

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

I. PURPOSE

The purpose of the Audit Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Green Dot Corporation (the “*Company*”) shall be to assist the board in its oversight of the integrity of the financial statements of the Company, of the Company’s compliance with legal and regulatory requirements, of the independence and qualifications of the independent auditor, and of the performance of the Company’s internal audit function and independent auditor. In addition, the Committee prepares the committee report as required by the rules of the Securities and Exchange Commission (the “*Commission*”) to be included in the Company’s proxy statement. The Committee has an oversight role, and in fulfilling that role, it relies on the reviews and reports noted below.

II. MEMBERSHIP

The Committee will consist of three 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 (the “*NYSE*”), as amended from time to time (the “*Exchange Rules*”), except as may otherwise be permitted by such Exchange Rules, and will also satisfy the Commission’s more rigorous independence requirement for members of the audit committee. To the extent the Committee also serves as the audit committee for one or more of the Company’s subsidiaries, members of the Committee shall also meet any independence requirements applicable to such subsidiary. All members of the Committee will have sufficient accounting or financial experience and ability to enable them to discharge their responsibilities and at least one member will be an “audit committee financial expert” within the meaning of the rules and regulations promulgated by the Commission under the Securities Exchange Act of 1934, as amended (the “*Commission 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. Independent Auditors

1. *Appointment and Oversight of Independent Auditors.* The Committee appoints the independent auditor to examine the

Company's accounts, controls and financial statements. The Committee has sole responsibility for the appointment, compensation, retention and oversight of any registered public accounting firm engaged (including resolution of disagreements between the Company's management and the firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the independent auditor and each such registered public accounting firm will report directly to the Committee.

2. *Auditor Independence and Qualifications.*

- a. The Committee is responsible for assessing the independent auditor's qualifications, performance and independence annually. In connection with this assessment, the Committee will make sure it reviews, on an annual basis, all relationships between the independent auditor and the Company, including those described in the formal written statement that the Committee obtains annually from the independent auditor under applicable requirements of the Public Company Accounting Oversight Board (the "**PCAOB**") related to the independent auditor's communications with the Committee concerning independence.
- b. The Committee will obtain and review, at least annually, a report from the independent auditor describing:
 - (i) the firm's internal quality-control procedures; and
 - (ii) any material issues raised by the most recent internal quality-control review, peer review or PCAOB review of the firm, or by any governmental or professional authority in any inquiry or investigation, within the preceding five years, regarding any independent audit carried out by the firm, and any steps taken to address any such issues.
- c. The Committee is responsible for evaluating the lead audit partner of the independent auditor and overseeing the rotation of the lead audit partner as required by applicable law and the Commission Rules.
- d. The Committee shall review for appropriateness, in advance, any proposed hiring of employees or former employees of the independent auditors into a financial reporting oversight position.

3. *Approval of Audit and Non-Audit Services.*
 - a. The Committee will review the independent auditor's audit planning, scope and staffing.
 - b. The Committee must pre-approve all audit and non-audit related services provided to the Company by the independent auditor. The Committee may establish pre-approval policies and procedures, as permitted by the Exchange Rules, Commission Rules and applicable law, for the engagement of the independent auditor to render services to the Company, including without limitation policies that would allow the delegation of pre-approval authority to one or more members of the Committee, provided that any pre-approval decision is reported to the Committee at its next scheduled meeting.

4. *Interaction with Independent Auditor.*
 - a. The Committee will obtain, at least annually, required reports from the independent auditor and will review and, to the extent warranted, discuss with the independent auditor such reports and any other matters required to be reviewed under applicable legal, regulatory or NYSE requirements.
 - b. The Committee will periodically consult with the independent auditor out of the presence of the Company's management about the Company's internal controls, the fullness and accuracy of the Company's financial statements and any other matters that the Committee or independent auditor believes should be discussed privately with the Committee.

B. Financial Statements and Disclosures

1. *Annual Financial Statements and Disclosures.*
 - a. The Committee will meet to review and discuss with the independent auditor and the Company's management the Company's annual financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
 - b. The Committee will discuss with the independent auditors and the Company's management any items appropriate or required to be discussed in accordance with AS 1301: Communications with Audit Committees or any other

applicable PCAOB standards in connection with the preparation of annual financial statements of the Company, including any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information, or any significant disagreements with management and management's response to such difficulties.

- c. The Committee will be responsible for recommending to the Board whether the annual audited financial statements should be included in the Company's annual report on Form 10-K.
- d. The Committee will prepare a report to the Company's stockholders for inclusion in the Company's proxy statement as required by the Commission Rules.

2. *Quarterly Financial Statements and Disclosures.*

- a. The Committee will meet to review and discuss with the independent auditor and the Company's management the Company's quarterly financial statements, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- b. The Committee will discuss with the independent auditors and the Company's management any items appropriate or required to be discussed in accordance with applicable PCAOB standards in connection with the preparation of quarterly financial statements of the Company.

