GREENSKY, INC.
CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the "Board") of GreenSky, Inc. (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its responsibilities and to serve the interests of the Company and its stockholders in a manner that is consistent with its fiduciary duties.

I. The Board

Role

It is the principal duty of the Board to exercise its powers in accordance with its fiduciary duties to the Company's stockholders and in a manner it reasonably believes to be in the best interests of the Company and its stockholders. It also is the Board's duty to oversee senior management in the competent and ethical operation of the Company. To satisfy this duty, the directors will take a proactive, focused approach, and set standards to ensure that the Company is committed to business excellence, ethical and honest conduct, and the highest levels of integrity. Directors bring to the Company a wide range of experience, knowledge and judgment, and will use their skills and competencies in the exercise of their duties as directors of the Company.

Size

The number of directors that constitutes the Board will be fixed from time to time by a resolution adopted by the Board in conformity with the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and Amended and Restated Bylaws (the "Bylaws"). The Governance and Nominating Committee of the Board (the "Governance Committee") periodically reviews the size of the Board to ensure that the current number of directors most effectively supports the Company.

Composition

Except as otherwise permitted by the applicable rules of the Nasdaq Stock Market LLC ("Nasdaq"), the Board shall be comprised of a majority of independent directors as defined in Rule 5605(a)(2) of the Nasdaq Rules ("Independent Directors").

Executive Sessions

The Independent Directors shall meet in executive sessions without management present on a periodic basis but no less than twice a year.

Director Qualifications

The Governance Committee works with the Board to determine periodically, as appropriate, the desired Board qualifications, expertise and characteristics, including such factors as business experience and diversity. With respect to diversity, the Governance Committee may consider such factors as differences in professional background, education, skill, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board.

The Governance Committee and the Board evaluate each director in the context of the membership of the Board as a group, with the objective of having a group that can best perpetuate the success of the business and represent stockholder interests through the exercise of sound judgment using its diversity of background and experience in the various areas. Each director should be an individual of high character and integrity. In determining whether to recommend a director for re-election, the Governance Committee also considers the director's past attendance at meetings, participation in and contributions to the activities of the Board and the Company and other qualifications and characteristics set forth in the charter of the Governance Committee.

Each director must ensure that other existing and anticipated future commitments do not materially interfere with the director's service as a director. When a director, including a director who is currently an officer or employee of the Company, resigns or materially changes his or her position with his or her employer, such director must notify the Governance Committee of such circumstances. The Governance Committee shall consider the circumstances, and may in certain cases recommend that the Board request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by such director is not consistent with the criteria deemed necessary for continuing service on the Board.

Limitation on Other Board Service

Directors should advise the Governance Committee of any invitations to join the board of directors of any other public company prior to accepting the directorship. No director should serve on more than four additional public company boards without the approval of the Board. The Company's Chief Executive Officer (the "CEO") may serve on no more than one additional public company board without the approval of the Board. Service on other boards and/or committees should be consistent with the Company's conflict of interest policies set forth below.

Selection of New Directors

The Board is divided into three classes. As a result, approximately one third of the directors will stand for election for a three-year term by the stockholders of the Company each year at the Company's annual meeting of stockholders. Each year, at the Company's annual meeting of stockholders, the Board will nominate a slate of directors for election by the stockholders. In accordance with the Certificate of Incorporation, the Board also will be responsible for filling vacancies or newly-created directorships on the Board that may occur between annual meetings of stockholders. The Governance Committee is responsible for identifying and screening candidates for Board membership, and recommending candidates to the entire Board for Board membership.

Directors Who Become Aware of Circumstances that May Adversely Reflect Upon the Director or the Company

When a director, including any director who is currently an officer or employee of the Company, becomes aware of circumstances that may adversely reflect upon the director, any other director, or the Company, the director should notify the Governance Committee of such circumstances. The Governance Committee will consider the circumstances, and may in certain cases request the director to cease the conflicting activity, or in more severe cases, request that the director submit his or her resignation from the Board if, for example, continuing service on the Board by the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

Term Limits

Term limits may result in the loss of long-serving directors who over time have developed unique and valuable insights into the Company's business and therefore can provide a significant contribution to the Board. Because each director is periodically subject to election by the Company's stockholders, the Board does not believe it is in the best interests of the Company to establish term limits.

