

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF  
THE BOARD OF DIRECTORS OF  
GREEN DOT CORPORATION**

**As adopted June 4, 2010**

**I. PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Green Dot Corporation (the “*Company*”) is to assist the Board by identifying qualified candidates to serve on the Board, consistent with criteria approved by the Board, to recommend to the Board a slate of nominees for election by the stockholders at each annual meeting of stockholders (and prospective director candidates to fill new or vacant positions on the Board or in the event of a change in Board composition requirements), to develop and recommend to the Board the Corporate Governance Guidelines (as defined below), and to oversee the annual evaluation of the Board and its committees.

**II. MEMBERSHIP**

The Committee will consist of two or more members of the Board, with the exact number being determined by the Board. All members of the Committee will be appointed by, and will serve at the discretion of, the Board. All members of the Committee will be independent directors under the applicable rules, regulations and listing requirements of the New York Stock Exchange (the “*NYSE*”), as amended from time to time (the “*Exchange Rules*”), except as may otherwise be permitted by such Exchange Rules.

**III. RESPONSIBILITIES AND DUTIES**

The principal responsibilities and duties of the Committee in serving the purposes outlined in Section I of this Charter are set forth below. These duties are set forth as a guide, with the understanding that the Committee will carry them out in a manner that is appropriate given the Company’s needs and circumstances. The Committee may supplement them as appropriate and may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

**A. Board Composition**

1. *Director Qualifications.* The Committee will recommend to the Board for determination the desired qualifications, expertise and characteristics of Board members, with the goal of developing an experienced and highly qualified Board. On an ongoing basis, the Committee will consider Board composition factors, including the director qualifications set forth in the Corporate Governance Guidelines, and review with the Board the desired qualifications, expertise and characteristics to assure appropriate composition of the Board and its committees, taking into account the current Board members and the specific needs of the Company and the Board and its committees.
2. *Director Searches.* The Committee will lead the search for individuals qualified to become members of the Board.
3. *Recommendation of Director Nominees or Appointments.* The Committee will identify, evaluate and recommend to the Board for selection all nominees to

become members of the Board by appointment or to be proposed by the Board for election by the stockholders, including recommendation of a slate of director nominees to be proposed by the Board for election at each annual meeting of stockholders and recommendation of all director nominees to be elected by the Board or stockholders to fill interim director vacancies. In this regard, the Committee will consider nominations properly submitted by the Company's stockholders in accordance with the procedures set forth in the Company's Bylaws or determined by the Committee from time to time.

**B. Committee Composition**

1. *Committee Structure.* The Committee will review, at least annually, the Board's committee structure.
2. *Recommendation of Committee Appointments.* The Committee will identify, evaluate and recommend a slate of directors to be appointed to committees of the Board annually and will recommend additional directors to fill committee vacancies as needed.

**C. Corporate Governance Duties**

1. *Board and Committee Evaluations.* The Committee will oversee the evaluation of the Board and its committees on an annual basis. As part of this evaluation, the Committee will review and evaluate the independence of the non-employee directors and members of the Committee and the Audit Committee, Compensation Committee and other independent committees of the Board, and the suitability for continued service as a director of each member of the Board whose continued service as a director is potentially affected by specific provisions of the Corporate Governance Guidelines.
2. *Programs, Policies and Guidelines.*
  - (a) *Legal Compliance.* The Committee will review the Company's insider trading policy and other legal compliance policies, and any changes thereto. The Committee will discuss with the Company's management the Company's major legal compliance risk exposures and the steps management has taken to monitor or mitigate such exposures, including the Company's legal risk assessment and legal risk management policies and guidelines, and the Chair (as defined below), or his or her designee, will report, at least annually, to the Audit Committee of the Board as to the status of and developments with respect to the Company's legal compliance activities.
  - (b) *Corporate Governance Guidelines.* The Committee will review, assess and consider evolving corporate governance best practices and recommend to the Board a set of corporate governance guidelines applicable to the Company that complies with the Exchange Rules ("**Corporate Governance Guidelines**"). The Committee will review, at least annually, the Corporate Governance Guidelines, and the Committee will make recommendations to the Board with respect to changes thereto.
3. *Other Duties and Responsibilities.*

- (a) *Review of Composition and Performance.* The Committee will evaluate the Committee's composition and performance on an annual basis and submit a report to the Board.
- (b) *Review of this Charter.* The Committee will review and reassess the adequacy of this Charter annually, and recommend to the Board any changes the Committee determines are appropriate.
- (c) *Other Actions.* The Committee will perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the "**Commission Rules**"), and take such other actions and perform and carry out any other responsibilities and duties delegated to it by the Board or as the Committee deems necessary or appropriate consistent with its purpose.

#### IV. STUDIES AND ADVISERS

The Committee, in discharging its responsibilities, may conduct or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full access to all books, records, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain legal counsel, search firms and other consultants, accountants, experts and advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations. The Committee will have the sole authority to approve the fees and other retention terms of such advisers. In order to carry out its nominating duties, the Committee will have the authority to retain and terminate any search firm to be used to assist it in identifying director candidates, including the authority to approve such firm's fees and other retention terms. The Company will provide for appropriate funding, as determined by the Committee, for (A) payment of compensation to any search firm, legal and other consultants, accountants, experts and advisers retained by the Committee; and (B) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions.

#### V. MEETINGS

The Board may appoint a member of the Committee to serve as the chairperson of the Committee (the "**Chair**"); if the Board does not appoint a Chair, the Committee members may designate a Chair by its majority vote. Meetings of the Committee will be held from time to time, as determined appropriate by the Committee. The Chair, in consultation with the other member(s) of the Committee, will set the dates, times and places of such meetings. The Chair or any other member of the Committee may call meetings of the Committee by notice and the Committee may act by unanimous written consent in accordance with the Company's Bylaws. A majority of the members of the Committee will constitute a quorum for the transaction of business. Subject to the requirements of this Charter, applicable law, the Exchange Rules and the Commission Rules, the Committee and the Chair may invite any director, executive or employee of the Company, or such other person, as it deems appropriate in order to carry out its responsibilities, to attend and participate (in a non-voting capacity) in all or a portion of any Committee meeting. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities. The Chair will designate a secretary for each meeting, who need not be a member of the Committee. The Company shall provide the Committee such staff support as it may require.

## **VI. MINUTES AND REPORTS**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent, and will cause such minutes and copies of written consents to be filed with the minutes of the meetings of the Board. The Committee will report to the Board from time to time with respect to its activities, including on significant matters related to the Committee's responsibilities and the Committee's deliberations and actions.

## **VII. DELEGATION OF AUTHORITY**

The Committee may form and delegate authority to subcommittees from time to time, as it deems appropriate and to the extent permitted under applicable law, the Exchange Rules and the Commission Rules, and the Company's Certificate of Incorporation and Bylaws.

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The Board has formed the Committee to assist the Board in directing the Company's affairs and this Charter has been adopted in furtherance of this purpose. While this Charter should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Certificate of Incorporation and Bylaws, it is not intended to establish by its own force any legally binding obligations.