3. *Earnings Announcements and Guidance.* The Committee will discuss generally with the Company's management and the independent auditor, as appropriate, the type of information to be disclosed and type of presentation to be made regarding the Company's earnings press releases, financial information and earnings guidance released to analysts and rating agencies.

4. *On-going Reviews.* In connection with the foregoing, the Committee will review the Company's financial reporting and accounting standards and principles, significant changes in such standards or principles or in their application and the key accounting decisions affecting the Company's financial statements, including alternatives to, and the rationale for, the decisions made.

C. Internal Audit Function

1. *Appointment.* The Committee will review any process of appointment and/or replacement, including dismissal, of the senior executive of the internal audit function.
2. *Design and Planning.* The Committee will discuss with the senior executive, as well as the independent auditor and the Company's management, the responsibilities, budget, staffing, planned scope of work and performance of the internal audit function. The Committee retains exclusive authority to review and approve the annual audit plan and material amendments thereto.
3. *Separate Meeting with Internal Audit Function.* The Committee or the Chair of the Committee will periodically meet separately with the internal audit function out of the presence of the Company's management to discuss any issues that the Committee or the internal audit function believes warrant the Committee's attention. The Committee will review any significant reports to the Company's management prepared by the internal audit function and management's responses.
4. *Quality Assurance.* The Committee will oversee the evaluation of the performance and effectiveness of the Company's internal audit function, including compliance with the Institute of Internal Auditors International Standards for the Professional Practice of Internal Auditing.

D. Controls and Procedures

5. *Review of Processes, Systems, Controls and Procedures.* The Committee will review and discuss with the independent auditor, the internal audit function and the Company's management their periodic reviews of the integrity, adequacy and effectiveness of the Company's accounting and financial reporting processes, systems of internal control (including any significant deficiencies and material weaknesses in their design or operation), and disclosure controls and procedures (and management's reports thereon).
6. *Legal and Compliance Matters.* The Committee will periodically review with the Company's management the Company's program for compliance with laws and regulations related to financial statements, reporting and disclosures, and review the record of such compliance; and review the nature and status of significant legal matters.
7. *Financial Risk Assessment and Risk Management.* The Committee will discuss with the Company's management the Company's major

financial risk exposures and the steps management has taken to monitor and control such exposures.

8. *Whistleblower Procedures.* The Committee is responsible for establishing and overseeing procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of the Company, of concerns regarding questionable accounting or auditing matters. The Committee will coordinate with the Nominating and Corporate Governance Committee, the inclusion of such procedures in the Company's whistleblower policy.

E. Other Duties and Responsibilities

1. *Related Party Transactions.* The Committee will review and, where appropriate, approve any proposed transaction between the Company and any related party (other than transactions that are subject to review by the Board as a whole or any other committee of the Board), as defined by applicable law, the Commission Rules and the Exchange Rules.
2. *Codes and Policies.* The Committee will annually review and report to the Board on the adequacy of the Code of Business Conduct and Ethics Policy, Whistleblower and Complaint Policy, and Related-Party Transactions Policy, and discuss with the Nominating and Corporate Governance Committee implementing changes to such policies.
3. *Ethics Waivers.* The Committee will consider waivers of the Code of Business Conduct and Ethics (other than transactions that are subject to review by the Board as a whole or any other committee of the Board), including waivers requested for executive officers and directors (other than where the potential waiver involves a member of the Committee, in which event, such waiver shall be subject to the review of the Board), and has authority to grant any such waivers.
4. *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.
5. *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.
6. *Other Actions.* The Committee will perform any other activities required by applicable law, rules or regulations, including the

Commission Rules and the Exchange 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 that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee has the sole authority and right, at the expense of the Company, to retain independent legal counsel 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. The Company will provide for appropriate funding, as determined by the Committee, for (A) payment of compensation to any legal counsel 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 shall be held at least eight times per year (including at least once per quarter) 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 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 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.

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This Charter sets forth the authority and responsibility of the Committee in fulfilling the purposes described herein. In fulfilling their responsibilities, it is recognized that members of the Committee are not full-time employees of the Company and are not, and do not represent themselves to be, professional accountants or auditors. The functions of the Committee are not intended to duplicate or substitute for the activities of management and the independent auditor, and the Committee members cannot provide any expert or special assurance as to the Company's financial statements, internal controls or management of risk or any professional certifications as to the work of the independent auditor.

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles in the United States. This is the responsibility of management and the independent auditor. In addition, the Company's management is responsible for managing its risk function and for reporting on its processes and assessments with respect to the Company's management of risk. Each member of the Committee shall be entitled to rely on (a) the integrity of those persons and organizations within and outside of the Company from which it receives information, (b) the accuracy of the financial and other information provided to the Committee by such persons or organizations absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (c) representations made by management as to any audit and non-audit services provided by the independent auditor.

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.