retain, and motivate employees. We may be limited in our ability to recruit or hire internationally, including due to restrictive laws or policies on immigration, travel, or availability of visas for skilled workers. In addition, we do not have long-term employment agreements with any of our key personnel and do not maintain any "key person" life insurance policies. The loss of the services of any of our key personnel, or our inability to attract or retain highly qualified key personnel effectively, could harm our business and growth prospects.

#### **WE ARE SUBJECT TO RISKS ASSOCIATED WITH INFORMATION DISSEMINATED THROUGH OUR PRODUCTS AND SERVICES.**

Companies providing online services may be subject to claims relating to information disseminated through them, including claims alleging defamation, libel, harassment, hate speech, breach of contract, invasion of privacy, negligence, copyright or trademark

infringement, or other theories based on the nature and content of the materials disseminated through the services, among other things. The laws relating to the liability of companies providing online services for information disseminated through their services are subject to frequent challenges. We are also subject to potential liability to third parties for the customer-provided content on our products and services, particularly in jurisdictions outside the U.S. where the applicable laws are unsettled. If we become liable for information provided by our customers and carried on our products and services, we could be directly harmed and we may be forced to implement new measures to reduce our exposure to this liability, including expending substantial resources or discontinuing certain product or service offerings, which could harm our business.

## **RISKS RELATED TO OUR SEPARATION FROM EBAY**

### **IF THE DISTRIBUTION, TOGETHER WITH CERTAIN RELATED TRANSACTIONS, DOES NOT QUALIFY AS A TRANSACTION THAT IS GENERALLY TAX-FREE FOR U.S. FEDERAL INCOME TAX PURPOSES UNDER SECTIONS 368(A)(1)(D) AND 355 OF THE INTERNAL REVENUE CODE (THE "CODE"), EBAY, PAYPAL AND EBAY STOCKHOLDERS COULD BE SUBJECT TO SIGNIFICANT TAX LIABILITIES.**

On July 17, 2015, we became an independent publicly traded company through the pro rata distribution by eBay Inc. of 100% of our outstanding common stock to eBay's stockholders (which we sometimes refer to as the "separation" or the "distribution"). eBay received an opinion from its outside legal counsel regarding the qualification of the distribution, together with certain related transactions, as a transaction that is generally tax-free for U.S. federal income tax purposes under Sections 368(a)(1)(D) and 355 of the Code. The opinion was based on and relied on, among other things, certain facts and assumptions, as well as certain representations, statements, and undertakings of eBay and of us, including those relating to the past and future conduct of eBay and of us. If any of these representations, statements, or undertakings were, or became, inaccurate or incomplete, or if eBay or we breach any of our respective covenants in the separation documents, the opinion of counsel may be invalid, and the conclusions reached therein could be jeopardized.

Notwithstanding the opinion of counsel, the Internal Revenue Service (the "IRS") could determine that the distribution, together with certain related transactions, should be treated as a taxable transaction if the IRS determines that any of these representations, assumptions, or undertakings upon which such opinion was based are incorrect or have been violated or if the IRS disagrees with the conclusions in the opinion of counsel. An opinion of counsel is not binding on the IRS or any court and there can be no assurance that the IRS will not challenge the conclusions reached in the opinion. The IRS did not provide any opinion in advance of the separation that our proposed transaction is tax-free.

If the distribution, together with certain related transactions, failed to qualify as a transaction that is generally tax-free under Sections 368(a)(1)(D) and 355 of the Code, in general, eBay would recognize taxable gain as if it had sold the PayPal common stock in a taxable sale for its fair market value, eBay stockholders who received PayPal common stock in the distribution may be subject to tax as if they had received a taxable distribution equal to the fair market value of such shares, and we could incur significant liabilities.

### **THERE ARE RISKS ASSOCIATED WITH OUR RELATIONSHIP WITH EBAY.**

In connection with our separation from eBay, we entered into a separation and distribution agreement with eBay, as well as various other agreements, including an operating agreement, a tax matters agreement, an employee matters agreement, an intellectual property matters agreement, a data sharing addendum, and a product development agreement. The separation agreement, the tax matters agreement, the employee matters agreement, and the intellectual property matters agreement determined the allocation of assets and liabilities (including by means of licensing) between the companies following the separation for those respective areas and include associated indemnification obligations. The operating agreement, the data sharing addendum, and the product development agreement establish certain commercial relationships between eBay and us related to payment processing, credit, and data sharing. If either we or eBay are unable to satisfy our performance, payment, or indemnification obligations under these agreements, we could incur operational difficulties or losses or be required to make substantial indemnification or other payments to eBay.

Disputes between eBay and us have arisen and others may arise in the future. An adverse outcome in any such matters could materially and adversely affect our business, results of operations, and financial condition. eBay and PayPal are currently involved in a dispute regarding the calculation and amount of referral services fees due to eBay under the operating agreement. The parties are currently in arbitration proceedings with respect to this dispute pursuant to the dispute resolution provisions in the separation and distribution agreement.

Our relationship with eBay is governed, in part, by an operating agreement entered into at separation with a term of five years expiring July 2020 and a one-year tail period. This operating agreement defines a number of important elements of our commercial relationship with eBay, as well as certain obligations and restrictions that limit PayPal's provision of services to certain competitive platform operators of eBay (as specified in the operating agreement). While eBay remains a significant source of our revenues and operating income, we expect the portion of our revenue and operating income attributable to eBay to continue to decline due to various factors (many of which are beyond our control), including the expiration (or earlier termination) of the operating agreement with eBay, and the speed and extent to which eBay intermediates payments on its platform (including by acting as a merchant of record and migrating eBay merchants to eBay's managed payments platform), limits the availability of PayPal as a payment option

or offers (or promotes) alternative payment options, directs transactions on its platforms to different providers of payment services, or eliminates or modifies its risk management or customer protection programs on its platforms, which could result in customer dissatisfaction, reduction in eBay volume, and other consequences adverse to our business. If we are unable to generate sufficient business from our non-eBay customers to offset the expected reduction in the portion of our business attributable to eBay, it could materially impact the growth in our business and our ability to meet our long-term financial targets.

## **RISKS RELATED TO OUR COMMON STOCK**

### **THE PRICE OF OUR COMMON STOCK HAS FLUCTUATED AND MAY CONTINUE TO FLUCTUATE SIGNIFICANTLY.**

The price of our common stock has fluctuated and may continue to fluctuate significantly due to a number of factors, some of which may be beyond our control, including, but not limited to:

- actual or anticipated fluctuations in our operating results;
- changes in financial estimates by us or securities analysts and recommendations or lack of coverage and reports by securities analysts;
- changes in our capital structure;
- the activities of our competitors;
- speculation, coverage, or sentiment in the media or the investment community;
- the operating and stock price performance and valuation of comparable companies;
- our quarterly or annual earnings, or those of other companies in our industry;
- the public's reaction to our press releases, our other public announcements, and our filings with the SEC;
- additions or departures of key personnel;
- announcements related to litigation, regulation, or disputes;
- changes to the regulatory and legal environment under which we operate; and
- market conditions or trends in the payments industry, the industries of merchants, and the domestic and worldwide economy as a whole.

As a result of these and other factors, investors in our common stock may not be able to resell their shares at or above the price at which they purchase our common stock. In addition, the stock market in general has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies like us. These broad market and industry factors may materially reduce the market price of our common stock, regardless of our operating performance. In addition, in the past, some companies that have had volatile market prices for their securities have been subject to class action or derivative lawsuits. The filing of a lawsuit against us, regardless of the outcome, could have a negative effect on our business, financial condition, and results of operations, as it could result in substantial legal costs and a diversion of management's attention and resources.

### **OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION DESIGNATES THE STATE COURTS OF THE STATE OF DELAWARE, OR, IF NO STATE COURT LOCATED IN THE STATE OF DELAWARE HAS JURISDICTION, THE FEDERAL COURT FOR THE DISTRICT OF DELAWARE, AS THE SOLE AND EXCLUSIVE FORUM FOR CERTAIN TYPES OF ACTIONS AND PROCEEDINGS THAT MAY BE INITIATED BY OUR STOCKHOLDERS, WHICH COULD DISCOURAGE LAWSUITS AGAINST US AND OUR DIRECTORS AND OFFICERS.**

Our amended and restated certificate of incorporation provides that unless the corporation otherwise determines, the state courts of the State of Delaware, or, if no state court located in the State of Delaware has jurisdiction, the federal court for the District of Delaware, will be the sole and exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a claim of breach of a fiduciary duty owed by any of our directors or officers to us or our stockholders, any action asserting a claim against us or any of our directors or officers arising pursuant to any provision of the Delaware General Corporation Law ("DGCL") or our amended and restated certificate of incorporation or bylaws, or any action asserting a claim against us or any of our directors or officers governed by the internal affairs doctrine. This exclusive forum provision may limit the ability of our stockholders to bring a claim in a judicial forum that such stockholders find favorable for disputes with us or our directors or officers, which may discourage such lawsuits against us and our directors and officers. Alternatively, if a court outside of Delaware were to find this exclusive forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings described above, we could incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition, or results of operations.

## CERTAIN PROVISIONS IN OUR AMENDED AND RESTATED CERTIFICATE OF INCORPORATION AND BYLAWS MAY PREVENT OR DELAY AN ACQUISITION OF OUR COMPANY, WHICH COULD DECREASE THE TRADING PRICE OF OUR COMMON STOCK.

Certain provisions in our amended and restated certificate of incorporation and amended and restated bylaws may have the effect of deterring coercive takeover practices and inadequate takeover bids by making such practices or bids unacceptably expensive to the bidder and by encouraging prospective acquirers to negotiate with our Board of Directors rather than to attempt a hostile takeover. These provisions include, among others:

- rules regarding how stockholders may present proposals or nominate directors for election at stockholder meetings;
- the fact that directors may not be elected, removed, or replaced at stockholder-requested special meetings unless a person, entity, or group owns at least a majority of our outstanding common stock;
- the right of our Board of Directors to issue preferred stock and to determine the voting, dividend, and other rights of preferred stock without stockholder approval;
- the ability of our directors, and not stockholders, to fill vacancies on our board of directors in most circumstances and to determine the size of our board of directors;
- the prohibition on stockholders acting by written consent; and
- the absence of cumulative rights in the election of directors.

We have also elected not to be governed by Section 203 of the DGCL, which provides that, subject to limited exceptions, persons that acquire, or are affiliated with a person that acquires, more than 15% of the outstanding voting stock of a Delaware corporation shall not engage in any business combination with that corporation, including by merger, consolidation, or acquisitions of additional shares, for a three-year period following the date on which that person or its affiliates becomes the holder of more than 15% of the corporation's outstanding voting stock. Our amended and restated certificate of incorporation, however, contains a provision that generally mirrors Section 203 of the DGCL, except that it provides for a 20% threshold instead of the 15% provided for by the DGCL. These provisions could delay or prevent a change of control that our stockholders may favor.

While these provisions are not intended to make us immune from takeovers, they will apply even if the offer may be considered beneficial by some stockholders and may delay or prevent an acquisition that our Board of Directors determines is not in the best interests of us and our stockholders. These provisions may also prevent or discourage attempts to remove and replace incumbent directors.

## Item 1B. Unresolved Staff Comments

None.

## Item 2. Properties

We own and lease various properties in the U.S. and other countries around the world. We use the properties for executive and administrative offices, data centers, product development offices, and customer services and operations centers. As of December 31, 2019, our owned and leased properties provided us with aggregate square footage as follows:

	United States	Other Countries	Total
	(In millions)		
Owned facilities	1.2	0.2	1.4
Leased facilities	1.2	1.8	3.0
Total facilities	2.4	2.0	4.4

We own a total of approximately 113 acres of land, with approximately 92 acres in the U.S. Our corporate headquarters are located in San Jose, California and occupy approximately 0.7 million of owned square feet.

## Item 3. Legal Proceedings

The information set forth under "Note 13—Commitments and Contingencies—Litigation and Regulatory Matters" to the consolidated financial statements included in Part IV, Item 15 of this Annual Report on Form 10-K is incorporated herein by reference.

## Item 4. Mine Safety Disclosures

Not applicable.

## Part II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### COMMON STOCK

PayPal common stock is quoted on the NASDAQ Global Select Market under the ticker symbol "PYPL."

As of January 31, 2020, there were 3,553 holders of record of our common stock. The actual number of stockholders is significantly greater than this number of record holders, and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

#### DIVIDEND POLICY

We have never paid any cash dividends and we currently do not anticipate paying any cash dividends in the foreseeable future.

#### STOCK REPURCHASE ACTIVITY

In April 2017, our Board of Directors authorized a stock repurchase program that provides for the repurchase of up to \$5 billion of our common stock, with no expiration from the date of authorization. In July 2018, our Board of Directors authorized an additional stock repurchase program that provides for the repurchase of up to \$10 billion of our common stock, with no expiration from the date of authorization. This program will become effective upon completion of the April 2017 stock repurchase program. Our stock repurchase programs are intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, may also be used to make opportunistic repurchases of our common stock to reduce outstanding share count. Any share repurchases under our stock repurchase programs may be made through open market transactions, block trades, privately negotiated transactions including accelerated share repurchase agreements or other means at times and in such amounts as management deems appropriate, and will be funded from our working capital or other financing alternatives. Moreover, any stock repurchases are subject to market conditions and other uncertainties and we cannot predict if or when any stock repurchases will be made. We may terminate our stock repurchase programs at any time without prior notice.

The stock repurchase activity under our stock repurchase programs during the three months ended December 31, 2019 is summarized as follows:

	Total number of shares purchased	Average price paid per share <sup>(1)</sup>	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value of shares that may yet be purchased under the plans or programs
(In millions, except per share amounts)				
October 1, 2019 through October 31, 2019	—	\$ —	—	\$10,374
November 1, 2019 through November 30, 2019	—	\$ —	—	10,374
December 1, 2019 through December 31, 2019	2.9	\$105.21	2.9	10,068
	2.9		2.9	\$10,068

<sup>1</sup> Average price paid per share for open market purchases includes broker commissions.

No activity has occurred to date under the July 2018 stock repurchase program.

## Item 6. Selected Financial Data

The following selected financial data reflect the consolidated operations of PayPal. PayPal derived the selected consolidated income statement data for the years ended December 31, 2019, 2018, and 2017 and the selected consolidated balance sheet data as of December 31, 2019 and 2018 as set forth below, from its audited consolidated financial statements, which are included in “Item 15. Exhibits, Financial Statement Schedules” of this Annual Report on Form 10-K. PayPal derived the selected consolidated income statement data for the years ended December 31, 2016 and 2015 and selected consolidated balance sheet data as of December 31, 2017, 2016, and 2015 from audited consolidated financial statements not included in this Annual Report on Form 10-K. The historical results do not necessarily indicate the results expected for any future period. To ensure a full understanding, you should read the selected consolidated financial data presented below in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and accompanying notes included elsewhere in this report.

	Year Ended December 31,				
	2019	2018	2017	2016	2015
	(In millions, except per share amounts)				
<b>Consolidated Statement of Income Data:</b>					
Net revenues	\$17,772	\$ 15,451	\$13,094	\$10,842	\$9,248
Operating income	2,719	2,194	2,127	1,586	1,461
Net income	2,459	2,057	1,795	1,401	1,228
Net income per share:					
Basic	\$2.09	\$1.74	\$1.49	\$1.16	\$1.00
Diluted	\$2.07	\$1.71	\$1.47	\$1.15	\$1.00
Weighted average shares <sup>(1)</sup> :					
Basic	1,174	1,184	1,203	1,210	1,222
Diluted	1,188	1,203	1,221	1,218	1,229
<b>Consolidated Balance Sheet Data:</b>					
Total assets	\$51,333	\$43,332	\$40,774	\$33,103	\$28,881
Total long-term liabilities	7,485	2,042	1,917	1,513	1,505

<sup>1</sup> In 2015, PayPal became an independent publicly traded company through the pro rata distribution by eBay of 100% of the outstanding common stock of PayPal to eBay stockholders (which we refer to as the “separation” or the “distribution”). On July 17, 2015, the distribution date, eBay stockholders of record as of the close of business on July 8, 2015 received one share of PayPal common stock for every share of eBay common stock held as of the record date. The weighted average number of common shares outstanding for basic and diluted earnings per share for the year ended December 31, 2015 was based on the number of common shares distributed on July 17, 2015 for the period prior to distribution and the weighted average number of common shares outstanding for the period beginning after the distribution date.

## Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations

*This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, including statements that involve expectations, plans, or intentions (such as those relating to future business, future results of operations or financial condition, new or planned features or services, or management strategies). These forward-looking statements can be identified by words such as “may,” “will,” “would,” “should,” “could,” “expect,” “anticipate,” “believe,” “estimate,” “intend,” “strategy,” “future,” “opportunity,” “plan,” “project,” “forecast,” and other similar expressions. These forward-looking statements involve risks and uncertainties that could cause our actual results and financial condition to differ materially from those expressed or implied in our forward-looking statements. Such risks and uncertainties include, among others, those discussed in “Item 1A. Risk Factors” of this Annual Report on Form 10-K, as well as in our consolidated financial statements, related notes, and the other information appearing elsewhere in this report and our other filings with the Securities and Exchange Commission (“SEC”). We do not intend, and undertake no obligation except as required by law, to update any of our forward-looking statements after the date of this report to reflect actual results or future events or circumstances. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. You should read the following “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in conjunction with the audited consolidated financial statements and the related notes that appear elsewhere in this report. Unless otherwise expressly stated or the context otherwise requires, references to “we,” “our,” “us,” “the Company” and “PayPal” refer to PayPal Holdings and its consolidated subsidiaries.*

This Management's Discussion and Analysis of Financial Condition and Results of Operations focuses on discussion of 2019 results as compared to 2018 results. For discussion of 2018 results as compared to 2017 results, see "Exhibit 99.1—Revised Management's Discussion and Analysis of Financial Condition and Results of Operations and Consolidated Financial Statements for the years ended December 31, 2018, 2017 and 2016—Management's Discussion and Analysis of Financial Condition and Results of Operations" within our Form 8-K filed on September 16, 2019.

## BUSINESS ENVIRONMENT

We are a leading technology platform and digital payments company that enables digital and mobile payments on behalf of consumers and merchants worldwide. PayPal is committed to democratizing financial services and empowering people and businesses to join and thrive in the global economy. Our goal is to enable our consumers and merchants to manage and move their money anywhere in the world, anytime, on any platform, and using any device. We also facilitate person-to-person ("P2P") payments through our PayPal, Venmo, and Xoom products. Our combined payment solutions, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and iZettle products, comprise our proprietary Payments Platform.

We operate globally and in a rapidly evolving regulatory environment characterized by a heightened regulatory focus on all aspects of the payments industry. That focus continues to become even more heightened as regulators on a global basis focus on important issues such as countering terrorist financing, anti-money laundering, privacy, cybersecurity, and consumer protection. Some of the laws and regulations to which we are subject were enacted recently, and the laws and regulations applicable to us, including those enacted prior to the advent of digital and mobile payments, are continuing to evolve through legislative and regulatory action and judicial interpretation. New or changing laws and regulations, including the way laws and regulations are interpreted and implemented, as well as increased penalties and enforcement actions related to non-compliance, could have a material adverse impact on our business, results of operations, and financial condition. Therefore, we monitor these areas closely to design compliant solutions for our customers who depend on us.

Information security risks for global payments and technology companies like us have significantly increased in recent years. We are not immune to these risks and there can be no assurance that we will not suffer such losses in the future. For additional information regarding our information security risks, see "Item 1A. Risk Factors—*Cyberattacks and security vulnerabilities could result in serious harm to our reputation, business, and financial condition.*"

The United Kingdom ("U.K.") held a referendum in June 2016 in which a majority of voters approved an exit from the European Union ("EU"), commonly referred to as "Brexit." The U.K. formally exited the EU on January 31, 2020 and a transition period is in place until December 31, 2020 during which time the U.K. will remain in both the EU customs union and single market and follow EU rules. There is a significant lack of clarity over the terms of the U.K.'s future relationship with the EU after that date. We are currently unable to determine the impact that Brexit will have on our business, as any impact will depend, in part, on the outcome of tariff, trade, regulatory, and other negotiations. For additional information on how Brexit could affect our business, see "Item 1A. Risk Factors—*The United Kingdom's departure from the EU could adversely affect us.*"

Brexit could adversely affect U.K., regional (including European), and worldwide economic and market conditions, and could contribute to instability in global financial and foreign currency exchange markets, including volatility in the value of the British Pound and Euro. We have foreign currency exchange exposure management programs designed to help reduce the impact from foreign currency exchange rate movements.

In 2019, 2018, and 2017, net revenues generated from our U.K. operations constituted 11% of total net revenues. In 2019, 2018, and 2017, net revenues generated from the EU (excluding the U.K.) constituted less than 20% of total net revenues. Approximately 37% and 31% of our gross loans and interest receivables as of December 31, 2019 and 2018, respectively, were generated from our U.K. operations. Approximately 6% and 7% of our gross loans and interest receivables as of December 31, 2019 and 2018, respectively, were generated from the EU (excluding the U.K.).

## OVERVIEW OF RESULTS OF OPERATIONS

The following table provides a summary of our consolidated financial results for the years ended December 31, 2019, 2018, and 2017:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2019	2018	2017	2019	2018
	(In millions, except percentages and per share amounts)				
Net revenues	\$ 17,772	\$ 15,451	\$13,094	15%	18%
Operating expenses	15,053	13,257	10,967	14%	21%
Operating income	2,719	2,194	2,127	24%	3%
Operating margin	15%	14%	16%	**	**
Other income (expense), net	279	182	73	53%	149%
Income tax expense	539	319	405	69%	(21)%
Effective tax rate	18%	13%	18%	**	**
Net income	\$2,459	\$2,057	\$1,795	20%	15%
Net income per diluted share	\$2.07	\$1.71	\$1.47	21%	16%
Net cash provided by operating activities	\$4,561	\$5,483	\$2,531	(17)%	117%

All amounts in tables are rounded to the nearest million, except as otherwise noted. As a result, certain amounts may not recalculate using the rounded amounts provided.

\*\* Not Meaningful

Net revenues increased \$2.3 billion, or 15%, in 2019 as compared to 2018, driven primarily by growth in TPV (as defined below under "Net Revenues") of 23%. Net revenues from our acquisitions completed in 2018 contributed approximately one percentage point to the growth rate in 2019. These increases were partially offset by a decrease in interest and fee income due to the sale of our U.S. consumer credit receivables portfolio to Synchrony Bank ("Synchrony") in July 2018, which resulted in a negative impact of approximately four percentage points to the net revenues growth rate in 2019.

Total operating expenses increased \$1.8 billion, or 14%, in 2019 as compared to 2018, due primarily to an increase in transaction expense, and to a lesser extent, technology and development, customer support and operations, and general and administrative expenses, partially offset by a decline in restructuring and other charges. Operating expenses related to our acquisitions completed in 2018 contributed approximately three percentage points to the growth rate in total operating expenses in 2019.

Operating income increased \$525 million, or 24%, in 2019 as compared to 2018. Acquisitions completed in 2018 had a negative impact of approximately five percentage points to the 2019 growth rate in operating income. Our operating margin was 15% and 14% in 2019 and 2018, respectively. Operating margin in 2019 was positively impacted by a reduction in restructuring and other charges driven primarily by the completion of the sale of our U.S. consumer credit receivables portfolio in July 2018, subsequent to which we no longer record adjustments to the cost basis of loans and interest receivables held for sale, offset by a negative impact of growth in our transaction expense, which increased 22% in 2019, compared to a 15% increase in net revenues in the same period. Acquisitions completed in 2018 had a negative impact of approximately one percentage point in our operating margin for the year ended December 31, 2019.

Net income increased by \$402 million, or 20%, in 2019 as compared to 2018, due to an increase in operating income of \$525 million and an increase in other income (expense), net of \$97 million, driven primarily by net unrealized gains on strategic investments, partially offset by an increase in income tax expense of \$220 million.

## IMPACT OF FOREIGN CURRENCY EXCHANGE RATES

We have significant international operations that are denominated in foreign currencies, primarily the British Pound, Euro, Australian Dollar, and Canadian Dollar, subjecting us to foreign currency exchange risk which may adversely impact our financial results. The strengthening or weakening of the U.S. dollar versus the British Pound, Euro, Australian Dollar, and Canadian Dollar, as well as other currencies in which we conduct our international operations, impacts the translation of our net revenues and expenses generated in these foreign currencies into the U.S. dollar. In 2019, 2018, and 2017, we generated approximately 47%, 46%, and 46% of our net revenues from customers domiciled outside of the United States, respectively. Because we generate substantial net revenues internationally, we are subject to the risks of doing business outside of the U.S. as discussed under "Item 1A. Risk Factors—Risk Factors That May Affect Our Business, Results of Operations, and Financial Condition."



We calculate the year-over-year impact of foreign currency movements on our business using prior period foreign currency exchange rates applied to current period transactional currency amounts. While changes in foreign currency exchange rates affect our reported results, we have a foreign currency exchange exposure management program whereby we designate certain foreign currency exchange contracts as cash flow hedges intended to reduce the impact on earnings from foreign currency exchange rate movements. Gains and losses from these foreign currency exchange contracts are recognized as a component of transaction revenues in the same period the forecasted transactions impact earnings.

In the years ended December 31, 2019 and 2018, the year-over-year foreign currency movements relative to the U.S. dollar had the following impact on our reported results:

	Year Ended December 31,	
	2019	2018
	(In millions)	
(Unfavorable) favorable impact to net revenues (exclusive of hedging impact)	\$(316)	\$ 123
Hedging impact	238	(23)
(Unfavorable) favorable impact to net revenues	(78)	100
Favorable (unfavorable) impact to operating expense	158	(18)
Net favorable impact to operating income	\$ 80	\$ 82

While we enter into foreign currency exchange contracts to help reduce the impact on earnings from foreign currency exchange rate movements, it is impossible to predict or eliminate the total effects of this exposure.

We also use a foreign currency exchange contract, designated as a net investment hedge, to reduce the foreign currency risk related to our investment in a foreign subsidiary. Gains and losses associated with this instrument will remain in accumulated other comprehensive income until the foreign subsidiary is sold or substantially liquidated.

Additionally, in connection with our services that are paid for in multiple currencies, we generally set our foreign currency exchange rates daily and may face financial exposure if we incorrectly set our foreign currency exchange rates or as a result of fluctuations in foreign currency exchange rates between the times that we set our foreign currency exchange rates. Given that we also have foreign currency exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries, we have an additional foreign currency exchange exposure management program whereby we use foreign currency exchange contracts to offset the impact of foreign currency exchange rate movements on our assets and liabilities. The foreign currency exchange gains and losses on our assets and liabilities are recorded in other income (expense), net, and are offset by the gains and losses on the foreign currency exchange contracts. These foreign currency exchange contracts reduce, but do not entirely eliminate, the impact of foreign currency exchange rate movements on our assets and liabilities.

## FINANCIAL RESULTS

### NET REVENUES

Our revenues are classified into the following two categories:

- *Transaction revenues*: Net transaction fees charged to merchants and consumers on a transaction basis primarily based on the volume of activity, or Total Payment Volume (“TPV”), completed on our Payments Platform. Growth in TPV is directly impacted by the number of payment transactions that we enable on our Payments Platform. Payment transactions are the total number of payments, net of payment reversals, successfully completed through our Payments Platform, or enabled by PayPal via a partner payment solution not including gateway-exclusive transactions. We earn additional fees on transactions where we perform currency conversion, when we enable cross-border transactions (i.e., transactions where the merchant and consumer are in different countries), to facilitate the instant transfer of funds for our customers from their PayPal or Venmo account to their debit card or bank account, and other miscellaneous fees.
- *Other value added services*: Net revenues derived primarily from revenue earned through partnerships, subscription fees, gateway fees, and other services we provide to our merchants and consumers. We also earn revenues from interest and fees earned primarily on our portfolio of merchant and consumer loans receivable, and interest earned on certain PayPal customer account balances.

Our revenues can be significantly impacted by the following:

- The mix of merchants, products, and services;
- The mix between domestic and cross-border transactions;
- The geographic region or country in which a transaction occurs; and
- The amount of our loans receivable outstanding with merchants and consumers.

## NET REVENUES ANALYSIS

The components of our net revenue for the years ended December 31, 2019, 2018 and 2017 were as follows:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2019	2018	2017	2019	2018
	(In millions, except percentages)				
Transaction revenues	\$16,099	\$13,709	\$ 11,501	17%	19%
Other value added services	1,673	1,742	1,593	(4)%	9%
Net revenues	\$ 17,772	\$ 15,451	\$13,094	15%	18%

## TRANSACTION REVENUES

Transaction revenues increased by \$2.4 billion, or 17%, in 2019 compared to 2018, due primarily to growth in TPV, mainly from our PayPal, Braintree, and Venmo products, and growth in the number of payment transactions, both of which resulted primarily from an increase in our active accounts. Fees charged to facilitate instant transfer of funds for our customers contributed approximately two percentage points and acquisitions completed in 2018 contributed approximately one percentage point to the growth rate of transaction revenues in 2019. Net gains from our foreign currency exchange contracts recognized as a component of transaction revenues in 2019 were \$238 million, compared to net losses of \$23 million in 2018. Refer to “Note 10—Derivative Instruments” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional information on our foreign currency exposure management program.

The following table provides a summary of our active accounts, number of payment transactions, TPV, and related metrics:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2019	2018	2017	2019	2018
	(In millions, except percentages and payment transactions per active account)				
Active accounts <sup>(1)</sup>	305	267	229	14%	17%
Number of payment transactions <sup>(2)</sup>	12,361	9,871	7,769	25%	27%
Payment transactions per active account <sup>(3)</sup>	40.6	36.9	34.0	10%	9%
TPV <sup>(4)</sup>	\$711,925	\$578,419	\$456,179	23%	27%
Percent of cross-border TPV	18%	19%	21%	**	**

All amounts in tables are rounded to the nearest million except as otherwise noted. As a result, certain amounts may not recalculate using the rounded amounts provided.

- Reflects active accounts as of the end of the applicable period. An active account is an account registered directly with PayPal or a platform access partner that has completed a transaction on our Payments Platform, not including gateway-exclusive transactions, within the past 12 months. A platform access partner is a third party whose customers are provided access to PayPal's Payments Platform through such third party's login credentials.
- Number of payment transactions are the total number of payments, net of payment reversals, successfully completed on our Payments Platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions.
- Number of payment transactions per active account reflects the total number of payment transactions within the previous 12 month period, divided by active accounts at the end of the period.
- TPV is the value of payments, net of reversals, successfully completed on our Payments Platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions.

\*\* Not meaningful

Transaction revenues grew more slowly than both TPV and the number of payment transactions in 2019 compared to 2018 due primarily to a higher proportion of P2P transactions (primarily from our Venmo and PayPal products) from which we earn lower fees, and a lower proportion of cross border transactions, partially offset by foreign currency exchange hedging gains. Changes in prices charged to our customers did not significantly impact transaction revenue growth in 2019.

