



CORPORATE GOVERNANCE GUIDELINES

(As of August 2, 2019)

The Board of Directors (the "**Board**") of Switch, Inc. ("**Switch**") has adopted the following Corporate Governance Guidelines (these "**Guidelines**") to assist the Board in the exercise of its responsibilities and to serve the interests of Switch and its stockholders. These Guidelines should be interpreted in the context of all applicable laws and Switch's articles of incorporation, bylaws and other corporate governance documents. These Guidelines acknowledge the leadership exercised by the Board's standing committees and their chairs and are intended to serve as a flexible framework within which the Board may conduct its business and not as a set of legally binding obligations. The Guidelines are subject to modification from time to time by the Board as the Board may deem appropriate and in the best interests of Switch and its stockholders or as required by applicable laws and regulations.

THE BOARD

Size of Board

Switch's bylaws provide that the Board will consist of such number of directors as may be determined from time to time by resolution of the Board.

Independence of the Board

The Board will include at least such number or proportion of directors who qualify as independent directors (the "**Independent Directors**") as is necessary to comply with the rules of the New York Stock Exchange ("**NYSE**"), including any exceptions permitted by the NYSE rules.

Separate Sessions of Independent Directors

The Independent Directors will meet in executive session without non-Independent Directors or management present on a regularly scheduled basis, but no less than twice per year.

Lead Director

If the Chairman of the Board is a member of management or does not otherwise qualify as independent, the Independent Directors may designate a lead director. The lead director's responsibilities include, but are not limited to: presiding over all meetings of the Board at which the Chairman of the Board is not present, including any executive sessions of the Independent Directors; approving Board meeting schedules and agendas; and acting as the liaison between the Independent Directors and the Chief Executive Officer and Chairman of the Board. At such times as the Chairman of the Board is an Independent Director, the Chairman of the Board will serve as lead director. The Board may modify its leadership structure in the future as it deems appropriate.

Director Qualification Standards and Additional Selection Criteria

The Nominating and Corporate Governance Committee, in recommending director candidates, and the Board, in nominating director candidates, will evaluate candidates in accordance with

the qualification standards set forth in Attachment A to these Corporate Governance Guidelines. In addition, the Nominating and Corporate Governance Committee and the Board may also consider the additional selection criteria listed in Attachment A.

Director Orientation and Continuing Education

Management will provide an orientation process for new directors, including background material on Switch and its business. As appropriate, management will provide opportunities for additional educational sessions for directors on matters relevant to Switch and its business.

No Specific Limitation on Other Board Service

The Board does not believe that its members should be prohibited from serving on boards of other organizations and has not adopted any guidelines limiting such activities. However, the Nominating and Corporate Governance Committee may take into account the nature of and time involved in a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors.

Service on other boards and/or committees should be consistent with Switch's conflict of interest policies.

Directors Who Resign or Materially Change Their Current Positions with Their Own Company or Become Aware of Circumstances that May Adversely Reflect upon the Director or Switch

When a director, including any director who is currently an officer or employee of Switch, resigns or materially changes his or her position with his or her employer or becomes aware of circumstances that may adversely reflect upon the director or Switch, such director should notify the Nominating and Corporate Governance Committee of such circumstances. The Nominating and Corporate Governance Committee will consider the circumstances, and may 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 the individual is not consistent with the criteria deemed necessary for continuing service on the Board.

Retirement Age; Term Limits

As each director is periodically subject to election by stockholders, the Board does not believe it is in the best interests of Switch to establish either a mandatory retirement age or term limits at this time. Additionally, such mandatory retirement age or term limits may cause Switch to lose the contribution of directors who have been able to develop, over a period of time, increasing insight into Switch's business and therefore can provide an increasingly significant contribution to the Board. As part of its responsibilities, the Nominating and Corporate Governance Committee will consider each director's continuation on the Board at the expiration of his or her term and before that director is considered for reelection.

Director Responsibilities

The business and affairs of Switch will be governed by or under the direction of the Board, including through one or more of its committees. Each director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. These include:

- exercising their business judgment in good faith;
- acting in what they reasonably believe to be the best interest of all stockholders;
- becoming and remaining well-informed about Switch's business and operations and general business and economic trends affecting Switch; and

- ensuring that the business of Switch is conducted so as to further the long-term interests of its stockholders.

Compensation

The Board believes that director compensation should fairly pay directors for work required in a business of Switch's size and scope, and that compensation should align directors' interests with the long-term interests of stockholders. The Compensation Committee will review and make recommendations to the Board regarding the cash and equity compensation of directors. Switch's executive officers do not receive additional compensation for their service as directors.

Except as otherwise permitted by the applicable NYSE rules, members of the Audit Committee and Compensation Committee may not directly or indirectly receive any compensation from Switch other than their directors' compensation, including any compensation for service on committees of the Board and the receipt of equity incentive awards.

Stock Ownership

In an effort to align the interests of the Board with the stockholders of Switch, the Board has adopted Stock Ownership Guidelines applicable to non-employee directors.

Each non-employee director is expected to own shares of Class A common stock ("**Common Stock**") of Switch (including shares of Common Stock that are subject to forfeiture restrictions) with a market value equal to four times the value of the non-employee director's annual cash retainer for board service (excluding any annual cash retainer for committee membership, chairmanship or Lead Independent Director).

The following count towards satisfaction of the guidelines: (i) the value of shares of Common Stock into which units in Switch, Ltd. are convertible or exchangeable, and (ii) the value of any outstanding restricted stock units, whether or not vested in each case whether held beneficially or of record by the non-employee director, including if owned through trusts or in the name of the non-employee director's spouse or children.

