



Employee Code of Business Conduct & Ethics

1. INTRODUCTION

The Employee Code of Conduct (“Code”) sets forth Green Dot Corporation’s (“Company”) commitment to promoting the highest standards of honest and ethical conduct. It sets expectations for employee conduct with customers, vendors, shareholders, fellow employees, regulators and the community.

This Code is a statement of fundamental principles, policies and procedures that govern the Company’s employees in the conduct of Company business. It is not intended to and does not create any legal rights for any customer, supplier, competitor, stockholder or any other non-employee or entity. Nothing in this Code is intended to alter existing legal rights and obligations of the Company or any of its employees or officers, including “at will” employment arrangements or the terms of any employment-related agreement.

This Code is designed to be consistent with the regulatory and legal framework that governs our industry, and may be amended from time to time as required by law or regulation.

2. OBJECTIVES

The Code :

- Establishes roles and responsibilities related to employee conduct,
- Set expectations related to compliance with law, regulation, and Company policy, as well as ethical decision making, and
- Provides guidance on how to protect the Company’s assets, reputation, and customers, avoid conflicts of interest and comply with ethical business rules.

3. SCOPE

The Code of Conduct applies to employees of Green Dot Corporations, its subsidiaries, and designated contractors. Throughout the Code, the term “employee” generally also refers to officers of the Company.



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4. ROLES AND RESPONSIBILITIES

Party	Role/Responsibility
Policy Owner	<p>The General Counsel is responsible for:</p> <ul style="list-style-type: none"> • Investigating possible violations of this Code; • Training new employees in Code policies; • Notifying employees of major changes to the Code; • Conducting training sessions to refresh employees' familiarity with this Code; • Updating this Code as needed, with approval of the Nominating and Corporate Governance Committee, to reflect changes in the law, Company operations and recognized best practices, and to reflect Company experience with this Code; • Providing the Nominating and Corporate Governance Committee with reports on implementation of, and compliance with, the Code, upon request; • Providing interpretative guidance on the Code; and • Otherwise promoting an atmosphere of responsible and ethical conduct.
Board of Directors	<p>The Nominating and Corporate Governance Committee and Audit Committee are responsible for:</p> <ul style="list-style-type: none"> • Periodically reviewing and amending the Code as set forth in their respective committee charters; and • Requesting reports from Company executives about the implementation of this Code and/or taking any other steps in connection with that implementation as it deems necessary.
Executives, Manager, and Supervisory Personnel	<p>Company executives, managers and other supervisory personnel are responsible for:</p> <ul style="list-style-type: none"> • Fostering employee commitment to this Code; • Fostering a culture of fairness, honesty and accountability within the Company; • Encouraging employees to speak up about potential legal or ethical concerns and ensuring that any concerns raised are properly resolved or escalated through appropriate channels; • Not engaging in or tolerating retaliation of any kind if and when employees express concerns; and



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Party	Role/Responsibility
	<ul style="list-style-type: none"> Ensure that the Company’s agents and contractors conform to Code standards when working on the Company’s behalf.
All Employees	<p>All employees are responsible for:</p> <ul style="list-style-type: none"> Understanding and complying with the laws, regulations, and Company policies and procedures applicable to your Company responsibilities; Understanding this Code and acting in accordance with the values and principles it outlines when acting on the Company’s behalf; Reporting actual and potential violations of the Code and Company policies, as well as laws or regulations that govern the Company’s business, as outlined in Section 5.4; and Fully cooperating with any investigation into potential violations of law, regulation, Company policy, or violations of this Code.
Internal Audit	<p>Internal Audit is responsible for:</p> <ul style="list-style-type: none"> Independently testing controls and evaluating Policy effectiveness, on a frequency determined as part of its risk-based Audit program; and Reporting the results of its independent testing to the Audit Committee of the Board.

5. LIVING OUR VALUES

5.1 Equal Opportunity

In keeping with the Company’s commitment to the communities in which the Company does business, the Company is an equal employment opportunity employer. This means that employment decisions are to be based on merit and business needs, and not based upon race, color, citizenship status, religious creed, national origin, ancestry, gender, sexual orientation, age, marital status, veteran status, physical or mental disability, or medical condition, or any other condition prohibited by law.

