

**CARDLYTICS, INC.**

**POLICY REGARDING  
STOCKHOLDER RECOMMENDATIONS OF DIRECTOR NOMINEES**

**APPROVED MAY 26, 2017**

The Nominating and Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Cardlytics, Inc. (“*Company*”) will consider director candidates recommended by Company stockholders. The Committee does not intend to alter the manner in which it evaluates a candidate for nomination to the Board based on whether or not the candidate was recommended by a Company stockholder.

Company stockholders who wish to recommend individuals for consideration by the Committee to become nominees for election to the Board at an annual meeting of stockholders must do so by delivering no later than the close of business on the 90<sup>th</sup> day nor earlier than the close of business on the 120<sup>th</sup> day prior to the first anniversary of the preceding year’s annual meeting (or in the case of the Company’s 2018 Annual Meeting of Stockholders, the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made) a written recommendation to the Committee c/o Cardlytics, Inc., 675 Ponce de Leon Avenue NE, Suite 6000, Atlanta, Georgia 30308, Attn: Secretary. Each submission must set forth the information specified below and such additional information as is required by the Company’s bylaws:

- the name and address of the Company stockholder on whose behalf the submission is made;
- the number of Company shares that are owned beneficially by such stockholder as of the date of the submission;
- the full name of the proposed candidate;
- a description of the proposed candidate’s business experience for at least the previous five years;
- complete biographical information for the proposed candidate; and
- a description of the proposed candidate’s qualifications as a director.

Each submission must be accompanied by the written consent of the proposed candidate to be named as a nominee and to serve as a director if elected.