## OTHER VALUE ADDED SERVICES

Net revenues from other value added services decreased by \$69 million, or 4%, in 2019 compared to 2018 due primarily to lower interest and fee income earned on our consumer loans receivable driven by the sale of our U.S. consumer credit receivables portfolio in July 2018. The decline was partially offset by an increase in revenue share with Synchrony (discussed below), an increase in interest and fee income earned on our merchant loans and advances receivable, and an increase in interest earned resulting from growth in customer balances. Other value added services revenues included approximately \$113 million and \$109 million for the year ended December 31, 2019 and December 31, 2018, respectively, due to revenue earned from transition servicing activities provided to Synchrony, which ended in the second quarter of 2019. Acquisitions completed in 2018 contributed approximately four percentage points to the growth rate of other value added services revenues in 2019.

The total gross consumer and merchant loans receivable balance, including loans and receivable held for sale, as of December 31, 2019, 2018, and 2017 was \$4.2 billion, \$2.7 billion, and \$7.8 billion, respectively. The year-over-year increase of 56% in 2019 compared to 2018, was driven by an increase in both our merchant loans and international consumer loan portfolios. The year-over-year decrease of 66% in 2018 compared to 2017, was driven by the completion of the sale of U.S. consumer credit receivables portfolio.

In November 2017, we reached an agreement to sell our U.S. consumer credit receivables portfolio to Synchrony to free up balance sheet capacity and cash flow for other uses and mitigate balance sheet risk. Following the closing of this transaction in July 2018, Synchrony became the exclusive issuer of the PayPal Credit online consumer financing program in the U.S., and we no longer hold an ownership interest in the receivables generated through the program. Subsequent to the sale, we earn a revenue share on the portfolio of consumer receivables owned by Synchrony, which is recorded in net revenues from other value added services.

## OPERATING EXPENSES

Beginning with the first quarter of 2019, we reclassified certain operating expenses within our consolidated statements of income. Prior period amounts were reclassified to conform to this presentation. These changes have no impact on our previously reported consolidated net income for prior periods, including total operating expenses, financial position, or cash flows for any periods presented. For additional information, see "Note 1—Overview and Summary of Significant Accounting Policies" in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Growth rates presented below are calculated based upon the reclassified prior period amounts.

The following table summarizes our operating expenses and related metrics we use to assess the trends in each:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2019	2018	2017	2019	2018
	(In millions, except percentages)				
Transaction expense	\$6,790	\$5,581	\$4,419	22%	26%
Transaction and loan losses	1,380	1,274	1,011	8%	26%
Customer support and operations <sup>(1)</sup>	1,615	1,407	1,265	15%	11%
Sales and marketing <sup>(1)</sup>	1,401	1,314	1,142	7%	15%
Technology and development <sup>(1)</sup>	2,085	1,831	1,740	14%	5%
General and administrative <sup>(1)</sup>	1,711	1,541	1,258	11%	22%
Restructuring and other charges	71	309	132	(77)%	134%
Total operating expenses	\$ 15,053	\$13,257	\$10,967	14%	21%
Transaction expense rate <sup>(2)</sup>	0.95%	0.96%	0.97%		
Transaction and loan loss rate <sup>(3)</sup>	0.19%	0.22%	0.22%		

1 Prior period amounts have been revised to reflect the classification changes discussed above.

2 Transaction expense rate is calculated by dividing transaction expense by TPV.

3 Transaction and loan loss rate is calculated by dividing transaction and loan losses by TPV.

## TRANSACTION EXPENSE

Transaction expense is primarily composed of the costs we incur to accept a customer's funding source of payment. These costs include fees paid to payment processors and other financial institutions to draw funds from a customer's credit or debit card, bank account, or other funding source they have stored in their digital wallet. Transaction expense also includes fees paid to disbursement partners to enable a transaction. We refer to the allocation of funding sources used by our consumers as our "funding mix." The cost of funding a transaction with a credit or debit card is generally higher than the cost of funding a transaction from a bank or through internal sources such as a PayPal account balance, a Venmo account balance, or PayPal Credit. As we expand the availability and presentation of alternative funding sources to our customers, our funding mix may change, which could increase or decrease our transaction expense rate. The cost of funding a transaction is also impacted by the geographic region or country in which a transaction occurs because we generally pay lower rates for transactions funded with credit cards outside the U.S. than in the U.S. Our transaction expense rate is impacted by changes in product mix, regional mix, funding mix, and assessments charged by payment processors and other financial institutions when we draw funds from a customer's credit or debit card, bank account, or other funding sources.

Transaction expense increased by \$1.2 billion, or 22%, in 2019 compared to 2018, primarily attributable to an increase in TPV of 23%. Acquisitions completed in 2018 contributed approximately one percentage point to the growth rate of transaction expense in 2019. The decrease in transaction expense rate in 2019 compared to 2018 was due primarily to changes in product mix. For the years ended December 31, 2019, 2018, and 2017, approximately 2% of TPV was funded with PayPal Credit. For the years ended December 31, 2019, 2018, and 2017, approximately 41%, 43%, and 43% of TPV, respectively, was generated outside of the U.S.

## TRANSACTION AND LOAN LOSSES

Transaction losses include the expense associated with our buyer and seller protection programs, fraud, and chargebacks. Loan losses include the losses associated with our merchant and consumer loans receivable portfolio, except loans and interest receivable, held for sale. Our transaction and loan losses fluctuate depending on many factors, including TPV, macroeconomic conditions, changes to our customer protection programs, the impact of regulatory changes, and the credit quality of loans receivable arising from transactions funded with our credit products for consumers and loans and advances to merchants.

The components of our transaction and loan losses for the years ended December 31, 2019, 2018, and 2017 were as follows:

	Year Ended December 31,			Percent Increase/(Decrease)	
	2019	2018	2017	2019	2018
	(In millions, except percentages)				
Transaction losses	\$ 1,092	\$ 1,059	\$ 823	3%	29%
Loan losses	288	215	188	34%	14%
Transaction and loan losses	\$ 1,380	\$ 1,274	\$ 1,011	8%	26%
Transaction loss rate <sup>(1)</sup>	0.15%	0.18%	0.18%		

<sup>1</sup> Transaction loss rate is calculated by dividing transaction losses by TPV.

Transaction and loan losses increased by \$106 million, or 8%, in 2019 compared to 2018.

Transaction losses increased by \$33 million, or 3%, in 2019 compared to 2018, due to growth in TPV, partially offset by benefits realized through improvements in risk management capabilities, which also contributed to a decrease in our transaction loss rate over the same period.

Loan losses increased by \$73 million, or 34%, in 2019 compared to 2018, due primarily to growth in our merchant loans and advances and international consumer loans receivable balances, partially offset by the recognition of losses in 2018 associated with U.S. consumer credit receivable balances that were not subject to the sale agreement with Synchrony. Acquisitions completed in 2018 contributed approximately three percentage points to the growth rate of loan losses for 2019.

The consumer loans receivable balance as of December 31, 2019 and 2018 was \$1.3 billion and \$704 million, respectively. The year-over-year increase of 88% in 2019 compared to 2018 was due to growth in international markets. Approximately 94% and 93% of our consumer loans receivables outstanding as of December 31, 2019 and 2018, respectively, were due from consumers in the U.K.

The following table provides information regarding the credit quality of our consumer loans and interest receivable balance:

	December 31,	
	2019	2018
Percent of consumer loans and interest receivables current	93.9%	94.9%
Percent of consumer loans and interest receivables > 90 days outstanding <sup>(1)</sup>	2.2%	1.7%
Net charge off rate <sup>(2)</sup>	4.1%	3.1%

<sup>1</sup> Represents percentage of balances which are 90 days past the billing date to the consumer.

<sup>2</sup> Net charge off rate is the annual ratio of net credit losses on consumer loans receivables as a percentage of the average daily amount of consumer loans and interest receivables balance during the year.

We offer business financing solutions to certain small and medium-sized merchants. Total merchant loans, advances, and interest and fees receivable outstanding, net of participation interest sold, as of December 31, 2019 and 2018 were \$2.8 billion and \$1.9 billion, respectively. The year-over-year increase of 50% in 2019 compared to 2018 was due to growth in our PayPal Business Loan portfolio and an increase in the availability of our PayPal Working Capital product. Approximately 83% and 10% of our merchant receivables outstanding as of December 31, 2019 were due from merchants in the U.S. and U.K., as compared to 87% and 10% as of December 31, 2018, respectively.

The following table provides information regarding the credit quality of our merchant loans, advances, and interest and fees receivable balance:

	December 31,	
	2019	2018 <sup>(1)</sup>
Merchant loans and advances		
Percent of merchant receivables within original expected or contractual repayment period	89.6%	91.0%
Percent of merchant receivables > 90 days outstanding after the end of original expected or contractual repayment period	4.2%	3.7%

<sup>1</sup> Excludes \$30 million of loan receivables related to iZettle merchant receivables.

Modifications to the acceptable risk parameters of our PayPal credit products for the periods presented did not have a material impact on our loans and interest receivables. For additional information, see “Note 11—Loans and Interest Receivable” in the notes to the consolidated financial statements, and “Item 1A. Risk Factors—*Some of our credit products expose us to additional risks.*” included elsewhere in this Annual Report on Form 10-K.

### CUSTOMER SUPPORT AND OPERATIONS

Customer support and operations includes (a) costs incurred in our global customer operations centers, including costs to provide call support to our customers, (b) costs to support our trust and security programs protecting our merchants and consumers, and (c) other costs incurred related to the delivery of our products, including payment devices, card production, and customer onboarding and compliance costs.

Customer support and operations costs increased \$208 million, or 15%, in 2019 compared to 2018. The increase in 2019 was primarily attributable to an increase in employee-related expenses in our operations function that support the growth of our active accounts and payment transactions, and an increase in depreciation and amortization expenses associated with the applications that we use to support our customers and underlying data in our operations centers. Our acquisitions completed in 2018 contributed approximately three percentage points to the growth rate of customer support and operations costs in 2019.

### SALES AND MARKETING

Sales and marketing includes costs incurred for customer acquisition, business development, advertising, and marketing programs.

Sales and marketing expenses increased \$87 million, or 7%, in 2019 compared to 2018, due primarily to increases in employee-related expenses, amortization of acquired intangibles, and consulting services, partially offset by lower spend on marketing programs. Our acquisitions completed in 2018 contributed approximately eight percentage points to the growth rate of sales and marketing expenses in 2019, primarily due to amortization of acquired intangibles.

### TECHNOLOGY AND DEVELOPMENT

Technology and development includes (a) costs incurred in connection with the development of our Payments Platform, new products, and the improvement of our existing products, including the amortization of software and website development costs incurred in developing our Payments Platform, which are capitalized, and acquired developed technology, and (b) our site operations and other infrastructure costs incurred to support our Payments Platform.

Technology and development expenses increased \$254 million, or 14%, in 2019 compared to 2018, due primarily to increases in employee-related expenses, and to a lesser extent in data center and cloud computing services utilized in delivering our products, and amortization of acquired intangibles, partially offset by a decline in costs related to contractors and consultants. Our acquisitions completed in 2018 contributed approximately four percentage points to the growth rate of technology and development expenses in 2019.

### GENERAL AND ADMINISTRATIVE

General and administrative includes costs incurred to provide support to our business, including legal, human resources, finance, risk, compliance, executive, and other support operations.

General and administrative expenses increased \$170 million, or 11%, in 2019 compared to 2018, due primarily to increases in employee-related expenses, and to a lesser extent in facilities costs, and depreciation and amortization associated with systems and tools used in our general and administrative functions. These increases were partially offset by a decrease in professional service expenses, including those related to acquisition related transaction expenses incurred in 2018. Our acquisitions completed in 2018 contributed approximately four percentage points to the growth rate of general and administrative expenses in 2019.

## RESTRUCTURING AND OTHER CHARGES

Restructuring and other charges primarily consist of restructuring expenses and cost adjustments related to our loans and receivables, held for sale portfolio. Restructuring and other charges decreased by \$238 million in 2019 compared to 2018, due primarily to the sale of our U.S. consumer credit receivables portfolio in July 2018, prior to which adjustments to the cost basis of loans and interest receivables held for sale were recorded within restructuring and other charges. This decline was partially offset by an increase in restructuring charges of \$53 million in 2019 as compared to 2018. Additionally, in 2019, we recorded a gain of \$7 million representing an adjustment to the loss from additional expenses incurred associated with the sale of our U.S. consumer credit portfolio to Synchrony.

In the first quarter of 2019 and 2018, management approved strategic reductions of the existing global workforce, which resulted in restructuring charges of \$78 million and \$25 million, respectively. The approved strategic reductions for 2019 were intended to better align our teams to support key business priorities and also included the transfer of certain operational functions between geographies, as well as the impact of the transition of servicing activities provided to Synchrony, which terminated in the second quarter of 2019. The estimated annual employee-related costs associated with the impacted workforce is approximately \$175 million. The majority of the reduction in annual costs associated with the impacted workforce was reinvested in the business. The strategic reduction approved in the first quarter of 2018 included restructuring charges related to the decision to wind down TIO's operations. We incurred primarily employee and severance benefits expenses under both the 2019 and 2018 strategic reductions, which were substantially completed by the end of 2019 and 2018, respectively.

## OTHER INCOME (EXPENSE), NET

Other income (expense), net increased \$97 million, or 53%, in 2019 compared to 2018, primarily driven by net unrealized gains on strategic investments due to favorable changes in fair value related to our marketable equity securities and the positive impact of observable price changes related to our non-marketable equity securities, which collectively contributed to incremental net gains of \$121 million year over year. This increase was partially offset by incremental interest expense associated with the long term debt issued in the third quarter of 2019.

## INCOME TAX EXPENSE

Our effective tax rate was 18% in 2019 and 13% in 2018. The increase in our effective tax rate in 2019 was primarily the result of taxes associated with the intra-group transfer of intellectual property related to the acquisition of iZettle. See "Note 16—Income Taxes" to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information on our effective tax rate.

## LIQUIDITY AND CAPITAL RESOURCES

We require liquidity and access to capital to fund our global operations, including customer protection programs, our credit products, capital expenditures, investments in our business, potential acquisitions and strategic investments, working capital, and other cash needs. The following table summarizes our cash, cash equivalents, and investments as of December 31, 2019 and 2018:

	Year Ended December 31,	
	2019	2018
	(In millions)	
Cash, cash equivalents, and investments <sup>(1)(2)</sup>	\$11,722	\$9,710

1 Excludes assets related to funds receivable and customer accounts of \$22.5 billion and \$20.1 billion as of December 31, 2019 and 2018, respectively.

2 Excludes total restricted cash of \$64 million and \$77 million at December 31, 2019 and 2018, respectively, and strategic investments of \$1.8 billion and \$293 million as of December 31, 2019 and 2018, respectively.

## FOREIGN CASH, CASH EQUIVALENTS, AND INVESTMENTS

Cash, cash equivalents, and investments held by our foreign subsidiaries were \$7.2 billion as of December 31, 2019 and \$8.7 billion as of December 31, 2018, or 61% and 89% of our total cash, cash equivalents, and investments as of those respective dates. At December 31, 2019, all of our cash, cash equivalents, and investments held by foreign subsidiaries were subject to U.S. taxation under Subpart F, Global Intangible Low Taxed Income ("GILTI"), or the one-time Transition Tax as further discussed in "Note 16—Income Taxes" to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K. Subsequent repatriations to the U.S. will not be taxable from a U.S. federal tax perspective, but may be subject to state or foreign withholding tax. A significant aspect of our global cash management activities involves meeting our customers' requirements to access their cash while simultaneously meeting our regulatory financial ratio commitments in various jurisdictions. Our global cash balances are required not only to provide operational liquidity to our businesses, but also to support our global regulatory requirements across our regulated subsidiaries. As such, not all of our cash is available for general corporate purposes.

## AVAILABLE CREDIT AND DEBT

On September 26, 2019, we issued fixed rate notes with varying maturity dates for an aggregate principal amount of \$5.0 billion (collectively referred to as the “Notes”). Proceeds from the issuance of these Notes may be used for general corporate purposes, which may include funding the repayment or redemption of outstanding debt, share repurchases, ongoing operations, capital expenditures, and possible acquisitions of businesses, assets, or strategic investments.

On September 11, 2019, we entered into a credit agreement (the “Credit Agreement”) that provides for an unsecured \$5.0 billion, five-year revolving credit facility that includes a \$150 million letter of credit sub-facility and a \$500 million swingline sub-facility, with available borrowings under the revolving credit facility reduced by the amount of any letters of credit and swingline borrowings outstanding from time to time. Additionally, on September 11, 2019, we entered into a 364-day credit agreement (“364-Day Credit Agreement”) that provides for an unsecured \$1.0 billion 364-day revolving credit facility. As of December 31, 2019, no borrowings were outstanding under the Credit Agreement and the 364-Day Credit Agreement, and as such, \$6.0 billion of borrowing capacity was available for the purposes permitted by the Credit Agreement and the 364-Day Credit Agreement, subject to customary conditions to borrowing. Upon our entry into the Credit Agreement, the credit agreement that we entered into in the third quarter of 2015 providing for an unsecured \$2.0 billion, five-year revolving credit facility was terminated.

In the fourth quarter of 2018, we entered into an amended credit agreement (“Amended Credit Agreement”), which amended and restated in its entirety the previous agreement entered into in 2017. The Amended Credit Agreement provided for an unsecured \$5.0 billion, 364-day delayed-draw term loan credit facility, which was available in up to four separate borrowings until April 6, 2019. As of December 31, 2018, \$2.0 billion was outstanding under the Amended Credit Agreement. On April 5, 2019, the Company drew down an additional \$500 million under the Amended Credit Agreement. On September 26, 2019, the Amended Credit Agreement was terminated and we repaid \$2.5 billion of borrowings outstanding under that agreement.

We also maintain committed and uncommitted credit facilities in various regions throughout the world, with borrowing capacity of approximately \$230 million in the aggregate. This available credit, a portion of which is guaranteed by PayPal, includes facilities where we can withdraw and utilize the funds at our discretion for general corporate purposes, capital expenditures, and acquisitions. Interest rate terms for these facilities vary by region and reflect prevailing market rates for companies with strong credit ratings. As of December 31, 2019, substantially all of the borrowing capacity under these credit facilities was available, subject to customary conditions to borrowing.

For additional information, see “Note 12—Debt” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

We have cash pooling arrangements with a financial institution for cash management purposes. Each arrangement allows for cash withdrawals from the financial institution based upon our aggregate operating cash balances held within the financial institution (“Aggregate Cash Deposits”). Each arrangement also allows us to withdraw amounts exceeding the Aggregate Cash Deposits up to an agreed-upon limit. The net balance of the withdrawals and the Aggregate Cash Deposits are used by the financial institution as a basis for calculating our net interest expense or income under each arrangement. As of December 31, 2019, we had a total of \$3.5 billion in cash withdrawals offsetting our \$3.5 billion in Aggregate Cash Deposits held within the financial institution under the cash pooling arrangements.

## LIQUIDITY FOR CREDIT PORTFOLIO GROWTH

Growth in the portfolio of loan receivables increases our liquidity needs, and any failure to meet those liquidity needs could adversely affect our business. We continue to evaluate partnerships and third party sources of funding for our credit portfolio. In June 2018, the Luxembourg Commission de Surveillance du Secteur Financier (the “CSSF”) agreed that PayPal’s management may designate up to 35% of European customer balances held in our Luxembourg banking subsidiary to be used for European and U.S. credit activities. During the year ended December 31, 2019, an additional amount of \$500 million was designated by management to fund such credit activities. As of December 31, 2019, the cumulative amount approved by management to be designated for credit activities aggregated to \$2.0 billion and represented approximately 31% of European customer balances potentially available for corporate use by us at that date as determined by applying financial regulations maintained by the CSSF. We may periodically seek to designate additional amounts of customer balances, if necessary, based on utilization of the approved funds and anticipated credit funding requirements. Our objective is to expand the availability of our credit products with capital from external sources, although there can be no assurance that we will be successful in achieving that goal. Under certain exceptional circumstances, corporate liquidity could be called upon to meet our obligations related to our European customer balances.

## CREDIT RATINGS

As of December 31, 2019, we continue to be rated investment grade by Standard and Poor’s Financial Services, LLC and Fitch Ratings, Inc. We expect that these credit rating agencies will continue to monitor our performance, including our capital structure and results of operations. Our goal is to be rated investment grade, but as circumstances change, there are factors that could result in our credit ratings being downgraded or put on a watch list for possible downgrading. If that were to occur, it could increase our borrowing rates, including the interest rate on loans under our credit agreements.

## RISK OF LOSS

The risk of losses from our buyer and seller protection programs are specific to individual customers, merchants, and transactions, and may also be impacted by regional variations in, and changes or modifications to, the programs, including as a result of changes in regulatory requirements. For the periods presented in these consolidated financial statements included in this report, our transaction loss rates ranged between 0.15% and 0.18% of TPV. Historical loss rates may not be indicative of future results.

## STOCK REPURCHASES AND ACQUISITIONS

During the year ended December 31, 2019, we repurchased approximately \$1.4 billion of our common stock, including approximately \$656 million in the open market and approximately \$750 million pursuant to the accelerated share repurchase agreement under our stock repurchase program authorized in April 2017. As of December 31, 2019, a total of approximately \$68 million and \$10 billion remained available for future repurchases of our common stock under our April 2017 and July 2018 stock repurchase programs, respectively. For additional information, see “Note 14—Stock Repurchase Programs” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

In January 2020, we completed our acquisition of Honey Science Corporation (“Honey”) for approximately \$3.6 billion in cash and approximately \$400 million in restricted stock, subject to vesting conditions. We believe our acquisition of Honey will enhance our value proposition by allowing us to further simplify and personalize shopping experiences for consumers while driving conversion and increasing consumer engagement and sales for merchants.

## OTHER CONSIDERATIONS

Our liquidity, access to capital, and borrowing costs could be adversely impacted by declines in our credit rating, our financial performance, and global credit market conditions, as well as a broad range of other factors. In addition, our liquidity, access to capital, and borrowing costs could also be negatively impacted by the outcome of any of the legal or regulatory proceedings to which we are a party. See “Item 1A. Risk Factors—*Risk Factors That May Affect Our Business, Results of Operations, and Financial Condition*” and “Note 13—Commitments and Contingencies” to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K for additional discussion of these and other risks facing our business.

We believe that our existing cash, cash equivalents and investments, cash expected to be generated from operations, and our expected access to capital markets, together with potential external funding through third party sources, will be sufficient to fund our operating activities, anticipated capital expenditures, and our credit products for the foreseeable future. Depending on market conditions, we may from time to time issue debt, including in private or public offerings, to fund our operating activities, finance acquisitions, make strategic investments, repurchase shares under our share repurchase programs, or reduce our cost of capital.

## CASH FLOWS

The following table summarizes our consolidated statements of cash flows:

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
Net cash provided by (used in):			
Operating activities	\$ 4,561	\$ 5,483	\$ 2,531
Investing activities	(5,733)	840	(4,485)
Financing activities	3,688	(1,262)	4,084
Effect of exchange rates on cash, cash equivalents, and restricted cash	(6)	(113)	36
Net increase in cash, cash equivalents, and restricted cash	\$ 2,510	\$ 4,948	\$ 2,166

## OPERATING ACTIVITIES

Cash flows from operating activities includes net income adjusted for certain non-cash expenses, timing differences between expenses recognized for provision for transaction and loan losses and actual cash transaction losses incurred, and changes in other assets and liabilities. Significant non-cash expenses for the period include depreciation and amortization and stock-based compensation. The cash impact from actual transaction losses incurred during a period is reflected as a negative impact to changes in other assets and liabilities in cash from operating activities. The expenses recognized during the period for provision for loan losses are estimates of probable incurred losses on our consumer and merchant credit products (excluding the U.S. consumer credit portfolio from and after November 2017). Actual charge-offs of receivables related to our consumer and merchant credit products (excluding the U.S. consumer credit portfolio from and after November 2017) have no impact on cash from operating activities.

We generated cash from operating activities of \$4.6 billion in 2019 due primarily to operating income of \$2.7 billion. During 2019, adjustments for non-cash expenses of stock-based compensation were \$1.0 billion, depreciation and amortization were \$912 million, and provision for transaction and loan losses were \$1.4 billion, partially offset by adjustments related to deferred



income taxes of \$269 million and net unrealized gains on our strategic investments of \$207 million in 2019. The cash generated from operating activities was negatively impacted by the changes in other assets and liabilities of \$433 million, primarily related to actual cash transaction losses incurred during the period partially offset by an increase in funds payable and amounts due to customers, and an increase in accounts receivable of \$120 million.

We generated cash from operating activities of \$5.5 billion in 2018 due primarily to operating income of approximately \$2.2 billion and the positive impact of \$1.4 billion of changes in loans and interest receivable, held for sale, net following the sale of our U.S. consumer credit receivables portfolio. Adjustments for non-cash expenses of stock-based compensation were \$853 million and depreciation and amortization were \$776 million during 2018. Adjustments for non-cash expenses related to the provision for transaction and loan losses were approximately \$1.3 billion and cost basis adjustments to loans and interest receivable held for sale were \$244 million during 2018. The cash generated from operating activities was negatively impacted by changes in other assets and liabilities of \$708 million, primarily related to actual cash transaction losses incurred during the period.

Cash paid for income taxes, net in 2019, 2018, and 2017 was \$665 million, \$328 million, and \$117 million, respectively.

## INVESTING ACTIVITIES

Cash flows from investing activities includes purchases, maturities and sales of investments, cash paid for acquisitions and strategic investments, purchases and sales of property and equipment, changes in principal loans receivable, and funds receivable.

The net cash used in investing activities of \$5.7 billion in 2019 was due primarily to purchases of investments of \$27.9 billion, changes in principal loans receivable, net of \$1.6 billion, purchases of property and equipment of \$704 million, and changes in funds receivable from customers of \$342 million. These cash outflows were partially offset by maturities and sales of investments of \$24.9 billion.

We generated cash from investing activities of \$840 million in 2018 due primarily to maturities and sales of investments of \$21.9 billion, changes in principal loans receivable, net of \$3.1 billion, and changes in funds receivable from customers of \$1.1 billion. These cash inflows were offset by purchases of investments of \$22.4 billion, acquisitions of \$2.1 billion (net of cash and restricted cash acquired), and purchases of property and equipment of \$823 million.

## FINANCING ACTIVITIES

Cash flows from financing activities includes proceeds from issuance of common stock, purchases of treasury stock, tax withholdings related to net share settlements of equity awards, borrowings and repayments under financing arrangements, and funds payable and amounts due to customers.

We generated cash from financing activities of \$3.7 billion in 2019 due primarily to \$5.5 billion of cash proceeds from the issuance of long-term debt in the form of fixed rate notes as well as borrowings under our Amended Credit Agreement, and changes in funds payable and amounts due to customers of \$2.5 billion. These cash inflows were partially offset by repayment of borrowings under our Amended Credit Agreement of \$2.5 billion, the repurchase of \$1.4 billion of our common stock under our stock repurchase programs, and tax withholdings related to net share settlement of equity awards of \$504 million.

The net cash used in financing activities of \$1.3 billion in 2018 was due primarily to the repurchase of \$3.5 billion of our common stock under our stock repurchase programs, repayments of borrowing under financing arrangements of \$1.1 billion, and tax withholdings related to net share settlement of equity awards of \$419 million, partially offset by cash inflows from borrowings under financing arrangements of \$2.1 billion and changes in funds payable and amounts due to customers of \$1.6 billion.

## EFFECT OF EXCHANGE RATES ON CASH, CASH EQUIVALENTS, AND RESTRICTED CASH

Foreign currency exchange rates had a negative effect on cash, cash equivalents, and restricted cash during 2019 and 2018 of \$6 million and \$113 million, respectively. The negative impact in 2018 was due to the strengthening of the U.S. dollar against certain foreign currencies, primarily the Australian dollar and to a lesser extent, the Euro.

## OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2019 and 2018, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures, or capital resources.

## FUTURE LIQUIDITY AND OBLIGATIONS

As of December 31, 2019, approximately \$3.1 billion of unused credit was available to PayPal Credit account holders compared to \$1.8 billion of unused credit as of December 31, 2018. While this amount represents the total unused credit available, we have not experienced, and do not anticipate, that all our PayPal Credit account holders will access their entire available credit at any given point in time. In addition, the individual lines of credit that make up this unused credit are subject to periodic review and termination based on, among other things, account usage and customer creditworthiness.

We have certain fixed contractual obligations and commitments that include future estimated payments for general operating purposes. Changes in our business needs, contractual cancellation provisions, fluctuating interest rates, and other factors may result in actual payments differing from the estimates. We cannot provide certainty regarding the timing and amounts of these payments. The following table summarizes our obligations as of December 31, 2019 that are expected to impact liquidity and cash flow in future periods. We believe we will be able to fund these obligations through our existing cash and investment portfolio and cash expected to be generated from operations.

Payments Due During the Year Ending December 31,	Purchase Obligations	Operating Leases	Transition Tax	Long-term Debt	Total
	(In millions)				
2020	\$256	\$ 137	\$ 114	\$ 129	\$ 636
2021	60	138	114	128	440
2022	18	106	114	1,128	1,366
2023	2	88	212	106	408
2024	2	81	284	1,356	1,723
Thereafter	14	224	354	3,030	3,622
	\$352	\$774	\$1,192	\$5,877	\$8,195

The significant assumptions used in our determination of amounts presented in the above table are as follows:

- Purchase obligation amounts include minimum purchase commitments for advertising, capital expenditures (computer equipment, software applications, engineering development services, and construction contracts), and other goods and services entered into in the ordinary course of business.
- Operating lease amounts include minimum rental payments under our non-cancelable operating leases (including leases not yet commenced) primarily for office and data center facilities. The amounts presented are consistent with contractual terms and are not expected to differ significantly from actual results under our existing leases, unless a substantial change in our headcount needs requires us to expand our occupied space or exit an office facility early.
- Transition Tax represents the one-time mandatory tax on previously deferred foreign earnings under the Tax Cuts and Jobs Act (the "Tax Act"), as further discussed in "Note 16—Income Taxes" to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.
- Long-term debt amounts represent the future principal and interest payments (based on contractual interest rates) on our fixed-rate debt. For more information, see "Note 12—Debt" to our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

As we are unable to reasonably predict the timing of settlement of liabilities related to unrecognized tax benefits, net, the table above does not include \$990 million of such non-current liabilities included in deferred and other tax liabilities recorded on our consolidated balance sheets as of December 31, 2019.

## SEASONALITY

The Company does not experience meaningful seasonality with respect to net revenues. No individual quarter in 2019, 2018, or 2017 accounted for more than 30% of annual net revenue.

## CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The application of U.S. GAAP requires us to make estimates and assumptions about certain items and future events that directly affect our reported financial condition. We have established detailed policies and control procedures to provide reasonable assurance that the methods used to make estimates and assumptions are well controlled and are applied consistently from period to period. The accounting estimates and assumptions discussed in this section are those that we consider to be the most critical to our financial statements. An accounting estimate is considered critical if both (a) the nature of the estimate or assumption is material due to the levels of subjectivity and judgment involved, and (b) the impact within a reasonable range of outcomes of the estimate and assumption is material to our financial condition. Senior management has discussed the development, selection, and disclosure of these estimates with the Audit, Risk and Compliance Committee of our Board of Directors. Our significant accounting policies, including recent accounting pronouncements, are described in "Note 1—Overview and Summary of Significant Accounting Policies" to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

A quantitative sensitivity analysis is provided where that information is reasonably available, can be reliably estimated, and provides material information to investors. The amounts used to assess sensitivity are included to allow users of this report to understand a general directional cause and effect of changes in the estimates and do not represent management's predictions of variability. For all of these estimates, it should be noted that future events rarely develop exactly as forecasted, and estimates require regular review and adjustment.

## TRANSACTION AND LOAN LOSSES

Transaction and loan losses include the expense associated with our customer protection programs, fraud, chargebacks, and credit losses associated with our loans receivable balances. Our transaction and loan losses fluctuate depending on many factors, including: total TPV, macroeconomic conditions, changes to our customer protection programs, the impact of regulatory changes, and the credit quality of loans receivable arising from transactions funded with our credit products, which include our PayPal Credit consumer product and merchant loans and advances arising from our PayPal Working Capital (“PPWC”) and PayPal Business Loan (“PPBL”) products.

We establish allowances for estimated transaction losses arising from processing customer transactions, such as chargebacks for unauthorized credit card use and merchant-related chargebacks due to non-delivery of goods or services, ACH returns, buyer protection program claims, account takeovers, and account overdrafts. Additions to the allowance, in the form of provisions, are reflected in transaction and loan losses on our consolidated statements of income. The allowances are monitored regularly and are updated based on actual claims data. The allowances are based on known facts and circumstances, internal factors including experience with similar cases, historical trends involving loss payment patterns, and the mix of transaction and loss types.

We also establish an allowance for loans receivable, which represents our estimate of probable incurred loan losses inherent in our merchant loans and advances and consumer loans receivable. Increases to the allowance for loans receivable are reflected as transaction and loan losses on our consolidated financial statements. This evaluation process is subject to numerous estimates and judgments. For our consumer loan receivables, consisting primarily of our international consumer receivables, the allowance is primarily based on forecasted principal balance delinquency rates (“roll rates”). Roll rates are the percentage of balances which we estimate will migrate from one stage of delinquency to the next based on our historical experience, as well as external factors such as estimated bankruptcies and levels of unemployment. Roll rates are applied to the principal amount of our consumer loan receivables for each stage of delinquency, from current to 180 days past the payment due date, to estimate the principal loans which have incurred losses and are probable to be charged off. For merchant loans and advances the allowance is primarily based on principal balances, forecasted delinquency rates, and recoveries through the use of a vintage-based loss forecasting model.

The allowance for loss against the interest receivable is determined primarily by applying historical average customer account roll rates to the interest receivable balance in each stage of delinquency to project the value of accounts that have incurred losses and are probable to be charged off. The allowance for fees receivable is primarily based on fee balances, forecasted delinquency rates, and recoveries through the use of a vintage-based loss forecasting model. Increases to the allowance for interest receivable are reflected as a reduction of net revenues on our consolidated statements of income. Increases to the allowance for fees receivable are recognized as a reduction in deferred revenues included in other current liabilities on our consolidated balance sheets.

Determining appropriate allowances for these losses is an inherently uncertain process and ultimate losses may vary from the current estimates. We regularly update our allowance estimates as new facts become known and events occur that may impact the settlement or recovery of losses. The allowances are maintained at a level we deem appropriate to adequately provide for losses incurred at the balance sheet date. Based on our results for the year ended December 31, 2019, an aggregate ten percent increase in our transaction and loan loss rate would negatively impact transaction and loan losses by approximately \$138 million.

## ACCOUNTING FOR INCOME TAXES

Our annual tax rate is based on our income, statutory tax rates, and tax planning opportunities available to us in the various jurisdictions in which we operate. Tax laws are complex and subject to different interpretations by the taxpayer and respective government taxing authorities. Significant judgment is required in determining our tax expense and in evaluating our tax positions, including evaluating uncertainties. We review our tax positions quarterly and adjust the balances as new information becomes available. Our income tax rate is significantly affected by the tax rates that apply to our foreign earnings. In addition to local country tax laws and regulations, our income tax rate depends on the extent that our foreign earnings are taxed by the U.S. through new provisions under the Tax Act such as the GILTI tax and base erosion anti-abuse tax or as a result of our indefinite reinvestment assertion. Indefinite reinvestment is determined by management’s judgment about, and intentions concerning, our future operations.

Deferred tax assets represent amounts available to reduce income taxes payable on taxable income in future years. Such assets arise because of temporary differences between the financial reporting and tax bases of assets and liabilities, as well as from net operating loss and tax credit carryforwards. We evaluate the recoverability of these future tax deductions and credits by assessing the adequacy of future expected taxable income from all sources, including reversal of taxable temporary differences, forecasted operating earnings, and available tax planning strategies. These sources of income rely heavily on estimates that are based on a number of factors, including our historical experience and short-range and long-range business forecasts. To the extent deferred tax assets are not expected to be realized, we record a valuation allowance.

We recognize and measure uncertain tax positions in accordance with U.S. GAAP, pursuant to which we only recognize the tax benefit from an uncertain tax position if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such

positions are then measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement. We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. U.S. GAAP further requires that a change in judgment related to the expected ultimate resolution of uncertain tax positions be recognized in earnings in the quarter in which such change occurs. We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense.

We file annual income tax returns in multiple taxing jurisdictions around the world. A number of years may elapse before an uncertain tax position is audited by the relevant tax authorities and finally resolved. While it is often difficult to predict the final outcome or the timing of resolution of any particular uncertain tax position, we believe that our reserves for income taxes are adequate such that we reflect the benefits more likely than not to be sustained in an examination. We adjust these reserves, as well as the related interest and penalties, where appropriate in light of changing facts and circumstances. Settlement of any particular position could require the use of cash.

Based on our results for the year ended December 31, 2019, a one-percentage point increase in our effective tax rate would have resulted in an increase in our income tax expense of approximately \$30 million.

### LOSS CONTINGENCIES

We are currently involved in various claims, regulatory and legal proceedings, and investigations of potential operating violations by regulatory oversight authorities. We regularly review the status of each significant matter and assess our potential financial exposure. If the potential loss from any claim, legal proceeding, or potential regulatory violation is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss. Significant judgment is required in both the determination of probability and whether an exposure is reasonably estimable. Our judgments are subjective based on the status of the legal or regulatory proceedings, the merits of our defenses, and consultation with in-house and outside legal counsel. Because of uncertainties related to these matters, accruals are based only on the best information available at the time. As additional information becomes available, we reassess the potential liability related to pending claims, litigation, or other violations and may revise our estimates. Due to the inherent uncertainties of the legal and regulatory process in the multiple jurisdictions in which we operate, our judgments may be materially different than the actual outcomes.

### REVENUE RECOGNITION

Application of the accounting principles in U.S. GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Complex arrangements with nonstandard terms and conditions may require significant contract interpretation to determine the appropriate accounting. Specifically, the determination of whether we are a principal to a transaction (gross revenue) or an agent (net revenue) can require considerable judgment. Further, we provide incentive payments to consumers and merchants, which require judgment to determine whether the payments should be recorded as a reduction to gross revenue. Changes in judgments with respect to these assumptions and estimates could impact the amount of revenue recognized.

### VALUATION OF GOODWILL AND INTANGIBLES

The valuation of assets acquired in a business combination and asset impairment reviews require the use of significant estimates and assumptions. The acquisition method of accounting for business combinations requires us to estimate the fair value of assets acquired, liabilities assumed, and any noncontrolling interest in an acquired business to properly allocate purchase price consideration between assets that are depreciated and amortized and goodwill. Impairment testing for assets, other than goodwill and indefinite-lived intangible assets, requires the allocation of cash flows to those assets or group of assets and, if required, an estimate of fair value for the assets or group of assets. Our estimates are based upon assumptions that we believe to be reasonable, but which are inherently uncertain and unpredictable. These valuations require the use of management's assumptions, which do not reflect unanticipated events and circumstances that may occur.

We evaluate goodwill and intangible assets for impairment on an annual basis, or sooner if indicators of impairment exist. Under U.S. GAAP, the evaluation of indefinite-lived intangible assets for impairment allows for a qualitative assessment to be performed, which is similar to the U.S. GAAP for evaluating goodwill for impairment. In performing these qualitative assessments, we consider relevant events and conditions, including but not limited to: macroeconomic trends, industry and market conditions, overall financial performance, cost factors, company-specific events, legal and regulatory factors, and our market capitalization. If the qualitative assessments indicate that it is more likely than not that the fair value of the reporting unit or indefinite-lived intangible assets are less than their carrying amounts, we must perform a quantitative impairment test.

Under the quantitative impairment test, if the carrying amount of the reporting unit goodwill or indefinite-lived intangible asset exceeds the fair value of the respective reporting unit goodwill or indefinite-lived intangible asset, an impairment loss is recorded in the statement of income. Measurement of the fair value of a reporting unit is based on one or more of the following fair value measures: amounts at which the unit as a whole could be bought or sold in a current transaction between willing parties, present value techniques of estimated future cash flows, valuation techniques based on multiples of earnings or revenue, or a similar performance measure.

## Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the potential for economic losses to be incurred on market risk sensitive instruments arising from adverse changes in market factors such as interest rates, foreign currency exchange rates, and equity investment risk. Management establishes and oversees the implementation of policies governing our investing, funding, and foreign currency derivative activities in order to mitigate market risks. We monitor risk exposures on an ongoing basis.

### INTEREST RATE RISK

We are exposed to interest rate risk relating to our investment portfolio and from interest-rate sensitive assets underlying the customer balances we hold on our consolidated balance sheets as customer accounts.

As of December 31, 2019 and 2018, approximately 63% and 78%, respectively, of our total cash, cash equivalents, and investment portfolio (excluding restricted cash and strategic investments) was held in cash and cash equivalents. The assets underlying the customer balances we hold on our consolidated balance sheets as customer accounts are maintained in interest and non-interest bearing bank deposits, time deposits, U.S. and foreign government and agency securities, and corporate debt securities. We seek to preserve principal while holding eligible liquid assets, as defined by applicable regulatory requirements and commercial law in certain jurisdictions where we operate, equal to at least 100% of the aggregate amount of all customer balances. We do not pay interest on amounts due to customers.

We have \$5.0 billion in fixed rate debt with varying maturity dates. Since these notes bear interest at fixed rates, they do not result in any financial statement risk associated with changes in interest rates. However, the fair value of these notes fluctuates when interest rates change. We also have various committed credit facilities available to us aggregating to approximately \$6.1 billion. We are obligated to pay interest on loans under these facilities as well as other customary fees, including an upfront fee and an unused commitment fee based on our debt rating. Borrowings under these facilities, if any, bear interest at floating rates. As a result, we are exposed to the risk related to fluctuations in interest rate to the extent of our borrowings. As of December 31, 2019, we had no amounts outstanding under these credit facilities. As of December 31, 2018, we had \$2.0 billion of borrowings outstanding at a weighted average interest rate of 3.34%. For additional information, see "Note 12—Debt" in the notes to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Interest rates may also adversely impact our customers' spending levels and ability and willingness to pay outstanding amounts owed to us. Higher interest rates often lead to higher payment obligations by customers of our credit products to us, or to lenders under mortgage, credit card, and other consumer and merchant loans, which may reduce our customers' ability to remain current on their obligations to us and therefore lead to increased delinquencies, charge-offs, and allowances for loans and interest receivable, which could have an adverse effect on our net income.

A 100 basis point increase in interest rates would not have had a material impact on our financial assets or liabilities at December 31, 2019 and 2018.

### FOREIGN CURRENCY EXCHANGE RATE RISK

We have significant operations internationally that are denominated in foreign currencies, primarily the British Pound, Euro, Australian Dollar, and Canadian Dollar, subjecting us to foreign currency exchange rate risk, which may adversely impact our financial results. We transact business in various foreign currencies and have significant international revenues and costs. In addition, we charge our international subsidiaries for their use of intellectual property and technology and for certain corporate services. Our cash flows, results of operations, and certain of our intercompany balances that are exposed to foreign currency exchange rate fluctuations may differ materially from expectations, and we may record significant gains or losses due to foreign currency fluctuations and related hedging activities. We are generally a net receiver of foreign currencies and therefore benefit from a weakening of the U.S. dollar, and are adversely affected by a strengthening of the U.S. dollar, relative to foreign currencies.

We have a foreign currency exchange exposure management program designed to identify material foreign currency exposures, manage these exposures, and reduce the potential effects of currency fluctuations on our reported consolidated cash flows and results of operations through the execution of foreign currency exchange contracts. These foreign currency exchange contracts are accounted for as derivative instruments. For additional details related to our foreign currency exchange contracts, please see "Note 10—Derivative Instruments" to the consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

We use foreign currency exchange forward contracts to protect our forecasted U.S. dollar-equivalent earnings and our investment in a foreign subsidiary from adverse changes in foreign currency exchange rates. These hedging contracts reduce, but do not entirely eliminate, the impact of adverse foreign currency exchange rate movements. We designate these contracts as cash flow and net investment hedges for accounting purposes. The derivative's gain or loss is initially reported as a component of accumulated other comprehensive income ("AOCI"). Cash flow hedges are subsequently reclassified into the financial statement line item in which the hedged item is recorded in the same period the forecasted transaction affects earnings. The accumulated gains and losses associated with the net investment hedge will remain in AOCI until the foreign subsidiary is sold or substantially liquidated, at which point they will be reclassified into earnings.

We considered the historical trends in foreign currency exchange rates and determined that it was reasonably possible that changes in exchange rates of 20% for all currencies could be experienced in the near term. If the U.S. dollar weakened by 20% at December 31, 2019 and 2018, the amount recorded in AOCI related to our foreign currency exchange forward contracts, before taxes, would have been approximately \$900 million and \$707 million lower, respectively. If the U.S. dollar strengthened by 20% at December 31, 2019 and 2018, the amount recorded in AOCI related to our foreign currency exchange forward contracts, before taxes, would have been approximately \$900 million and \$707 million higher, respectively.

We have an additional foreign currency exchange management program whereby we use foreign currency exchange contracts to offset the foreign currency exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. These contracts are not designated as hedging instruments and reduce, but do not entirely eliminate, the impact of currency exchange rate movements on our assets and liabilities. The foreign currency exchange gains and losses on our assets and liabilities are recorded in other income (expense), net, and are offset by the gains and losses on the foreign currency exchange contracts.

Adverse changes in exchange rates of 20% for all currencies would have resulted in an adverse impact on income before income taxes of approximately \$147 million and \$295 million at December 31, 2019 and 2018, respectively, without considering the offsetting effect of hedging. Foreign currency exchange contracts in place as of December 31, 2019 would have positively impacted income before income taxes by approximately \$153 million, resulting in a net positive impact of approximately \$6 million. Foreign currency exchange contracts in place as of December 31, 2018 would have positively impacted income before income taxes by approximately \$308 million, resulting in a net positive impact of approximately \$13 million. These reasonably possible adverse changes in exchange rates of 20% were applied to total monetary assets and liabilities denominated in currencies other than the functional currencies of our subsidiaries at the balance sheet dates to compute the adverse impact these changes would have had on our income before income taxes in the near term.

### **EQUITY INVESTMENT RISK**

Our strategic investments are subject to a variety of market-related risks that could substantially reduce or increase the carrying value of the portfolio. As of December 31, 2019 and 2018, our strategic investments totaled \$1.8 billion and \$293 million, respectively, which represented approximately 13% and 3% of our total cash, cash equivalents, and investment portfolio at those respective dates. Our strategic investments include marketable equity securities, which are publicly traded, and non-marketable equity securities, which are investments in privately held companies that are not publicly traded. We are required to record all adjustments to the carrying value of these strategic investments through our consolidated statements of income. As such, we anticipate volatility to our net income in future periods due to changes in fair value related to our investments in marketable equity securities and changes in observable prices related to our non-marketable equity securities accounted for under the Measurement Alternative. These changes could be material based on market conditions. A hypothetical adverse change in the carrying value of our strategic investments of 10%, which could be experienced in the near term, would result in a decrease of approximately \$184 million to the carrying value of the portfolio. We review our non-marketable equity investments accounted for under the Measurement Alternative for impairment when events and circumstances indicate a decline in fair value of such assets below carrying value. Our analysis includes a review of recent operating results and trends, recent purchases and sales of securities, and other publicly available data.

## **Item 8. Financial Statements and Supplementary Data**

The audited consolidated financial statements covering the years ended December 31, 2019, 2018, and 2017 and accompanying notes listed in Part IV, Item 15(a)(1) of this Annual Report on Form 10-K are included elsewhere in this report.

## **Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **Item 9A. Controls and Procedures**

*Evaluation of disclosure controls and procedures.* Based on the evaluation of our disclosure controls and procedures (as defined in the Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act), our principal executive officer and our principal financial officer have concluded that as of December 31, 2019, the end of the period covered by this report, our disclosure controls and procedures were effective.

*Management's report on internal control over financial reporting.* Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Our management, including our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on its evaluation under the framework in *Internal Control - Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2019.

The effectiveness of our internal control over financial reporting as of December 31, 2019 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report which appears in Item 15(a) of this Annual Report on Form 10-K.

*Changes in internal controls over financial reporting.* There were no changes in our internal controls over financial reporting as defined in Exchange Act Rule 13a-15(f) that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Item 9B. Other Information

None.

## Part III

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### Item 10. Directors, Executive Officers and Corporate Governance

Incorporated by reference from our Proxy Statement for our 2020 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2019.

### Item 11. Executive Compensation

Incorporated by reference from our Proxy Statement for our 2020 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2019.

### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Incorporated by reference from our Proxy Statement for our 2020 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2019.

### Item 13. Certain Relationships and Related Transactions, and Director Independence

Incorporated by reference from our Proxy Statement for our 2020 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2019.

### Item 14. Principal Accounting Fees and Services

Incorporated by reference from our Proxy Statement for our 2020 Annual Meeting of Stockholders to be filed with the SEC within 120 days after December 31, 2019.



## Part IV

### Item 15. Exhibits, Financial Statement Schedules

(a) The following documents are filed as part of this report:

	Page Number
<b>1. Consolidated Financial Statements</b>	
Report of Independent Registered Public Accounting Firm	52
Consolidated Balance Sheets	54
Consolidated Statements of Income	55
Consolidated Statements of Comprehensive Income	56
Consolidated Statements of Stockholders' Equity	57
Consolidated Statements of Cash Flows	58
Notes to Consolidated Financial Statements	59
<b>2. Financial Statement Schedule</b>	
Schedule II—Valuation and Qualifying Accounts	105
All other schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or notes thereto.	
<b>3. Exhibits Required by Item 601 of Regulation S-K</b>	
	106
The information required by this Item is set forth in the Index of Exhibits that precedes the signature page of this Annual Report.	

# Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of PayPal Holdings, Inc.

## **OPINIONS ON THE FINANCIAL STATEMENTS AND INTERNAL CONTROL OVER FINANCIAL REPORTING**

We have audited the accompanying consolidated balance sheets of PayPal Holdings, Inc. and its subsidiaries (the “Company”) as of December 31, 2019 and 2018, and the related consolidated statements of income, of comprehensive income, of stockholders’ equity and of cash flows for each of the three years in the period ended December 31, 2019, including the related notes and schedule of valuation and qualifying accounts for each of the three years in the period ended December 31, 2019 listed in the index appearing under Item 15(a)(2) (collectively referred to as the “consolidated financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2019 and 2018, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2019 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2019, based on criteria established in Internal Control—Integrated Framework (2013) issued by the COSO.

## **CHANGE IN ACCOUNTING PRINCIPLE**

As discussed in Note 1 to the consolidated financial statements, the Company changed the manner in which it accounts for leases as of January 1, 2019.

## **BASIS FOR OPINIONS**

The Company’s management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s report on internal control over financial reporting appearing under Item 9A. Our responsibility is to express opinions on the Company’s consolidated financial statements and on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

## **DEFINITION AND LIMITATIONS OF INTERNAL CONTROL OVER FINANCIAL REPORTING**

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## CRITICAL AUDIT MATTERS

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

## ACCOUNTING FOR INCOME TAXES

As described in Notes 1 and 16 to the consolidated financial statements, the Company's accounting for income taxes requires the reporting of liabilities for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken on tax returns. Significant judgment is required in determining tax expense and in evaluating tax positions, including evaluating uncertain tax positions related to complex tax laws which may be subject to different interpretations by the taxpayer and respective government taxing authorities. The Company's effective income tax rate for the year ended December 31, 2019 is 18% as compared to the federal statutory rate of 21%. The difference between the effective income tax rate and the federal statutory rate is primarily the result of foreign income taxed at rates other than the federal statutory rate and stock based compensation deductions, partially offset by incremental tax expense related to the intra-group transfer of intellectual property. The Company also benefits from tax rulings concluded in several jurisdictions, most significantly Singapore and Luxembourg.

The principal considerations for our determination that performing procedures relating to accounting for income taxes is a critical audit matter are there was significant judgment by management in determining the income tax provision and other tax positions, specifically taxable income by jurisdiction taxed at rates other than the federal statutory rate and the identification of uncertain tax positions and assessment of the technical merits of those positions. This in turn led to a high level of effort, and degree of subjectivity, in performing our audit procedures and in evaluating audit evidence relating to income taxes. Also, the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures involved testing the effectiveness of controls relating to accounting for income taxes, including controls over the assessment of uncertain tax positions, and determination of foreign income taxed at rates other than the federal statutory rate. These procedures also included, among others, (1) testing the income tax provision, including taxable income by jurisdiction, (2) testing management's process for evaluating tax rulings and compliance with related requirements in certain foreign jurisdictions such as Singapore and Luxembourg, (3) testing the identification of reserves for unrecognized tax benefits and the reasonableness of the "more likely than not" determination, which includes certain considerations including, but not limited to, jurisdictions involved, court decisions, legislative actions and guidance, and developments in tax examinations, and (4) testing the calculation of the liability for uncertain tax positions by jurisdiction, including management's assessment of the technical merits of tax positions and estimates of the amount of tax benefit expected to be sustained for each uncertain tax position selected for testing. Professionals with specialized skill and knowledge were used to assist in evaluating the reasonableness of management's judgment and estimates, including application of foreign and domestic tax laws and regulations.

/s/ PricewaterhouseCoopers LLP

San Jose, California  
February 6, 2020

We have served as the Company's auditor since 2000.

# PayPal Holdings, Inc.

## Consolidated Balance Sheets

	As of December 31,	
	2019	2018
	(In millions, except par value)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 7,349	\$ 7,575
Short-term investments	3,412	1,534
Accounts receivable, net	435	313
Loans and interest receivable, net of allowances of \$258 in 2019 and \$172 in 2018	3,972	2,532
Funds receivable and customer accounts	22,527	20,062
Prepaid expenses and other current assets	800	947
Total current assets	38,495	32,963
Long-term investments	2,863	971
Property and equipment, net	1,693	1,724
Goodwill	6,212	6,284
Intangible assets, net	778	825
Other assets	1,292	565
Total assets	\$ 51,333	\$ 43,332
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 232	\$ 281
Short-term debt	—	1,998
Funds payable and amounts due to customers	24,527	21,562
Accrued expenses and other current liabilities	2,087	2,002
Income taxes payable	73	61
Total current liabilities	26,919	25,904
Deferred tax liability and other long-term liabilities	2,520	2,042
Long-term debt	4,965	—
Total liabilities	34,404	27,946
Commitments and contingencies (Note 13)		
Equity:		
Common stock, \$0.0001 par value; 4,000 shares authorized; 1,173 and 1,174 shares outstanding as of December 31, 2019 and 2018, respectively	—	—
Preferred stock, \$0.0001 par value; 100 shares authorized, unissued	—	—
Treasury stock at cost, 105 and 91 shares as of December 31, 2019 and 2018, respectively	(6,872)	(5,511)
Additional paid-in-capital	15,588	14,939
Retained earnings	8,342	5,880
Accumulated other comprehensive income (loss)	(173)	78
Total PayPal Stockholders' equity	16,885	15,386
Noncontrolling interest	44	—
Total equity	16,929	15,386
Total liabilities and equity	\$ 51,333	\$ 43,332

The accompanying notes are an integral part of these consolidated financial statements.

# PayPal Holdings, Inc.

## Consolidated Statements of Income

	Year Ended December 31,		
	2019	2018	2017
	(In millions, except for per share amounts)		
Net revenues	\$ 17,772	\$ 15,451	\$ 13,094
Operating expenses:			
Transaction expense	6,790	5,581	4,419
Transaction and loan losses	1,380	1,274	1,011
Customer support and operations	1,615	1,407	1,265
Sales and marketing	1,401	1,314	1,142
Technology and development	2,085	1,831	1,740
General and administrative	1,711	1,541	1,258
Restructuring and other charges	71	309	132
Total operating expenses	15,053	13,257	10,967
Operating income	2,719	2,194	2,127
Other income (expense), net	279	182	73
Income before income taxes	2,998	2,376	2,200
Income tax expense	539	319	405
Net income	\$ 2,459	\$ 2,057	\$ 1,795
Net income per share:			
Basic	\$ 2.09	\$ 1.74	\$ 1.49
Diluted	\$ 2.07	\$ 1.71	\$ 1.47
Weighted average shares:			
Basic	1,174	1,184	1,203
Diluted	1,188	1,203	1,221

The accompanying notes are an integral part of these consolidated financial statements.

# PayPal Holdings, Inc.

## Consolidated Statements of Comprehensive Income

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
Net income	\$ 2,459	\$ 2,057	\$ 1,795
Other comprehensive income (loss), net of reclassification adjustments:			
Foreign currency translation adjustments ("CTA")	(57)	(68)	43
Net investment hedge CTA loss	(31)	—	—
Unrealized (losses) gains on cash flow hedges, net	(176)	293	(242)
Tax benefit (expense) on unrealized (losses) gains on cash flow hedges, net	3	(5)	4
Unrealized gains (losses) on investments, net	15	(1)	(7)
Tax (expense) benefit on unrealized gains (losses) on investments, net	(5)	1	1
Other comprehensive income (loss), net of tax	(251)	220	(201)
Comprehensive income	\$ 2,208	\$ 2,277	\$ 1,594

The accompanying notes are an integral part of these consolidated financial statements.

# PayPal Holdings, Inc.

## Consolidated Statements of Stockholders' Equity

	Common Stock Shares	Treasury Stock	Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Noncontrolling Interest	Total Equity
(In millions)							
Balances at December 31, 2016	1,207	\$ (995)	\$13,579	\$ 59	\$2,069	\$—	\$ 14,712
Net income	—	—	—	—	1,795	—	1,795
Foreign currency translation	—	—	—	43	—	—	43
Unrealized losses on cash flow hedges, net	—	—	—	(242)	—	—	(242)
Tax benefit on unrealized losses on cash flow hedges, net	—	—	—	4	—	—	4
Unrealized losses on investments, net	—	—	—	(7)	—	—	(7)
Tax benefit on unrealized losses on investments, net	—	—	—	1	—	—	1
Common stock and stock-based awards issued and assumed, net of shares withheld for employee taxes	13	—	(21)	—	—	—	(21)
Common stock repurchased	(20)	(1,006)	—	—	—	—	(1,006)
Stock-based compensation	—	—	756	—	—	—	756
Income tax adjustment for intra entity transfers	—	—	—	—	(41)	—	(41)
Balances at December 31, 2017	1,200	\$ (2,001)	\$14,314	\$ (142)	\$3,823	\$—	\$ 15,994
Net income	—	—	—	—	2,057	—	2,057
Foreign currency translation	—	—	—	(68)	—	—	(68)
Unrealized gains on cash flow hedges, net	—	—	—	293	—	—	293
Tax expense on unrealized gains on cash flow hedges, net	—	—	—	(5)	—	—	(5)
Unrealized losses on investments, net	—	—	—	(1)	—	—	(1)
Tax benefit on unrealized losses on investments, net	—	—	—	1	—	—	1
Common stock and stock-based awards issued and assumed, net of shares withheld for employee taxes	18	—	(251)	—	—	—	(251)
Common stock repurchased	(44)	(3,510)	(15)	—	—	—	(3,525)
Stock-based compensation	—	—	891	—	—	—	891
Balances at December 31, 2018	1,174	\$ (5,511)	\$14,939	\$ 78	\$5,880	\$—	\$ 15,386
Adoption of lease accounting standard	—	—	—	—	3	—	3
Net income	—	—	—	—	2,459	—	2,459
Foreign currency translation	—	—	—	(57)	—	—	(57)
Net investment hedge CTA loss	—	—	—	(31)	—	—	(31)
Unrealized losses on cash flow hedges, net	—	—	—	(176)	—	—	(176)
Tax benefit on unrealized losses on cash flow hedges, net	—	—	—	3	—	—	3
Unrealized gains on investments, net	—	—	—	15	—	—	15
Tax expense on unrealized gains on investments, net	—	—	—	(5)	—	—	(5)
Common stock and stock-based awards issued and assumed, net of shares withheld for employee taxes	13	—	(365)	—	—	—	(365)
Common stock repurchased	(14)	(1,361)	(45)	—	—	—	(1,406)
Stock-based compensation	—	—	1,059	—	—	—	1,059
Purchase of noncontrolling interest	—	—	—	—	—	44	44
Balances at December 31, 2019	1,173	\$ (6,872)	\$15,588	\$ (173)	\$8,342	\$44	\$ 16,929

The accompanying notes are an integral part of these consolidated financial statements.