5.2 Compliance with Law and Policy

Green Dot employees must obey the law, including those related to insider trading (See Section 8.2), while performing duties for the Company. The Company’s success depends upon each employee operating within legal guidelines and cooperating with authorities. It is essential that you know and understand the legal and regulatory requirements that apply to the Company’s business and to your



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specific area of responsibility. The Company's business activities are subject to extensive governmental regulation under numerous U.S. federal and state laws, as well as the laws and regulations of any other jurisdictions in which the Company operates. In addition, as a public company, the Company is subject to regulation and oversight by the Securities and Exchange Commission (the "SEC") and the New York Stock Exchange. While you are not expected to have complete mastery of these laws, rules and regulations, you are expected to be able to recognize situations that require you to consult with others to determine the appropriate course of action. If you have questions around the requirements that apply to your job, you should approach your supervisor immediately, who will consult with Legal or Compliance as necessary.

You are responsible for complying with Company policies and procedures. Many of these documents supplement this Code by providing more detailed guidance on employee responsibilities. These additional policies and procedures include the Company's policies on equal opportunity, harassment, drug-free workplace, computer usage and information technology, data protection, expense reimbursement and travel, as well as the Company's internal financial controls and procedures. The Company may modify or update these more specific policies and procedures from time to time, and adopt new company policies and procedures in the future.

5.3 Integrity and Ethical Decision Making

This Code cannot address every ethical issue or circumstance that may arise, so, in complying with the letter and spirit of this Code, it is your responsibility to apply common sense, together with high personal standards of ethics, honesty and accountability, in making business decisions where this Code has no specific guideline.

Compliance with this code is a condition of employment. Anyone who violates the standards in this Code will be subject to disciplinary action, which, in appropriate circumstances, may include termination of employment for cause, legal action or referral for criminal prosecution.

5.4 Escalating Concerns

The Company has an obligation to promote ethical behavior. Every employee is encouraged ask questions when in doubt about the application of any provision of this Code. If you encounter a situation or are considering a course of action where the appropriate action under the Code is unclear, discuss the matter promptly with your supervisor. Your supervisor may have the information you need, or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the General Counsel or Chief Financial Officer. If you are uncomfortable speaking with the General Counsel or Chief Financial Officer because he or she works in your department or is one of your supervisors, the Company offers alternative options for escalating concerns, including anonymous reporting, which are described in the Appendix.

Employees have a responsibility to report known or suspected violations of:



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- Law, governmental rules, or regulation;
- Accounting standards, internal accounting controls or auditing matters; or
- Company policy or this Code.

Any employee reporting a suspected violation is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern, since the ability to investigate will be largely dependent on the quality and specificity of the information.

The Company attempts to keep reported matters and related actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing employee privacy. All reports and records associated with complaints or reports made under this Policy are considered Company Restricted information and access will be restricted to members of the Board of Directors, the Company's internal and external legal counsel, and others involved in investigating the concerns raised.

Employees may report concerns anonymously. However, you must understand that if you do choose to remain anonymous and do not provide a means to contact you, the Company may be unable to obtain the additional information needed to investigate or address your concerns.

5.5 Commitment to Non-Retaliation

You should raise questions or report potential violations of this Code without any fear of retaliation in any form. It is against Company policy and, in many jurisdictions, a crime for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement official concerning such person's reasonable good faith belief that a possible violation of any federal, state or foreign law has occurred. Moreover, the Company will not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by the employee to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations or any Company policy; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to a violation of any law, rule or regulation.

The prohibited forms of intimidation or retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to an employee's terms or conditions of employment based on lawful actions of such employee with respect to a good faith report or cooperation or assistance with an investigation conducted by the Company. The Company will take prompt disciplinary action, up to and including termination of employment for cause, against any employee who retaliates against you.



