



Charter of the Audit and Risk Committee of the Board of Directors of Square, Inc.

(Adopted On November 4, 2015; Effective As Of November 18, 2015; As Last Amended on October 31, 2018)

PURPOSE

The purpose of the Audit and Risk Committee (the “**Audit and Risk Committee**”) of the Board of Directors (the “**Board**”) of Square, Inc., a Delaware corporation (the “**Company**”), is to assist the Board in overseeing:

- The Company’s accounting and financial reporting processes and internal controls as well as the auditing and integrity of the Company’s financial statements.
- The qualifications and independence of the Company’s independent auditor.
- The performance of the Company’s independent auditor and internal audit function.
- The Company’s compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements).
- Risk assessment and risk management pertaining to the financial, accounting and tax matters of the Company.

COMPOSITION

1. Membership and Appointment. The Audit and Risk Committee shall consist of at least three members of the Board. Members of the Audit and Risk Committee shall be appointed by the Board and may be removed by the Board in its discretion.
2. Qualifications. Members of the Audit and Risk Committee must meet the following criteria as well as any additional criteria required by applicable law, the rules and regulations of the Securities and Exchange Commission (the “**SEC**”), and the listing standards of the New York Stock Exchange (“**NYSE**”):
 - Each member of the Audit and Risk Committee must be an independent director in accordance with (i) listing standards of NYSE and (ii) Rule 10A-3 of the Securities Exchange Act of 1934, as amended;
 - Each member of the Audit and Risk Committee must be financially literate, as

determined by the Board. At least one member of the Audit and Risk Committee must have accounting or related financial management expertise, as determined by the Board;

- At least one member of the Audit and Risk Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have the requisite financial sophistication;
 - No member of the Audit and Risk Committee shall simultaneously serve on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Audit and Risk Committee and the Company discloses such determination in its annual proxy statement; and
 - Such other qualifications as established by the Board from time to time.
3. Chairperson. The Board may designate a chairperson of the Audit and Risk Committee. In the absence of that designation, the Audit and Risk Committee may designate a chairperson by majority vote of the Audit and Risk Committee members.

RESPONSIBILITIES

The following are the principal recurring responsibilities of the Audit and Risk Committee. The Audit and Risk Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Audit and Risk Committee deem appropriate. In carrying out its responsibilities, the Audit and Risk Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

1. Select and Hire the Independent Auditor and Any Other Registered Public Accounting Firm. The Audit and Risk Committee shall be responsible for appointing, compensating, retaining and, where appropriate, replacing the independent auditor. The independent auditor will report directly to the Audit and Risk Committee. The Audit and Risk Committee shall have sole authority to approve the hiring and discharging of the independent auditor, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditor. The Audit and Risk Committee shall also appoint, retain, compensate, oversee and where appropriate, replace any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

2. Supervise and Evaluate the Independent Auditor and Any Other Registered Public Accounting Firm. The Audit and Risk Committee shall:

- Oversee and evaluate the work of (i) the independent auditor and (ii) any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company, which evaluation shall include a review and evaluation of the lead partner of the independent auditor. The Audit and Risk Committee shall review, in consultation with the independent auditor, the annual audit plan and scope of audit activities and monitor such plan's progress.
- Review and resolve any disagreements that may arise between management and the independent auditor regarding internal controls or financial reporting.
- At least annually, obtain and review a report by the independent auditor that describes (i) the independent auditor's internal quality control procedures and (ii) any material issues raised by the most recent internal quality-control review, peer review or Public Company Accounting Oversight Board review of the independent auditor or by any other inquiry or investigation by governmental or professional authorities, within the preceding five years (or such other period as may be requested by the Audit and Risk Committee), regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues.

3. Evaluate the Independence of the Independent Auditor. The Audit and Risk Committee shall:

- Review and discuss with the independent auditor the written independence disclosure required by the applicable requirements of the Public Company Accounting Oversight Board.
- Review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence.
- Oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law.
- Take, or recommend to the Board that it take, appropriate action to oversee the independence of the Company's independent auditor.

