

SQUARE, INC.

**POLICIES AND PROCEDURES FOR
STOCKHOLDER COMMUNICATIONS TO INDEPENDENT DIRECTORS**

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

The Board of Directors (the "**Board**") of Square, Inc., a Delaware corporation (the "**Company**"), believes that management speaks for the Company. Individual directors may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that directors would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with our non-management directors, messages can be sent via registered or overnight mail to:

Square, Inc.
1455 Market Street, Suite 600
San Francisco, CA 94103
Attn: General Counsel

Each communication should set forth (1) the name and address of the stockholder, as it appears on the Company's books, and if the Company's common stock is held by a nominee, the name and address of the beneficial owner of the Company's common stock, and (2) the class and number of shares of the Company's common stock that are owned of record by the record holder and beneficially by the beneficial owner.

Our General Counsel or Legal Department, in consultation with appropriate directors as necessary, shall review all incoming stockholder communications and screen for communications that (i) are solicitations for products and services, (ii) relate to matters of a personal nature not relevant for the Company's stockholders to act on or for the Board to consider, and (iii) matters that are of a type that render them improper or irrelevant to the functioning of the Board or the Company, including without limitation, mass mailings, product complaints or inquiries, job inquiries, business solicitations, and patently offensive or otherwise inappropriate material. If appropriate, our General Counsel or Legal Department will route such communications to the appropriate director(s) or, if none is specified, to the Chairman of the Board or the Lead Independent Director if the Chairman of the Board is not independent.

Our General Counsel or Legal Department may decide in the exercise of his, her, or its judgment whether a response to any stockholder communication is necessary and shall provide a report to the Nominating and Corporate Governance Committee of the Board (the "**Nominating Committee**") on a quarterly basis of any stockholder communications received for which the General Counsel or Legal Department has responded.

These policies and procedures for stockholder communications with non-management directors are administered by the Nominating Committee. These policies and procedures do not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended.

Requests for investor relations materials should be made to:

**Square, Inc.
1455 Market Street, Suite 600
San Francisco, CA 94103
Attn: Investor Relations**