# PayPal Holdings, Inc.

## Consolidated Statements of Cash Flows

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
Cash flows from operating activities:			
Net income	\$ 2,459	\$ 2,057	\$ 1,795
Adjustments:			
Transaction and loan losses	1,380	1,274	1,011
Depreciation and amortization	912	776	805
Stock-based compensation	1,021	853	733
Deferred income taxes	(269)	(171)	(1,299)
Cost basis adjustments to loans and interest receivable held for sale	—	244	92
Unrealized (gains) losses on strategic investments	(207)	(86)	—
Other	(150)	(86)	(25)
Changes in assets and liabilities:			
Accounts receivable	(120)	(59)	12
Changes in loans and interest receivable held for sale, net	4	1,407	(1,308)
Transaction loss allowance for cash losses, net	(1,079)	(1,046)	(817)
Funds receivable	(9)	(19)	—
Other current assets and non-current assets	(566)	(93)	(188)
Accounts payable	4	26	62
Funds payable and amounts due to customers	499	22	—
Income taxes payable	(40)	(44)	19
Other current liabilities and non-current liabilities	722	428	1,639
Net cash provided by operating activities	4,561	5,483	2,531
Cash flows from investing activities:			
Purchases of property and equipment	(704)	(823)	(667)
Proceeds from sales of property and equipment	17	3	—
Changes in principal loans receivable, net	(1,631)	3,121	(920)
Purchases of investments	(27,881)	(22,381)	(19,418)
Maturities and sales of investments	24,878	21,898	18,448
Acquisitions, net of cash and restricted cash acquired	(70)	(2,124)	(323)
Funds receivable	(342)	1,146	(1,605)
Net cash (used in) provided by investing activities	(5,733)	840	(4,485)
Cash flows from financing activities:			
Proceeds from issuance of common stock	138	144	144
Purchases of treasury stock	(1,411)	(3,520)	(1,006)
Tax withholdings related to net share settlements of restricted stock units and restricted stock awards	(504)	(419)	(166)
Borrowings under financing arrangements	5,471	2,075	1,800
Repayments under financing arrangements	(2,516)	(1,115)	(980)
Funds payable and amounts due to customers	2,510	1,573	4,292
Net cash provided by (used in) financing activities	3,688	(1,262)	4,084
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	(6)	(113)	36
Net change in cash, cash equivalents, and restricted cash	2,510	4,948	2,166
Cash, cash equivalents, and restricted cash at beginning of period	13,233	8,285	6,119
Cash, cash equivalents, and restricted cash at end of period	\$ 15,743	\$ 13,233	\$ 8,285
Supplemental cash flow disclosures:			
Cash paid for interest	\$ 78	\$ 69	\$ 6
Cash paid for income taxes, net	\$ 665	\$ 328	\$ 117
The below table reconciles cash, cash equivalents, and restricted cash as reported in the consolidated balance sheets to the total of the same amounts shown in the consolidated statements of cash flows:			
Cash and cash equivalents	\$ 7,349	\$ 7,575	\$ 2,883
Short-term investments	7	16	15
Funds receivable and customer accounts	8,387	5,642	5,387
Total cash, cash equivalents, and restricted cash shown in the consolidated statements of cash flows	\$ 15,743	\$ 13,233	\$ 8,285

The accompanying notes are an integral part of these consolidated financial statements.



# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements

### Note 1—Overview and Summary of Significant Accounting Policies

#### OVERVIEW AND ORGANIZATION

PayPal Holdings, Inc. (“PayPal,” the “Company,” “we,” “us,” or “our”) was incorporated in Delaware in January 2015 and is a leading technology platform and digital payments company that enables digital and mobile payments on behalf of merchants and consumers worldwide. PayPal is committed to democratizing financial services and empowering people and businesses to join and thrive in the global economy. Our goal is to enable our merchants and consumers to manage and move their money anywhere in the world, anytime, on any platform, and using any device. We also facilitate person-to-person payments through our PayPal, Venmo, and Xoom products. Our combined payment solutions, including our PayPal, PayPal Credit, Braintree, Venmo, Xoom, and iZettle products, comprise our proprietary Payments Platform. The terms “we,” “our,” “us,” “the Company,” and “PayPal” mean PayPal Holdings, Inc. and, unless otherwise expressly stated or the context requires, its subsidiaries.

We operate globally and in a rapidly evolving regulatory environment characterized by a heightened regulatory focus on all aspects of the payments industry. That focus continues to become even more heightened as regulators on a global basis focus on important issues such as countering terrorist financing, anti-money laundering, privacy, cybersecurity, and consumer protection. Some of the laws and regulations to which we are subject were enacted recently, and the laws and regulations applicable to us, including those enacted prior to the advent of digital and mobile payments, are continuing to evolve through legislative and regulatory action and judicial interpretation. New or changing laws and regulations, including the way laws and regulations are interpreted and implemented, as well as increased penalties and enforcement actions related to non-compliance, could have a material adverse impact on our business, results of operations, and financial condition. Therefore, we monitor these areas closely to design compliant solutions for our customers who depend on us.

#### SIGNIFICANT ACCOUNTING POLICIES

##### BASIS OF PRESENTATION AND PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements include the financial statements of PayPal and our wholly- and majority-owned subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Noncontrolling interest reported as a component of equity on our consolidated balance sheets represents the equity interests not owned by PayPal and is recorded for consolidated entities we control in which we own less than 100%. Noncontrolling interest is not presented separately on our consolidated statements of income as the amount is de minimis.

Investments in entities where we have the ability to exercise significant influence, but not control, over the investee are accounted for using the equity method of accounting. For such investments, our share of the investee’s results of operations is included in other income (expense), net on our consolidated statements of income and our investment balance is included in long-term investments on our consolidated balance sheets. Investments in entities where we do not have the ability to exercise significant influence over the investee are accounted for at fair value or cost minus impairment, if any, adjusted for changes resulting from observable price changes, which are included in other income (expense), net on our consolidated statements of income. Our investment balance is included in long-term investments on our consolidated balance sheets.

In the opinion of management, these consolidated financial statements reflect all adjustments, consisting only of normal recurring adjustments, which are necessary for a fair statement of the consolidated financial statements for all periods presented. Certain amounts for prior years have been reclassified to conform to the financial statement presentation as of and for the year ended December 31, 2019.

##### RECLASSIFICATIONS

Beginning with the first quarter of 2019, we reclassified certain operating expenses within the consolidated statements of income. Prior period amounts have been reclassified to conform to this presentation. These changes have no impact on our previously reported consolidated net income for prior periods, including total operating expenses, financial position, or cash flows for any periods presented.

The classification changes related primarily to the combination of costs incurred to develop and operate our Payments Platform into a new caption entitled technology and development. This new caption includes: (a) costs incurred in operating, maintaining, and enhancing our Payments Platform, including network and infrastructure costs, which were previously classified in the customer support and operations caption, and (b) costs incurred in developing new and improving existing products, which were previously classified in the product development caption on our consolidated statements of income. In addition, we eliminated the presentation of depreciation and amortization expense as a separate financial statement caption by reclassifying these expenses into financial statement captions aligned with the internal organizations that are the primary beneficiaries of the depreciation and amortization of such assets.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The following tables present the effects of the changes on the presentation of these operating expenses to the previously reported consolidated statements of income:

	Year Ended December 31, 2018 (In millions)		
	As Previously Reported (*)	Adjustments	Reclassified
Transaction expense	\$ 5,581	\$ —	\$ 5,581
Transaction and loan losses	1,274	—	1,274
Customer support and operations	1,482	(75)	1,407
Sales and marketing	1,313	1	1,314
Product development	1,071	(1,071)	—
Technology and development	—	1,831	1,831
General and administrative	1,451	90	1,541
Depreciation and amortization	776	(776)	—
Restructuring and other charges	309	—	309
Total operating expenses	\$13,257	\$ —	\$13,257

(\*) As reported in our 2018 Form 10-K dated February 7, 2019.

	Year Ended December 31, 2017 (In millions)		
	As Previously Reported (*)	Adjustments	Reclassified
Transaction expense	\$ 4,419	\$ —	\$ 4,419
Transaction and loan losses	1,011	—	1,011
Customer support and operations	1,364	(99)	1,265
Sales and marketing	1,128	14	1,142
Product development	953	(953)	—
Technology and development	—	1,740	1,740
General and administrative	1,155	103	1,258
Depreciation and amortization	805	(805)	—
Restructuring and other charges	132	—	132
Total operating expenses	\$10,967	\$ —	\$10,967

(\*) As reported in our 2018 Form 10-K dated February 7, 2019.

### USE OF ESTIMATES

The preparation of consolidated financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate our estimates, including those related to provisions for transaction and loan losses, loss contingencies, income taxes, revenue recognition, and the valuation of goodwill and intangible assets. We base our estimates on historical experience and various other assumptions which we believe to be reasonable under the circumstances. Actual results could differ from those estimates.

### CASH AND CASH EQUIVALENTS

Cash and cash equivalents are short-term, highly liquid investments with original maturities of three months or less when purchased and are composed of primarily bank deposits, government and agency securities, and commercial paper.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### INVESTMENTS

Short-term investments include time deposits, government and agency securities, and corporate debt securities with original maturities of greater than three months but less than one year when purchased or maturities of less than one year on the reporting date. Long-term investments include government and agency securities and corporate debt securities with maturities exceeding one year, and our strategic investments. Government and agency securities and corporate debt securities are classified as available-for-sale and are reported at fair value using the specific identification method. Unrealized gains and losses are excluded from earnings and reported as a component of other comprehensive income (loss), net of related estimated tax provisions or benefits.

We elect to account for foreign currency denominated available-for-sale investments underlying funds receivable and customer accounts, short-term investments, and long-term investments under the fair value option as further discussed in “Note 9 — Fair Value Measurement of Assets and Liabilities.” The changes in fair value related to initial measurement and subsequent changes in fair value are included in earnings as a component of other income (expense), net.

Our strategic investments consist of marketable equity securities, which are publicly traded, and non-marketable equity securities, which are investments in privately held companies. Marketable equity securities have readily determinable fair values with changes in fair value recorded in other income (expense), net. Non-marketable equity securities include investments that do not have a readily determinable fair value and equity method investments. The investments that do not have readily determinable fair value are measured at cost minus impairment, if any, adjusted for changes resulting from observable price changes in orderly transactions for an identical or similar investment in the same issuer (the “Measurement Alternative”). All gains and losses on these investments, realized and unrealized, are recognized in other income (expense), net on our consolidated statements of income. Our investments where we have the ability to exercise significant influence, but not control, over the investee are accounted for as equity method investments and our share of the investee’s results of operations is included in other income (expense), net.

We assess whether an impairment loss on our non-marketable equity securities and an other-than-temporary impairment loss on our debt securities and equity method investments has occurred due to declines in fair value or other market conditions. If any impairment is identified for non-marketable equity securities or impairment is considered other than temporary for our debt securities and equity method investments, we write down the investment to its fair value and record the corresponding charge through other income (expense), net in our consolidated statements of income. With respect to our debt securities, this assessment takes into account the severity and duration of the decline in value, our intent to sell the security, whether it is more likely than not we will be required to sell the security before recovery of its amortized cost basis, and whether we expect to recover the entire amortized cost basis of the security (that is, whether a credit loss exists).

### LOANS AND INTEREST RECEIVABLE, NET

Loans and interest receivable, net represents merchant receivables originated under our PayPal Working Capital (“PPWC”) product and PayPal Business Loan (“PPBL”) product and international consumer loans originated under PayPal Credit product. In the U.S., we partner with independent chartered financial institutions that extend credit to the merchant using our PPWC product or PPBL product, and purchase the related receivables extended by the independent chartered financial institutions.

For our consumer credit products outside the U.S., we extend credit through our Luxembourg banking subsidiary. For our merchant credit products outside the U.S., we extend working capital advances in the U.K. and loans in Germany through our Luxembourg banking subsidiary, and we extend working capital loans in Australia through an Australian subsidiary.

As part of our arrangements with independent chartered financial institutions in the U.S., we sell back a participation interest in the pool of merchant receivables. For these arrangements, gains or losses on the sale of the participation interest are not material as the carrying amount of the participation interest sold approximates the fair value at time of transfer. The independent chartered financial institutions have no recourse against us related to their participation interests for failure of debtors to pay when due. The participation interests held by the chartered financial institutions have the same priority to the interests held by us and are subject to the same credit, prepayment, and interest rate risk associated with this pool of merchant receivables. All risks of loss are shared pro rata based on participation interests held among all participating stakeholders. We apply a control-oriented, financial-components approach and account for the asset transfer as a sale and derecognize the portion of the participation interest for which control has been surrendered.

Loans, advances, and interest and fees receivable are reported at their outstanding principal balances, net of any participation interest sold and pro rata allowances, including unamortized deferred origination costs and estimated collectible interest and fees. We maintain the servicing rights for the entire pool of consumer and merchant receivables outstanding and receive a fee approximating the fair value for servicing the assets underlying the participation interest sold.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The terms of our consumer relationships require us to submit monthly bills to the consumer detailing loan repayment requirements. The terms also allow us to charge the consumer interest and fees in certain circumstances. Due to the relatively small dollar amount of individual loans and interest receivable, we do not require collateral on these balances.

### *U.S. Consumer credit portfolio*

In November 2017, we reached an agreement to sell our U.S. consumer credit receivables portfolio to Synchrony Bank (“Synchrony”). Following the closing of this transaction in July 2018, Synchrony became the exclusive issuer of the PayPal Credit online consumer financing program in the U.S. We no longer hold an ownership interest in the receivables generated through the program (other than charged off or designated to be charged off receivables) and thus, no longer record these receivables on our consolidated financial statements. PayPal earns a revenue share on the portfolio of consumer receivables owned by Synchrony, which includes both the sold and newly generated receivables, and it is recorded in revenue from other value added services on our consolidated financial statements. See “Note 11 — Loans and Interest Receivable” for additional information related to this arrangement.

Until the transaction with Synchrony closed, we continued to work with independent chartered financial institutions to extend credit to U.S. consumers using our PayPal Credit product. We purchased the related receivables extended by independent chartered financial institutions until July 2018. As part of the arrangements we had with the independent chartered financial institutions in the U.S., we sold back a participation interest in the pool of U.S. consumer receivables outstanding under PayPal Credit consumer accounts. For these arrangements, gains or losses on the sale of the participation interest were not material as the carrying amount of the participation interest sold approximated the fair value at time of transfer.

### **ALLOWANCE FOR LOANS AND INTEREST RECEIVABLE**

The allowance for loans and interest receivable represents management’s estimate of incurred losses inherent in our loans and interest receivables. Increases to the allowance for loans receivables are reflected as a component of transaction and loan losses on our consolidated financial statements. The evaluation process to assess the adequacy of allowances is subject to numerous estimates and principle judgments.

For our consumer loans receivable, the allowance is primarily based on forecasted principal balance delinquency rates (“roll rates”). Roll rates are the percentage of balances which we estimate will migrate from one stage of delinquency to the next based on our historical experience, as well as external factors such as estimated bankruptcies and levels of unemployment. Roll rates are applied to the principal amount of our consumer receivables for each stage of delinquency, from current to 180 days past the payment due date, in order to estimate the principal loans which have incurred losses and are probable to be charged off. We charge off consumer loan receivable balances in the month in which a customer’s balance becomes 180 days past the payment due date.

In connection with our agreement to sell our U.S. consumer credit receivables to Synchrony and the designation of that portfolio as held for sale, in November 2017, we reversed the corresponding allowances against those loans and interest receivable balances. Such allowances on any newly originated U.S. consumer loans and interest receivables, held for sale were not established. Adjustments to the cost basis of this portfolio until the sale was completed, which were primarily driven by charge-offs, were recorded in restructuring and other charges in our consolidated statements of income.

For merchant loans and advances receivable, the allowance is primarily based on principal balances, forecasted delinquency rates, and recoveries through the use of a vintage-based loss forecasting model. The determination of delinquency, from current to 180 days past due, for principal balances related to merchant receivables outstanding is based on the current expected or contractual repayment period of the loan or advance and interest or fixed fee as compared to the original expected or contractual repayment period.

For our PPWC product, there is a general requirement that at least 10% of the original amount of the loan or advance plus the fixed fee must be repaid every 90 days. We calculate the repayment rate of the merchant’s future payment volume so that repayment of the loan or advance and fixed fee is expected to generally occur within 9 to 12 months from the date of the loan or advance. On a monthly basis, we recalculate the repayment period based on the repayment activity on the receivable. As such, actual repayment periods are dependent on actual merchant payment processing volumes. For our PPBL product, we receive fixed periodic payments over the contractual term of the loan which generally ranges from 3 to 12 months. We actively monitor receivables with repayment periods greater than the original expected or contractual repayment period.

The allowance for loss against interest receivable is primarily determined by applying historical average customer account roll rates to the interest receivable balance in each stage of delinquency to project the value of accounts that have incurred losses and are

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

probable to be charged off. The allowance for fees receivable is primarily based on fee balances, forecasted delinquency rates, and recoveries through the use of a vintage-based loss forecasting model. Increases to the allowance for interest receivable are reflected as a reduction of net revenues in our consolidated statements of income. Increases to the allowance for fees receivable are recognized as a reduction of deferred revenues included in other current liabilities in our consolidated balance sheets.

We charge off the receivables under our PPWC product when the repayments are 180 days past our expectation of repayments and the merchant has not made a payment in the last 60 days or when the repayments are 360 days past due regardless of whether the merchant has made a payment within the last 60 days. We charge off the receivables under our PPBL product when the repayments are 180 days past due.

Bankrupt accounts are charged off within 60 days for merchants and 90 days for consumers after receipt of notification of bankruptcy. Consumer loans receivable past the payment due date continue to accrue interest until such time as they are charged off. Charge-offs that are recovered are recorded as a reduction to our allowance for loans and interest receivable.

### CUSTOMER ACCOUNTS

We hold all customer balances, both in the U.S. and internationally, as direct claims against us which are reflected on our consolidated balance sheets as a liability classified as amounts due to customers. Certain jurisdictions where PayPal operates require us to hold eligible liquid assets, as defined by applicable regulatory requirements and commercial law in these jurisdictions, equal to at least 100% of the aggregate amount of all customer balances. Therefore, we restrict the use of the assets underlying the customer balances to meet these regulatory requirements and separately classify the assets as customer accounts in our consolidated balance sheets. We classify the assets underlying the customer balances as current based on their purpose and availability to fulfill our direct obligation under amounts due to customers. Customer funds whereby PayPal is an agent and custodian on behalf of our customers are not reflected on our consolidated balance sheet. These funds include U.S. dollar funds which are deposited at one or more third-party financial institutions insured by the Federal Deposit Insurance Corporation ("FDIC") and are eligible for FDIC pass-through insurance (subject to applicable limits).

In June 2018, the Luxembourg Commission de Surveillance du Secteur Financier (the "CSSF") agreed that PayPal's management may designate up to 35% of European customer balances held in our Luxembourg banking subsidiary to be used for European and U.S. credit activities. During the year ended December 31, 2019, an additional amount of \$500 million was designated by management to fund such credit activities. As of December 31, 2019, the cumulative amount approved by management to be designated for credit activities aggregated to \$2.0 billion and represented approximately 31% of European customer balances potentially available for corporate use by us at that date as determined by applying financial regulations maintained by the CSSF. On the date PayPal's management designates the European customer balances held in our Luxembourg banking subsidiary to be used to extend credit, the balances are classified as cash and cash equivalents and no longer classified as customer accounts on our consolidated balance sheets. The remaining assets underlying the customer balances remain separately classified as customer accounts on our consolidated balance sheets. We do not commingle these customer accounts with corporate funds and maintain these assets separately in interest and non-interest bearing bank deposits, time deposits, corporate debt securities, and government and agency securities. See "Note 8 — Funds Receivable and Customer Accounts and Investments" for additional information related to customer accounts.

We have generally presented changes in funds receivable and customer accounts as cash flows from investing activities in our consolidated statements of cash flows based on the nature of the activity underlying our customer accounts.

### FUNDS RECEIVABLE AND FUNDS PAYABLE

Funds receivable and funds payable arise due to the time required to initiate collection from and clear transactions through external payment networks. When customers fund their PayPal account using their bank account, credit card, debit card, or withdraw funds from their PayPal account to their bank account or through a debit card transaction, there is a clearing period before the cash is received or settled, usually one to three business days for U.S. transactions and generally up to five business days for international transactions. In addition, a portion of our customers' funds are settled directly to their bank account. These funds are also classified as funds receivable and funds payable and arise due to the time required to initiate collection from and clear transactions through external payment networks. These funds are classified differently on our consolidated statements of cash flows as operating activities based on the nature of this activity.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### PROPERTY AND EQUIPMENT

Property and equipment consists primarily of computer equipment, software and website development costs, land and buildings, and leasehold improvements. Property and equipment are stated at historical cost less accumulated depreciation. Depreciation and amortization are computed using the straight-line method over the estimated useful lives of the assets; generally, one to three years for computer equipment and software, including capitalized software and website development costs, three years for furniture and fixtures, up to thirty years for buildings and building improvements, and the shorter of five years or the non-cancelable term of the lease for leasehold improvements.

### LEASES

We determine whether an arrangement is a lease for accounting purposes at contract inception. Operating leases are recorded as right-of-use (“ROU”) assets, which are included in other assets, and lease liabilities, which are included in accrued expenses and other liabilities and other long-term liabilities on our consolidated balance sheets. As of December 31, 2019, we had no finance leases.

ROU assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. Our leases do not provide an implicit rate; we use an incremental borrowing rate for specific terms on a collateralized basis based on the information available on the commencement date in determining the present value of lease payments. The ROU asset calculation includes lease payments to be made and excludes lease incentives. The ROU asset and lease liability may include amounts attributed to options to extend or terminate the lease when it is reasonably certain we will exercise that option. Lease expense for operating leases is recognized on a straight-line basis over the lease term.

We have lease agreements with lease and non-lease components. We have elected to apply the practical expedient and account for the lease and non-lease components as a single lease component for all leases. In addition, we have elected the practical expedients related to lease classification, hindsight, and land easement. We apply a single portfolio approach to account for the ROU assets and lease liabilities.

### GOODWILL AND INTANGIBLE ASSETS

Goodwill is tested for impairment at a minimum on an annual basis at the reporting unit level by first performing a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. If the reporting unit does not pass the qualitative assessment, then the reporting unit’s carrying value is compared to its fair value. Goodwill is considered impaired if the carrying value of the reporting unit exceeds its fair value. The fair value of the reporting unit is estimated using income and market approaches. The discounted cash flow method, a form of the income approach, uses expected future operating results and a market participant discount rate. The market approach uses comparable company prices and other relevant information generated by market transactions (either publicly traded entities or mergers and acquisitions) to develop pricing metrics to be applied to historical and expected future operating results of the reporting unit. Failure to achieve these expected results, changes in the discount rate or market pricing metrics, may cause a future impairment of goodwill at the reporting unit level. We conducted our annual impairment test of goodwill as of August 31, 2019 and 2018. We determined that no adjustment to the carrying value of goodwill of our reporting unit was required. As of December 31, 2019, we determined that no events occurred, or circumstances changed from August 31, 2019 through December 31, 2019 that would more likely than not reduce the fair value of the reporting unit below its carrying amount.

Intangible assets consist of acquired customer-related intangible assets, marketing related intangibles, developed technology, and other intangible assets. Intangible assets are amortized over the period of estimated benefit using the straight-line method and estimated useful lives ranging from one to eight years. No significant residual value is estimated for intangible assets.

### IMPAIRMENT OF LONG-LIVED ASSETS

We evaluate long-lived assets (including intangible assets) for impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. An asset is considered impaired if its carrying amount exceeds the future net cash flow the asset is expected to generate.

### ALLOWANCE FOR TRANSACTION LOSSES AND NEGATIVE CUSTOMER BALANCES

We are exposed to transaction losses due to credit card and other payment misuse as well as nonperformance of and credit losses from sellers who accept payments through PayPal. We establish an allowance for estimated losses arising from completing customer transactions, such as chargebacks for unauthorized credit card use and merchant-related chargebacks due to

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

non-delivery of goods or services, Automated Clearing House (“ACH”) returns, buyer protection program claims, account takeovers, and account overdrafts. This allowance represents an accumulation of the estimated amounts necessary to provide for transaction losses incurred as of the reporting date, including those which we have not yet identified. The allowance is monitored regularly and is updated based on actual data received, including actual claims data reported by our claims processors. The allowance is based on known facts and circumstances, internal factors including experience with similar cases, historical trends involving loss payment patterns, and the mix of transaction and loss types. Additions to the allowance are reflected as a component of transaction and loan losses in our consolidated statements of income. At December 31, 2019 and 2018, the allowance for transaction losses totaled \$136 million and \$129 million, respectively, and was included in accrued expenses and other current liabilities in our consolidated balance sheets.

Negative customer balances occur primarily when there are insufficient funds in a customer’s PayPal account to cover charges applied for ACH returns, debit card transactions, and merchant-related chargebacks due to non-delivery or unsatisfactory delivery of goods or services. Negative customer balances can be cured by the customer by adding funds to their account, receiving payments, or through back-up funding sources. We also utilize third-party collection agents. For negative customer balances that are not expected to be cured or otherwise collected, we provide an allowance for uncollectible accounts. The allowance is estimated based on known facts and circumstances, internal factors including our experience with similar cases, and historical trends involving collection and write-off patterns. Negative customer balances are included in other current assets, net of the allowance on our consolidated balance sheets. Adjustments to the allowance for negative customer balances are recorded as a component of transaction and loan losses on our consolidated statements of income. The allowance for negative customer balances was \$263 million and \$215 million at December 31, 2019 and 2018, respectively.

### DERIVATIVE INSTRUMENTS

See “Note 10 — Derivative Instruments” for information related to the derivative instruments.

### FAIR VALUE OF FINANCIAL INSTRUMENTS

Our financial assets and liabilities are valued using market prices on both active markets (Level 1) and less active markets (Level 2). Level 1 instrument valuations are obtained from real-time quotes for transactions in active exchange markets involving identical assets. Level 2 instrument valuations are obtained from quoted prices for identical instruments in less active markets, readily available pricing sources for comparable instruments, or models using market observable inputs. As of December 31, 2019 and 2018, we did not have any assets or liabilities requiring measurement at fair value without observable market values that would require a high level of judgment to determine fair value (Level 3).

### CONCENTRATIONS OF RISK

Our cash, cash equivalents, accounts receivable, loans and interest receivable, funds receivable and customer accounts, and long-term notes receivable are potentially subject to concentration of credit risk. Cash, cash equivalents, and customer accounts are placed with financial institutions that management believes are of high credit quality. In addition, funds receivable are generated primarily with financial institutions which management believes are of high credit quality. We invest our cash, cash equivalents, and customer accounts primarily in highly liquid, highly rated instruments which are uninsured. From time to time, we may also have corporate deposit balances with financial services institutions which exceed the FDIC insurance limit of \$250,000. As part of our cash management process, we perform periodic evaluations of the relative credit standing of these financial institutions. Our accounts receivable are derived from revenue earned from customers located in the U.S. and internationally. Our loans and interest receivable are derived from merchant and consumer financing activities for customers located in the U.S. and internationally. Our long-term notes receivable is derived from the non-cash portion of the proceeds associated with the sale of our U.S. Consumer Credit Portfolio to Synchrony in 2018. As of December 31, 2019 and 2018, one customer accounted for 23% and 26% of net accounts receivables, respectively. No customer accounted for more than 10% of net loans receivable as of December 31, 2019 and 2018. At December 31, 2019 and 2018, one partner accounted for our long-term notes receivable balance, which represented 28% and 53%, respectively, of other assets. During the years ended December 31, 2019, 2018, and 2017, no customer accounted for more than 10% of net revenues. During the years ended December 31, 2019, 2018, and 2017, we earned approximately 14%, 17%, and 20% of revenue from customers on eBay’s Marketplaces platform. No other source of revenue represented more than 10% of our revenue.

### REVENUE RECOGNITION

See “Note 2—Revenue” for information related to our revenue recognition.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### ADVERTISING EXPENSE

We expense the cost of producing advertisements at the time production occurs and expense the cost of communicating advertisements in the period during which the advertising space or airtime is used as sales and marketing expense. Online advertising expenses are recognized based on the terms of the individual agreements, which are generally over the greater of the ratio of the number of impressions delivered over the total number of contracted impressions, on a pay-per-click basis, or on a straight-line basis over the term of the contract. Advertising expense totaled \$399 million, \$484 million, and \$438 million for the years ended December 31, 2019, 2018, and 2017, respectively.

### INTERNAL USE SOFTWARE AND WEBSITE DEVELOPMENT COSTS

Direct costs incurred to develop software for internal use and website development costs, including those costs incurred in expanding and enhancing our Payments Platform, are capitalized and amortized generally over an estimated useful life of one to three years and are recorded as depreciation and amortization within the financial statement captions aligned with the internal organizations that are the primary beneficiaries of such assets. PayPal capitalized \$314 million and \$301 million of internally developed software and website development costs for the years ended December 31, 2019 and 2018, respectively. Amortization expense for these capitalized costs was \$298 million, \$262 million, and \$262 million for the years ended December 31, 2019, 2018, and 2017, respectively. Costs related to the maintenance of internal use software and website development costs are expensed as incurred.

### DEFINED CONTRIBUTION SAVINGS PLANS

We have a defined contribution savings plan in the U.S. which qualifies under Section 401(k) of the Internal Revenue Code (the "Code"). Our non-U.S. employees are covered by other savings plans. Expenses related to our defined contribution savings plans are recorded when services are rendered by our employees.

### STOCK-BASED COMPENSATION

We determine compensation expense associated with restricted stock units and performance based restricted stock units based on the fair value of our common stock on the date of grant. We determine compensation expense associated with stock options based on the estimated grant date fair value method using the Black-Scholes valuation model. We generally recognize compensation expense using a straight-line amortization method over the respective vesting period for awards that are ultimately expected to vest. Accordingly, stock-based compensation expense for the years ended December 31, 2019, 2018, and 2017 has been reduced for estimated forfeitures. When estimating forfeitures, we consider voluntary termination behavior of our employees as well as trends of actual forfeitures.

### FOREIGN CURRENCY

Many of our foreign subsidiaries use the local currency of their respective countries as their functional currency. Assets and liabilities of our non-U.S. dollar functional currency subsidiaries are translated into U.S. dollars at exchange rates prevailing at the balance sheet dates. Revenues, costs, and expenses of our non-U.S. dollar functional currency subsidiaries are translated into U.S. dollars using daily exchange rates. Gains and losses resulting from these translations are recorded as a component of accumulated other comprehensive income (loss) ("AOCI"). Gains and losses from the remeasurement of foreign currency transactions into the functional currency are recognized as other income (expense), net in our consolidated statements of income.

### INCOME TAXES

We account for income taxes using an asset and liability approach which requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequences of events that have been recognized in the financial statements or tax returns. The measurement of current and deferred tax assets and liabilities is based on provisions of enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. If necessary, the measurement of deferred tax assets is reduced by the amount of any tax benefits that are not expected to be realized based on available evidence. We report a liability for unrecognized tax benefits resulting from uncertain tax positions taken or expected to be taken in a tax return. We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense. We account for Global Intangible Low-Taxed Income ("GILTI") as a current-period expense when incurred.

### OTHER INCOME (EXPENSE), NET

Other income (expense), net includes: (i) interest income which consists of interest earned on corporate cash and cash equivalents and short-term and long-term investments, (ii) interest expense which consists of interest expenses, fees, and amortization of debt discount on our long-term debt and credit facilities, (iii) gains (losses) on strategic investments which includes changes in fair value related to our marketable equity securities and observable price changes on our non-marketable equity securities, and



# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

(iv) other, which primarily includes foreign currency exchange gains and losses due to remeasurement of certain foreign currency denominated monetary assets and liabilities, and fair value changes on the derivative contracts not designated as hedging instruments.

### RECENT ACCOUNTING GUIDANCE

In 2016, the Financial Accounting Standards Board (“FASB”) issued new guidance on the measurement of credit losses on financial instruments. Credit losses on loans, trade and other receivables, held-to-maturity debt securities, and other instruments will reflect our estimate of the current expected credit losses and generally will result in the earlier recognition of allowances for credit losses. Credit losses on available-for-sale debt securities with unrealized losses will be recognized as allowances for credit losses limited to the amount by which fair value is below amortized cost. Additional disclosures will be required, including information used to track credit quality indicators by year of origination for most financing receivables for the past five years and to discuss the judgments made and methodologies used when implementing this new lifetime reserve framework. The new guidance is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019, with early adoption permitted. We adopted the new guidance effective January 1, 2020. We are required to apply the provisions of this guidance as a cumulative effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted with impairment of available-for-sale debt securities applied prospectively after adoption.