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5.6 Investigations

Employees should not independently conduct their own investigations related to violations of this Code, but instead should make their complaint or report to their supervisor or manager, or by following the procedures found in the Appendix. The General Counsel and Chief Financial Officer are responsible for investigating all reported possible Code violations promptly and with the highest degree of confidentiality possible under the specific circumstances, with oversight by the Audit Committee. If the investigation indicates that a violation of this Code has probably occurred, the Company will take such action as it believes to be appropriate under the circumstances. If the Company determines that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment for cause and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

6. PROTECTING OUR COMPANY

6.1 Protecting Green Dot Assets

All employees and officers are expected to protect the Company's assets and ensure their efficient use for legitimate business purposes. Theft, carelessness and waste have a direct impact on the Company's profitability. Company property, such as computer equipment, buildings, furniture and furnishings, office supplies and products inventories, should be used only for activities related to your employment, although incidental personal use is permitted. Please bear in mind that the Company retains the right to access, review, monitor and disclose any information transmitted, received or stored using the Company's electronic equipment, with or without an employee's or third party's knowledge, consent or approval.

Company assets also include copyright, trademark, proprietary information and graphics, and patent laws and licenses. For the sake of clarification, employees may share Company social media posts or other public information on their social media platforms as long any sharing is within the guidelines found in the *Employee Handbook*. Any misuse or suspected misuse of the Company's assets must be immediately reported to your supervisor or the General Counsel.

6.2 Protecting Confidential Information

The Company depends upon its confidential information and relies on a combination of trademark and copyright laws, trade secret protection, and confidentiality and license agreements to protect such information. Confidential information includes business, marketing, product and service plans, business and pricing strategies, financial information, forecasts, product architecture, source codes, engineering ideas, designs, databases, personnel information, and customer and supplier lists and data, all of which is more fully described in the Proprietary Information and Inventions Agreement



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that you signed when you joined the Company, and similar types of information provided to the Company by its customers, suppliers and business partners. The Company cannot protect its confidential information without your assistance. Anyone who has had access to confidential Company information must keep it confidential at all times, both while working for the Company and after employment ends.

You must not share confidential Company information, or any confidential information of a customer, supplier, service provider or business partner, with anyone who has not been authorized to receive it, except when disclosure is authorized or legally mandated. Unauthorized use or distribution of such information is extremely serious; it would violate your Proprietary Information and Inventions Agreement and it could be illegal and result in civil liability or criminal penalties. It would also violate the Company's trust in you, and the Company's customers' trust in it.

You must take precautions to prevent unauthorized disclosure of confidential information. Accordingly, you should take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to confidential information. You should not discuss sensitive matters or confidential information in public places, and you should avoid discussing confidential information on cellular phones to the extent practicable. You may not discuss the Company's business in any Internet "chat room," regardless of whether you use your own name or a pseudonym, or otherwise post confidential Company information on the Internet. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of the Company, except where required for legitimate business purposes.

You are required to observe the provisions of any other specific policy regarding privacy and confidential information that the Company may adopt from time to time.

6.3 Media Contacts and Public Communications

It is the Company's policy to disclose material information concerning the Company to the public only in accordance with its *External Communications Policy*, in order to avoid inappropriate publicity and to ensure that all such information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as authorized spokespersons in the External Communications Policy may speak on behalf of the Company. If you are contacted by a member of the media or another third party (e.g., blogger, analyst, etc.) inquiring about the Company, its employees, or its operations, forward the request to the Corporate Communications team. If you receive an invitation to speak at an event, you must reach out to Corporate Communications before agreeing to participate. Your social media activity is subject to all Company policies, including this Code. Please see the *External Communications Policy* for more information. Additional guidelines around the use of social media are found in the Employee Handbook.



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6.4 Company Books and Records, Financial Integrity, and Public Reporting

The Company strives to maintain the integrity of its records and public disclosures. The Company's corporate and business records, including all supporting entries to its books of account, must be completed honestly, accurately and understandably. The Company's records are important to investors, creditors and regulators. They serve as a basis for managing the Company's business and are important in meeting its obligations to customers, suppliers, creditors, employees and others with whom the Company does business, as well as those who regulate such activities. The Company depends on its books, records and accounts accurately and fairly reflecting, in reasonable detail, its assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities.

