



Corporate Governance Guidelines of Square, Inc.

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

PURPOSE

The Board of Directors (the “**Board**”) of Square, Inc., a Delaware corporation (the “**Company**”), has adopted these Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders in a manner that is consistent with its fiduciary duties.

THE BOARD

1. Role. It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. It is also the Board’s duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this duty, the directors will take a proactive, focused approach to their position, and set standards to ensure that the Company is committed to business excellence, ethical and honest conduct, and the highest levels of integrity. Directors bring to the Company a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Company.
2. Size. The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company’s Amended and Restated Certificate of Incorporation (the “**Certificate**”) and Amended and Restated Bylaws (the “**Bylaws**”). The Nominating and Corporate Governance Committee of the Board (the “**Nominating Committee**”) periodically reviews the size of the Board to ensure that the current number of directors most effectively supports the Company.
3. Composition. There will at all times be a majority of independent directors on the Board. An “independent director” is a person who meets the definition of independent director under the listing standards of the New York Stock Exchange (the “**NYSE**”) and does not have any other relationship with the Company that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out director responsibilities.
4. Lead Independent Director. If the Board does not have an independent Chairperson, a Lead Independent Director will be appointed by the Board. The Lead Independent Director will be responsible for calling separate meetings of the independent directors,

determining the agenda and serving as chairperson of meetings of independent directors, reporting to the Company's Chief Executive Officer ("CEO") and Chairperson of the Board regarding feedback from executive sessions, serving as spokesperson for the Company as requested, and performing such other responsibilities as may be designated by a majority of the independent directors from time to time. If a Lead Independent Director is appointed, his or her identity will be disclosed in the Company's annual proxy statement or published on the investors relations page of the Company's website.

5. Executive Sessions. The non-employee directors will meet in executive sessions without management directors or management present on a periodic basis but no less than one time a year. "Non-employee directors" are all directors who are not Company employees, including both independent directors and such directors who are not independent directors by virtue of a material relationship, former status or family membership, or for any other reason.

In addition, if the non-employee directors include directors who are not independent directors, the independent directors will also meet on a periodic basis but no less than one time a year in an independent director executive session.

6. Director Qualifications. The Nominating Committee works with the Board to determine periodically, as appropriate, the desired Board qualifications, expertise and characteristics that contribute to the total mix of viewpoints and experience represented on the Board as set forth in the Company's Policies and Procedures for Director Candidates.

The Nominating Committee and the Board evaluate each individual in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. In determining whether to recommend a director for re-election, the Nominating Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other qualifications and characteristics set forth in the charter of the Nominating Committee.

Each director must ensure that other existing and anticipated future commitments do not materially interfere with the director's service as a director. Any employee director must offer his or her offer of resignation from the Board to the Nominating Committee upon termination of employment with the Company. Any non-employee director must offer his or her offer of resignation from the Board to the Nominating Committee upon change of

his or her principal employer. The Nominating Committee will make a recommendation to the Board as to whether to accept or reject the offer of resignation, or whether other action should be taken.

7. Limitation on Other Board Service. Directors should advise the Nominating Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship. No director should serve on more than four additional public company boards without the approval of the Board. The Board, through the Nominating Committee, will have the opportunity to review the appropriateness of the continued service of a director who changes the role, position or areas of responsibility that he or she held when he or she was elected to the Board.

Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

8. Selection of New Directors. Our Board is divided into three classes. As a result, approximately one third of the Board will stand for election for a three-year term by the stockholders of the Company each year at the Company's annual meeting of stockholders. Each year, at the Company's annual meeting of stockholders, the Board will recommend a slate of directors for election by the stockholders. In accordance with the Bylaws, the Board will also be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Nominating Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership.
9. Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company. When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director should notify the Nominating Committee of such circumstances. The Nominating Committee will consider the circumstances, and may in certain cases request the director to cease the conflicting activity, or in more severe cases, request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.
10. Term Limits. Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. Because each director is periodically

subject to election by the Company's stockholders, the Board does not believe it is in the best interests of the Company to establish term limits.

