

**RULES OF THE PAYPAL HOLDINGS, INC.
EMPLOYEE STOCK PURCHASE PLAN
FOR EMPLOYEES
IN THE PEOPLE’S REPUBLIC OF CHINA**

1. General.

(a) The Board of Directors of PayPal Holdings, Inc. (the “*Company*”) has established the PayPal Holdings, Inc. Employee Stock Purchase Plan (the “*U.S. Plan*”) for the benefit of eligible employees of the Company and its Participating Subsidiaries and Participating Affiliates. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the U.S. Plan.

(b) Paragraph 3(c) of the U.S. Plan specifically authorizes the Administrator to adopt rules, procedures and sub-plans as are necessary or appropriate to permit the participation in the U.S. Plan by eligible employees who are citizens or residents of a non-U.S. jurisdiction and/or employed outside of the U.S.; to the extent inconsistent with the requirements of Section 423 of the Code, such sub-plans shall be considered part of the Non-423 Component of the U.S. Plan.

(c) The Administrator has established these Rules of the PayPal Holdings, Inc. Employee Stock Purchase Plan for Employees in the People’s Republic of China (the “*China Sub-Plan*”) pursuant to Paragraph 3(c) of the U.S. Plan. The China Sub-Plan is intended to be part of the Non-423 Component of the U.S. Plan.

(d) The provisions of the U.S. Plan are hereby incorporated into the terms of this Sub-Plan by reference as if set forth herein in their entirety.

(e) The terms of this China Sub-Plan shall govern any shares of Common Stock or rights to purchase shares of Common Stock issued or granted to China Sub-Plan Employees (as defined below) under this China Sub-Plan. China Sub-Plan Employees shall be eligible to participate only in the China Sub-Plan and shall not be entitled to participate in the U.S. Plan.

2. Definitions.

For the purposes of this China Sub-Plan:

“*China Sub-Plan*” has the meaning given to it in Paragraph 1(c) above;

“*China Sub-Plan Employees*” means employees of any China Sub-Plan Participating Affiliate (as defined below);

“*China Sub-Plan Participating Affiliate*” means **PayPal Network Information Service (Shanghai) Co., Ltd., PayPal Information Technologies (Shanghai) Co., Ltd.,** and PayPal Settlement Service (ChongQing) Co., Ltd. and any

other Affiliates that may be established and designated by the Administrator as Participating Affiliates in China; and

“U.S. Plan” has the meaning given to it in Paragraph 1(a) above.

3. Payment of Purchase Price; Payroll Deductions; Issuance of Shares.

The Administrator may establish special rules and procedures for employees in China related to the payment of the purchase price, the accumulation and remittance of payroll deductions or other contributions and the issuance and sale of shares of Common Stock, as well as any other special rules and procedures as are necessary or advisable for the administration of the China Sub-Plan. Such special rules and procedures may apply to PRC national employees in China and/or non-PRC national employees in China.

4. Amendment; Termination.

Subject to the terms of the U.S. Plan, the Administrator reserves the right to amend or terminate the China Sub-Plan, as contained herein, at any time.