4. Approve Audit and Non-Audit Services and Fees. The Audit and Risk Committee shall (i) review and approve, in advance, the scope and plans for the audits and the audit fees and (ii) approve in advance (or, where permitted under the rules and regulations of the SEC, subsequently) all non-audit services to be performed by the independent auditor or any other registered public accounting firm that are not otherwise prohibited by law and any associated fees. The Audit and Risk Committee may delegate to one or more members of the Audit and Risk Committee the authority to pre-approve audit and permissible non-audit services and any associated fees, as long as such pre-approval is presented to the full Audit and Risk Committee at scheduled meetings. The Audit and Risk Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants to render services to the Company.
5. Review Financial Statements. The Audit and Risk Committee shall review and discuss the following with management and the independent auditor, as applicable:
 - The scope and timing of the annual audit of the Company's financial statements.
 - The Company's annual audited and quarterly financial statements and annual and quarterly reports on Form 10-K and 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations."
 - The results of the independent audit and the quarterly reviews, and the independent auditor's opinion on the annual financial statements.
 - The reports and certifications regarding internal control over financial reporting and disclosure controls and procedures.
 - Major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles.
 - Analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements.
 - The effect of regulatory and accounting initiatives on the Company's financial statements.
 - Any significant changes required or taken in the audit plan as a result of any material control deficiency.

- Any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response.
 - Any significant disagreements between management and the independent auditor.
6. Audited Financial Information; Audit and Risk Committee Report. The Audit and Risk Committee shall recommend that the audited financial statements be included in the Company's annual reports on Form 10-K and shall prepare, review and approve the report of the Audit and Risk Committee that SEC rules require to be included in the Company's annual proxy statement.
7. Reports and Communications from the Independent Auditor. The Audit and Risk Committee shall review and discuss quarterly reports from the independent auditor concerning the following:
- All critical accounting policies and practices to be used by the Company.
 - All alternative treatments of financial information within generally accepted accounting principles ("**GAAP**") that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor if different from that used by management.
 - Other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
 - Other matters required to be communicated to the Audit and Risk Committee under generally accepted auditing standards and other legal or regulatory requirements, including any matters required to be communicated under PCAOB Auditing Standards 1301, Communications with Audit Committees.
8. Earnings Press Releases and Earnings Guidance. The Audit and Risk Committee shall review and discuss earnings press releases (with particular attention to any use of non-GAAP financial measures), as well as financial information and earnings guidance provided to the public, analysts and ratings agencies.
9. Internal Controls. The Audit and Risk Committee shall review and discuss with management and the independent auditor the adequacy and effectiveness of the Company's internal controls, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor or

management, any special audit steps adopted in light of significant control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.

10. Disclosure Controls and Procedures. The Audit and Risk Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

11. Internal Audit Function. The Audit and Risk Committee shall:

- Review and participate in the selection of the Company's internal auditor and periodically review the activities, organizational structure and qualifications of the internal audit function;
- Review and approve the annual internal audit project plan and any proposed changes and review periodic reports summarizing results of the internal audit projects including any significant findings;
- Review and reassess the adequacy of the charter of the Company's internal auditor, if any; and
- Periodically review with the Company's internal auditor any issues encountered in the course of the internal audit function's work.

12. Legal and Regulatory Compliance. The Audit and Risk Committee shall oversee the review of any complaints and submissions that have been brought to the Audit and Risk Committee by the Company's General Counsel under the Company's Code of Business Conduct and Ethics (the "**Code**"). The Audit and Risk Committee shall review and discuss with management and the independent auditor (i) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including compliance with the Foreign Corrupt Practices Act and foreign anti-corruption laws, and compliance with export control regulations, (ii) any reports received through the Company's reporting hotline and (iii) reports regarding compliance with applicable laws, regulations and internal compliance programs in each case to the extent pertaining to financial, accounting and/or tax matters. The Audit and Risk Committee shall discuss with management and the independent auditor any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies. The Audit and Risk Committee shall discuss with the Company's General Counsel legal matters that may have a material impact on the financial statements or the Company's compliance procedures that pertain to financial, accounting or tax matters of the

Company.