11. Compensation. The compensation of directors will be approved by the Board upon recommendation of the Compensation Committee of the Board (the "**Compensation Committee**"). Senior management of the Company or a compensation consultant will report once a year to the Compensation Committee regarding the status of the Company's director compensation in relation to comparable companies. This report will include consideration of independence, employee status and both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a non-employee director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Board, which will then approve the director compensation. The Company's employees will not receive additional compensation for their service as directors.
12. Conflicts of Interest. Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the General Counsel, who will direct the matter to the Nominating Committee (or, if the conflict of interest constitutes a "related person transaction," to the Audit and Risk Committee of the Board (the "**Audit and Risk Committee**"). Any material conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion, and abstain from voting, on the matter.
13. Interaction with the Press, Members and Others. The Board believes that management speaks for the Company. Each director should refer all inquiries from the press, members or others regarding the Company's operations to management. Individual directors may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company. If comments from the Board are appropriate, they should be in compliance with the Company's External Communications Policy.
14. Board Access to Senior Management. The Board has access to management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

15. Board Access to Independent Advisors. The Board committees may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors. The Board as a whole will have access to these advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.
16. Director Orientation and Continuing Education. The directors and the Company are committed to ensuring that all directors receive orientation and continuing education.
17. Annual Self-Evaluation. The Nominating Committee will oversee a periodic self-evaluation by the Board, each committee of the Board and each director. The Nominating Committee will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

BOARD MEETINGS; STOCKHOLDER MEETINGS; INVOLVEMENT OF SENIOR MANAGEMENT

1. Board Meeting Attendance. The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines. In addition, special meetings may be called from time to time. Directors are expected to attend each meeting (and in no event fewer than 75% of the meetings), to invest the time and effort necessary to understand the Company's business and financial strategies and challenges. The basic duties of the directors include being prepared for and attending Board meetings and actively participating in Board discussions. Directors are also expected to make themselves available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Chairperson of the Board or Lead Independent Director, or committee chairperson, and the CEO in advance of the meeting.
2. Annual Meeting of Stockholders Attendance. Each director is strongly encouraged to attend the Company's annual meetings of stockholders.
3. Attendance of Non-Directors. The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board that involve the invitee and (ii) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.
4. Advance Receipt of Meeting Materials. Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the

preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

COMMITTEE MATTERS

1. Number, Name, Responsibilities and Independence of Committees. The Board currently has four standing committees: the Audit and Risk Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, and the Capital Compliance and Governance Committee. The Audit and Risk Committee, Compensation Committee, Nominating Committee, and Capital Compliance and Governance Committee are each composed of independent directors as required by the listing standards of the NYSE and rules and regulations of the Securities and Exchange Commission or as required by the applicable committee charter. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.
2. Assignment and Rotation of Committee Members. Based on the recommendation of the Nominating Committee, the Board appoints committee members and committee chairpersons in accordance with applicable law and according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee. Committee membership and the position of committee chairperson will be rotated at the discretion of the Board.
3. Frequency of Committee Meetings and Agendas. The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the full Board.
4. Committee Charters. Each committee will periodically review its charter and recommend to the Board any changes it deems necessary.

LEADERSHIP DEVELOPMENT

1. Annual Review of Chief Executive Officer. The Compensation Committee, with input from the non-employee directors, will conduct a review at least annually of the performance of the CEO in connection with the determination of the CEO's compensation. The

Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated in accordance with the charter and principles of the Compensation Committee. In addition, the Nominating Committee will review the CEO's performance and provide feedback to the CEO.

2. Succession Planning. The Nominating Committee will work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence. The Nominating Committee will also work with the CEO and appropriate members of management to plan for succession of each of the executives as well as to develop plans for interim succession of each of the executives in the event of an unexpected occurrence. In addition to the succession planning, there should periodically be a report on management development by the CEO.

STOCKHOLDER-DIRECTOR COMMUNICATIONS

The Board believes that stockholders should have an opportunity to send communications to non-management members of the Board. Any such communication should be made in accordance with the Company's Policies and Procedures for Stockholder Communications to Independent Directors.

INTERPRETATION

These Guidelines should be interpreted and construed in the context of all applicable laws and the Certificate, the Bylaws and other corporate governance documents.

AMENDMENT

The Company is committed to continuously reviewing and updating our policies, and the Company therefore reserves the right to amend these Guidelines at any time, for any reason, subject to applicable law.