We are finalizing models, business processes and controls, and model validation testing. Based on the models developed, which incorporate forecasts of macroeconomic conditions, the overall impact of adoption of the Current Expected Credit Loss framework is estimated to be an increase in the range of approximately 65% to 85% in our allowance for loans and interest receivable as compared to the incurred loss framework applied today. The largest drivers of this increase are the change to a lifetime reserve framework at the time the asset is initially recorded and the inclusion of macro-economic factors within the model. Although the timing of the recognition of losses may result in an increase in loan losses in a given period, this increased allowance is not expected to result in a change in our economic losses. At adoption, expected credit loss reserves related to our other financing receivables, available-for-sale debt securities, and other financial instruments will not have a material impact on our consolidated financial statements. The extent of the actual impact of the adoption of this guidance at the effective date will depend on the amount and asset quality of our financial instruments, current and forecasted economic conditions at the time of adoption, and any further refinements made to our models.

In 2019, the FASB issued amended guidance for simplifying certain aspects for the accounting for income taxes. This amended guidance is intended to remove certain exceptions to the general principles in current GAAP, reduce the cost and complexity in accounting for income taxes, and improve financial statement preparers’ application of income tax-related guidance. This guidance does not create new accounting requirements. It is effective for fiscal years, and interim periods within those years, beginning after December 15, 2020, with early adoption permitted. We are evaluating the impact of and approach to adopting this amended accounting guidance on our consolidated financial statements.

### RECENTLY ADOPTED ACCOUNTING GUIDANCE

In 2016, the FASB issued new accounting guidance related to accounting for leases, which requires lessees to recognize lease assets and lease liabilities on the balance sheet for the rights and obligations created by all leases with terms greater than 12 months. As we are not a lessor, other changes in the guidance applicable to lessors do not apply. Additionally, in 2018, the FASB issued codification and targeted improvements to this guidance effective for fiscal years and interim periods within those years beginning after December 15, 2018, with early adoption permitted. We adopted the new guidance on January 1, 2019, using a modified retrospective basis and applied the optional practical expedients related to the transition. We recorded \$498 million for the ROU assets and \$516 million for the lease liabilities associated with our operating leases upon adoption. The adoption of this guidance did not have a significant impact on our consolidated statements of earnings, stockholders’ equity, and cash flows. For additional information, see “Note 6—Leases.”

There are other new accounting pronouncements issued by the FASB that we have adopted or will adopt, as applicable, and we do not believe any of these accounting pronouncements have had, or will have, a material impact on our consolidated financial statements or disclosures.

## Note 2—Revenue

PayPal enables its customers to send and receive payments. We earn revenue primarily by completing payment transactions for our customers on our Payments Platform and from other value added services. Our revenues are classified into two categories, transaction revenues and revenues from other value added services.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### TRANSACTION REVENUES

We earn transaction revenues primarily from fees charged to merchants and consumers on a transaction basis. These fees may have a fixed and variable component. The variable component is generally a percentage of the value of the payment amount and is known at the time the transaction is processed. For a portion of our transactions, the variable component of the fee is eligible for reimbursement when the underlying transaction is approved for a refund. We estimate the amount of fee refunds that will be processed during the quarter and record a provision against our net revenues. The volume of activity processed on our Payments Platform, which results in transaction revenue, is referred to as Total Payment Volume (“TPV”). We define TPV as the value of payments, net of reversals, successfully completed on our Payments Platform or enabled by PayPal via a partner payment solution, not including gateway-exclusive transactions. We earn additional fees on transactions where we perform a currency conversion, when we enable cross-border transactions (i.e., transactions where the merchant and consumer are in different countries), to facilitate the instant transfer of funds for our customers from their PayPal or Venmo account to their debit card or bank account, and other miscellaneous fees.

Our contracts with our customers are usually open-ended and can be terminated by either party without a termination penalty after the notice period has lapsed. Therefore, our contracts are defined at the transaction level and do not extend beyond the service already provided. Our contracts generally renew automatically without significant material rights. Some of our contracts include tiered pricing, based primarily on volume. The fee charged per transaction is adjusted up or down if the volume processed for a specified period is different from prior period defined volumes. We have concluded that this volume-based pricing approach does not constitute a future material right since the discount is within a range typically offered to a class of customers with similar volume. We do not have any capitalized contract costs, and do not carry any material contract balances.

Our service comprises a single performance obligation to complete payments on our Payments Platform for our customers. Using our risk assessment tools, we perform a transaction risk assessment on individual transactions to determine whether a transaction should be authorized for completion on our Payments Platform. When we authorize a transaction, we become obligated to our customer to complete the payment transaction.

We recognize fees charged to our customers primarily on a gross basis as transaction revenue when we are the principal in respect of completing a payment transaction. As a principal to the transaction, we control the service of completing payments on our Payments Platform. We bear primary responsibility for the fulfillment of the payment service, contract directly with our customers, control the product specifications, and define the value proposal from our services. Further, we have full discretion in determining the fee charged to our customers, which is independent of the costs we incur in instances where we may utilize payment processors or other financial institutions to perform services on our behalf. We therefore bear full margin risk when completing a payment transaction. These fees paid to payment processors and other financial institutions are recognized as transaction expense. We are also responsible for providing customer support.

We provide merchants and consumers with protection programs on most transactions completed on our Payments Platform, except for transactions using our gateway products or where our customer agreements specifically do not provide for protections. These programs protect both merchants and consumers from loss primarily due to fraud and counterparty performance. Our buyer protection program provides protection to consumers for qualifying purchases by reimbursing the consumer for the full amount of the purchase if a purchased item does not arrive or does not match the seller’s description. Our seller protection programs provide protection to merchants against claims that a transaction was not authorized by the buyer or claims that an item was not received by covering the seller for the full amount of the payment on eligible sales. These protection programs do not provide a separate service to our customers and we estimate and record associated costs in transaction and loan losses during the period the payment transaction is completed.

### REVENUES FROM OTHER VALUE ADDED SERVICES

We earn revenues from other value added services, which is comprised primarily of revenue earned through partnerships, subscription fees, gateway fees, and other services that we provide to our merchants and consumers. These contracts typically have one performance obligation which is provided and recognized over the term of the contract. The transaction price is generally fixed and known at the end of each reporting period; however, for some agreements, it may be necessary to estimate the transaction price using the expected value method. In our partnership agreement with Synchrony, in addition to the revenue share we earn, we also recognized revenue for transition servicing activities which we performed on their behalf through the second quarter of 2019 using a relative selling price determined through the adjusted market assessment approach. We record revenue earned in revenues from other value added services on a net basis when we are considered the agent with respect to processing transactions.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

We also earn revenues from interest and fees earned primarily on our credit portfolio of loans receivable and interest earned on certain PayPal customer account balances. Interest and fees earned on the credit portfolio of loans receivable are computed and recognized based on the effective interest method and are presented net of any required reserves and amortization of deferred origination costs.

### DISAGGREGATION OF REVENUE

We determine operating segments based on how our Chief Operating Decision Maker (“CODM”) manages the business, makes operating decisions around the allocation of resources, and evaluates operating performance. Our CODM is our Chief Executive Officer, who reviews our operating results on a consolidated basis. We operate in one segment and have one reportable segment. Based on the information provided to and reviewed by our CODM, we believe that the nature, amount, timing, and uncertainty of our revenue and cash flows and how they are affected by economic factors are most appropriately depicted through our primary geographical markets and type of revenue categories (i.e., transaction revenues and other value added services). Revenues recorded within these categories are earned from similar services for which the nature of associated fees and the related revenue recognition models are substantially the same.

The following table presents our revenue disaggregated by primary geographical market and category:

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
Primary geographical markets			
United States (“U.S.”)	\$ 9,417	\$ 8,324	\$ 7,084
United Kingdom (“U.K.”)	1,872	1,658	1,402
Other countries <sup>(1)</sup>	6,483	5,469	4,608
Total revenues <sup>(2)</sup>	\$ 17,772	\$ 15,451	\$ 13,094
Revenue category			
Transaction revenues	\$16,099	\$13,709	\$ 11,501
Other value added services	1,673	1,742	1,593
Total revenues <sup>(2)</sup>	\$ 17,772	\$ 15,451	\$ 13,094

<sup>(1)</sup> No single country included in the other countries category generated more than 10% of total revenue.

<sup>(2)</sup> Total revenues include \$1.1 billion, \$1.2 billion and \$1.3 billion for the years ended December 31, 2019, 2018, and 2017, respectively, which do not represent revenues recognized in the scope of Accounting Standards Codification Topic 606, *Revenue from contracts with customers*. Such revenues relate to interest, fees, and gains earned on loan and interest receivables, net and held for sale portfolio, as well as hedging gains or losses and interest earned on certain PayPal customer balances.

Net revenues are attributed to the country in which the merchant is located, or in the case of a cross-border transaction, may be earned from the country in which the consumer and the merchant respectively reside. Net revenues earned from other value added services are typically attributed to the country in which either the customer or partner reside.

### Note 3—Net Income Per Share

Basic net income per share is computed by dividing net income for the period by the weighted average number of common shares outstanding during the period. Diluted net income per share is computed by dividing net income for the period by the weighted average number of shares of common stock and potentially dilutive common stock outstanding for the period. The dilutive effect of outstanding options and equity incentive awards is reflected in diluted net income per share by application of the treasury stock method. The calculation of diluted net income per share excludes all anti-dilutive common shares.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The following table sets forth the computation of basic and diluted net income per share for the periods indicated:

	Year Ended December 31,		
	2019	2018	2017
	(In millions, except per share amounts)		
Numerator:			
Net income	\$2,459	\$2,057	\$1,795
Denominator:			
Weighted average shares of common stock—basic	1,174	1,184	1,203
Dilutive effect of equity incentive awards	14	19	18
Weighted average shares of common stock—diluted	1,188	1,203	1,221
Net income per share:			
Basic	\$ 2.09	\$ 1.74	\$ 1.49
Diluted	\$ 2.07	\$ 1.71	\$ 1.47
Common stock equivalents excluded from income per diluted share because their effect would have been anti-dilutive	2	1	2

### Note 4—Business Combinations

There were no acquisitions accounted for as business combinations or divestitures completed in 2019.

#### ACQUISITIONS COMPLETED IN 2018

During the year ended December 31, 2018, we completed four acquisitions reflecting 100% of the equity interests of the acquired companies, for an aggregate purchase price of \$2.7 billion.

#### HYPERWALLET

We completed the acquisition of HWLT Holdings Inc. (“Hyperwallet”) in November 2018 by acquiring all outstanding shares for a total purchase price of approximately \$400 million, consisting of cash consideration. We acquired Hyperwallet to enhance our payout capabilities and improve our ability to provide an integrated suite of payment solutions to e-commerce platforms and marketplaces around the world. The allocation of purchase consideration resulted in approximately \$100 million of customer-related intangible assets, approximately \$30 million of developed technology intangible assets, and approximately \$2 million of marketing related intangible assets with estimated useful lives ranging from 3 to 7 years, funds receivable and customer accounts of \$412 million, funds payable and amounts due to customers of \$412 million, net liabilities of approximately \$32 million, and goodwill of approximately \$300 million, which is attributable to the workforce of Hyperwallet and the synergies expected to arise from the acquisition. We do not expect goodwill to be deductible for income tax purposes.

#### iZETTLE

We completed the acquisition of iZettle AB (publ) (“iZettle”) in September 2018 by acquiring all outstanding shares for a total purchase price of \$2.2 billion, consisting of cash consideration paid of approximately \$2.1 billion (net of cash acquired of \$103 million) and restricted shares of PayPal with a fair value of approximately \$22 million. We acquired iZettle to expand our in-store presence and strengthen our Payments Platform to help small businesses around the world grow and thrive in an omnichannel retail environment.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The following table summarizes the final allocation of the purchase consideration to the fair value of the assets acquired and liabilities assumed:

	(In millions)
Goodwill	\$1,600
Customer lists and user base	426
Marketing related	102
Developed technology	121
All other	1
Total intangibles	\$ 650
Cash	103
Funds receivable and customer accounts	47
Funds payable and amounts due to customers	(47)
Deferred tax liabilities, net	(116)
Other net liabilities	(55)
Total purchase consideration	\$ 2,182

The intangible assets acquired consist primarily of merchant relationships, trade name/trademarks, developed technology, and existing acquirer relationships with estimated useful lives ranging from 3 to 7 years. The excess of the purchase consideration over the fair value of net tangible and identifiable intangible assets acquired was recorded as goodwill, which is attributable to the workforce of iZettle and the synergies expected to arise from the acquisition. We do not expect goodwill to be deductible for income tax purposes.

### SIMILITY

We completed the acquisition of Simility, Inc. ("Simility") in July 2018 by acquiring all outstanding shares for a total purchase price of \$107 million, consisting of cash consideration. We acquired Simility to enhance our ability to deliver fraud prevention and risk management solutions to merchants globally. The allocation of purchase consideration resulted in approximately \$18 million of developed technology intangible assets with an estimated useful life of 3 years, net assets of approximately \$10 million, and goodwill of approximately \$79 million, which is attributable to the workforce of Simility and the synergies expected to arise from the acquisition. We do not expect goodwill to be deductible for income tax purposes.

### OTHER ACQUISITIONS

In May 2018, we completed an acquisition which was accounted for as a business combination. The total purchase price for this acquisition was \$16 million, consisting of cash consideration. The allocation of purchase consideration resulted in approximately \$13 million of developed technology intangible assets with an estimated useful life of 2 years, net liabilities of \$1 million, and goodwill of approximately \$4 million, which is attributable to the workforce of the acquired company and the synergies expected to arise from the acquisition. We do not expect goodwill to be deductible for income tax purposes.

### ACQUISITIONS COMPLETED IN 2017

During 2017, we completed two acquisitions, reflecting 100% of the equity interests of the acquired companies, for an aggregate purchase price of \$420 million.

### TIO NETWORKS CORP.

We completed the acquisition of TIO Networks Corp. ("TIO") in July 2017 by acquiring all the outstanding shares of TIO for \$2.64 per share in cash. We acquired TIO to expand our scale of operations, complement our product portfolio, and to help accelerate our entry into bill payments. The total purchase price of \$238 million consisted of cash consideration. The allocation of purchase consideration resulted in approximately \$66 million of technology and customer-related intangible assets with an estimated useful life of 1 to 5 years, net assets of approximately \$6 million, and goodwill of approximately \$166 million, which is attributable to the workforce of TIO and the synergies expected to arise from the acquisition. We do not expect that all of the goodwill will be deductible for income tax purposes.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

In November 2017, we suspended the operations of TIO to protect customer data as part of an ongoing investigation of security vulnerabilities of the TIO platform. In March 2018, our management decided to wind down TIO's operations. Refer to "Note 5—Goodwill and Intangible Assets" and "Note 13—Commitments and Contingencies—Litigation and Regulatory Matters" for further details.

### SWIFT FINANCIAL CORPORATION

We completed the acquisition of Swift Financial Corporation ("Swift") in September 2017 by acquiring all the outstanding shares of Swift for a total purchase price of \$182 million. We acquired Swift to enable us to enhance our underwriting capabilities and strengthen our business financing offerings, helping us to deepen relationships with our existing merchants and expand services to new merchants. The allocation of purchase consideration resulted in approximately \$44 million of technology and customer-related intangible assets with an estimated useful life of 1 to 3 years, \$169 million of merchant receivables, net liabilities of approximately \$129 million, and goodwill of approximately \$98 million, which is attributable to the workforce of Swift and the synergies expected to arise from the acquisition. We do not expect goodwill to be deductible for income tax purposes. The gross contractual merchant receivables acquired were approximately \$213 million. Management estimates that the cash collected will approximate the contractual amounts of merchant receivables.

## Note 5—Goodwill and Intangible Assets

### GOODWILL

The following table presents goodwill balances and adjustments to those balances for the years ended December 31, 2019 and 2018:

	December 31, 2017	Goodwill Acquired	Adjustments	December 31, 2018	Goodwill Acquired	Adjustments	December 31, 2019
	(In millions)						
Total goodwill	\$4,339	\$1,981	\$(36)	\$6,284	\$—	\$(72)	\$6,212

The adjustments to goodwill during 2019 pertained to foreign currency translation adjustments. The goodwill acquired during 2018 was associated with the four acquisitions that we completed in 2018. The adjustments to goodwill during 2018 pertain to foreign currency translation adjustments and measurement period adjustments related to our acquisition of Swift and TIO completed in the third quarter of 2017.

### INTANGIBLE ASSETS

The components of identifiable intangible assets are as follows:

	December 31, 2019				December 31, 2018			
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life (Years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Weighted Average Useful Life (Years)
	(In millions, except years)							
Intangible assets:								
Customer lists and user base	\$ 1,114	\$(700)	\$414	7	\$1,134	\$(623)	\$511	7
Marketing related	294	(239)	55	3	301	(207)	94	3
Developed technology	445	(343)	102	3	453	(269)	184	3
All other	436	(229)	207	7	245	(209)	36	5
Intangible assets, net	\$2,289	\$(1,511)	\$778		\$2,133	\$(1,308)	\$825	

All identifiable intangible assets are subject to amortization and no significant residual value is estimated for the intangible assets. Amortization expense for intangible assets was \$211 million, \$149 million, and \$126 million for the years ended December 31, 2019, 2018, and 2017, respectively. We test intangible assets for recoverability when changes in circumstances indicate that the carrying value of an asset group may not be recoverable.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

In the fourth quarter of 2019, we completed the acquisition of a 70 percent equity interest in Guofubao Information Technology Co. (GoPay), Ltd. ("GoPay"), a holder of payment business licenses in China. This transaction was accounted for as an asset acquisition because substantially all of the fair value of the gross assets acquired is concentrated in the form of licenses. We recorded \$190 million of other intangible assets with a weighted average useful life of 7 years.

As a result of the suspension of TIO's operations announced in November 2017, we performed a test for recoverability of the customer-related intangible assets acquired in connection with our acquisition of TIO in July 2017. The test involved comparing the intangible assets' carrying values to their future net undiscounted cash flows that we expected would be generated by these intangible assets. Based on the results of this test, we recorded an impairment charge of approximately \$30 million in sales and marketing in our consolidated statements of income for 2017, which was measured as the excess of carrying value over the estimated fair value of the assets. The calculation of the estimated fair value of these customer-related intangible assets is based on the income approach utilizing a discounted cash flow methodology. Following recognition of the impairment charge, we amortized the adjusted carrying amount of those assets over their remaining useful life. We also determined that the suspension of TIO's operations did not indicate that the fair value of the reporting unit to which the TIO goodwill was assigned would be below its carrying amount.

Expected future intangible asset amortization as of December 31, 2019 is as follows:

Fiscal years:	(In millions)
2020	\$ 213
2021	161
2022	99
2023	99
2024	98
Thereafter	108
	<u>\$778</u>

### Note 6—Leases

PayPal enters into various leases, which are primarily real estate operating leases. We use these properties for executive and administrative offices, data centers, product development offices, and customer service and operations centers. Our leases have remaining lease terms of less than one year to eleven years. Many leases include one or more renewal or termination options. These options are not included in our determination of the lease term at commencement unless it is reasonably certain the Company will exercise the option. When we reach a decision to exercise a lease renewal or termination option, we recognize the associated impact to the ROU asset and lease liability.

While a majority of lease payments are based on the stated rate in the lease, some lease payments are subject to annual changes based on the Consumer Price Index or another referenced index. While lease liabilities are not re-measured as a result of changes to the relevant index, such changes to these indices are treated as variable lease payments and recognized in the period in which the obligation for those payments is incurred. All of PayPal's variable lease payments are based on an index or rate.

The short-term lease exemption has been adopted for all leases with a duration of less than 12 months.

PayPal's lease portfolio contains a small number of subleases. A sublease situation can arise when currently leased real estate space is available and is surplus to operational requirements.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The components of lease expense were as follows:

	December 31, 2019 (In millions, except weighted average figures)
<b>Lease expense</b>	
Operating lease expense	\$ 136
Sublease income	(6)
Total lease expense	\$ 130
<b>Other information:</b>	
Cash paid for amounts included in the measurement of lease liabilities	
Operating cash flows from operating leases	\$ 131
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 598 <sup>(1)</sup>
<b>Operating leases:</b>	
Operating lease right-of-use assets	\$ 479
Other current lease liabilities	104
Operating lease liabilities	403
Total operating lease liabilities	\$ 507
Weighted-average remaining lease term	5.8 years
Weighted-average discount rate	5%

<sup>(1)</sup> Includes opening balance additions of \$498 million for operating leases as a result of the adoption of the new lease accounting guidance effective January 1, 2019.

Future minimum lease payments for our operating leases as of December 31, 2019 were as follows:

Fiscal years:	Operating Leases (In millions)
2020	\$ 125
2021	111
2022	77
2023	58
2024	51
Thereafter	163
Total	\$585
Less: present value discount	(78)
Lease liability	\$507



# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

Future minimum lease payments for our operating leases as of December 31, 2018, prior to the adoption of new lease accounting guidance as described in “Note 1—Overview and Summary of Significant Accounting Policies,” were as follows:

Fiscal years:	Operating Leases (In millions)
2019	\$ 124
2020	111
2021	96
2022	81
2023	63
Thereafter	189
Total minimum lease payments	\$664

Operating lease amounts include minimum lease payments under our non-cancelable operating leases primarily for office and data center facilities. The amounts presented are consistent with contractual terms and are not expected to differ significantly from actual results under our existing leases. We recognize rent expense under such agreements on a straight-line basis. Rent expense for the years ended December 31, 2019, 2018, and 2017 totaled \$130 million, \$94 million, and \$69 million, respectively.

As of December 31, 2019, we also have additional operating leases that have not yet commenced, primarily for real estate and data centers, with minimum lease payments aggregating to \$189 million. These operating leases will commence between fiscal years 2020 and 2021 with lease terms of one year to ten years.

### Note 7—Other Financial Statement Details

#### Property and Equipment, Net

	As of December 31,	
	2019	2018
	(In millions)	
<b>Property and equipment, net:</b>		
Computer equipment and software	\$ 2,804	\$ 2,664
Internal use software and website development costs	2,471	2,149
Land and buildings	430	408
Leasehold improvements	460	420
Furniture and fixtures	171	147
Development in progress and other	80	119
Total property and equipment, gross	6,416	5,907
Accumulated depreciation	(4,723)	(4,183)
Total property and equipment, net	\$ 1,693	\$ 1,724

Depreciation expense was \$701 million in 2019, \$627 million in 2018, and \$649 million in 2017.

The net change in purchases of property and equipment included in accounts payable was \$42 million in 2019, \$10 million in 2018, and not material in 2017.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### GEOGRAPHICAL INFORMATION

The following table summarizes long-lived assets based on geography, which consist of property and equipment, net and operating lease right-of-use assets:

	As of December 31,	
	2019	2018
	(In millions)	
Long-lived assets:		
U.S.	\$1,862	\$1,566
Other countries	310	158
Total long-lived assets	\$2,172	\$1,724

Long-lived assets attributed to the U.S. and other countries are based upon the country in which the asset is located or owned.

### ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table summarizes the changes in accumulated balances of other comprehensive income (loss) for the year ended December 31, 2019:

	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Investments	Foreign Currency Translation Adjustment ("CTA")	Net Investment Hedge CTA Gain (Loss)	Estimated Tax (Expense) Benefit	Total
	(In millions)					
Beginning balance	\$ 182	\$(13)	\$ (93)	\$ —	\$ 2	\$ 78
Other comprehensive income (loss) before reclassifications	62	14	(57)	(31)	(2)	(14)
Less: Amount of gain (loss) reclassified from AOCI	238	(1)	—	—	—	237
Net current period other comprehensive income (loss)	(176)	15	(57)	(31)	(2)	(251)
Ending balance	\$ 6	\$ 2	\$(150)	\$(31)	\$—	\$(173)

The following table summarizes the changes in accumulated balances of other comprehensive income (loss) for the year ended December 31, 2018:

	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Investments	Foreign CTA	Estimated Tax (Expense) Benefit	Total
	(In millions)				
Beginning balance	\$(111)	\$(12)	\$(25)	\$ 6	\$(142)
Other comprehensive income (loss) before reclassifications	263	(1)	(68)	(4)	190
Less: Amount of gain (loss) reclassified from AOCI	(30)	—	—	—	(30)
Net current period other comprehensive income (loss)	293	(1)	(68)	(4)	220
Ending balance	\$ 182	\$(13)	\$(93)	\$ 2	\$ 78

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The following table summarizes the changes in accumulated balances of other comprehensive income (loss) for the year ended December 31, 2017:

	Unrealized Gains (Losses) on Cash Flow Hedges	Unrealized Gains (Losses) on Investments	Foreign CTA	Estimated Tax (Expense) Benefit	Total
(In millions)					
Beginning balance	\$ 131	\$ (5)	\$(68)	\$ 1	\$ 59
Other comprehensive income (loss) before reclassifications	(225)	(16)	43	5	(193)
Less: Amount of gain (loss) reclassified from AOCI	17	(9)	—	—	8
Net current period other comprehensive income (loss)	(242)	(7)	43	5	(201)
Ending balance	\$ (111)	\$(12)	\$(25)	\$ 6	\$(142)

The following table provides details about reclassifications out of AOCI for the periods presented below:

Details about AOCI Components	Amount of Gains (Losses) Reclassified from AOCI			Affected Line Item in the Statements of Income
	Year Ended December 31,			
	2019	2018	2017	
(In millions)				
Gains (losses) on cash flow hedges—foreign exchange contracts	\$238	\$(30)	\$17	Net revenues
Unrealized losses on investments	(1)	—	(9)	Other income (expense), net
	\$237	\$(30)	\$ 8	Income before income taxes
	—	—	—	Income tax expense
Total reclassifications for the period	\$237	\$(30)	\$ 8	Net income

### OTHER INCOME (EXPENSE), NET

The following table reconciles the components of other income (expense), net for the periods presented below:

	Year Ended December 31,		
	2019	2018	2017
(In millions)			
Interest income	\$ 197	\$ 168	\$ 85
Interest expense	(115)	(77)	(7)
Gains (losses) on strategic investments, net	208	87	—
Other	(11)	4	(5)
Other income (expense), net	\$ 279	\$ 182	\$ 73

Refer to “Note 1—Overview and Summary of Significant Accounting Policies” for details on the composition of these balances.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### Note 8—Funds Receivable and Customer Accounts and Investments

The following table summarizes the assets underlying our funds receivable and customer accounts, short-term investments, and long-term investments as of December 31, 2019 and 2018:

	December 31, 2019	December 31, 2018
(In millions)		
Funds receivable and customer accounts:		
Cash and cash equivalents	\$ 8,387	\$ 5,642
Time deposits	514	389
Available-for-sale debt securities	10,190	10,940
Funds receivable	3,436	3,091
Total funds receivable and customer accounts	\$22,527	\$20,062
Short-term investments:		
Time deposits	\$ 614	\$ 774
Available-for-sale debt securities	2,734	685
Restricted cash	64	75
Total short-term investments	\$ 3,412	\$ 1,534
Long-term investments:		
Available-for-sale debt securities	\$ 1,025	\$ 676
Restricted cash	—	2
Strategic investments	1,838	293
Total long-term investments	\$ 2,863	\$ 971

As of December 31, 2019 and 2018, the estimated fair value of our available-for-sale debt securities included within funds receivable and customer accounts, short-term investments, and long-term investments was as follows:

	December 31, 2019			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In millions)				
Funds receivable and customer accounts:				
U.S. government and agency securities	\$4,996	\$—	\$—	\$ 4,996
Foreign government and agency securities	1,392	—	—	1,392
Corporate debt securities	2,112	—	—	2,112
Short-term investments:				
Foreign government and agency securities	533	—	—	533
Corporate debt securities	1,955	—	—	1,955
Long-term investments:				
U.S. government and agency securities	140	—	—	140
Foreign government and agency securities	207	—	—	207
Corporate debt securities	676	2	—	678
Total available-for-sale debt securities <sup>(1)</sup>	\$12,011	\$ 2	\$—	\$12,013

<sup>(1)</sup> Excludes foreign currency denominated available-for-sale debt securities accounted for under the fair value option. Refer to "Note 9—Fair Value Measurement of Assets and Liabilities."

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

	December 31, 2018			
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In millions)				
Funds receivable and customer accounts:				
U.S. government and agency securities	\$6,945	\$ 2	\$ —	\$6,947
Foreign government and agency securities	772	—	(1)	771
Corporate debt securities	883	—	—	883
Short-term investments:				
Corporate debt securities	393	—	(3)	390
Long-term investments:				
Foreign government and agency securities	38	—	—	38
Corporate debt securities	639	—	(11)	628
Total available-for-sale debt securities <sup>(1)</sup>	\$9,670	\$ 2	\$(15)	\$9,657

<sup>(1)</sup> Excludes foreign currency denominated available-for-sale debt securities accounted for under the fair value option. Refer to "Note 9—Fair Value Measurement of Assets and Liabilities."

As of December 31, 2019 and 2018, the gross unrealized losses and estimated fair value of our available-for-sale debt securities included within funds receivable and customer accounts, short-term investments, and long-term investments by length of time those individual securities have been in a continuous loss position was as follows:

	December 31, 2019					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Gross Unrealized Losses <sup>(1)</sup>	Fair Value	Gross Unrealized Losses <sup>(1)</sup>	Fair Value	Gross Unrealized Losses <sup>(1)</sup>
(In millions)						
Funds receivable and customer accounts:						
U.S. government and agency securities	\$2,452	\$—	\$—	\$—	\$2,452	\$—
Foreign government and agency securities	563	—	30	—	593	—
Corporate debt securities	825	—	—	—	825	—
Short-term investments:						
Foreign government and agency securities	115	—	—	—	115	—
Corporate debt securities	424	—	—	—	424	—
Long-term investments:						
U.S. government and agency securities	100	—	—	—	100	—
Foreign government and agency securities	75	—	—	—	75	—
Corporate debt securities	27	—	44	—	71	—
Total available-for-sale debt securities	\$4,581	\$—	\$74	\$—	\$4,655	\$—

<sup>(1)</sup> — Denotes gross unrealized loss or fair value of less than \$1 million in a given position.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

	December 31, 2018					
	Less than 12 months		12 months or longer		Total	
	Fair Value	Gross Unrealized Losses <sup>(1)</sup>	Fair Value	Gross Unrealized Losses <sup>(1)</sup>	Fair Value	Gross Unrealized Losses <sup>(1)</sup>
(In millions)						
Funds receivable and customer accounts:						
U.S. government and agency securities	\$2,419	\$ —	\$ 18	\$ —	\$2,437	\$ —
Foreign government and agency securities	295	—	49	(1)	344	(1)
Corporate debt securities	281	—	7	—	288	—
Short-term investments:						
Corporate debt securities	57	—	333	(3)	390	(3)
Long-term investments:						
Foreign government and agency securities	10	—	28	—	38	—
Corporate debt securities	94	(2)	534	(9)	628	(11)
Total available-for-sale debt securities	\$3,156	\$(2)	\$969	\$(13)	\$4,125	\$(15)

<sup>(1)</sup> — Denotes gross unrealized loss or fair value of less than \$1 million in a given position.