Compensation

The compensation of directors will be approved by the Board upon recommendation of the Compensation Committee of the Board (the "Compensation Committee"), which will take into account the directors' independence status. Senior management of the Company or a compensation consultant will report once a year to the Compensation Committee regarding the status of the Company's director compensation in relation to comparable companies. This report will include consideration of independence, employee status and both direct and indirect forms of compensation to the Company's directors, including any charitable contributions by the Company to organizations in which a non-employee director is involved. Following a review of the report, the Compensation Committee will recommend any changes in director compensation to the Board, which will then approve the director compensation. The Company's employees will not receive additional compensation for their service as directors.

Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of the Company or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director will report all facts regarding the matter to the Chairperson of the Governance Committee (or, if the conflict of interest constitutes a "related person transaction," to the Chairperson of the Audit Committee of the Board (the "Audit Committee")). If a director has a personal interest in a matter before the Board, the director must disclose the interest to the Board, excuse himself or herself from discussion, and abstain from voting, on the matter.

Interaction with the Press, Stockholders and Others

The Board believes that management speaks for the Company. Each director should refer all inquiries from the press, stockholders or others regarding the Company's operations to management. Individual Board members may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company.

Board Access to Management

The Board has access to management in order to ensure that directors can ask any questions and receive all information necessary to perform their duties. Directors should exercise judgment to ensure that their contact with management does not distract managers from their jobs or disturb the business operations of the Company.

Board Access to Independent Advisors

The Board committees may hire independent advisors, such as auditors, compensation consultants, legal counsel and other advisors. The Board as a whole will have access to these advisors and other independent advisors that the Company retains or that the Board considers necessary or advisable in performing its responsibilities.

Director Orientation and Continuing Education

The directors and the Company are committed to ensuring that all directors receive orientation and continuing education.

Annual Self-Evaluation

The Governance Committee will oversee a periodic self-evaluation by the Board, each committee of the Board and each director. The Governance Committee will be responsible for establishing the evaluation criteria and implementing the process for this evaluation, as well as considering other corporate governance principles that may, from time to time, merit consideration by the Board.

The Governance Committee will utilize the results of the Board evaluation process in assessing and determining the characteristics and critical skills required of prospective candidates for election to the Board and for current directors seeking re-election in an effort to further the interests of the Company and its stockholders in a manner consistent with the Company's mission and core values.

II. Board Meetings and Stockholder Meetings

Board Meeting Attendance

The Board will meet on a periodic basis, in person or by teleconference, at such times and places as the Board determines. In addition, special meetings may be called from time to time. The basic duties of a director include being prepared for and attending Board meetings and actively participating in Board discussions. In the event that a director is unable to attend at least 75% of those regular or special meetings (together with the meetings of committees on which such director serves), the Company will be required to disclose that fact in its annual proxy statement. Directors also are expected to make themselves reasonably available outside of Board meetings for advice and consultation. A director who is unable to attend a Board or committee meeting should notify the Board or committee chairperson and the CEO in advance of the meeting.

Attendance at Annual Meeting of Stockholders

Each director is strongly encouraged to attend each of the Company's annual meetings of stockholders.

Attendance of Non-Directors

The Board encourages invitations to management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) make presentations and provide insight into items being discussed by the Board that involve the invitee and (ii) bring managers with high potential into contact with the Board. Attendance of any non-directors at Board meetings is at the discretion of the Board.