To help ensure the integrity of the Company's records and public disclosure, the Company requires that:

- No entry be made in the Company's books and records that is intentionally false or misleading;
- Transactions be supported by appropriate documentation;
- The terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in the Company's books and records;
- Employees comply with the Company's system of internal controls and be held accountable for their entries;
- Any off-balance sheet arrangements of the Company are clearly and appropriately disclosed;
- No cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund; and
- Records be retained or destroyed according to the Company's document retention policies or procedures then in effect.

The Company's disclosure controls and procedures are designed to help ensure that the Company's reports and documents filed with or submitted to the SEC and other public disclosures are full, fair and accurate, that they fairly present the Company's financial condition and results of operations, and that they are timely and understandable. Employees who collect, provide or analyze information for, or otherwise contribute in any way in preparing or verifying these reports, shall adhere to all disclosure controls and procedures and generally assist the Company in producing financial disclosures that contain all of the information about the Company that is required by law and would be important to enable investors to understand its business and its attendant risks. In particular:

- No employee may take or authorize any action that would cause the Company's financial records or financial disclosures to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- All employees must cooperate fully with the Company's finance and audit departments, as well as with the Company's independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that the Company's books and records, as well as its reports filed with the SEC are accurate and complete; and



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- No employee may knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of the Company's reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of such reports accurate in all material respects.

If you become aware that the Company's public disclosures are not full, fair and accurate, or if you become aware of a transaction or development that you believe may require disclosure, you should report the matter immediately to your supervisor, or the General Counsel.

7. AVOIDING CONFLICTS OF INTEREST

7.1 *Identifying Conflicts of Interest*

The Company expects its employees to avoid actual or apparent conflicts of interest between your personal and professional relationships. A "conflict of interest" occurs when your personal activities, interests, or relationships interfere with – or appear to interfere with – the interests of the Company, as a whole. In evaluating whether an actual or contemplated activity may involve a conflict of interest, you should consider:

- Whether the activity would appear improper to an outsider;
- Whether the activity could interfere with the job performance or morale of a Company employee;
- Whether you have access to confidential Company information related to the activity
- Whether you have significant influence over related Company resources or decisions;
- The potential impact of the activity on the Company's business relationships, including relationships with customers, suppliers and service providers; and
- The extent to which the activity could benefit you or your relative(s), whether directly or indirectly.

Examples of potential conflicts of interest include the following:

- **Aiding the Company's competitors.** For example, by serving as a member of a competitor's board of directors, passing confidential Company information to a competitor, or accepting payments or other benefits from a competitor.
- **Involvement with any business that does business with the Company or seeks to do business with the Company.** Employment by, or service on the board of directors of, a customer, supplier or service provider is generally discouraged. You must seek authorization in advance if you plan to have such a relationship.
- **Owning a significant financial interest in a competitor or a business that does business with the Company or seeks to do business with the Company.** In evaluating such interests for



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conflicts, both direct and indirect interests that a person may have should be considered, along with factors such as the following:

- The size and nature of the person's interest;
- The nature of the Company's relationship with the other entity;
- Whether the employee has access to confidential Company information; and
- Whether the employee has an ability to influence Company decisions that would affect the other entity.

If you have or wish to acquire a significant financial interest in a competitor, or in a customer, supplier or service provider with which you have direct business dealings (or approval responsibilities), you must consult with the General Counsel. Similarly, if you experience a change of position or seniority that results in your having direct business dealings with a customer, supplier or service provider in which you already have a significant financial interest, you must consult with the General Counsel.

- **Taking personal advantage of corporate opportunities.** See Section 7.2, *Corporate Opportunities*, for further discussion of the issues involved in this type of conflict.
- **Soliciting or accepting payments, gifts, loans, favors or preferential treatment from any person or entity that does business, or seeks to do business, with the Company.** See Section 7.3, *Gifts and Entertainment*, for more information.
- **Related party transactions.** While related party transactions can present a conflict of interest, not every related party transaction constitutes a conflict of interest under this Code. The Company has a separate policy for addressing these transactions. See Section 7.4 for more information.
- **Having authority on behalf of the Company over a co-worker who is also a family member, or transacting business on behalf of the Company with a family member.** Any employee who may be involved in such a situation should consult with his or her supervisor and the General Counsel to assess the situation and an appropriate resolution.

