

MARQETA, INC.

CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) of Marqeta, Inc. (“Marqeta” or the “Company”) has adopted these corporate governance guidelines to assist and guide the Board in the exercise of its responsibilities. These guidelines should be interpreted in accordance with any requirements imposed by applicable federal or state law or regulation, the Nasdaq Stock Market LLC (“Nasdaq”) and Marqeta’s certificate of incorporation and bylaws. The Board or Marqeta’s Nomination and Governance Committee (the “Nominating Committee”) may review and amend these guidelines from time to time.

I. DIRECTOR CRITERIA AND SELECTION

A. **Director Criteria:** The Board shall consider and approve from time to time the criteria that it deems necessary or advisable for director candidates. The Board shall have full authority to modify such criteria from time to time as it deems necessary or advisable.

The Board has delegated to the Nominating Committee the responsibility for recommending to the Board for approval the criteria for consideration and selection of directors to the Board. The Nominating Committee has adopted criteria applicable to the selection of director candidates as set forth in its charter and may recommend to the Board from time to time different or additional criteria for its consideration and approval. The Board may, however, rescind its delegation and assume the responsibilities it previously delegated to the Nominating Committee at its discretion.

B. **Process For Identifying and Selecting Directors:** The Board has delegated to the Nominating Committee responsibility for identifying, evaluating and recommending individuals qualified to become new Board members, consistent with criteria approved by the Board. The Nominating Committee will recommend director candidates for the Board’s consideration and review the candidates’ background and qualifications with the Board. The Board shall retain the authority to nominate a candidate for election by the stockholders as a director and to fill vacancies. Stockholders may also nominate directors for election at Marqeta’s annual meeting of stockholders by following the provisions set forth in Marqeta’s bylaws, whose qualifications the Nominating Committee will consider.

In connection with the consideration of candidate qualifications, the Nominating Committee shall look at the following attributes and criteria of candidates: experience, skills, expertise, diversity, personal and professional integrity, character, business judgment, time availability in light of other commitments, dedication, conflicts of interest and such other relevant factors that the Nominating Committee considers appropriate in the context of the needs of the Board, in each case taking into account the criteria for selection of directors established by the Board from time to time and any applicable law, regulation or rule.

C. **Independence:** At least two-thirds of the members of the Board shall meet the independence requirements set forth in the Nasdaq Stock Market Rules. The Board will periodically evaluate all relationships between Marqeta and each independent director for the purposes of determining whether a material relationship exists that might represent a potential conflict of interest or otherwise interfere with the director's ability to satisfy his or her responsibilities as an independent director. Marqeta defines an "independent" director in accord with Rule 5605 of the NASDAQ Marketplace Rules. The NASDAQ independence definition includes a series of objective tests, such as that the director is not a Marqeta employee and has not engaged in various types of business dealings with Marqeta.

In making these determinations, the Board will broadly consider relevant facts and circumstances, including information provided by the directors and Marqeta with regard to each director's business and personal activities as they may relate to Marqeta and Marqeta's management. As the concern is independence from management, the Board does not view ownership of a significant amount of stock, by itself, as a bar to an independence finding.

D. **Limit on Number of Other Boards:** Performing the duties and fulfilling the responsibilities of a director require a significant commitment of time and attention. While the Board does not believe that explicit limits on the number of other boards of directors on which a director sits, or on other activities a director pursues, are appropriate, the Board does recognize that excessive time commitments can interfere with a director's ability to perform and fulfill his or her duties and responsibilities effectively. The Board requests that directors inform the Chairperson of the Nominating Committee of their current board seats and notify the Chairperson of the Nominating Committee when considering a seat on the board of directors of another business corporation so that the Nominating Committee may assess the potential for conflicts or other factors compromising the director's ability to perform or fulfill his duties and responsibilities.

E. **Term and Age Limits:** The Board does not believe that limits on the number of consecutive terms a director may serve or on the directors' ages are appropriate in light of the substantial benefits of a sustained focus on Marqeta's business, strategy and industry over a significant period of time. However, so that the Board continues to evolve and remains composed of high functioning directors able to keep their commitments to Board service, the Nominating Committee will assess the qualifications and performance of each incumbent director before recommending to the Board the nomination of that director for an additional term.

