

SQUARE, INC.

POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES

(Adopted on November 4, 2015; Effective as of November 18, 2015; Amended on April 27, 2016)

A. Stockholder Recommendations and Nominations

1. Candidate Recommendations

It is the policy of the Nominating and Corporate Governance Committee (the "**Nominating Committee**") of the Board of Directors (the "**Board**") of Square, Inc., a Delaware corporation (the "**Company**"), to consider recommendations for candidates to the Board from stockholders holding at least \$2,000 in market value or one percent (1%) of the fully diluted capitalization of the Company continuously for at least twelve (12) months prior to the date of the submission of the recommendation.

A stockholder that wants to recommend a candidate for election to the Board should direct the recommendation in writing by letter to the Company, attention of the General Counsel or the Legal Department at Square, Inc., 1455 Market Street, Suite 600, San Francisco, CA 94103. The recommendation must include the candidate's name, home and business contact information, detailed biographical data and relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company, and evidence of the recommending stockholder's ownership of the Company's capital stock. Such recommendation must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership.

2. Candidate Nominations

A stockholder that instead desires to nominate a person directly for election to the Board at an annual meeting of the stockholders must meet the deadlines and other requirements set forth in Section 2.9 of the Company's Amended and Restated Bylaws and the rules and regulations of the Securities and Exchange Commission. Section 2.9 of the Company's Amended and Restated Bylaws requires that a stockholder that seeks to nominate a candidate for director must provide a written notice to the Secretary of the Company not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the stockholder must be so delivered not earlier than the close of business on the 120th day prior to the date of such annual meeting and not later than the close of business on the later of the 90th day prior to the date of such annual meeting or, if the first public announcement of the date of such annual meeting is less than 100 days prior to the date of such annual meeting, the 10th day following the day on which public announcement of the date of such meeting is first made by the Company. That notice must state the information required by the Company's Amended and Restated Bylaws and otherwise must comply with applicable federal and state law. The Secretary of the Company will provide a copy of the Company's Amended and Restated Bylaws upon request in writing from a stockholder.

B. Identifying and Evaluating Nominees for Director

The Nominating Committee will use the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board:

- The Nominating Committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the Nominating Committee from other sources.
- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Nominating Committee will consider the following:
 - The current size and composition of the Board and the needs of the Board and the respective committees of the Board.
 - Such factors as character, integrity, judgment, diversity, including diversity in terms of gender, race, ethnicity and experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like. The Nominating Committee evaluates these factors, among others, and does not assign any particular weighting or priority to any of these factors.
 - Other factors that the Nominating Committee may consider appropriate.
- The Nominating Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:
 - The highest personal and professional ethics and integrity.
 - Proven achievement and competence in the nominee's field and the ability to exercise sound business judgment.
 - Skills that are complementary to those of the existing Board.
 - The ability to assist and support management and make significant contributions to the Company's success.
 - An understanding of the fiduciary responsibilities that are required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.
- If the Nominating Committee determines that an additional or replacement director is required, the Nominating Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Nominating Committee, the Board, or management.
- The Nominating Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

C. Decision by the Board of Directors

After the Nominating Committee makes its recommendations to the Board, the Board will have final authority on determining the selection of those director candidates for nomination to the Board.

D. Modification of Policies and Procedures

The policies and procedures for director candidates set forth herein may be modified at any time as may be determined by the Nominating Committee.