You must avoid these situations (and others like them), where your loyalty to the Company could be compromised. If you believe that you are involved in a potential conflict of interest, you are expected to discuss it with the General Counsel.

Special Note Regarding Employee Loans

The issuance of a guarantee on behalf of an employee (or an employee's family member) may constitute impermissible personal benefit. Accordingly, they are expressly prohibited by Company policy. No extension of credit may be made to an executive officers of the Company except in compliance with 15 USC 78m(k) and the *Loans to Executive Officers, Directors and Principal Shareholders Policy*.



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7.2 Corporate Opportunities and Outside Activities

You may not compete with the Company, use corporate property, information or position for improper personal gain, or take personal advantage of business opportunities that the Company might want to pursue. Even opportunities that are acquired through independent sources may be questionable if they are related to the Company's existing or proposed lines of business.

You owe a duty to the Company to advance the Company's legitimate business interests when opportunities arise. Accordingly, participation by employees in an outside business opportunity that is related to the Company's existing or proposed lines of business is prohibited. Employees should consult the General Counsel to determine an appropriate course of action if interested in pursuing an opportunity discovered through your Company position, or use of Company property or information.

7.3 Gifts and Entertainment

All employees must be careful to avoid even the appearance of impropriety when giving or receiving gifts and entertainment. In general, you may not offer, provide or accept any gift or entertainment in connection with your service to the Company except in a manner consistent with customary business practices, such as customary and reasonable meals and entertainment. Gifts and entertainment must not be excessive in value, made in cash, susceptible of being construed as a bribe or kickback, or in violation of any law. This principle applies to the Company's transactions everywhere in the world, even if it conflicts with local custom. Under some statutes, such as the U.S. Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your supervisor or the General Counsel any proposed entertainment or gifts if you are uncertain about their appropriateness. For more information, please see the Company's Policy Regarding Improper Influence of Foreign Officials.

7.4 Related Party Transactions

All related party transactions, whether or not deemed to be a conflict of interest, must be approved by the Audit Committee. A related party transaction is one involving any of the following:

- A person who is, or at any time since the beginning of the Company's last fiscal year, was, a director or executive officer of the Company or a nominee to become a director of the Company;
- A security holder known by the Company to be the beneficial owner of more than 5% of any class of the Company's voting securities; or
- An "immediate family member" of director, executive officer or significant stockholder (as defined above. An immediate family member is defined as a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law and any person (other than a tenant or employee) sharing an



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individual's household.

For more information about related party transactions, see the *Related Party Transactions Policy*.

8. DOING BUSINESS ETHICALLY

8.1 Competition, Antitrust Laws, and Fair Dealing

The Company strives to compete vigorously and to gain advantages over its competitors through superior business performance, not through unethical or illegal business practices. No employee may acquire proprietary information from others through improper means, improperly obtain or share trade secrets, or induce disclosure of confidential information from past or present employees of other companies. If you have obtained information of this variety by mistake, or if you have any questions about the legality of future actions, you must consult your supervisor or the General Counsel, as described in Section 5.4.

You are expected to deal fairly and honestly with the Company's customers, suppliers, service providers, and anyone else with whom you have contact in the course of performing your duties to the Company. Making of false or misleading statements about the Company's competitors is prohibited by this Code, inconsistent with the Company's reputation for integrity, and harmful to its business. You may not take unfair advantage of anyone through misuse of confidential information or engage in misrepresentation of material facts or in any other unfair business practice in connection with your duties to the Company.

Antitrust laws are designed to protect customers and the competitive process. These laws generally prohibit the Company from establishing:

- Price fixing arrangements with competitors or resellers;
- Arrangements with competitors to share pricing information or other competitive marketing information, or to allocate markets or customers;
- Agreements with competitors or customers to boycott particular suppliers, customers or competitors;
- A monopoly or attempted monopoly through anticompetitive conduct.

