

**CHARTER OF THE COMPENSATION COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
GREEN DOT CORPORATION**

**As adopted June 4, 2010  
As amended December 2, 2011 and May 22, 2013**

**I. PURPOSE**

The Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Green Dot Corporation (the “*Company*”) through delegation from the Board, has principal responsibility to oversee the Company’s executive compensation program generally, to evaluate and set compensation for the Company’s Chief Executive Officer (the “*CEO*”) and other executive officers, to recommend to the Board compensation for non-executive directors and to prepare the report required by the Securities and Exchange Commission (the “*Commission*”) for inclusion in the proxy statement for the Company’s annual meeting.

**II. MEMBERSHIP**

The Committee will consist of two or more members of the Board, with the exact number 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, as amended from time to time (the “*Exchange Rules*”), except as may otherwise be permitted by such Exchange Rules, and will also satisfy the enhanced independence requirements for members of compensation committees under the Exchange Rules. At least a majority of the members of the Committee will qualify as both “non-employee director[s]”, as defined in Rule 16b-3 under Section 16 of the Securities Exchange Act of 1934, as amended (the “*Exchange Act*”), and “outside director[s]” under Regulation Section 1.162-27 promulgated under Section 162(m) of the Internal Revenue Code of 1986, as amended.

**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. Compensation Strategy, Plans and Programs.**

1. *General Compensation Strategy.* The Committee will review on an annual basis the Company’s overall compensation strategy, including salary, bonus and equity and non-equity incentive compensation, and assist the Board to help ensure that this strategy promotes stockholder interests and supports the Company’s strategic and tactical objectives, and that it provides for appropriate rewards and incentives for the Company’s management and employees, taking into account whether such rewards and incentives encourage undue or inappropriate risk taking by such personnel.
2. *Equity and Non-Equity Incentive Compensation Plans and Arrangements.* The Committee will consider, review, design, approve (or recommend to the Board

for approval) and amend (as the Committee deems appropriate), and will interpret and administer, all equity incentive compensation plans and arrangements, and any non-equity incentive plans and arrangements applicable to the Company's executive officers, after taking into consideration the Company's strategies with respect to equity and non-equity incentive compensation.

3. *Equity Awards.* The Committee will review and approve grants of equity compensation to employees of the Company. The Committee will have the authority to establish policies and procedures for the Company regarding grants of equity compensation, including delegation of the authority to grant equity compensation within the limits imposed by applicable law and the Exchange Rules.

## **B. Executive Officer Compensation and Evaluations**

1. *CEO Compensation and Evaluation.* The Committee will review and approve on an annual basis the corporate goals and objectives relevant to the compensation for the CEO. The Committee will evaluate at least once a year the CEO's performance in light of these established goals and objectives and based upon these evaluations will determine his or her annual compensation package, including salary, bonus and equity and non-equity incentive compensation.
2. *Non-CEO Executive Officer Compensation and Evaluations.* The Committee will review and approve on an annual basis the evaluation process and compensation structure for the Company's executive officers other than the CEO. The Committee will, in consultation with the CEO, periodically evaluate the performance of the Company's executive officers other than the CEO and will approve (or recommend to the Board for approval) the annual compensation, including salary, bonus and equity and non-equity incentive compensation, for such executive officers, taking into account any recommendations from the CEO.

## **C. Director Compensation.**

The Committee will recommend to the Board, for determination by the Board, the form and amount of equity and non-equity compensation to be awarded or paid to the Company's non-employee directors, including compensation for service on the Board or on committees of the Board.

## **D. Other Duties and Responsibilities.**

1. *Compensation Disclosure and Committee Report.* The Committee will review and discuss the "Compensation Discussion and Analysis" disclosure and any narrative disclosure regarding the Company's compensation policies and practices as they relate to its risk management prepared in response to the requirement of Item 402(b) and (s), respectively, of Regulation S-K (or any successor disclosure item), and subsequently prepare a report of the Committee for inclusion in the annual report or the proxy statement for the Company's annual meeting in accordance with the rules and regulations promulgated by the Commission under the Exchange Act (the "*Commission Rules*") so long as the Company is subject to the periodic reporting requirements of the Exchange Act.

2. *Management Contracts.* The Committee will review and approve the terms of any offer letters, employment agreements, termination agreements or arrangements, change-in-control agreements, indemnification agreements and other material agreements between the Company and its executive officers.
3. *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.
4. *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.
5. *Other Actions.* The Committee will perform any other activities required by applicable law, rules or regulations, including the Exchange Rules and 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, direct, supervise or authorize studies of, or investigations into, any matter within the Committee's scope of responsibility, with full and unrestricted 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, compensation and other consultants, accountants, experts and other advisers of its choice to assist the Committee in connection with its functions, including any studies or investigations, after considering all factors relevant to such adviser's independence, including the factors specified by applicable Commission Rules and Exchange Rules (including Section 303A.05(c) of the NYSE Listed Company Manual). The Committee will have the sole authority to approve the fees and other retention terms of such advisers and oversee the work performed by such advisers. The Company will provide for appropriate funding, as determined by the Committee, for: (A) payment of compensation to any legal counsel, compensation and other consultants, accountants, experts and advisers retained by the Committee; (B) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its functions; and (C) the commission of any necessary studies or surveys concerning the levels of executive compensation payable in the industry in which the Company is engaged and in other related industries or obtaining recommendations from outside/independent consultants concerning comparable compensation programs.

#### 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 their majority vote. Meetings of the Committee shall be held at least twice per year or more frequently, 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 rules and regulations of the Commission, 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 meet in executive session at its discretion and 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.