II. DIRECTOR RESPONSIBILITIES AND COMPENSATION

A. **Role of Directors:** The business and affairs of Marqeta shall be managed by management under the oversight of the Board. The Board has delegated to Marqeta's officers the authority and responsibility for managing Marqeta's everyday affairs. The Board has an oversight role and is not expected to perform or duplicate the tasks of the Chief Executive Officer (the "CEO") or senior management.

- B. **Attendance at Meetings:** Each member of the Board is expected to make reasonable efforts to attend meetings of the Board, whether regular or special.
- C. **Time Commitment; Advance Distribution and Review of Materials:** Directors are expected to spend the time needed and meet as often as necessary or appropriate to discharge their responsibilities. Senior management is responsible for distributing in advance to directors information important to the Board's understanding of the business to be conducted at a Board or Committee meeting. Directors should review these materials before the meeting.
- D. **Director Compensation:** The Compensation Committee shall at least annually review and determine the form and amount of compensation to be paid for service on the Board and Board committees and for service as a chairperson of a Board committee. Marqeta's executive officers shall not receive additional compensation for their service as directors.
- E. **Loyalty, Ethics and Confidentiality:** In their roles as directors, all directors owe a duty of loyalty to Marqeta. Marqeta has adopted a Code of Business Conduct and Ethics (the "Code") and directors are expected to adhere to the Code. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director.

III. BOARD STRUCTURE

- A. **Size of Board:** The Board reserves the right at any time to increase or decrease its size, subject to any provisions in Marqeta's certificate of incorporation and bylaws, depending on the Board's assessment of its needs and other factors. The size of the Board may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board in consultation with the Nominating Committee will review from time to time the appropriateness of the size of the Board.
- B. **Leadership:** The Board shall fill the positions of chairperson of the Board and CEO based upon its view of what is in the best interests of the Company. The chairperson of the Board and CEO may, but need not be, the same person. In addition, the Board may appoint a lead independent director. The lead independent director will preside over periodic meetings of independent directors, serve as a liaison between the chairperson of the Board and the independent directors and perform such additional duties as the Board may otherwise determine and delegate.
- C. **Committees:** The Board intends at all times to have an Audit Committee, a Compensation Committee and a Nominating and Governance Committee. Each of these committees will have a written charter that sets forth its responsibilities and qualifications for committee membership. The Board may from time to time establish additional committees as it deems appropriate. Membership on the Audit, Compensation and Nominating Committees is limited to independent directors meeting the independence requirements of the Nasdaq Marketplace Rules, the Sarbanes-Oxley Act of 2002 and any

other applicable rules or regulations of the Securities and Exchange Commission and the Internal Revenue Service. The Board retains discretion to form new committees or disband current committees depending upon the circumstances.

D. **Executive Sessions:** Independent directors will meet in a private session that excludes management, non-independent and affiliated directors at least quarterly. If the chairperson of the Board is an independent director, then the chairperson of the Board will preside at these meetings. If the chairperson of the Board is not an independent director, then the director who presides at these meetings will be the lead independent director. In the event that the Board has not designated a lead independent director or if the lead independent director is unavailable to attend such a meeting, then a majority of the independent directors in attendance may designate one independent director to serve in such temporary capacity. In either case, the director who presides at these meetings, and his or her name, or the process by which he or she is selected, will be disclosed, if required by SEC rules, in the annual proxy statement or, if Marqeta does not file an annual proxy statement, in Marqeta's annual report on Form 10-K filed with the SEC.

E. **Director Access to Management and Independent Advisers:** In performing its responsibilities, the Board, and each committee, shall have free access to management and be entitled to rely on the advice and information it receives from management and the experts, advisers and professionals whom the Board, or a committee, may consult. The Board and each committee shall have the authority to request that any officer or employee of Marqeta, Marqeta's outside legal counsel, Marqeta's independent auditor or any other professional retained by Marqeta to provide advice to Marqeta, attend a meeting of the Board or committee or meet with any members of or advisers to the Board. The Board or any committee shall also have the authority to engage legal, accounting or other advisers to provide advice and information it deems appropriate to carry out its responsibilities.