We believe the decline in value is due to temporary market conditions and expect to recover the entire amortized cost basis of the available-for-sale debt securities. We neither intend nor anticipate the need to sell the securities before recovery. We will continue to monitor the performance of the investment portfolio and assess market and interest rate risk when evaluating whether an other-than-temporary impairment exists. Amounts reclassified to earnings from unrealized gains and losses were not material for the year ended December 31, 2019 and 2018.

Our available-for-sale debt securities included within funds receivable and customer accounts, short-term investments, and long-term investments classified by date of contractual maturity were as follows:

	December 31, 2019	
	Amortized Cost	Fair Value
	(In millions)	
One year or less	\$9,966	\$ 9,966
After one year through five years	2,041	2,043
After five years through ten years	4	4
Total	\$12,011	\$12,013

### STRATEGIC INVESTMENTS

Our strategic investments include marketable equity securities, which are publicly traded, and non-marketable equity securities, which are investments in privately held companies. Our marketable equity securities have readily determinable fair values and are recorded as long-term investments on our consolidated balance sheets at fair value with changes in fair value recorded in other income (expense), net. Marketable equity securities totaled \$1.3 billion as of December 31, 2019. We had no such securities as of December 31, 2018.

Non-marketable equity securities are recorded in long-term investments on our consolidated balance sheets. As of December 31, 2019, we had \$27 million of non-marketable equity securities where we have the ability to exercise significant influence, but not control, over the investee and account for these equity securities using the equity method of accounting. The remaining non-marketable equity securities do not have a readily determinable fair value and we measure these equity investments using the Measurement Alternative. All gains and losses on these investments, realized and unrealized, and our share of earnings or losses from investments accounted for using the equity method are recognized in other income (expense), net on our consolidated statements of income. The carrying value of our non-marketable equity securities totaled \$524 million and \$293 million as of December 31, 2019 and 2018, respectively.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### MEASUREMENT ALTERNATIVE ADJUSTMENTS

The adjustments to the carrying value of our non-marketable equity securities accounted for under the Measurement Alternative in the year ended December 31, 2019 and 2018 were as follows:

	Year Ended December 31,	
	2019	2018
	(In millions)	
Carrying amount, beginning of period	\$293	\$ 88
Adjustments related to non-marketable equity securities:		
Net additions <sup>(1)</sup>	60	119
Gross unrealized gains	144	91
Gross unrealized losses and impairments	—	(5)
Carrying amount, end of period	\$497	\$293

<sup>(1)</sup> Net additions includes additions from purchases and reductions due to sales of securities and reclassifications when Measurement Alternative no longer applies.

Cumulative gross unrealized gains and cumulative gross unrealized losses and impairment related to non-marketable equity securities accounted for under the Measurement Alternative held at December 31, 2019 were approximately \$230 million and \$5 million, respectively. Cumulative gross unrealized gains and cumulative gross unrealized losses and impairment related to non-marketable equity securities accounted for under the Measurement Alternative held at December 31, 2018 were approximately \$91 million and \$5 million, respectively.

### GAINS (LOSSES) ON MARKETABLE AND NON-MARKETABLE EQUITY SECURITIES, EXCLUDING THOSE ACCOUNTED FOR USING THE EQUITY METHOD

Net unrealized gains recognized in the year ended December 31, 2019 and 2018 related to marketable and non-marketable equity securities, excluding those accounted for using the equity method, held at December 31, 2019 and 2018 were approximately \$203 million and \$86 million, respectively.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### Note 9—Fair Value Measurement of Assets and Liabilities

#### FINANCIAL ASSETS AND LIABILITIES MEASURED AND RECORDED AT FAIR VALUE ON A RECURRING BASIS

The following tables summarize our financial assets and liabilities measured at fair value on a recurring basis as of December 31, 2019 and 2018:

	Balances at December 31, 2019	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)
	(In millions)		
<b>Assets:</b>			
Cash and cash equivalents <sup>(1)</sup>	\$ 2,835	\$ —	\$ 2,835
Short-term investments <sup>(2)</sup> :			
Foreign government and agency securities	757	—	757
Corporate debt securities	1,977	—	1,977
Total short-term investments	\$ 2,734	\$ —	\$ 2,734
Funds receivable and customer accounts <sup>(3)</sup> :			
Cash and cash equivalents	683	—	683
U.S. government and agency securities	4,996	—	4,996
Foreign government and agency securities	2,653	—	2,653
Corporate debt securities	2,541	—	2,541
Total funds receivable and customer accounts	\$10,873	\$ —	\$10,873
Derivatives	135	—	135
Long-term investments <sup>(4)</sup> :			
U.S. government and agency securities	140	—	140
Foreign government and agency securities	207	—	207
Corporate debt securities	678	—	678
Marketable equity securities	1,314	1,314	—
Total long-term investments	\$ 2,339	\$1,314	\$ 1,025
Total financial assets	\$18,916	\$1,314	\$17,602
<b>Liabilities:</b>			
Derivatives	\$ 122	\$ —	\$ 122

<sup>(1)</sup> Excludes cash of \$4.5 billion not measured and recorded at fair value.

<sup>(2)</sup> Excludes restricted cash of \$64 million and time deposits of \$614 million not measured and recorded at fair value.

<sup>(3)</sup> Excludes cash, time deposits, and funds receivable of \$11.7 billion underlying funds receivable and customer accounts not measured and recorded at fair value.

<sup>(4)</sup> Excludes non-marketable equity securities of \$524 million measured using the Measurement Alternative or equity method accounting.



# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

	Balances at December 31, 2018	Significant Other Observable Inputs (Level 2)
(In millions)		
<b>Assets:</b>		
Cash and cash equivalents <sup>(1)</sup>	\$ 3,678	\$ 3,678
Short-term investments <sup>(2)</sup> :		
Foreign government and agency securities	235	235
Corporate debt securities	450	450
Total short-term investments	\$ 685	\$ 685
Funds receivable and customer accounts <sup>(3)</sup> :		
Cash and cash equivalents	605	605
U.S. government and agency securities	6,946	6,946
Foreign government and agency securities	2,434	2,434
Corporate debt securities	1,560	1,560
Total funds receivable and customer accounts	\$ 11,545	\$ 11,545
Derivatives	320	320
Long-term investments <sup>(2),(4)</sup> :		
Foreign government and agency securities	48	48
Corporate debt securities	628	628
Total long-term investments	\$ 676	\$ 676
Total financial assets	\$16,904	\$16,904
<b>Liabilities:</b>		
Derivatives	\$ 67	\$ 67

<sup>(1)</sup> Excludes cash of \$3.9 billion not measured and recorded at fair value.

<sup>(2)</sup> Excludes restricted cash of \$77 million and time deposits of \$774 million not measured and recorded at fair value.

<sup>(3)</sup> Excludes cash, time deposits, and funds receivable of \$8.5 billion underlying funds receivable and customer accounts not measured and recorded at fair value.

<sup>(4)</sup> Excludes non-marketable equity investments of \$293 million measured using the Measurement Alternative.

Our marketable equity securities are valued using quoted prices for identical assets in active markets (Level 1). All other financial assets and liabilities are valued using quoted prices for identical instruments in less active markets, readily available pricing sources for comparable instruments, or models using market observable inputs (Level 2).

A majority of our derivative instruments are valued using pricing models that take into account the contract terms as well as multiple inputs where applicable, such as currency rates, interest rate yield curves, option volatility, and equity prices. Our derivative instruments are primarily short-term in nature, generally one month to one year in duration. Certain foreign currency contracts designated as cash flow hedges may have a duration of up to 18 months.

We did not have any transfers of financial instruments between valuation levels during the years ended December 31, 2019 and 2018. As of December 31, 2019, we did not have any assets or liabilities requiring measurement at fair value without observable market values that would require a high level of judgment to determine fair value (Level 3).

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

We elect to account for foreign currency denominated available-for-sale debt securities under the fair value option. Election of the fair value option allows us to recognize any gains and losses from fair value changes on such investments in other income (expense), net on the consolidated statements of income to significantly reduce the accounting asymmetry that would otherwise arise when recognizing the corresponding foreign exchange gains and losses relating to customer liabilities. The following table summarizes the estimated fair value of our available-for-sale debt securities included within funds receivable and customer accounts, short-term investments and long-term investments under the fair value option as of December 31, 2019 and 2018:

	December 31, 2019	December 31, 2018
	(In millions)	
Funds receivable and customer accounts	\$1,690	\$2,339
Short-term investments	\$ 246	\$ 295
Long-term investments	\$ —	\$ 10

The following table summarizes the gains (losses) from fair value changes recognized in other income (expense), net related to the available-for-sale debt securities included within funds receivable and customer accounts, short-term investments, and long-term investments under the fair value option for the years ended December 31, 2019 and 2018:

	Year Ended December 31,	
	2019	2018
	(In millions)	
Funds receivable and customer accounts	\$(43)	\$(117)
Short-term investments	\$ (8)	\$ (15)

### FINANCIAL ASSETS AND LIABILITIES MEASURED AND RECORDED AT FAIR VALUE ON A NON-RECURRING BASIS

The following tables summarize our financial assets and liabilities held as of December 31, 2019 and 2018 for which a non-recurring fair value measurement was recorded during the year ended December 31, 2019 and 2018:

	Year Ended December 31, 2019	Significant Other Observable Inputs (Level 2)
	(In millions)	
<b>Non-marketable equity investments measured using the Measurement Alternative<sup>(1)</sup></b>	<b>\$303</b>	<b>\$303</b>

<sup>(1)</sup> Excludes non-marketable equity investments of \$194 million accounted for under the Measurement Alternative for which no observable price changes occurred during the year ended December 31, 2019.

	Year Ended December 31, 2018	Significant Other Observable Inputs (Level 2)
	(In millions)	
<b>Non-marketable equity investments measured using the Measurement Alternative<sup>(1)</sup></b>	<b>\$116</b>	<b>\$116</b>

<sup>(1)</sup> Excludes non-marketable equity investments of \$177 million accounted for under the Measurement Alternative for which no observable price changes occurred during the year ended December 31, 2018.

We measured these non-marketable equity investments accounted for under the Measurement Alternative at cost minus impairment, if any, adjusted for observable price changes in orderly transactions for an identical or a similar investment in the same issuer.

### FINANCIAL ASSETS AND LIABILITIES NOT MEASURED AND RECORDED AT FAIR VALUE

Our financial instruments, including cash, restricted cash, time deposits, loans and interest receivable, net, certain customer accounts, notes receivable, and short-term debt are carried at amortized cost, which approximates their fair value. Our long-term debt carried at amortized cost had a carrying value and fair value of approximately \$5.0 billion as of December 31, 2019. If these financial instruments were measured at fair value in the financial statements, cash would be classified as Level 1; restricted cash, time deposits, certain customer accounts, short-term debt, and long-term debt would be classified as Level 2; and the remaining financial instruments would be classified as Level 3 in the fair value hierarchy.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### Note 10—Derivative Instruments

#### SUMMARY OF DERIVATIVE INSTRUMENTS

Our primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in foreign currency exchange rates. Our derivatives expose us to credit risk to the extent that our counterparties may be unable to meet the terms of the arrangement. We seek to mitigate such risk by limiting our counterparties to, and by spreading the risk across, major financial institutions and by entering into collateral security arrangements. In addition, the potential risk of loss with any one counterparty resulting from this type of credit risk is monitored on an ongoing basis. We do not use any derivative instruments for trading or speculative purposes.

#### CASH FLOW HEDGES

We transact business in various foreign currencies and have significant international revenues and costs denominated in foreign currencies, which subjects us to foreign currency risk. We have a foreign currency exposure management program whereby we designate certain foreign currency exchange contracts, generally with maturities of 18 months or less, to reduce the volatility of cash flows primarily related to forecasted revenues denominated in foreign currencies. The objective of the foreign currency exchange contracts is to help mitigate the risk that the U.S. dollar-equivalent cash flows are adversely affected by changes in the applicable U.S. dollar/foreign currency exchange rate. These derivative instruments are designated as cash flow hedges and accordingly, the derivative's gain or loss is initially reported as a component of AOCI and subsequently reclassified into revenue in the same period the forecasted transaction affects earnings. We evaluate the effectiveness of our foreign currency exchange contracts on a quarterly basis by comparing the critical terms of the derivative instruments with the critical terms of the forecasted cash flows of the hedged item; if the critical terms are the same we conclude the hedge will be perfectly effective. We did not exclude any component of the changes in fair value of the derivative instruments from the assessment of hedge effectiveness. We report cash flows arising from derivative instruments consistent with the classification of cash flows from the underlying hedged items that these derivatives are hedging. Accordingly, the cash flows associated with derivatives designated as cash flow hedges are classified in cash flows from operating activities on our consolidated statements of cash flows.

As of December 31, 2019, we estimate that \$18 million of net derivative gains related to our cash flow hedges included in AOCI are expected to be reclassified into earnings within the next 12 months. During the years ended December 31, 2019, 2018, and 2017, we did not discontinue any cash flow hedges because it was probable that the original forecasted transaction would not occur and as such, did not reclassify any gains or losses to earnings prior to the occurrence of the hedged transaction. If we elect to discontinue our cash flow hedges and it is probable that the original forecasted transaction will occur, we continue to report the derivative's gain or loss in AOCI until the forecasted transaction affects earnings, at which point we also reclassify it into earnings. Gains and losses on derivatives held after we discontinue our cash flow hedges and gains and losses on derivative instruments that are not designated as cash flow hedges are recorded in the same financial statement line item to which the derivative relates.

#### NET INVESTMENT HEDGE

We use a forward foreign currency exchange contract to reduce the foreign currency risk related to our investment in a foreign subsidiary. This derivative is designated as a net investment hedge and accordingly, the derivative's gain and loss is recorded in AOCI as part of foreign currency translation. The accumulated gains and losses associated with this instrument will remain in AOCI until the foreign subsidiary is sold or substantially liquidated, at which point they will be reclassified into earnings. We did not exclude any component of the changes in fair value of the derivative instrument from the assessment of hedge effectiveness. The cash flow associated with the derivative designated as a net investment hedge is classified in cash flows from investing activities on our consolidated statements of cash flows.

During the year ended December 31, 2019, we recognized \$31 million in unrealized loss on our foreign currency exchange contract designated as a net investment hedge within the foreign currency translation section of other comprehensive income. During the year ended December 31, 2018, we did not have a net investment hedge. Additionally, we have not reclassified any gains or losses from AOCI into earnings during any of the periods presented.

#### FOREIGN CURRENCY EXCHANGE CONTRACTS NOT DESIGNATED AS HEDGING INSTRUMENTS

We have a foreign currency exposure management program whereby we use foreign currency exchange contracts to offset the foreign currency exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. These contracts are not designated as hedging instruments and reduce, but do not entirely eliminate, the impact of currency exchange rate movements on our assets and liabilities. The gains and losses due to remeasurement of certain foreign currency denominated monetary assets and liabilities are recorded in other income (expense), net, which is offset by the gains and losses on these foreign exchange contracts. The cash flows associated with our non-designated derivatives that hedge foreign currency denominated monetary assets and liabilities are classified in cash flows from operating activities on our consolidated statements of cash flows.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### FAIR VALUE OF DERIVATIVE CONTRACTS

The fair value of our outstanding derivative instruments as of December 31, 2019 and 2018 was as follows:

	Balance Sheet Location	As of December 31,	
		2019	2018
		(In millions)	
<b>Derivative Assets:</b>			
Foreign currency exchange contracts designated as hedging instruments	Other current assets	\$ 45	\$170
Foreign currency exchange contracts designated as hedging instruments	Other assets (non-current)	1	11
Foreign currency exchange contracts not designated as hedging instruments	Other current assets	89	139
Total derivative assets		\$135	\$320
<b>Derivative Liabilities:</b>			
Foreign currency exchange contracts designated as hedging instruments	Other current liabilities	\$ 58	\$ 3
Foreign currency exchange contracts designated as hedging instruments	Other long-term liabilities	13	—
Foreign currency exchange contracts not designated as hedging instruments	Other current liabilities	51	64
Total derivative liabilities		\$122	\$ 67

### MASTER NETTING AGREEMENTS—RIGHTS OF SETOFF

Under master netting agreements with respective counterparties to our foreign currency exchange contracts, subject to applicable requirements, we are allowed to net settle transactions of the same type with a single net amount payable by one party to the other. However, we have elected to present the derivative assets and derivative liabilities on a gross basis on our consolidated balance sheets. Rights of setoff associated with our foreign currency exchange contracts represented a potential offset to both assets and liabilities by \$92 million as of December 31, 2019 and \$45 million as of December 31, 2018. We have entered into collateral security arrangements that provide for collateral to be received or posted when the net fair value of certain financial instruments fluctuates from contractually established thresholds. We posted \$12 million in cash collateral related to our derivative liabilities as of December 31, 2019 and no cash collateral as of December 31, 2018, which is recognized in other current assets on our consolidated balance sheets, and is related to the right to reclaim cash collateral. We received \$39 million and \$195 million in counterparty cash collateral related to our derivative assets as of December 31, 2019 and 2018, respectively, which is recognized in other current liabilities on our consolidated balance sheets and is related to the obligation to return cash collateral. We received no counterparty non-cash collateral as of December 31, 2019 and \$6 million as of December 31, 2018 in the form of debt securities.

### EFFECT OF DERIVATIVE CONTRACTS ON CONSOLIDATED STATEMENTS OF INCOME

The following table provides the location in the consolidated statements of income and amount of recognized gains or losses related to our derivative instruments designated as hedging instruments:

	Year Ended December 31,		
	2019	2018	2017
(In millions)			
Net revenues			
Total amounts presented in the consolidated statements of income in which the effects of cash flow hedges are recorded	\$17,772	\$15,451	\$13,094
Gains (losses) on foreign exchange contracts designated as cash flow hedges reclassified from AOCI	\$ 238	\$ (30)	\$ 17

The following table provides the location in the consolidated statements of income and amount of recognized gains or losses related to our derivative instruments not designated as hedging instruments:

	Year Ended December 31,		
	2019	2018	2017
(In millions)			
Gains (losses) on foreign exchange contracts recognized in other income (expense), net	\$24	\$38	\$(54)
Gains (losses) on foreign exchange contracts recognized in net revenues	—	7	—
Total gains (losses) recognized from foreign exchange contracts not designated as hedging instruments	\$24	\$45	\$(54)

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### NOTIONAL AMOUNTS OF DERIVATIVE CONTRACTS

Derivative transactions are measured in terms of the notional amount; however, this amount is not recorded on the balance sheet and is not, when viewed in isolation, a meaningful measure of the risk profile of the derivative instruments. The notional amount is generally not exchanged but is used only as the underlying basis on which the value of foreign currency exchange payments under these contracts is determined. The following table provides the notional amounts of our outstanding derivatives:

	Year Ended December 31,	
	2019	2018
	(In millions)	
Foreign exchange contracts designated as hedging instruments	\$ 4,550	\$ 3,831
Foreign exchange contracts not designated as hedging instruments	17,131	10,703
Total	\$21,681	\$14,534

### Note 11—Loans and Interest Receivable

We offer credit products to consumers and certain small and medium-sized merchants. We work with independent chartered financial institutions that extend credit to the consumer or merchant using our credit products in the U.S. For our consumer credit products outside the U.S., we extend credit through our Luxembourg banking subsidiary. For our merchant credit products outside the U.S., we extend working capital advances in the U.K. and working capital loans in Germany through our Luxembourg banking subsidiary, and extend working capital loans in Australia through an Australian subsidiary. Prior to July 2018, we purchased receivables related to credit extended to U.S. consumers by independent chartered financial institutions and were responsible for servicing functions related to that portfolio. Following the completion of the sale of our U.S. consumer credit receivables portfolio to Synchrony in July 2018, we no longer purchased receivables related to the U.S. consumer loans, but remained responsible for the servicing functions related to the sold portfolio through a transition period which ended in the second quarter of 2019. We purchase receivables related to credit extended to U.S. merchants by an independent chartered financial institution and are responsible for servicing functions related to that portfolio. During the year ended December 31, 2019 and 2018, we purchased approximately \$4.7 billion and \$8.1 billion in credit receivables, respectively. The credit receivables purchased during the year ended December 31, 2018 included purchases associated with our U.S. consumer credit receivables portfolio, which was designated as held for sale in November 2017 until the completion of the sale to Synchrony in July 2018.

In November 2017, we reached an agreement to sell our U.S. consumer credit receivables portfolio to Synchrony. Historically, this portfolio was reported as outstanding principal balances, net of any participation interest sold and pro rata allowances, including unamortized deferred origination costs and estimated collectible interest and fees. Upon approval by our Board of Directors to sell these receivables, the portfolio was reclassified as held for sale and recorded at the lower of cost or fair value, determined on an aggregate basis. For the year ended December 31, 2017, due to the designation as held for sale, the associated allowance for this portfolio was reversed, resulting in an increase of approximately \$39 million in revenue from other value added services and a decrease of approximately \$283 million in transaction and loan losses on our consolidated statements of income. In July 2018, we completed the sale of this portfolio to Synchrony, approximately at par, for total consideration of \$6.9 billion, which includes cash consideration of \$6.5 billion and a long-term note receivable in the amount of \$426 million, which was recorded at its present value at the time of the completion of the sale in the amount of \$261 million in other assets on our consolidated balance sheets. This amount is subject to accretion over the term of the arrangement, and is not reflected as a cash item on our consolidated statements of cash flows. The purchase price was subject to post-closing true-up and certain other adjustments under the terms of the purchase agreement. During the year ended December 31, 2018, additional expenses incurred due to this transaction resulted in a net loss of approximately \$40 million recorded in restructuring and other expenses on our consolidated statements of income, and during the year ended December 31, 2019, we recorded a gain of \$7 million representing an adjustment to the consideration exchanged in the sale. PayPal also earns a revenue share on the portfolio of consumer receivables owned by Synchrony, which includes both the sold and newly generated receivables. The transaction was accounted for as a true sale based on our determination that it met all the necessary criteria for such accounting, including legal isolation for transferred assets, ability of the transferee to pledge or exchange the transferred assets without constraint, and the transfer of control. We also concluded that our continuing involvement in the revenue share arrangement does not invalidate this determination.

### CONSUMER RECEIVABLES

We offer credit products to consumers who choose PayPal Credit at checkout. As of December 31, 2019 and 2018, the outstanding balance of consumer receivables, which primarily consisted of loans and interest receivable due from international consumer accounts, was \$1.3 billion and \$704 million, respectively.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

We closely monitor credit quality for our consumer receivables to manage and evaluate our related exposure to credit risk. Credit risk management begins with initial underwriting and continues through to full repayment of a loan. To assess a consumer who requests a loan, we use, among other indicators, internally developed risk models using detailed information from external sources, such as credit bureaus where available, and internal historical experience, including the consumer's prior repayment history with PayPal Credit products as well as other measures. We use delinquency status and trends to assist in making new and ongoing credit decisions, to adjust our models, to plan our collection practices and strategies, and in our determination of our allowance for consumer loans and interest receivable.

### CONSUMER RECEIVABLES DELINQUENCY AND ALLOWANCE

The following tables present the delinquency status of the principal amount of consumer loans and interest receivable. The amounts shown below are based on the number of days past the billing date to the consumer. Current represents balances that are within 30 days of the billing date.

December 31, 2019					
(In millions)					
Current	30 - 59 Days	60 - 89 Days	90 - 180 Days	Total Past 30 days	Total
\$1,242	\$ 37	\$ 15	\$ 28	\$ 80	\$ 1,322
93.9%	2.8%	1.1%	2.2%	6.1%	100%

December 31, 2018					
(In millions)					
Current	30 - 59 Days	60 - 89 Days	90 - 180 Days	Total Past 30 days	Total
\$ 668	\$ 18	\$ 6	\$ 12	\$ 36	\$ 704
94.9%	2.5%	0.9%	1.7%	5.1%	100%

We charge off consumer loan receivable balances in the month in which a customer's balance becomes 180 days past the payment due date. Bankrupt accounts are charged off within 90 days after receipt of notification of bankruptcy. Loans receivable past the payment due date continue to accrue interest until they are charged off. We record an allowance for loss against the interest receivable.

The following table summarizes the activity in the allowance for consumer loans and interest receivable for the years ended December 31, 2019 and 2018:

	December 31, 2019			December 31, 2018		
	Consumer Loans Receivable	Interest Receivable	Total Allowance	Consumer Loans Receivable	Interest Receivable	Total Allowance <sup>(1)</sup>
	(In millions)					
Beginning Balance	\$ 27	\$ 3	\$ 30	\$ 57	\$ 6	\$ 63
Provisions	34	11	45	53	8	61
Charge-offs	(43)	(6)	(49)	(104)	(11)	(115)
Recoveries <sup>(2)</sup>	31	—	31	21	—	21
Ending Balance	\$ 49	\$ 8	\$ 57	\$ 27	\$ 3	\$ 30

<sup>(1)</sup> Beginning balance includes approximately \$50 million of U.S. consumer credit receivables that were fully reserved and have been charged off as of December 31, 2018.

<sup>(2)</sup> The recoveries were primarily related to fully charged off U.S. consumer receivables not subject to the sale to Synchrony.

The tables above exclude receivables from other consumer credit products of \$92 million and \$96 million at December 31, 2019 and 2018, respectively, and allowances of \$10 million and \$12 million at December 31, 2019 and 2018, respectively.

The provision for loan losses relating to our consumer loans receivable portfolio is recognized in transaction and loan losses. The provision for interest receivable due to interest earned on our consumer loans receivable portfolio is recognized in net revenues from other value added services as a reduction to revenue. Charge-offs that are recovered are recorded as a reduction to our allowance for loans and interest receivable.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### MERCHANT RECEIVABLES

We offer business financing solutions to certain small and medium-sized merchants through our PayPal Working Capital (“PPWC”) and PayPal Business Loan (“PPBL”) products. As of December 31, 2019 and 2018, the total outstanding balance in our pool of merchant loans, advances, and interest and fees receivable was \$2.8 billion and \$1.9 billion, respectively, net of the participation interest sold to an independent chartered financial institution of \$124 million and \$84 million, respectively. See “Note 1—Overview and Summary of Significant Accounting Policies” for additional information on this participation arrangement.

Through our PPWC product, a merchant can borrow a certain percentage of their annual payment volume processed by PayPal and is charged a fixed fee for the loan or advance, which targets an annual percentage rate based on the overall credit assessment of the merchant. Loans and advances are repaid through a fixed percentage of the merchant’s future payment volume that PayPal processes. Through our PPBL product, we provide merchants with access to short-term business financing for a fixed fee based on an evaluation of both the applying business as well as the business owner. PPBL repayments are collected by periodic payments until the balance has been satisfied.

The interest or fee is fixed at the time the loan or advance is extended and recognized as deferred revenues included in accrued expenses and other current liabilities on our consolidated balance sheets. The fixed interest or fee is amortized to revenues from other value added services based on the amount repaid over the repayment period. We estimate the repayment period based on the merchant’s payment processing history with PayPal, where available. For PPWC, there is a general requirement that at least 10% of the original amount of the loan or advance plus the fixed fee must be repaid every 90 days. We calculate the repayment rate of the merchant’s future payment volume so that repayment of the loan or advance and fixed fee is expected to generally occur within 9 to 12 months from the date of the loan or advance. On a monthly basis, we recalculate the repayment period based on the repayment activity on the receivable. As such, actual repayment periods are dependent on actual merchant payment processing volumes. For PPBL, we receive fixed periodic payments over the contractual term of the loan which generally ranges from 3 to 12 months. We actively monitor receivables with repayment periods greater than the original expected or contractual repayment period.

We closely monitor credit quality for our merchant loans and advances that we extend or purchase so that we can evaluate, quantify, and manage our credit risk exposure. To assess a merchant seeking a business financing loan or advance, we use, among other indicators, risk models developed internally which utilize information obtained from multiple data sources, both external and internal data to predict the likelihood of timely and satisfactory repayment by the merchant of the loan or advance amount, and the related interest or fee. Primary drivers of the models include the merchant’s annual payment volume, payment processing history with PayPal, and prior repayment history with the PayPal products where available, elements sourced from consumer credit bureau and business credit bureau reports, and other information obtained during the application process. We use delinquency status and trends to assist in making ongoing credit decisions, to adjust our internal models, to plan our collection practices and strategies, and in our determination of our allowance for these loans and advances.

### MERCHANT RECEIVABLES DELINQUENCY AND ALLOWANCE

The following tables present our estimate of the principal amount of merchant loans, advances, and interest and fees receivable past their original expected or contractual repayment period.

December 31, 2019						
(In millions)						
Within Original Expected Repayment Period	30 - 59 Days Greater	60 - 89 Days Greater	90 - 180 Days Greater	180+ Days	Total Past Original Expected Repayment Period	Total
\$2,523	\$ 115	\$ 61	\$ 100	\$ 17	\$ 293	\$2,816
89.6%	4.1%	2.1%	3.6%	0.6%	10.4%	100%

December 31, 2018 <sup>(1)</sup>						
(In millions)						
Within Original Expected Repayment Period	30 - 59 Days Greater	60 - 89 Days Greater	90 - 180 Days Greater	180+ Days	Total Past Original Expected Repayment Period	Total
\$1,706	\$ 66	\$ 32	\$ 57	\$ 13	\$ 168	\$1,874
91.0%	3.6%	1.7%	3.0%	0.7%	9.0%	100%

<sup>(1)</sup> Excludes \$30 million of loan receivables related to iZettle merchant receivables.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The following table summarizes the activity in the allowance for merchant loans, advances, and interest and fees receivable, for the years ended December 31, 2019 and 2018:

	December 31, 2019			December 31, 2018		
	Merchant Loans and Advances	Interest & Fees Receivable	Total Allowance	Merchant Loans and Advances	Interest & Fees Receivable	Total Allowance
	(In millions)					
Beginning Balance	\$ 115	\$ 15	\$ 130	\$ 52	\$ 7	\$ 59
Provisions	240	26	266	162	20	182
Charge-offs	(201)	(21)	(222)	(109)	(12)	(121)
Recoveries	17	—	17	10	—	10
Ending Balance	\$ 171	\$ 20	\$ 191	\$ 115	\$ 15	\$ 130

For merchant loans and advances, the determination of delinquency, from current to 180 days past due, is based on the current expected or contractual repayment period of the loan or advance and fixed interest or fee payment as compared to the original expected or contractual repayment period. We charge off the receivables outstanding under our PPBL product when the repayments are 180 days past due. We charge off the receivables outstanding under our PPWC product when the repayments are 180 days past our expectation of repayments and the merchant has not made a payment in the last 60 days or when the repayments are 360 days past due regardless of whether the merchant has made a payment within the last 60 days. Bankrupt accounts are charged off within 60 days of receiving notification of bankruptcy. The provision for loan losses is recognized in transaction and loan losses, and the provision for interest and fees receivable is recognized as a reduction of deferred revenues included in accrued expenses and other current liabilities on our consolidated balance sheets. Charge-offs that are recovered are recorded as a reduction to our allowance for loans and interest receivable.