Each non-employee director shall have until the fifth anniversary of the later to occur of (i) the effective date of these guidelines or (ii) his or her first appointment or election as a non-employee director, as applicable, to meet the requirements set forth in these guidelines. The Compensation Committee has the authority to review compliance with these guidelines from time to time.

In the event that a non-employee director is short of these guidelines after the fifth anniversary, then Switch will expect that the non-employee director will not sell any Common Stock except to pay taxes due when they vest or to pay any option exercise prices until these guidelines are met (i.e., hold the after-tax net shares of Common Stock after vesting of restricted stock or option exercise).

In addition, Switch's Insider Trading Compliance Policy prohibits directors from engaging in hedging or in other transactions in puts, calls or other derivative securities involving Switch's equity securities. The policy also prohibits margin purchases of Switch's securities and pledging Switch's securities as collateral to secure loans.

Conflicts of Interest

Directors are expected to avoid any action, position or interest that conflicts with the interests of Switch or gives the appearance of a conflict. If an actual or potential conflict of interest develops, the director should immediately report all facts regarding the matter to the Board. Any significant conflict must be resolved or the director should resign. 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 on the matter and not vote on the matter. The Board may delegate any decision with respect to such transaction to the Audit Committee and/or Nominating and Corporate Governance Committee.

Interaction with Institutional Investors, the Press and Customers

The Board believes that management speaks for Switch. Each director should refer all inquiries from institutional investors, the press or customers regarding Switch'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 Switch. If comments from the Board are appropriate, they should come from the Chairman of the Board in most circumstances or Lead Independent Director in special circumstances.

Board Access to Senior Management

The Board will have complete access to Switch 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 Switch. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Chairman of the Board, or if neither is available or neither is appropriate, directly by the director. To the extent appropriate, such contact, if in writing, should be copied to the Chief Executive Officer of Switch.

Board Access to Independent Advisors

The Board committees may hire independent advisors as set forth in their applicable charters. The Board as a whole shall have access to any independent advisor retained by Switch, and the Board may hire any independent advisor considers necessary to discharge its responsibilities.

Annual Self-Evaluation

The Nominating and Corporate Governance Committee will oversee an annual assessment of the Board, its members and its committees.

BOARD MEETINGS

Frequency of Meetings

The Board will meet at such times as the Board will from time to time determine. In addition, special meetings may be called from time to time as determined by the needs of the business. It is the responsibility of the directors to attend meetings.

Director Attendance

A director is expected to spend the time and effort necessary to properly discharge his or her responsibilities. Accordingly, a director is expected to regularly prepare for and attend meetings of the Board and all committees on which the director sits (including separate meetings of the Independent Directors), with the understanding that, on occasion, a director may be unable to attend a meeting. A director who is unable to attend a meeting of the Board or a committee of the Board is expected to notify the Chairman of the Board or the Chairman of the appropriate committee in advance of such meeting, and, whenever possible, participate in such meeting via teleconference in the case of an in-person meeting.

Attendance of Non-Directors

The Board encourages the Chairman of the Board or of any committee to invite Switch management and outside advisors or consultants from time to time to participate in Board and/or committee meetings to (i) provide insight into items being discussed by the Board which involve the manager, advisor or consultant, (ii) make presentations to the Board on matters which involve the manager, advisor or consultant, and (iii) bring managers with high potential into contact with the Board. Attendance of 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 meaningful review of such agenda and materials by the directors. Directors are expected to have reviewed and be prepared to discuss all materials distributed in advance of any meeting.

COMMITTEE MATTERS

The Board currently has three (3) standing committees: (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating and Corporate Governance Committee. Each committee will perform its duties as assigned by the Board in compliance with Switch's bylaws and the relevant committee charter. Directors are responsible for attending the meetings of the committees on which they serve. The Board may establish additional committees from time to time as it deems necessary.

Appointment and Rotation of Committee Members

The Board will appoint committee members and committee chairs according to criteria set forth in the applicable committee charter and such other criteria that the Board determines to be appropriate in light of the responsibilities of each committee. Committee membership and the position of committee chair will not be rotated on a mandatory basis unless the Board determines that rotation is in the best interest of Switch.

SUCCESSION PLANNING

The Board (or a committee delegated by the Board) will (i) work on a periodic basis with the Chief Executive Officer to evaluate Switch's succession plans upon the Chief Executive Officer's retirement and in the event of an unexpected occurrence, and (ii) periodically review the performance of the Chief Executive Officer.

Attachment A

Director Qualification Standards and Additional Selection Criteria

Director Qualification Standards:

The Nominating and Corporate Governance Committee, in recommending director candidates for election to the Board, and the Board, in nominating director candidates, will consider candidates who have a high level of personal and professional integrity, strong ethics and values and the ability to make thoughtful business judgments.

Selection Criteria:

In evaluating director candidates, the Nominating and Corporate Governance Committee and the Board shall also consider the following criteria as well as any other factor that they deem to be relevant:

- the candidate's experience in corporate management, such as serving as an officer or former officer of a publicly held company;
- the candidate's experience as a board member of another publicly held company;
- the candidate's professional and academic experience relevant to Switch's industry;
- the strength of the candidate's leadership skills;
- diversity of race, ethnicity, gender, age, cultural background or professional experience;
- risk management experience and risk assessment;
- technology background and experience;
- the candidate's experience in finance and accounting and / or executive compensation practices; and
- whether the candidate has the time required for preparation, participation and attendance at Board meetings and committee meetings, if applicable (including, but not limited to, the candidate's other board positions at public companies).

In addition, the Board will consider whether there are potential conflicts of interest with the candidate's other personal and professional pursuits.

The Board should monitor the mix of specific experience, qualifications and skills of its directors in order to assure that the Board, as a whole, has the necessary tools to perform its oversight function effectively in light of Switch's business and structure.