F. **Directors Who Change Job Responsibility:** The Board does not believe directors who retire or change their principal occupation or business association should necessarily leave the Board. However, promptly following any such event, the director should notify the Nominating Committee, so that it may review and advise the Board regarding the continued appropriateness of the director's Board membership.

G. **Director Orientation and Continuing Education:** Marqeta will conduct an orientation program for each new director. The orientation will be designed to familiarize the new director with Marqeta's business and strategic plans, key policies and practices, principal officers and management structure, auditing and compliance processes and its code of business conduct and ethics. The Nominating Committee, will be responsible for overseeing new director orientation and continuing education for existing directors on a periodic basis.

H. **Annual Performance Evaluations of the Board and Committees:** The Board will conduct a self-evaluation at least annually for the purpose of determining whether it and its committees are functioning effectively, and the Audit Committee, the Compensation Committee, and the Nominating Committee of the Board will conduct a self-evaluation at least annually for the purpose of determining whether it is functioning effectively. The Nominating Committee will oversee the evaluation process.

IV. OTHER CORPORATE GOVERNANCE MATTERS

A. **Management Succession:** Marqeta will establish a succession plan for the position of CEO and such other senior management positions as the Nominating Committee shall determine, and the Nominating Committee shall review and agree upon such plan and any modifications. The Nominating Committee shall then be responsible for recommending to the Board for approval that succession plan.

B. **Securityholder Communications:** The Board provides to every securityholder the ability to communicate with the Board, as a whole, and with individual directors on the Board through an established process for securityholder communication (as that term is defined by the rules of the Securities and Exchange Commission) ("Securityholder Communication").

Securityholders may send any Securityholder Communication for the Board or an individual director to the attention of the Company's Chief Legal Officer via U.S. Mail or Expedited Delivery Service to the address listed below:

Marqeta, Inc.
180 Grand Avenue, 6th Floor
Oakland, CA 94612
Attn: Chief Legal Officer

The Chief Legal Officer or their designee will initially review and compile all such communications and may summarize such communications prior to forwarding to the appropriate party. This centralized process assists the Board in reviewing and responding to Securityholder Communications in an appropriate manner. The Chief Legal Officer will not forward communications that are not relevant to the duties and responsibilities of the Board, including spam, junk mail and mass mailings, product or service inquiries, new product or service suggestions, resumes or other forms of job inquiries, opinion surveys and polls, business solicitations or advertisements, or other frivolous communications.

Communications from an officer or director of the Company and proposals submitted by securityholders to be included in the Company's annual proxy statement, pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (and related communications) will not be viewed as a Securityholder Communication. Communications from an employee or agent of the Company will be viewed as Securityholder Communication only if such communications are made solely in such employee's or agent's capacity as a securityholder.

C. **Other Communications with Outside Interested Parties:** The Board believes that management should be responsible for communications with the press, media and other outside parties, including stockholders, on behalf of the Company, although individual Board members may, at the request of management or the Board, communicate with outside parties on behalf of the Company and in accordance with the Company's policies and procedures.

D. **No Limitation on Other Rights:** These guidelines are not intended to modify, eliminate or in any other manner limit the indemnification, exculpation and similar rights available to the directors of the Company under applicable law and/or the Company's certificate of incorporation and/or its bylaws.

E. **Modifications to Guidelines:** Although these guidelines have been approved by the Board, they may evolve over time as customary practice and legal requirements change. In particular, guidelines that reflect legal, regulatory or exchange requirements as they currently exist will be deemed to be modified as and to the extent those requirements change. In addition, the guidelines may be amended by the Board or the Nominating Committee at any time as it deems appropriate, respectively.

ADOPTED: May 24, 2021
EFFECTIVE: June 9, 2021