

SNAP INC.

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS

APPROVED BY THE BOARD OF DIRECTORS
MAY 16, 2019

PURPOSE AND POLICY

The purpose of the Nominating and Corporate Governance Committee of Snap Inc. is to:

- help the Board of Directors oversee Snap Inc.'s corporate governance functions and recommend to the Board the governance principles applicable to Snap Inc.;
- identify, evaluate, and recommend candidates qualified to become Board members or nominees for directors of the Board consistent with criteria approved by the Board; and
- make other recommendations to the Board relating to the directors of Snap Inc.

COMPOSITION

The members of the Committee, including the Chair, will be appointed by and serve at the discretion of the Board. Committee vacancies will be filled by the Board. If a Board member resigns or is removed from the Board, then that member will be automatically removed from the Committee.

The Committee will consist of at least two members of the Board. Each member of the Committee will satisfy:

- the independence requirements imposed by the Securities and Exchange Commission (the "SEC") and the stock exchange that lists the Company's stock; and
- any other qualifications determined by the Board from time to time.

AUTHORITY

The Committee will have access to all books, records, facilities, and personnel of Snap Inc. as deemed necessary or appropriate by any member of the Committee. The Committee will communicate with the Board, committee chairpersons, members of senior management, and independent professional advisors to the Board and its various committees, as appropriate. If the Committee concludes that it must retain legal, accounting, or other outside advisors, it may do so and determine compensation for those advisors at the expense of Snap Inc. The Committee may also pay, at the expense of Snap Inc., ordinary administrative expenses it deems appropriate in carrying out its duties. The Committee may require any of Snap Inc.'s personnel, legal, accounting, or other outside advisors to attend any meeting of the Committee or meet with any member of the Committee or any of its special, legal, accounting, or other outside advisors.

The Committee may form subcommittees and delegate authority to them. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue.

Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. By approving this charter, the Board delegates authority to the Committee with respect to these responsibilities.

RESPONSIBILITIES

The Committee's responsibilities—which are set forth below—should be construed liberally and remain flexible to account for changing circumstances and needs. The Committee may supplement its duties as appropriate and establish policies and procedures consistent with applicable rules and regulations.

1. Director Nominations. The Committee will identify and evaluate candidates to serve on Snap Inc.'s Board, whether those candidates are incumbent directors standing for reelection or nominees recommended by stockholders. The Committee will use criteria approved by the Board, including potential conflicts of interest, director independence, and other requirements. The Committee will also have the authority to establish any policies, requirements, criteria, and procedures. The Committee will monitor and evaluate the composition, organization, and size of the Board. The Committee's power and authority includes establishing policies and procedures to facilitate stockholder communications with the Board. The Committee will also have the power and authority to make any disclosures required by applicable law exercise its authority.

2. Board and Management Assessment. The Committee will periodically review the Board's performance, including Board committees and management. As appropriate, the Committee will make recommendations to the Board and management for ways to improve. The Committee will also consider the directors' independence and the requirements imposed by the SEC and the stock exchange that lists the Company's stock.

3. Board and Committee Nominations. The Committee will oversee the Board's committee structure and operations, and make recommendations to the Board concerning committee qualifications and appointment and removal of committee members. In doing so, the Committee will evaluate directors' and prospective directors' independence, experience, and any requirements imposed by the SEC and the stock exchange that lists the Company's stock.

4. Continuing Education. The Committee will institute, and periodically review and assess, plans and programs for the continuing education of directors and orientation of new directors.

5. Corporate Governance Principles. The Committee will develop a set of corporate governance principles for Snap Inc., and periodically review and assess Snap Inc.'s corporate governance. As appropriate, the Committee will recommend changes to the Board for its consideration.

6. Procedures for Disseminating Information. The Committee will periodically review the processes and procedures used by Snap Inc. to provide information to the Board and its committees. The Committee will also recommend to the Board and management ways to better inform the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant, and appropriately detailed information to the Board and its committees on a timely basis.

7. Other Matters.

- **Committee Self-Assessment.** The Committee will annually evaluate its performance and the adequacy of this charter.
- **General Authority.** The Committee will perform any other functions and have any other powers that may be necessary or appropriate to discharge this charter.

MEETINGS AND MINUTES

The Committee will meet whenever its members deem a meeting necessary or appropriate. The Committee will determine where and when to meet and provide this schedule in advance to the Board.

Unless the Committee directs otherwise, each regularly scheduled meeting will conclude with an executive session that excludes members of management. From time to time, or when requested by the Board, the Chair of the Committee will report to the Board.

The Committee will maintain written minutes of its meetings and regularly report to the Board on its actions and recommendations. The Committee may act by unanimous written consent; when it does so, those actions will be filed in the minute book.