13. Complaints. The Audit and Risk Committee shall oversee procedures established for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.
14. Risks. The Audit and Risk Committee shall review and discuss with management and the independent auditor the Company's major financial and other risk exposures, particularly financial reporting, tax, accounting, disclosure controls and procedures, internal control over financial reporting, investment guidelines and credit and liquidity matters, the Company's programs and policies relating to legal and regulatory compliance, data privacy, data security, cybersecurity and operational security and reliability, and the steps management has taken to monitor and control those exposures, including the Company's guidelines and policies with respect to risk assessment and risk management. The Audit and Risk Committee will also review the Company's risk management framework and programs, as well as the framework by which management discusses the Company's risk profile and risk exposures with the Board and its committees.
15. Related Party Transactions. The Audit and Risk Committee shall (i) review and oversee all transactions between the Company and a related person for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings and (ii) develop policies and procedures for the Audit and Risk Committee's review, approval and/or ratification of such transactions.
16. Hiring of Auditor Personnel. The Audit and Risk Committee shall set hiring policies for the Company with regard to employees and former employees of the Company's independent auditor.

The function of the Audit and Risk Committee is primarily one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Audit and Risk Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The Audit and Risk Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor's work. It is recognized that the members of the Audit and Risk Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Audit and Risk Committee or its members to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence

standards, and that each member of the Audit and Risk Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Audit and Risk Committee receives information and (ii) the accuracy of the financial and other information provided to the Audit and Risk Committee, in either instance absent actual knowledge to the contrary.

MEETINGS AND PROCEDURES

1. Meetings.

- The Audit and Risk Committee will meet at least four times per year at such times and places as the Audit and Risk Committee determines. The chairperson of the Audit and Risk Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chair may be designated by a majority of the Audit and Risk Committee members present. The Audit and Risk Committee may act by unanimous written consent (which may include electronic consent) in lieu of a meeting in accordance with the Company's bylaws.
- The Audit and Risk Committee shall cause to be kept written minutes of its proceedings and actions by written consent, which minutes and actions by written consent will be filed with the minutes of the meetings of the Board.
- The Audit and Risk Committee shall meet periodically with members of management, the Company's internal auditor, and the independent auditor in separate executive sessions as the Audit and Risk Committee deems appropriate.
- The Audit and Risk Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Audit and Risk Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities, including non-management directors who are not members of the Audit and Risk Committee.

2. Reporting to the Board of Directors. The Audit and Risk Committee shall report regularly to the Board with respect to the Audit and Risk Committee's activities, including any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements or the performance and independence of the Company's independent auditor, as applicable.

3. Authority to Retain Advisors. The Audit and Risk Committee shall have the authority to engage independent counsel or other advisors as it deems necessary or

appropriate to carry out its duties. The Company will provide appropriate funding, as determined by the Audit and Risk Committee, to pay the independent auditor, any outside advisors hired by the Audit and Risk Committee and any administrative expenses of the Audit and Risk Committee that are necessary or appropriate in carrying out its activities.

4. Subcommittees. The Audit and Risk Committee may form subcommittees for any purpose that the Audit and Risk Committee deems appropriate and may delegate to such subcommittees such power and authority as the Audit and Risk Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Audit and Risk Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Audit and Risk Committee as a whole.
5. Committee Charter Review. The Audit and Risk Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to this charter to the Board for approval.
6. Performance Review. The members of the Audit and Risk Committee shall review and assess the performance of the Audit and Risk Committee on an annual basis.
7. Authority to Investigate. In the course of its duties, the Audit and Risk Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.
8. Attorney's Reports. The Audit and Risk Committee shall receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of foreign, U.S., state or local law. The Audit and Risk Committee shall establish procedures for the confidential receipt, retention and consideration of any attorney report.
9. Access. The Audit and Risk Committee shall be given full access to the chairperson of the Board, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.
10. Compensation. Members of the Audit and Risk Committee shall receive such fees, if any, for their service as Audit and Risk Committee members as may be determined by the Board in its sole discretion. Members of the Audit and Risk Committee may not receive any compensation from the Company except the fees that they receive for service as members of the Board or any committee thereof.