### Note 12—Debt

#### LONG-TERM DEBT

On September 26, 2019, we issued fixed rate notes with varying maturity dates for an aggregate principal amount of \$5.0 billion (collectively referred to as the “Notes”). The Notes are senior unsecured obligations. Interest is payable in arrears semiannually (payable March 26 and September 26 for the Notes due in 2022 and payable April 1 and October 1 for the remaining Notes). We may redeem the Notes in whole at any time or in part from time to time, prior to maturity, at the redemption price. Upon the occurrence of both a change of control and a downgrade of the Notes below an investment grade rating, we will be required to offer to repurchase each series of Notes at a price equal to 101% of the then outstanding principal amount, plus accrued and unpaid interest. The Notes are subject to covenants including limitations on our ability to create liens on our assets, enter into sale and leaseback transactions, and merge or consolidate with another entity, in each case subject to certain exceptions, limitations, and qualifications. Proceeds from the issuance of these Notes may be used for general corporate purposes, which may include funding the repayment or redemption of outstanding debt, share repurchases, ongoing operations, capital expenditures, and possible acquisitions of businesses, assets, or strategic investments.

As of December 31, 2019, we had an outstanding aggregate principal amount of \$5.0 billion related to the Notes. The following table summarizes the Notes:

	Balance at December 31, 2019		
	Maturities	Amount (in millions)	Effective Interest Rate
Fixed-rate 2.200% notes	9/26/2022	\$1,000	2.39%
Fixed-rate 2.400% notes	10/1/2024	1,250	2.52%
Fixed-rate 2.650% notes	10/1/2026	1,250	2.78%
Fixed-rate 2.850% notes	10/1/2029	1,500	2.96%
Total term debt		5,000	
Unamortized premium (discount) and issuance costs, net		(35)	
Total carrying amount of term debt		\$4,965	



# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The effective interest rates for the Notes include interest on the Notes, amortization of debt issuance costs, and amortization of the debt discount. The interest expense recorded for the Notes, including amortization of the debt discount and debt issuance costs, was \$35 million for the year ended December 31, 2019.

### CREDIT FACILITIES

#### FIVE-YEAR REVOLVING CREDIT FACILITY

On September 11, 2019, we entered into a credit agreement (the "Credit Agreement") that provides for an unsecured \$5.0 billion, five-year revolving credit facility that includes a \$150 million letter of credit sub-facility and a \$500 million swingline sub-facility, with available borrowings under the revolving credit facility reduced by the amount of any letters of credit and swingline borrowings outstanding from time to time. Loans borrowed under the Credit Agreement are available in U.S. dollar, Euro, British Pound, Canadian dollar, and Australian dollar, and in each case subject to the sub-limits and other limitations provided in the Credit Agreement. We may also, subject to the agreement of the applicable lenders and satisfaction of specified conditions, increase the commitments under the revolving credit facility by up to \$2.0 billion. Subject to specific conditions, we may designate one or more of our subsidiaries as additional borrowers under the Credit Agreement, provided PayPal Holdings, Inc. guarantees all borrowings and other obligations of any such subsidiaries under the Credit Agreement. As of December 31, 2019, no subsidiaries were designated as additional borrowers. Funds borrowed under the Credit Agreement may be used for working capital, capital expenditures, acquisitions, and other purposes not in contravention with the Credit Agreement.

We are obligated to pay interest on loans under the Credit Agreement and other customary fees for a credit facility of this size and type, including an upfront fee and an unused commitment fee based on our debt rating. Loans under the Credit Agreement bear interest at either (i) the applicable eurocurrency rate plus a margin (based on our public debt ratings) ranging from 0.875 percent to 1.375 percent, (ii) the applicable overnight rate plus a margin (based on our public debt ratings) ranging from 0.875 percent to 1.375 percent, or (iii) a formula based on the prime rate, the federal funds effective rate, or London Interbank Offered Rate ("LIBOR") plus a margin (based on our public debt ratings) ranging from zero percent to 0.375 percent. The Credit Agreement will terminate and all amounts owed thereunder will be due and payable in September 2024, unless the commitments are terminated earlier. The Credit Agreement contains customary representations, warranties, affirmative and negative covenants, including a financial covenant, events of default, and indemnification provisions in favor of the lenders. The negative covenants include restrictions regarding the incurrence of liens and the incurrence of subsidiary indebtedness, in each case subject to certain exceptions. The financial covenant requires us to meet a quarterly financial test with respect to a maximum consolidated leverage ratio.

As of December 31, 2019, no borrowings or letters of credit were outstanding under the Credit Agreement. Accordingly, at December 31, 2019, \$5.0 billion of borrowing capacity was available for the purposes permitted by the Credit Agreement, subject to customary conditions to borrowing.

Upon our entry into the Credit Agreement, the credit agreement that we entered into in the third quarter of 2015 providing for an unsecured \$2.0 billion, five-year revolving credit facility was terminated.

#### 364-DAY REVOLVING CREDIT FACILITY

On September 11, 2019, we entered into a 364-Day credit agreement ("364-Day Credit Agreement") that provides for an unsecured \$1.0 billion 364-Day revolving credit facility. Subject to specific conditions, we may designate one or more of our subsidiaries as additional borrowers under the 364-Day Credit Agreement, provided that PayPal Holdings, Inc. guarantees all borrowings and other obligations of any such subsidiaries under the 364-Day Credit Agreement. As of December 31, 2019, no subsidiaries were designated as additional borrowers. Funds borrowed under the 364-Day Credit Agreement may be used for working capital, capital expenditures, acquisitions, and other purposes not in contravention with the 364-Day Credit Agreement.

We are obligated to pay interest on loans under the 364-Day Credit Agreement and other customary fees for a credit facility of this size and type, including an upfront fee and an unused commitment fee based on our debt rating. Loans under the 364-Day Credit Agreement bear interest at either (i) LIBOR plus a margin (based on our debt ratings) ranging from 0.875 percent to 1.375 percent or (ii) a formula based on the agent bank's prime rate, the New York Federal Reserve Bank rate (the greater of the federal funds effective rate and the overnight bank funding rate), or LIBOR plus a margin (based on our public debt ratings) ranging from zero percent to 0.375 percent. The 364-Day Credit Agreement will terminate and all amounts owed thereunder will be due and payable in September 2020, unless the commitments are terminated earlier. The 364-Day Credit Agreement contains customary representations, warranties, affirmative and negative covenants (including a financial covenant), events of default, and indemnification provisions in favor of the lenders. The negative covenants include restrictions regarding the incurrence of liens and the incurrence of subsidiary indebtedness, in each case subject to certain exceptions. The financial covenant requires us to meet a quarterly financial test with respect to a maximum consolidated leverage ratio.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

As of December 31, 2019, no borrowings were outstanding under the 364-Day Credit Agreement. Accordingly, at December 31, 2019, \$1.0 billion of borrowing capacity was available for the purposes permitted by the 364-Day Credit Agreement, subject to customary conditions to borrowing.

### AMENDED CREDIT AGREEMENT

In the fourth quarter of 2018, we entered into an amended credit agreement (“Amended Credit Agreement”), which amended and restated in its entirety the previous agreement entered into in 2017. The Amended Credit Agreement provided for an unsecured \$5.0 billion, 364-day delayed-draw term loan credit facility, which was available in up to four separate borrowings until April 6, 2019. We were obligated to pay interest on loans under the Amended Credit Agreement and other customary fees for a credit facility of this size and type, including an upfront fee and an unused commitment fee based on our debt rating. Borrowings and other amounts payable under the Amended Credit Agreement were guaranteed by PayPal, Inc. Funds borrowed under the Amended Credit Agreement were available to be used to repurchase equity securities from shareholders, to repay intercompany debt, and for other general corporate purposes of the Company and our subsidiaries.

As of December 31, 2018, \$2.0 billion was outstanding under the Amended Credit Agreement. The borrowings outstanding as of December 31, 2018 bore interest at one-month LIBOR plus a margin of 1.125% resulting in a weighted average interest rate of 3.34%. On April 5, 2019, the Company drew down an additional \$500 million under the Amended Credit Agreement. On September 26, 2019, the Amended Credit Agreement was terminated and we repaid \$2.5 billion of borrowings outstanding under that agreement. The total interest expense and fees we recorded related to the Amended Credit Agreement were \$69 million and \$72 million for the year ended December 31, 2019 and 2018, respectively.

### OTHER AVAILABLE FACILITIES

We also maintain committed and uncommitted credit facilities in various regions throughout the world, with borrowing capacity of approximately \$230 million in the aggregate. This available credit, a portion of which is guaranteed by PayPal Holdings, Inc., includes facilities where we can withdraw and utilize the funds at our discretion for general corporate purposes, capital expenditures, and acquisitions. Interest rate terms for these facilities vary by region and reflect prevailing market rates for companies with strong credit ratings. As of December 31, 2019, substantially all of the borrowing capacity under these credit facilities was available, subject to customary conditions to borrowing.

### FUTURE PRINCIPAL PAYMENTS

As of December 31, 2019, the future principal payments associated with our long term debt were as follows (in millions):

2020	\$ —
2021	—
2022	1,000
2023	—
2024	1,250
Thereafter	2,750
Total	\$5,000

## Note 13—Commitments and Contingencies

### COMMITMENTS

As of December 31, 2019 and 2018, approximately \$3.1 billion and \$1.8 billion, respectively, of unused credit was available to PayPal Credit account holders. While this amount represents the total unused credit available, we have not experienced, and do not anticipate, that all our PayPal Credit account holders will access their entire available credit at any given point in time. In addition, the individual lines of credit that make up this unused credit are subject to periodic review and termination based on, among other things, account usage and customer creditworthiness.

### LITIGATION AND REGULATORY MATTERS

#### Overview

We are involved in legal and regulatory proceedings on an ongoing basis. Many of these proceedings are in early stages and may seek an indeterminate amount of damages. If we believe that a loss arising from such matters is probable and can be reasonably

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

estimated, we accrue the estimated liability in our financial statements. If only a range of estimated losses can be determined, we accrue an amount within the range that, in our judgment, reflects the most likely outcome; if none of the estimates within that range is a better estimate than any other amount, we accrue the low end of the range. For those proceedings in which an unfavorable outcome is reasonably possible but not probable, we have disclosed an estimate of the reasonably possible loss or range of losses or we have concluded that an estimate of the reasonably possible loss or range of losses arising directly from the proceeding (i.e., monetary damages or amounts paid in judgment or settlement) are not material. If we cannot estimate the probable or reasonably possible loss or range of losses arising from a legal proceeding, we have disclosed that fact. In assessing the materiality of a legal proceeding, we evaluate, among other factors, the amount of monetary damages claimed, as well as the potential impact of non-monetary remedies sought by plaintiffs (e.g., injunctive relief) that may require us to change our business practices in a manner that could have a material adverse impact on our business. With respect to the matters disclosed in this Note 13, we are unable to estimate the possible loss or range of losses that could potentially result from the application of such non-monetary remedies.

Amounts accrued for legal and regulatory proceedings for which we believe a loss is probable were not material for the year ended December 31, 2019. Except as otherwise noted for the proceedings described in this Note 13, we have concluded, based on currently available information, that reasonably possible losses arising directly from the proceedings (i.e., monetary damages or amounts paid in judgment or settlement) in excess of our recorded accruals are also not material. However, legal and regulatory proceedings are inherently unpredictable and subject to significant uncertainties. If one or more matters were resolved against us in a reporting period for amounts in excess of management's expectations, the impact on our operating results or financial condition for that reporting period could be material.

### REGULATORY PROCEEDINGS

We are required to comply with U.S. economic and trade sanctions administered by the U.S. Department of the Treasury's Office of Foreign Assets Control ("OFAC"). We have self-reported to OFAC certain transactions that were inadvertently processed but subsequently identified as possible violations of U.S. economic and trade sanctions. In March 2015, we reached a settlement with OFAC regarding possible violations arising from our sanctions compliance practices between 2009 and 2013, prior to the implementation of our real-time transaction scanning program. Subsequently, we have self-reported additional transactions as possible violations, and we have received new subpoenas from OFAC seeking additional information about certain of these transactions. Such self-reported transactions could result in claims or actions against us, including litigation, injunctions, damage awards, fines or penalties, or require us to change our business practices in a manner that could result in a material loss, require significant management time, result in the diversion of significant operational resources, or otherwise harm our business.

On March 28, 2016, we received a Civil Investigative Demand ("CID") from the Federal Trade Commission ("FTC") as part of its investigation to determine whether we, through our Venmo service, have been or are engaged in deceptive or unfair practices in violation of the Federal Trade Commission Act. The CID requested the production of documents and answers to written questions related to our Venmo service. We have cooperated with the FTC in connection with the CID. On February 27, 2018, we entered into a Consent Order with the FTC in which we settled potential allegations arising from our Venmo services between 2013 and 2017. The Consent Order does not contain a monetary penalty, but requires PayPal to make various changes to Venmo's disclosures and business practices. The FTC approved the final Consent Order on May 24, 2018. As required by the Consent Order, we are working with the FTC making changes necessary to comply with the Consent Order. Any failure to comply with the Consent Order may increase the possibility of additional adverse consequences, including litigation, additional regulatory actions, injunctions, or monetary penalties, or require further changes to our business practices, significant management time, or the diversion of significant operational resources, all of which could result in a material loss or otherwise harm our business.

As previously disclosed, PayPal Australia Pty Limited ("PPAU") self-reported a potential violation to the Australian Transaction Reports and Analysis Centre ("AUSTRAC") on May 22, 2019 with respect to the reporting of international funds transfer instructions under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 ("AML/CTF Act"). On September 23, 2019, PPAU received a notice from AUSTRAC requiring that PPAU appoint an external auditor (a partner of a firm which is not our independent auditor) to review certain aspects of PPAU's compliance with its obligations under the AML/CTF Act. The external auditor was appointed on November 1, 2019, and PPAU is continuing to cooperate with AUSTRAC and the appointed external auditor in this matter. As required by AUSTRAC's notice, PPAU issued an interim report to AUSTRAC on December 31, 2019. The external auditor is currently due to issue a final report at the end of February 2020, subject to any approved changes. We cannot estimate the potential impact, if any, on our business or financial statements at this time. An adverse outcome arising from the external auditor's review and any associated proceeding or matter initiated by AUSTRAC, however, could result in injunctions, damage awards, fines or penalties, or require us to change our business practices in a manner that could result in a material loss, require significant management time, result in the diversion of significant operational resources, or otherwise harm our business.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### LEGAL PROCEEDINGS

In November 2017, we announced that we had suspended the operations of TIO Networks (“TIO”) as part of an ongoing investigation of security vulnerabilities of the TIO platform. On December 1, 2017, we announced that we had identified evidence of unauthorized access to TIO’s network, including locations that stored personal information of some of TIO’s customers and customers of TIO billers and the potential compromise of personally identifiable information for approximately 1.6 million customers. We have received a number of governmental inquiries, including from state attorneys general, and we may be subject to additional governmental inquiries and investigations in the future. In addition, on December 6, 2017, a putative class action lawsuit captioned *Sgarlata v. PayPal Holdings, Inc., et al.*, Case No. 3:17-cv-06956-EMC was filed in the U.S. District Court for the Northern District of California (the “Court”) against the Company, its Chief Executive Officer, its Chief Financial Officer, and Hamed Shahbazi, the former chief executive officer of TIO, (the “Defendants”) alleging violations of federal securities laws. The initial complaint alleged that Defendants made false or misleading statements or failed to disclose that TIO’s data security program was inadequate to safeguard the personally identifiable information of its users, those vulnerabilities threatened continued operation of TIO’s platform, the Company’s revenues derived from TIO services were thus unsustainable, and consequently, the Company overstated the benefits of the TIO acquisition, and, as a result, the Company’s public statements were materially false and misleading at all relevant times. The plaintiff who initiated the lawsuit sought to represent a class of shareholders who acquired shares of the Company’s common stock between February 14, 2017 through December 1, 2017 and sought damages and attorneys’ fees, among other relief. On March 16, 2018, the Court appointed two new plaintiffs, not the original plaintiff who filed the case, as interim co-lead plaintiffs in the case and appointed two law firms as interim co-lead counsel. On June 13, 2018, the interim co-lead plaintiffs filed a first amended complaint, which named TIO Networks ULC, TIO Networks USA, Inc., and John Kunze (the Company’s Vice President, Global Consumer Products and Xoom) as additional defendants. The first amended complaint was purportedly brought on behalf of all persons other than the Defendants who acquired the Company’s securities between November 10, 2017 and December 1, 2017. The amended complaint alleged that the Company’s and TIO’s November 10, 2017 announcement of the suspension of TIO’s operations was false and misleading because the announcement only disclosed security vulnerabilities on TIO’s platform, rather than an actual security breach that Defendants were allegedly aware of at the time of the announcement. Defendants’ filed their motion to dismiss the first amended complaint on July 13, 2018 and the Court granted the motion, without prejudice, on December 13, 2018. Plaintiffs filed a second amended complaint on January 14, 2019. The second amended complaint alleges substantially the same theory of liability as the first amended complaint, but no longer names Hamed Shabazi as a defendant. The remaining Defendants filed their motion to dismiss the second amended complaint on March 15, 2019, and a hearing was held on July 16, 2019. The court granted Defendant’s motion to dismiss with prejudice on September 18, 2019; plaintiffs have filed a notice of appeal. We may be subject to additional litigation relating to TIO’s data security platform or the suspension of TIO’s operations in the future. See “Note 4—Business Combinations” and “Note 5—Goodwill and Intangible Assets” to our consolidated financial statements for additional disclosure relating to the suspension of operations of TIO.

### GENERAL MATTERS

Other third parties have from time to time claimed, and others may claim in the future, that we have infringed their intellectual property rights. We are subject to patent disputes and expect that we will increasingly be subject to additional patent infringement claims involving various aspects of our business as our products and services continue to expand in scope and complexity. Such claims may be brought directly or indirectly against our companies and/or against our customers (who may be entitled to contractual indemnification under their contracts with us), and we are subject to increased exposure to such claims as a result of our acquisitions, particularly in cases where we are introducing new products or services in connection with such acquisitions. We have in the past been forced to litigate such claims, and we believe that additional lawsuits alleging such claims will be filed against us. Intellectual property claims, whether meritorious or not, are time consuming and costly to defend and resolve, could require expensive changes in our methods of doing business, or could require us to enter into costly royalty or licensing agreements on unfavorable terms or make substantial payments to settle claims or to satisfy damages awarded by courts.

From time to time, we are involved in other disputes or regulatory inquiries that arise in the ordinary course of business, including suits by our customers (individually or as class actions) alleging, among other things, improper disclosure of our prices, rules, or policies, that our practices, prices, rules, policies, or customer/user agreements violate applicable law, or that we have acted unfairly and/or not acted in conformity with such prices, rules, policies, or agreements. In addition to these types of disputes and regulatory inquiries, our operations are also subject to regulatory and/or legal review and/or challenges that tend to reflect the increasing global regulatory focus to which the payments industry is subject and, when taken as a whole with other regulatory and legislative action, such actions could result in the imposition of costly new compliance burdens on our business and customers and may lead to increased costs and decreased transaction volume and revenue. Further, the number and significance of these disputes and inquiries are increasing as we have grown larger, our business has expanded in scope (both in terms of the range of products and services that we offer and our geographical operations), and our products and services have increased in complexity. Any claims or regulatory actions against us, whether meritorious or not, could be time consuming, result in costly litigation,

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

settlement payments, damage awards (including statutory damages for certain causes of action in certain jurisdictions), fines, penalties, injunctive relief, or increased costs of doing business through adverse judgment or settlement, require us to change our business practices in expensive ways, require significant amounts of management time, result in the diversion of significant operational resources, or otherwise harm our business.

### INDEMNIFICATION PROVISIONS

In 2015, PayPal became an independent publicly traded company through the pro rata distribution by eBay Inc. (“eBay”) of 100% of the outstanding common stock of PayPal to eBay stockholders (which we refer to as the “separation” or the “distribution”). We entered into a separation and distribution agreement, a tax matters agreement, an operating agreement, and various other agreements with eBay to govern the separation of the two companies in 2015 and the relationship of the two companies going forward. These agreements provide for specific indemnity and liability obligations for both eBay and us. Disputes between eBay and us have arisen and others may arise in the future, and an adverse outcome in such matters could materially and adversely impact our business, results of operations, and financial condition. In addition, the indemnity rights we have against eBay under the agreements may not be sufficient to protect us, and our indemnity obligations to eBay may be significant.

In the ordinary course of business, we include limited indemnification provisions in certain of our agreements with parties with whom we have commercial relationships. Under these contracts, we generally indemnify, hold harmless, and agree to reimburse the indemnified party for losses suffered or incurred by the indemnified party in connection with claims by any third party with respect to our domain names, trademarks, logos, and other branding elements to the extent that such marks are related to the subject agreement. We have provided an indemnity for other types of third-party claims, which are indemnities mainly related to intellectual property rights, confidentiality, willful misconduct, data privacy obligations, and certain breach of contract claims. We have also provided an indemnity to our payments processors in the event of card association fines against the processor arising out of conduct by us or our customers. It is not possible to determine the maximum potential loss under these indemnification provisions due to our limited history of prior indemnification claims and the unique facts and circumstances involved in each particular situation. To date, no significant costs have been incurred, either individually or collectively, in connection with our indemnification provisions.

### OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2019 and 2018, we had no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on our consolidated financial condition, results of operations, liquidity, capital expenditures, or capital resources.

### PROTECTION PROGRAMS

We provide merchants and consumers with protection programs on most transactions completed on our Payments Platform, except for transactions using our gateway products or where our customer agreements specifically do not provide for protections. These programs protect both merchants and consumers from loss primarily due to fraud and counterparty performance. Our Buyer Protection Program provides protection to consumers for qualifying purchases by reimbursing the consumer for the full amount of the purchase if a purchased item does not arrive or does not match the seller’s description. Our Seller Protection Programs provide protection to merchants against claims that a transaction was not authorized by the buyer or claims that an item was not received by covering the seller for the full amount of the payment on eligible sales. These protection programs are considered assurance-type warranties for which we estimate and record associated costs in transaction and loan losses during the period the payment transaction is completed.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

The maximum potential exposure under our protection programs is estimated to be the portion of total eligible transaction volume (TPV) for which buyer or seller protection claims may be raised under our existing user agreements. Since eligible transactions are typically completed in a period significantly shorter than the period under which disputes may be opened, and based on our historical losses to date, we do not believe that the maximum potential exposure is representative of our actual potential exposure. The actual amount of potential exposure cannot be quantified as we are unable to determine total eligible transactions where performance by a merchant or consumer is incomplete or completed transactions that may result in a claim under our protection programs. We record a liability with respect to losses under these protection programs when they are probable and the amount can be reasonably estimated. The following table shows changes in the allowance for transaction losses and negative customer balances related to our protection programs for the year end December 31, 2019 and 2018:

	As of December 31,	
	2019	2018
	(In millions)	
Beginning balance	\$ 344	\$ 266
Provisions, net of recoveries	1,092	1,059
Realized losses	(1,037)	(981)
Ending balance	\$ 399	\$ 344

### Note 14—Stock Repurchase Programs

In January 2016, our Board of Directors authorized a stock repurchase program that provided for the repurchase of up to \$2 billion of our common stock, with no expiration from the date of authorization. In April 2017, our Board of Directors authorized an additional stock repurchase program that provided for the repurchase of up to \$5 billion of our common stock, with no expiration from the date of authorization. This program became effective upon completion of the January 2016 stock repurchase program in December 2017. In July 2018, our Board of Directors authorized an additional stock repurchase program that provides for the repurchase of up to \$10 billion of our common stock, with no expiration from the date of authorization. This program will become effective upon completion of the April 2017 stock repurchase program. Our stock repurchase programs are intended to offset the impact of dilution from our equity compensation programs and, subject to market conditions and other factors, may also be used to make opportunistic repurchases of our common stock to reduce outstanding share count. Any share repurchases under our stock repurchase programs may be made through open market transactions, block trades, privately negotiated transactions, including accelerated share repurchase agreements, or other means at times and in such amounts as management deems appropriate and will be funded from our working capital or other financing alternatives. Moreover, any stock repurchases are subject to market conditions and other uncertainties, and we cannot predict if or when any stock repurchases will be made. We may terminate our stock repurchase programs at any time without prior notice.

During the year ended December 31, 2019, we repurchased approximately 14 million shares of our common stock for approximately \$1.4 billion, including approximately \$656 million in the open market and approximately \$750 million pursuant to an accelerated share repurchase (“ASR”) agreement under our April 2017 stock repurchase program.

In February 2019, we entered into an ASR agreement with an unrelated third party financial institution to repurchase shares of our common stock. Under the terms of the ASR agreement, we made an upfront payment of approximately \$750 million to the third party financial institution and received approximately 7.7 million shares of our common stock, at an average price of \$96.91 per share of common stock during the term of the transaction, which ended in March 2019. The total number of shares of our common stock repurchased was based on the volume-weighted average share price of our common stock during the term of the transaction, less a discount and subject to adjustments pursuant to the terms of the ASR agreement. We recorded the initial payment of \$750 million as a reduction to stockholders’ equity on our consolidated balance sheets. All common stock received under the ASR agreement was recorded as treasury stock and the forward contract indexed to our own common stock met all applicable criteria for equity classification.

As of December 31, 2019, a total of approximately \$68 million and \$10 billion remained available for future repurchases of our common stock under our April 2017 and July 2018 stock repurchase programs, respectively.

During the year ended December 31, 2018, we repurchased approximately 44 million shares of our common stock for approximately \$3.5 billion, including approximately \$2.5 billion in the open market and approximately \$1.0 billion pursuant to an ASR agreement under our April 2017 stock repurchase program.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

During the year ended December 31, 2017, we repurchased approximately 20 million shares of our common stock for approximately \$1.0 billion in the open market under our January 2016 and April 2017 stock repurchase programs.

Shares of common stock repurchased for the periods presented were recorded as treasury stock for the purposes of calculating earnings per share and were accounted for under the cost method. No repurchased shares of common stock have been retired.

### Note 15—Stock-Based and Employee Savings Plans

#### EQUITY INCENTIVE PLAN

Under the terms of the Amended and Restated PayPal Holdings, Inc. 2015 Equity Incentive Award Plan (the “Plan”), equity awards, including stock options, restricted stock units (“RSUs”), restricted stock awards (“RSAs”), performance based restricted stock units (“PBRs”), deferred stock units (“DSUs”), and stock payments, may be granted to our directors, officers, and employees. In May 2018, our stockholders approved increasing the number of shares reserved for issuance under the Plan by an additional 37 million shares. At December 31, 2019, there were 81 million shares authorized under the Plan and 60 million shares were available for future grant. Shares issued as a result of stock option exercises and the release of stock awards were funded primarily with the issuance of new shares of common stock.

All stock options granted under the Plan generally vest 12.5% six months from the date of grant or 25% one year from the date of grant with the remainder vesting at a rate of 2.08% per month thereafter, and generally expire seven years from the date of grant. The cost of stock options is determined using the Black-Scholes option pricing model on the date of grant. We discontinued granting stock options in January 2016.

RSUs are granted to eligible employees under the Plan. RSUs generally vest in equal annual installments over a period of three years, are subject to an employee’s continuing service to us, and do not have an expiration date. The cost of RSUs granted is determined using the fair market value of PayPal’s common stock on the date of grant.

Certain of our executives and non-executives are eligible to receive PBRs, which are equity awards that may be earned based on an initial target number with the final number of PBRs that may be vested and settled determined based on the Company’s performance against pre-established performance metrics over a predefined performance period. PBRs granted under the Plan generally have one to three-year performance periods with cliff vesting following the completion of the performance period, subject to the Compensation Committee’s approval of the level of achievement against the pre-established performance targets. Over the performance period, the number of PBRs that may be issued and related stock-based compensation expense that is recognized is adjusted upward or downward based upon the probability of achieving the approved performance targets against the performance metrics. Depending on the probability of achieving the pre-established performance targets, the number of PBRs issued could range from 0% to 200% of the target amount.

#### EMPLOYEE STOCK PURCHASE PLAN

In May 2018, our stockholders approved increasing the number of shares reserved for issuance under the Amended and Restated PayPal Holdings, Inc. Employee Stock Purchase Plan (“ESPP”) by an additional 50 million shares. Under the terms of the ESPP, shares of our common stock may be purchased over an offering period with a maximum duration of two years at 85% of the lower of the fair market value on the first day of the applicable offering period or on the last business day of each six-month purchase period within the offering period. Employees may contribute between 2% and 10% of their gross compensation during an offering period to purchase shares, but not more than the statutory limitation of \$25,000 per year. All company stock purchased through the ESPP is considered outstanding and is included in the weighted-average outstanding shares for purposes of computing basic and diluted earnings per share. For the years ended December 31, 2019, 2018, and 2017, our employees purchased 1.8 million, 2.4 million, and 2.7 million shares under the ESPP at an average per share price of \$66.36, \$43.09, and \$34.06, respectively. As of December 31, 2019, approximately 51 million shares were reserved for future issuance under the ESPP.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### STOCK OPTION ACTIVITY

The following table summarizes stock option activity of our employees under the Plan for the year ended December 31, 2019:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value
	(In thousands, except per share amounts and years)			
<b>Outstanding at January 1, 2019</b>	1,183	\$ 27.39		
Assumed	—	\$ —		
Exercised	(693)	\$ 29.01		
Forfeited/expired/canceled	(14)	\$ 22.71		
<b>Outstanding at December 31, 2019</b>	476	\$ 25.18	3.61	\$ 40,113
Expected to vest	78	\$ 19.78	5.61	\$ 6,973
Options exercisable	390	\$ 26.33	3.17	\$ 32,431

No options were granted or assumed in 2019. The weighted average grant date fair value of options assumed from acquisitions during the years ended December 31, 2018 and 2017 was \$72.02, and \$49.47, respectively. The aggregate intrinsic value was calculated as the difference between the exercise price of the underlying options and the quoted price of our common stock at December 31, 2019. During the years ended December 31, 2019, 2018, and 2017, the aggregate intrinsic value of options exercised under the Plan was \$51 million, \$71 million, and \$53 million, respectively, determined as of the date of option exercise. At December 31, 2019, all outstanding options were in-the-money.

### RSU, PBRUSU, AND RESTRICTED STOCK ACTIVITY

The following table summarizes the RSUs, PBRUSUs, and restricted stock activity under the Plan as of December 31, 2019 and changes during the year ended December 31, 2019:

	Units	Weighted Average Grant-Date Fair Value (per share)
	(In thousands, except per share amounts)	
<b>Outstanding at January 1, 2019</b>	27,962	\$ 57.81
Awarded <sup>(1)</sup>	14,662	\$ 95.43
Vested <sup>(1)</sup>	(16,284)	\$ 53.34
Forfeited	(3,331)	\$ 74.65
<b>Outstanding at December 31, 2019</b>	23,009	\$ 83.61
Expected to vest	20,330	

<sup>(1)</sup> Includes approximately 1.4 million additional PBRUSUs issued in respect of company performance in connection with the Company's 2018 annual incentive plan.

