



Directors Code of Business Conduct & Ethics

1. INTRODUCTION

Green Dot Corporation (collectively with its subsidiaries, the “Company”) is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules, and regulations. As part of this commitment, the Company has adopted this Director Code of Conduct (“Code”), which applies the same high standards of honest and ethical business conduct to directors as are applied to officers and employees. The Company has adopted this Code to set expectations and provide guidance applicable to every member of the Company’s Board of Directors (“director” or “directors”).

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 directors.

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 director conduct,
- Sets 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

This Code applies to directors of Green Dot Corporation and its subsidiaries.



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4. ROLES AND RESPONSIBILITIES

Party	Role/Responsibility
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.
Committee Chair	<p>The Chair of the Audit Committee is responsible for:</p> <ul style="list-style-type: none"> • Advising directors on the interpretation and applicability of this Code • Bringing reported conflicts of interest to the committee for resolution • To the extent the Chair is unable to perform these duties, whether due to a conflict or otherwise, they shall be performed by the Company's Lead Independent Director.
All Directors	<p>Company directors are responsible for:</p> <ul style="list-style-type: none"> • Fostering a sense of commitment to this Code among all directors; • Fostering a culture of fairness, honesty and accountability within the Company • Promoting compliance with Code standards by the Company's agents and contractors when they are working on the Company's behalf • Ensuring that agents and contractors engaged by the directors or its committees conform to Code standards when working on the Company's behalf. • Understanding and complying with the laws, regulations, and Company policies and procedures applicable as a director; • Understanding this Code and acting in accordance with the values and principles it outlines when acting on the Company's behalf;



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Party	Role/Responsibility
	<ul style="list-style-type: none"> • 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; • Fully cooperating with any investigation into potential violations of law, regulation, Company policy, or violations of this Code. • Reporting actual and potential conflicts of interest and other matters to the Chair of the Audit Committee as outlined in this Code

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

You must always obey the law while performing your duties to the Company as a director, including those related to insider trading (See Section 8.2). The Company’s success depends upon each director 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 responsibility as a director. 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, the Company is subject to regulation and oversight, as a public company, 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 a question regarding compliance with the law, you should approach the Chair Audit Committee (or, in the case of the Chair, the Company’s Lead Independent Director) immediately.



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In addition, the Company expects you to comply with all other Company policies and procedures that may apply to you, many of which supplement this Code by providing more detailed guidance. 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

It is your responsibility to read and understand this Code, and to use it as a guide to the performance of your responsibilities as a director. 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. You should consider not only your own conduct, but also that of your family members.¹ If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with the Chair of the Audit Committee (or, in the case of the Chair, the Company's Lead Independent Director); even the appearance of impropriety can be very damaging to the Company and should be avoided.

Any director who violates the standards in this Code will be subject to appropriate action, which, in appropriate circumstances may include legal action or referral for criminal prosecution.

5.4 Escalating Concerns

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

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

Directors reporting a suspected violation are 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. All reports and records associated with complaints or reports made under this Policy are considered Company confidential 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.

¹ Throughout this Code, the term "family member" refers to a director's spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person's home



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Directors 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.

Reporting procedures, including anonymous reporting procedures, are provided in the Appendix.

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.

5.6 Investigations

Directors should not independently conduct their own investigations related to violations of this Code, but instead should report them using 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. The Board is ultimately responsible for the investigation and resolution of all issues that may arise under this Code, and the Board shall comply with all applicable rules and regulations of the SEC and the NYSE in the performance of its duties. 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. For more information, see the *Whistleblower Policy and Procedures*.



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6. PROTECTING OUR COMPANY

6.1 Protecting Green Dot Assets

All directors 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. Any misuse or suspected misuse of the Company's assets must be immediately reported in accordance with Section 5.4

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, 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.

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.



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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.

6.4 Financial Integrity and Public Reporting

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 its financial condition and results of operations, and that they are timely and understandable. In connection with the preparation of the financial and other disclosures that the Company makes to the public, including in its filings with the SEC or by press release, directors must, in addition to complying with all applicable laws, rules and regulations, follow these guidelines:

- act honestly, ethically, and with integrity;
- comply with this Code;
- endeavor to ensure full, fair, accurate, timely and understandable disclosure in the Company's filings with the and in other public communications;
- raise questions and concerns regarding the Company's public disclosures when necessary and ensure that such questions and concerns are appropriately addressed;
- act in good faith, responsibly and with due care, competence and diligence, without misrepresenting material facts or allowing independent judgment to be subordinated by others; and
- comply with the Company's disclosure controls and procedures and internal control over financial reporting.

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 in accordance with Section 5.4.



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7. AVOIDING CONFLICTS OF INTEREST

7.1 *Identifying Conflicts of Interest*

The Company expects its directors 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 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;

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



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responsibilities), you must consult with the Chair of the Nominating and Corporate Governance Committee.

- **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.

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 Director Loans

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

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 directors in an outside business opportunity that is related to the Company's existing or proposed lines of business is prohibited. If a director believes a situation may exist in which he or she may participate in a business opportunity that the Company might want to pursue, then he or she must escalate the matter in accordance with Section 5.4.

7.3 *Gifts and Entertainment*

All directors 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



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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. 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 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 director 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 report the incident as described in Section 5.4.

You are expected to deal fairly and honestly with anyone 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.



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8.2 Insider Trading

Every director 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.

Directors 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 directors 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;



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- 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 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 Nominating and Governance Committee Chair 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*.