Advance Receipt of Meeting Materials

Information regarding the topics to be considered at a meeting is essential to the Board's understanding of the business and the preparation of the directors for a productive meeting. To the extent feasible, the meeting agenda and any written materials relating to each Board meeting will be distributed to the directors sufficiently in advance of each meeting to allow for review of the agenda and materials. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

III. Committee Matters

Number, Name, Responsibilities and Independence of Committees

The Board intends at all times to have the Audit Committee, the Compensation Committee and the Governance Committee. Except as otherwise permitted by the applicable rules of Nasdaq, the Audit Committee, Compensation Committee and Governance Committee each shall be composed of Independent Directors. From time to time, the Board may form or disband an ad hoc or standing Board committee, depending upon the circumstances. Each committee will perform its duties as assigned by the Board in compliance with the Bylaws and the committee's charter.

Assignment and Rotation of Committee Members

Based on the recommendation of the Governance Committee, the Board appoints committee members and committee chairpersons in accordance with applicable law and according to criteria set forth in the applicable committee charter and other criteria that the Board determines to be relevant to the responsibilities of each committee. Committee membership and the position of committee chairperson will not be rotated on a mandatory or regular basis unless the Board determines that rotation is in the best interest of the Company.

Frequency of Committee Meetings and Agendas

The committee chairpersons and appropriate members of management, in accordance with the committee's charter and, as appropriate, in consultation with the committee members, will determine the frequency and length of the committee meetings and develop the meeting agendas. Committee chairpersons will summarize committee discussions and actions with the full Board.

Committee Charters

Each committee will periodically review its charter and recommend any changes it deems necessary to the Governance Committee.

IV. Leadership Development

Annual Review of the CEO

The Compensation Committee, with input from the non-employee directors, will conduct a review at least annually of the performance of the CEO. The Compensation Committee will establish the evaluation process and determine the specific criteria on which the performance of the CEO is evaluated.

Succession Planning

The Governance Committee will work with the CEO to plan for CEO succession, as well as to develop plans for interim succession for the CEO in the event of an unexpected occurrence. The Governance Committee also will work with the CEO and appropriate members of management to plan for succession of each of the executive officers as well as to develop plans for interim succession of each of the executive officers in the event of an unexpected occurrence. In addition to the succession planning, there should periodically be a report on management development by the CEO.

V. Stockholder-Director Communications

The Board believes that stockholders should have an opportunity to send communications to the non-management members of the Board. In cases where stockholders wish to communicate directly with our non-management directors, messages can be sent to our Corporate Secretary at GreenSky, Inc., 5565 Glenridge Connector, Suite 700, Atlanta, Georgia 30342.

Each communication should set forth (i) the name and address of the stockholder, as it appears on the Company's books, and if the Company's Class A common stock is held by a nominee, the name and address of the beneficial owner of the Company's Class A common stock, and (ii) the number of shares of the Company's Class A common stock that are owned of record by the record holder and beneficially by the beneficial owner.

The Corporate Secretary, in consultation with appropriate directors as necessary, shall review all incoming stockholder communications (except for mass mailings, product complaints or inquiries, job inquiries, business solicitations and patently offensive or otherwise inappropriate material) and, if appropriate, will route such communications to the appropriate director(s) or, if none is specified, to the entire Board.

The Corporate Secretary may decide in the exercise of his or her judgment whether a response to any stockholder communication is necessary and shall provide a report to the Governance Committee on a quarterly basis of any stockholder communications received to which the Corporate Secretary has responded.

These policies and procedures for stockholder communications with the non-management directors are administered by the Governance Committee. These policies and procedures do not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended.

VI. Indemnification

These guidelines are not intended to modify, extinguish or in any other manner limit the indemnification, exculpation and similar rights available to directors under applicable law, the Certificate of Incorporation and the Bylaws.

VII. Interpretation

These Guidelines should be interpreted and construed in the context of all applicable laws and the Certificate of Incorporation, the Bylaws and other corporate governance documents.

VIII. Amendment

The Company is committed to continuously reviewing and updating our policies, and the Company therefore reserves the right to amend these Guidelines at any time, for any reason, subject to applicable law.