



COMPENSATION COMMITTEE CHARTER

(As of December 12, 2019)

Purpose

The purpose of the Compensation Committee (the "**Committee**") is to oversee the discharge of the responsibilities of the Board of Directors (the "**Board**") of Switch, Inc. ("**Switch**") relating to the compensation of Switch's executive officers and directors, and to oversee the evaluation of management.

Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the New York Stock Exchange (the "**NYSE**"), except as otherwise permitted by applicable NYSE rules, and meet all other eligibility requirements of applicable laws. Committee members must be appointed and may be removed, with or without cause, by the Board and one of the members may be designated as chair of the Committee. Unless a chair is designated by the Board, the Committee may designate a chair by majority vote of the full Committee membership.

Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of Switch's bylaws that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration all factors, including any applicable factors under NYSE rules, relevant to the adviser's independence from management. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. Switch must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, Switch's bylaws and applicable NYSE rules. The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of Switch to meet with the Committee or any advisers engaged by the Committee.

Duties and Responsibilities

- *CEO Compensation.* The Committee will review and approve the corporate goals and objectives with respect to the compensation of the Chief Executive Officer ("**CEO**"). The Committee will evaluate the CEO's performance in light of these goals and objectives and, based upon this evaluation (either alone or, if directed by the Board, in conjunction with a majority of the independent directors on the Board), will set the CEO's compensation. In evaluating and determining CEO compensation, the Committee will consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act.
- *Other Executive Officer Compensation.* The Committee will oversee the evaluation of the performance of management and review and set or make recommendations to the Board regarding the compensation of the executive officers other than the CEO.
- *Director Compensation.* The Committee will review and make recommendations to the Board regarding director compensation.
- *Incentive and Equity Compensation.* The Committee will review and approve or make recommendations to the Board regarding Switch's incentive compensation and equity-based plans and arrangements. In reviewing and approving or making recommendations to the Board regarding incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee will consider the results of the most recent Say on Pay Vote.
- *Other Employee Compensation and Benefit Plans.* The Committee will review and make recommendations to the Board regarding adoption of Switch's other material compensation and employee benefits plans and arrangements.
- *Compensation Discussion and Analysis.* To the extent that Switch is required to include a "Compensation Discussion and Analysis" ("**CD&A**") in Switch's Annual Report on Form 10-K or annual proxy statement, the Committee will review and discuss with management the CD&A and will consider whether it will recommend to the Board that the CD&A be included in the appropriate filing.
- *Say on Pay Vote.* The Committee will review and recommend to the Board for approval the frequency with which Switch will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in Switch's proxy statement.
- *Compensation Committee Report.* The Committee will prepare the annual Compensation Committee Report, to the extent required.

- *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.
- *Committee Self-Evaluation.* The Committee must annually perform an evaluation of the performance of the Committee.
- *Review of this Charter.* The Committee must annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.