During the years ended December 31, 2019, 2018, and 2017, the aggregate intrinsic value of RSUs and PBRUSUs vested under the Plan was \$1.6 billion, \$1.4 billion, and \$519 million, respectively.

In the year ended December 31, 2019, the Company granted 1.5 million PBRUSUs with a one-year performance period (fiscal 2019) and cliff vesting following the completion of the performance period in February 2020 (one year from the annual incentive award cycle grant date), and 0.9 million PBRUSUs with a three-year performance period.

In the year ended December 31, 2018, the Company granted 1.6 million PBRUSUs with a one-year performance period (fiscal 2018) and cliff vesting following the completion of the performance period in February 2019 (one year from the annual incentive award cycle grant date), and 0.8 million PBRUSUs with a three-year performance period. Additionally, in the year ended December 31, 2018, the Company granted 0.4 million PBRUSUs with a five-year performance period based on market conditions; the number of PBRUSUs that may be issued under this award is fixed.



# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

### STOCK-BASED COMPENSATION EXPENSE

We record stock-based compensation expense for the Plan in accordance with U.S. GAAP, which requires the measurement and recognition of compensation expense based on estimated fair values.

The impact on our results of operations of recording stock-based compensation expense under the Plan for the years ended December 31, 2019, 2018, and 2017 was as follows:

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
Customer support and operations	\$ 198	\$ 174	\$ 142
Sales and marketing	127	125	107
Technology and development	420	303	277
General and administrative	305	269	218
Total stock-based compensation expense	\$ 1,050	\$ 871	\$ 744
Capitalized as part of internal use software and website development costs	\$ 38	\$ 38	\$ 24
Income tax benefit recognized for stock-based compensation arrangements	\$ 176	\$ 154	\$ 218

As of December 31, 2019, there was approximately \$1.0 billion of unearned stock-based compensation estimated to be expensed primarily from 2020 through 2021. If there are any modifications or cancellations of the underlying unvested awards, we may be required to accelerate, increase, or cancel all or a portion of the remaining unearned stock-based compensation expense. Future unearned stock-based compensation will increase to the extent we grant additional equity awards, change the mix of equity awards we grant, or assume unvested equity awards in connection with acquisitions.

### EMPLOYEE SAVING PLAN

Under the terms of the PayPal Holdings, Inc. Deferred Compensation Plan, which also qualifies under Section 401(k) of the Code, participating U.S. employees may contribute up to 50% of their eligible compensation, but not more than statutory limits. In the years ended December 31, 2019, 2018, and 2017, under the PayPal plan, eligible employees received one dollar for each dollar contributed, up to 4% of each employee's eligible salary, subject to a maximum employer contribution of \$11,200, \$11,200, and \$10,800, respectively, per employee. Our non-U.S. employees are covered by other savings plans. For the years ended December 31, 2019, 2018, and 2017, the matching contribution expense for our U.S. and international savings plans was approximately \$59 million, \$51 million, and \$47 million, respectively.

### Note 16—Income Taxes

In December 2017, the U.S. government enacted the Tax Cuts and Jobs Act (the "Tax Act"). The Tax Act included significant changes to the U.S. corporate income tax system including: a federal corporate rate reduction from 35% to 21%; limitations on the deductibility of interest expense and executive compensation; creation of the base erosion anti-abuse tax ("BEAT"), a new minimum tax; and the transition of U.S. international taxation from a worldwide tax system to a modified territorial tax system. The change to a modified territorial tax system resulted in a one-time U.S. tax liability on those earnings which had not previously been repatriated to the U.S. (the "Transition Tax"), with future distributions not subject to U.S. federal income tax when repatriated.

During the year ended December 31, 2018, we completed our accounting for the income tax effects of the Tax Act. In the year ended December 31, 2018, we recognized \$20 million of tax expense in addition to the \$180 million of provisional tax expense recorded at December 31, 2017 for the enactment-date effects of the Tax Act, for a total of \$200 million of net tax expense, which consists of \$1.5 billion of net federal and state Transition Tax, the majority of which is payable in installments over eight years, \$1.3 billion net benefit for the decrease in our deferred tax liability on unremitted foreign earnings, and \$5 million net expense for remeasurement of our deferred tax assets/liabilities for the corporate rate reduction and changes in our valuation allowance.

In June 2019, the U.S. Court of Appeals for the Ninth Circuit reversed the July 2015 decision of the U.S. Tax Court in *Altera Corp. v. Commissioner*. In the June 2019 decision, the U.S. Court of Appeals held that a Treasury Regulation requiring stock-based compensation to be included in a qualified intercompany cost sharing arrangement was valid. We have reviewed this case and determined no adjustment is required to PayPal's consolidated financial statements as a result of this ruling.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

In connection with the distribution, eBay and PayPal entered into various agreements that govern the relationship between the parties going forward, including a tax matters agreement. The tax matters agreement was entered into on the distribution date. Under the tax matters agreement, eBay is generally responsible for all additional taxes (and will be entitled to all related refunds of taxes) imposed on eBay and its subsidiaries (including subsidiaries that were transferred to PayPal pursuant to the separation) arising after the distribution date with respect to the taxable periods (or portions thereof) ended on or prior to July 17, 2015, except for those taxes for which PayPal has reflected an unrecognized tax benefit in its financial statements on the distribution date.

The components of income (loss) before income taxes are as follows:

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
United States	\$ 8	\$ (474)	\$ (593)
International	2,990	2,850	2,793
Income before income taxes	\$ 2,998	\$ 2,376	\$ 2,200

The income tax expense is composed of the following:

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
Current:			
Federal	\$ 132	\$ 180	\$ 1,522
State and local	47	32	36
Foreign	629	278	146
Total current portion of income tax expense	\$ 808	\$ 490	\$ 1,704
Deferred:			
Federal	\$ (107)	\$ (115)	\$ (1,304)
State and local	(39)	(35)	(3)
Foreign	(123)	(21)	8
Total deferred portion of income tax expense	(269)	(171)	(1,299)
Income tax expense	\$ 539	\$ 319	\$ 405

The following is a reconciliation of the difference between the effective income tax rate and the federal statutory rate:

	Year Ended December 31,		
	2019	2018	2017
Federal statutory rate	21.0%	21.0%	35.0%
State taxes, net of federal benefit	0.3%	(0.1)%	0.8%
Foreign income taxed at different rates	(5.0)%	(3.9)%	(26.7)%
Stock-based compensation expense	(3.9)%	(4.1)%	(0.8)%
Tax credits	(2.4)%	(2.1)%	(1.4)%
Change in valuation allowances	0.1%	—%	1.4%
U.S. tax reform (the Tax Act)	—%	0.9%	8.2%
Intra-group transfer of intellectual property	7.6%	0.7%	1.0%
Other	0.3%	1.0%	0.9%
Effective income tax rate	18.0%	13.4%	18.4%

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

For the year ended December 31, 2019, the difference between the effective income tax rate and the U.S. federal statutory rate of 21% to income before income taxes is primarily the result of foreign income taxed at different rates and stock based compensation deductions, partially offset by tax expense related to the intra-group transfer of intellectual property. For the year ended December 31, 2018, the difference between the effective income tax rate and the federal statutory rate of 21% to income before income taxes is primarily the result of foreign income taxed at different rates and stock based compensation deductions. For the year ended December 31, 2017, the difference between the effective income tax rate and the federal statutory rate of 35% to income before income taxes is primarily the result of foreign income taxed at different rates, partially offset by the effects of the Tax Act discussed above.

Deferred tax assets and liabilities are recognized for the future tax consequences of differences between the carrying amounts of assets and liabilities and their respective tax basis using enacted tax rates in effect for the year in which the differences are expected to reverse. Significant deferred tax assets and liabilities consist of the following:

	As of December 31,	
	2019	2018
	(In millions)	
<b>Deferred tax assets:</b>		
Net operating loss and credit carryforwards	\$ 182	\$ 196
Accruals and allowances	235	179
Lease liability	120	—
Partnership investment	8	9
Stock-based compensation	160	136
Net unrealized losses	5	8
Fixed assets and other intangibles	88	—
Total deferred tax assets	798	528
Valuation allowance	(184)	(132)
Net deferred tax assets	\$ 614	\$ 396
<b>Deferred tax liabilities:</b>		
Unremitted foreign earnings	\$ (17)	\$ (35)
Fixed assets and other intangibles	—	(58)
Acquired intangibles	(103)	(167)
Lease asset	(116)	—
Net unrealized gains	(71)	(21)
Total deferred tax liabilities	(307)	(281)
Net deferred tax assets	\$ 307	\$ 115

The following table shows the deferred tax assets and liabilities within our consolidated balance sheets:

	As of December 31,	
	2019	2018
Balance Sheet Location	(In millions)	
Total deferred tax assets (non-current) <span style="float: right;">Other assets</span>	\$ 396	\$ 224
Total deferred tax liabilities (non-current) <span style="float: right;">Deferred tax liability and other long-term liabilities</span>	(89)	(109)
Total net deferred tax assets	\$ 307	\$ 115

As of December 31, 2019, our federal, state, and foreign net operating loss carryforwards for income tax purposes were approximately \$20 million, \$403 million, and \$273 million, respectively. The federal and state net operating loss carryforwards are subject to various limitations under Section 382 of the Code. If not utilized, the federal net operating loss carryforwards will begin

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

to expire in 2022, and the state net operating loss carryforwards will begin to expire in 2020. Approximately \$14 million of the foreign net operating loss carryforwards will begin to expire in 2021, \$56 million will begin to expire in 2034, and \$203 million has no expiration date and may be carried forward indefinitely. As of December 31, 2019, our federal and state tax credit carryforwards for income tax purposes were approximately \$1 million and \$205 million, respectively. The federal tax credits will begin to expire in 2028. Most of the state tax credits may be carried forward indefinitely.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that all or some portion of the deferred tax assets will not be realized. We have elected the tax law ordering approach to assess the realizability of our net operating losses. During the years ended December 31, 2019, 2018, and 2017, we increased our valuation allowance by \$52 million, \$39 million, and \$50 million, respectively. At December 31, 2019, 2018, and 2017, we maintained a valuation allowance with respect to certain of our deferred tax assets relating to operating losses in certain states and foreign jurisdictions and tax credits in certain states that we believe are not likely to be realized.

At December 31, 2019, none of our unremitted foreign earnings of approximately \$6.6 billion are considered to be indefinitely reinvested. We have accrued \$17 million of deferred U.S. state and foreign withholding taxes on the \$6.6 billion of undistributed foreign earnings.

We benefit from tax rulings concluded in several different jurisdictions, most significantly Singapore and Luxembourg. These rulings result in significantly lower rates of taxation on certain classes of income and require various thresholds of investment and employment in those jurisdictions. We review our compliance on an annual basis to ensure we continue to meet our obligations under these tax rulings. These rulings resulted in tax savings of approximately \$472 million, \$465 million and \$443 million in 2019, 2018, and 2017, respectively. The benefit of these tax rulings on our net income per share (diluted) was approximately \$0.40, \$0.39, and \$0.36 in 2019, 2018, and 2017, respectively. In December 2019, a new tax ruling was concluded in Singapore. The new ruling takes effect after the current ruling expires at the end of 2020 and will be in effect from 2021 through 2030. In December 2019, the Luxembourg government passed legislation confirming that tax rulings granted before January 1, 2015 will no longer be binding after December 31, 2019.

The following table reflects changes in unrecognized tax benefits for the periods presented below:

	Year Ended December 31,		
	2019	2018	2017
	(In millions)		
Gross amounts of unrecognized tax benefits as of the beginning of the period	\$ 800	\$ 424	\$ 312
Increases related to prior period tax positions	97	120	61
Decreases related to prior period tax positions	(28)	(6)	(23)
Increases related to current period tax positions	336	287	112
Settlements	(63)	(20)	(35)
Statute of limitation expirations	(1)	(5)	(3)
Gross amounts of unrecognized tax benefits as of the end of the period	\$ 1,141	\$ 800	\$ 424

If the remaining balance of unrecognized tax benefits were realized in a future period, it would result in a tax benefit of \$991 million.

During the year ended December 31, 2018, we increased our unrecognized tax benefits by \$194 million due to uncertainties related to the impacts of the Tax Act.

In December 31, 2019, 2018, and 2017, we recognized net interest and penalties of \$63 million, \$57 million, and \$13 million, respectively, related to uncertain tax positions in income tax expense. The amount of interest and penalties accrued as of December 31, 2019 and 2018 was approximately \$171 million and \$124 million, respectively.

We are subject to taxation in the U.S. and various state and foreign jurisdictions. We are currently under examination by certain tax authorities for the 2007 to 2018 tax years. The material jurisdictions in which we are subject to examination by tax authorities for tax years after 2006 primarily include the U.S. (Federal and California), France, Germany, India, Israel, and Singapore. During 2019, we settled various audits, including certain U.S. Federal and California audits. We believe that adequate amounts have been reserved for any adjustments that may ultimately result from our open examinations.

# PayPal Holdings, Inc.

## Notes to Consolidated Financial Statements—(Continued)

Although the timing of the resolution of these audits is uncertain, we do not expect the total amount of unrecognized tax benefits as of December 31, 2019 will materially change in the next 12 months. However, given the number of years remaining subject to examination and the number of matters being examined, we are unable to estimate the full range of possible adjustments to the balance of gross unrecognized tax benefits.

### Note 17—Restructuring

In the first quarters of 2019, 2018, and 2017, management approved strategic reductions of the existing global workforce, which resulted in restructuring charges of \$78 million, \$25 million, and \$40 million, respectively.

The approved strategic reductions for 2019 were intended to better align our teams to support key business priorities, and included the transfer of certain operational functions between geographies, as well as the impact of the transition servicing activities provided to Synchrony, which ended in the second quarter of 2019. The following table summarizes the restructuring reserve activity during the year ended December 31, 2019:

	Employee Severance and Benefits (In millions)
Accrued liability as of January 1, 2019	\$ 3
Charges	78
Payments	(72)
Accrued liability as of December 31, 2019	\$ 9

The strategic reduction approved in the first quarter of 2018 included restructuring charges related to the decision to wind down TIO's operations. We incurred employee and severance benefits expenses under both the 2018 and 2017 strategic reductions, which were substantially completed by the end of 2018 and 2017, respectively.

### Note 18—Subsequent Events

On January 3, 2020, we completed our acquisition of Honey Science Corporation ("Honey") by acquiring all outstanding shares for total consideration of approximately \$4.0 billion, consisting of approximately \$3.6 billion in cash and approximately \$400 million in restricted stock, subject to vesting conditions. We believe our acquisition of Honey will enhance our value proposition by allowing us to further simplify and personalize shopping experiences for consumers while driving conversion and increasing consumer engagement and sales for merchants. The acquisition will be accounted for as a business combination.

# PayPal Holdings, Inc.

## Supplementary Data — Quarterly Unaudited Financial Data

The following tables present certain unaudited consolidated quarterly financial information for the years ended December 31, 2019 and 2018.

	2019 Quarter Ended			
	March 31	June 30	September 30	December 31
	(Unaudited, in millions, except per share amounts)			
Net revenues	\$4,128	\$4,305	\$4,378	\$4,961
Net income	\$ 667	\$ 823	\$ 462	\$ 507
Net income per share—basic	\$ 0.57	\$ 0.70	\$ 0.39	\$ 0.43
Net income per share—diluted	\$ 0.56	\$ 0.69	\$ 0.39	\$ 0.43
Weighted average shares:				
Basic	1,171	1,175	1,175	1,174
Diluted	1,188	1,187	1,188	1,187

	2018 Quarter Ended			
	March 31	June 30	September 30	December 31
	(Unaudited, in millions, except per share amounts)			
Net revenues	\$3,685	\$3,857	\$3,683	\$4,226
Net income	\$ 511	\$ 526	\$ 436	\$ 584
Net income per share—basic	\$ 0.43	\$ 0.44	\$ 0.37	\$ 0.50
Net income per share—diluted	\$ 0.42	\$ 0.44	\$ 0.36	\$ 0.49
Weighted average shares:				
Basic	1,192	1,187	1,181	1,177
Diluted	1,217	1,202	1,199	1,196

# PayPal Holdings, Inc.

## Financial Statement Schedule

The Financial Statement Schedule II—VALUATION AND QUALIFYING ACCOUNTS is filed as part of this Annual Report on Form 10-K.

	Balance at Beginning of Period	Charged/ (Credited) to Net Income	Charges Utilized/ (Write-offs)	Balance at End of Period
(In millions)				
<b>Allowance for Transaction Losses and Negative Customer Balances</b>				
Year Ended December 31, 2017	\$ 222	\$ 823	\$ (779)	\$ 266
Year Ended December 31, 2018	\$ 266	\$ 1,059	\$ (981)	\$ 344
Year Ended December 31, 2019	\$ 344	\$ 1,092	\$ (1,037)	\$ 399
<b>Allowance for Loans and Interest Receivable</b>				
Year Ended December 31, 2017	\$ 339	\$ 274	\$ (484)	\$ 129
Year Ended December 31, 2018	\$ 129	\$ 243	\$ (200)	\$ 172
Year Ended December 31, 2019	\$ 172	\$ 325	\$ (239)	\$ 258

## Item 16. Form 10-K Summary

None.

# Exhibit Index

Exhibit Number	Exhibit Description	Filed with this Form 10-K	Incorporated by Reference	
			Form	Date Filed
2.01	Separation and Distribution Agreement by and between eBay Inc. and PayPal Holdings, Inc.		10-12B/A	6/26/2015
2.02	Purchase and Sale Agreement, dated as of November 10, 2017, by and between Synchrony Bank and Bill Me Later, Inc.		8-K	11/16/2017
2.03	Purchase and Sale Agreement, dated as of November 10, 2017, by and between Synchrony Bank and PayPal (Europe) S.à r.l. et Cie. S.C.A.		8-K	11/16/2017
2.04	Amendment No. 1 to the Purchase and Sale Agreement, dated as of April 12, 2018, by and between Synchrony Bank and Bill Me Later, Inc.		10-Q	7/26/2018
2.05	Amendment No. 1 to the Purchase and Sale Agreement, dated as of April 12, 2018, by and between Synchrony Bank and PayPal (Europe) S.à r.l. et Cie. S.C.A.		10-Q	7/26/2018
3.01	PayPal Holdings, Inc. Restated Certificate of Incorporation		10-Q	7/27/2017
3.02	PayPal Holdings, Inc. Amended and Restated Bylaws effective January 17, 2019.		8-K	1/18/2019
4.01	Description of Securities	X		
4.02	Indenture, dated as of September 26, 2019, by and between PayPal Holdings, Inc. and Wells Fargo Bank, National Association, as Trustee.		8-K	9/26/2019
10.01	Operating Agreement by and among eBay Inc., eBay International AG, PayPal Holdings, Inc., PayPal, Inc., PayPal Pte. Ltd. and PayPal Payments Pte. Holdings S.C.S., dated July 17, 2015.		8-K	7/20/2015
10.02	Amendment, dated June 30, 2016, to the Operating Agreement by and among eBay Inc., eBay International AG, PayPal Holdings, Inc., PayPal, Inc., PayPal Pte. Ltd. and PayPal Payments Pte. Holdings S.C.S., dated July 17, 2015.		10-Q	7/26/2016
10.03	Tax Matters Agreement by and between eBay Inc. and PayPal Holdings, Inc., dated July 17, 2015.		8-K	7/20/2015
10.04	Employee Matters Agreement by and between eBay Inc. and PayPal Holdings, Inc., dated July 17, 2015.		8-K	7/20/2015
10.05	Intellectual Property Matters Agreement by and among eBay Inc., eBay International AG, PayPal Holdings, Inc., PayPal, Inc., PayPal Pte. Ltd. and PayPal Payments Pte. Holdings S.C.S., dated July 17, 2015.		8-K	7/20/2015
10.06	Credit Agreement, dated as of September 11, 2019, among PayPal Holdings, Inc., the Designated Borrowers party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A., J.P. Morgan Securities Australia Limited, JPMorgan Chase Bank, N.A., Toronto Branch, and J.P. Morgan Europe Limited, as the Administrative Agents		8-K	9/12/2019
10.07	364-Day Credit Agreement, dated as of September 11, 2019, among PayPal Holdings, Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent		8-K	9/12/2019
10.08+	PayPal Employee Incentive Plan, as amended and restated.		DEF 14A	4/14/2016
10.09+	PayPal Holdings, Inc. Amended and Restated 2015 Equity Incentive Award Plan		8-K	5/25/2018



Exhibit Number	Exhibit Description	Filed with this Form 10-K	Incorporated by Reference	
			Form	Date Filed
10.10+	PayPal Holdings, Inc. Amended and Restated Deferred Compensation Plan effective November 6, 2018		10-K	2/7/2019
10.11	PayPal Holdings, Inc. Change in Control Severance Plan for Key Employees, dated June 16, 2015.		10-12B/A	6/18/2015
10.12+	PayPal Holdings, Inc. SVP and Above Standard Severance Plan, dated June 16, 2015.		10-12B/A	6/18/2015
10.13+	PayPal Holdings, Inc. Executive Change in Control and Severance Plan		8-K	12/30/2019
10.14+	Form of Indemnity Agreement between PayPal Holdings, Inc. and individual directors and officers.		10-12B/A	5/14/2015
10.15+	Form of Global Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015
10.16+	Form of Global Performance Based Restricted Stock Unit Award Grant Notice and Performance Based Restricted Stock Unit Award Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan, as amended and restated.		10-Q	4/27/2017
10.17+	Form of Global Notice of Grant of Stock Option and Stock Option Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015
10.18+	Form of Director Annual Award Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015
10.19+	Form of Electing Director Quarterly Award Agreement under the PayPal Holdings, Inc. 2015 Equity Incentive Award Plan.		10-12B/A	5/14/2015
10.20+	PayPal Holdings, Inc. Amended and Restated Employee Stock Purchase Plan		8-K	5/25/2018
10.21+	Offer Letter dated September 29, 2014 between eBay Inc. and Daniel Schulman.		10-12B/A	5/14/2015
10.22+	Amendment dated December 31, 2014 to Offer Letter between eBay Inc. and Daniel Schulman.		10-12B/A	5/14/2015
10.23+	Letter dated April 7, 2015 from eBay Inc. to Louise Pentland.		10-K	2/11/2016
10.24+	Letter dated April 13, 2015 from eBay Inc. to Jonathan Auerbach.		10-K	2/11/2016
10.25+	Letter dated May 19, 2015 from eBay Inc. to William Ready.		10-12B/A	6/2/2015
10.26+†	Separation Agreement dated June 17, 2019 between William Ready and PayPal Holdings, Inc.		10-Q	7/25/2019
10.27+	Letter Agreement dated July 29, 2015 between John Rainey and PayPal Holdings, Inc.		10-Q	10/29/2015
10.28+	Letter Agreement, dated April 17, 2016, between Aaron Karczmer and PayPal Holdings, Inc.		10-Q	4/27/2017
10.29+	Letter Agreement effective February 20, 2019 between Mark Britto and PayPal Holdings, Inc.		10-Q	4/25/2019
10.30+	Letter Agreement dated December 22, 2018 between Allison Johnson and PayPal Holdings, Inc.		10-Q	4/25/2019
10.31+	Independent Director Compensation Policy		10-K	2/7/2019
21.01	List of Subsidiaries.	X		
22.01	PricewaterhouseCoopers LLP consent.	X		
23.01	Power of Attorney (see signature page).	X		
31.01	Certification of PayPal Holdings, Inc.'s Chief Executive Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.	X		

Exhibit Number	Exhibit Description	Filed with this Form 10-K	Incorporated by Reference	
			Form	Date Filed
31.02	Certification of PayPal Holdings, Inc.'s Chief Financial Officer, as required by Section 302 of the Sarbanes-Oxley Act of 2002.	X		
32.01	Certification of PayPal Holdings, Inc.'s Chief Executive Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.	X		
32.02	Certification of PayPal Holdings, Inc.'s Chief Financial Officer, as required by Section 906 of the Sarbanes-Oxley Act of 2002.	X		
101	The following financial information related to the Company's Annual Report on Form 10-K for the year ended December 31, 2019, formatted in iXBRL (Inline Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Stockholders' Equity, (v) the Consolidated Statements of Cash Flows; and (vi) the related Notes to Consolidated Financial Statements.	X		
104	Cover Page Interactive Data File, formatted in iXBRL and contained in Exhibit 101.	X		

+ Indicates a management contract or compensatory plan or arrangement

\* Certain portions of this document have been omitted pursuant to Item 601(b)(10) of Regulation S-K and, where applicable, have been marked with "[\*\*\*]" to indicate where omissions have been made. The marked information has been omitted because it is (i) not material and (ii) would likely cause competitive harm to the registrant if publicly disclosed. The registrant hereby undertakes to provide further information regarding such marked information to the Securities and Exchange Commission upon request.

# Signatures

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 6, 2020.

*PayPal Holdings, Inc.*

By: /s/ Daniel H. Schulman

Name: Daniel H. Schulman

Title: President, Chief Executive Officer and Director

# Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Daniel H. Schulman, John D. Rainey, A. Louise Pentland, Brian Y. Yamasaki and Aaron A. Anderson, and each or any one of them, each with the power of substitution, his or her attorney-in-fact, to sign any amendments to this report, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on February 6, 2020.

Principal Executive Officer:

By: /s/ Daniel H. Schulman

Daniel H. Schulman  
President, Chief Executive Officer and Director

Principal Financial Officer:

By: /s/ John D. Rainey

John D. Rainey  
Chief Financial Officer and Executive Vice President,  
Global Customer Operations

Principal Accounting Officer:

By: /s/ Aaron A. Anderson

Aaron A. Anderson  
Vice President, Chief Accounting Officer

## Additional Directors

By: /s/ Rodney C. Adkins

Rodney C. Adkins  
Director

By: /s/ Wences Casares

Wences Casares  
Director

By: /s/ Jonathan Christodoro

Jonathan Christodoro  
Director

By: /s/ John J. Donahoe

John J. Donahoe  
Director

By: /s/ David W. Dorman

David W. Dorman  
Director

By: /s/ Belinda Johnson

Belinda Johnson  
Director

By: /s/ Gail J. McGovern

Gail J. McGovern  
Director

By: /s/ Deborah M. Messemer

Deborah M. Messemer  
Director

By: /s/ David M. Moffett

David M. Moffett  
Director

By: /s/ Ann M. Sarnoff

Ann M. Sarnoff  
Director

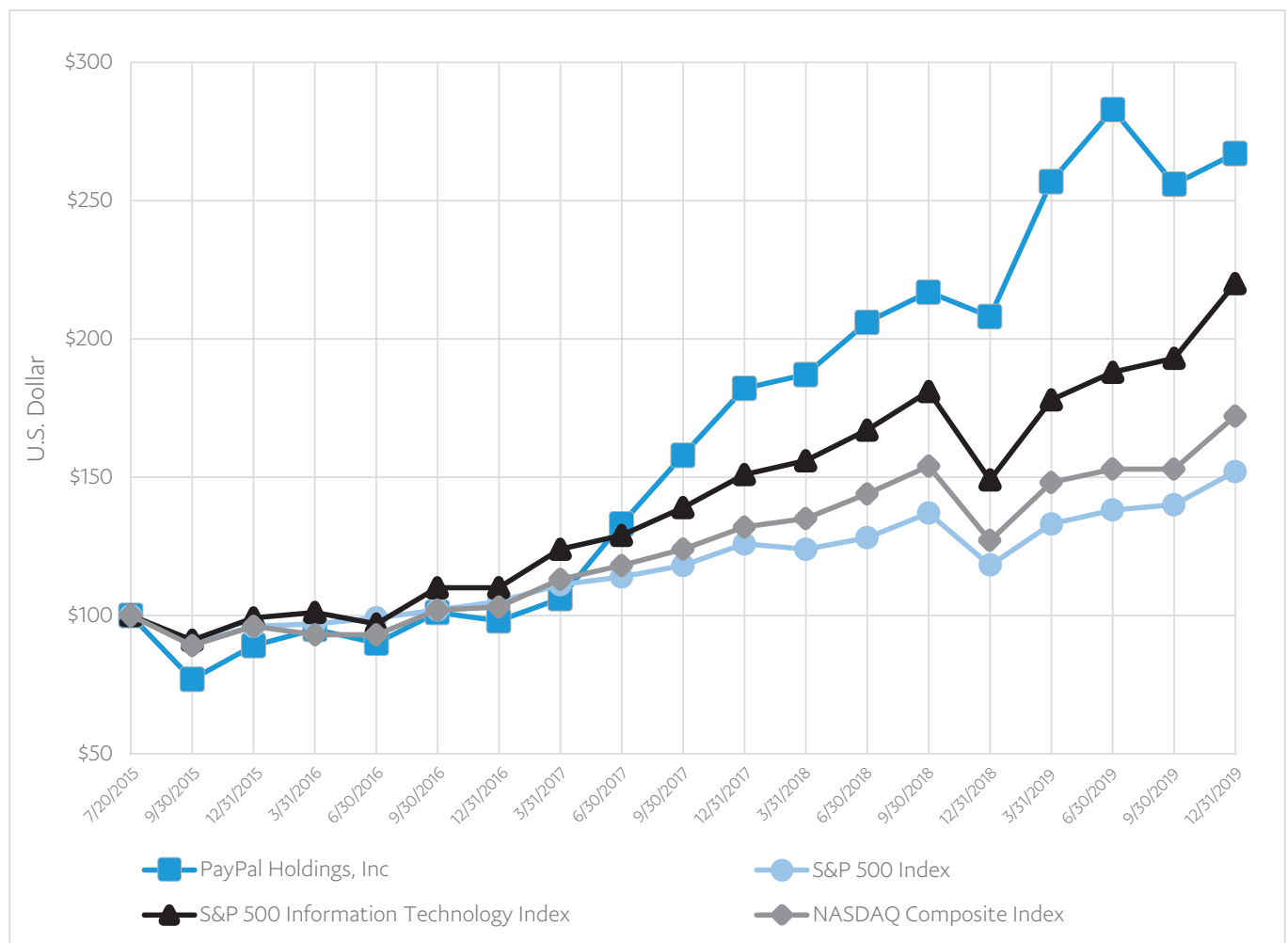
By: /s/ Frank D. Yeary

Frank D. Yeary  
Director

# Stock Performance Graph

This performance graph shall not be deemed “soliciting material” or to be “filed” with the Securities and Exchange Commission (the “SEC”) for purposes of Section 18 of the Exchange Act of 1934, or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any of our filings under the Securities Act of 1933.

The graph below shows the cumulative total stockholder return of an investment of \$100 in our common stock during the period beginning July 20, 2015 (the date our common stock began “regular way” trading on the Nasdaq Stock Market) through December 31, 2019, compared to the Nasdaq Composite Index, the S&P 500 Index, and the S&P 500 Information Technology Index. These indices are included only for comparative purposes as required by SEC rules and do not necessarily reflect management’s opinion that such indices are an appropriate measure of the relative performance of our common stock. Stockholder returns over the indicated periods should not be considered indicative of future stock price or stockholder returns.



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