Some kinds of information, such as pricing, production and inventory information, should never be exchanged with competitors, regardless of how innocent or casual the exchange may be, because even where no formal arrangement exists, merely exchanging information can create the appearance of an improper arrangement. Noncompliance with the antitrust laws can have extremely negative consequences for the Company, including long and costly investigations and lawsuits, substantial fines or damages, and bad publicity. Understanding the requirements of antitrust and unfair competition laws of the jurisdictions where the Company does business can be difficult, and you are urged to seek assistance from your supervisor or the General Counsel whenever you have a question relating to these laws.



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8.2 *Insider Trading*

Every employee and officer is prohibited from using “inside” or material nonpublic information about the Company, or about companies with which the Company does business, in connection with buying or selling the Company’s or such other companies’ securities, including “tipping” others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of this Code and other Company policies, to tip or to trade on inside information. Employees who have access to inside information are not permitted to use or share inside information for stock trading purposes or for any other purpose except to conduct Company business.

Employees must exercise the utmost care when in possession of material inside information. The Company’s *Policy Prohibiting Insider Trading* provides guidance on the sorts of information that might be nonpublic and material for these purposes, and guidelines on when and how you may purchase or sell shares of Company stock or other Company securities. See the Company’s *Policy Prohibiting Insider Trading* for more information

8.3 *Political Contributions and Gifts*

The Company does not make contributions or payments that could be considered a contribution to a political party or candidate, or to intermediary organizations such as political action committees. However, you are free to exercise your right to make personal political contributions with legal limits. You should not make these contributions in a way that might appear to be an endorsement or contribution by the Company. The Company will not reimburse you for any political contribution

8.4 *International Business Laws*

You are expected to comply with all applicable laws wherever you travel on Company business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The Company also expects employees to comply with U.S. laws, rules and regulations governing the conduct of business by U.S. citizens and corporations outside the United States. These U.S. laws, rules and regulations, which extend to all the Company’s activities outside the United States, include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. embargoes, which restrict or, in some cases, prohibit U.S. persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups or individuals;
- Export controls, which restrict travel to designated countries or prohibit or restrict the export of goods, services and technology to designated countries, identified persons or entities from



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the United States, or the re-export of U.S.-origin goods from the country of original destination to such designated countries or identified companies or entities; and

- Anti-boycott rules, which prohibit U.S. companies from taking any action that has the effect of furthering any unsanctioned boycott of a country friendly to the United States.

For more information, please see the Company's *Policy Regarding Improper Influence of Foreign Officials*. If you have a question as to whether an activity is restricted or prohibited, please contact the General Counsel before taking any action.

9. DOCUMENT ADMINISTRATION

The Nominating and Corporate Governance Committee (in consultation with the Audit Committee) is responsible for reviewing this Code as set forth in the committee's charter. The Nominating and Corporate Governance Committee shall have the authority to amend this Code and procedures associated with this Code at its discretion, subject to the approval of the Audit Committee in the case of any amendment that affects the "code of ethics" (as defined in Item 406 of Regulation S-K, as promulgated by the SEC) as articulated in Section 6.4 of this Code.

Any amendment or waiver of this Code that applies to any of the Company's executive officers must be in writing and must be authorized by the Board of Directors or the Nominating and Corporate Governance Committee. Any such amendment or waiver will be disclosed as required by applicable laws, rules and regulations.

No part of this Code or its supporting procedures should be interpreted as contravening or superseding any other legal and regulatory requirements imposed upon the Company or its subsidiaries. Any conflicts between the Code and other legal obligations should be submitted immediately to Green Dot's General Counsel, or designee, for further evaluation.



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APPENDIX: REPORTING OPTIONS

24/7 anonymous reporting is available to employees (and third parties) via EthicsPoint:

- Online: GreenDotEmployeeHotline.com.
- Phone: 1-833-972-3413 (US)
10-811 (Southern China)
108-888 (Northern China)

Note: China callers, at the English prompt, dial 833-972-3413

For additional internal escalation options, see the *Whistleblower Policy and Procedure*.