

ON DECK CAPITAL, INC.

POLICY REGARDING REPORTING OF WHISTLEBLOWER CLAIMS

(Adopted October 29, 2014, as amended through July 27, 2017)

On Deck Capital, Inc. (the “**Company**” or “**OnDeck**”) is committed to maintaining high standards of ethics and financial integrity, and the Audit Committee of the Board of Directors of the Company takes very seriously all complaints and concerns regarding accounting, internal accounting controls, auditing matters and potential violations of OnDeck’s principles of ethics as provided in the Code of Business Conduct and Ethics and related policies. The Company’s financial information guides the decisions of the Board of Directors and management and is relied upon by the Company’s stockholders, employees and business partners. The Company’s policies and practices have been developed to maintain the highest business, legal and ethical standards.

For these reasons, the Company must maintain a workplace environment where employees who reasonably believe that they are aware of questionable accounting, internal accounting controls, auditing matters, the reporting of fraudulent financial information, violations of the Company’s Code of Business Conduct and Ethics or other serious ethical violations (collectively referred to as “**Whistleblower Claims**” or “**Claims**”), can raise these concerns free of any harassment, discrimination or retaliation. It is the Company’s policy to encourage its employees to report those concerns as soon as possible after discovery. The Company strives to encourage open communication so that such concerns may be raised without fear of retaliation in any manner.

Accordingly, the Audit Committee has established the following procedures for:

- The receipt, retention and treatment of Claims; and
- The confidential, anonymous submission by the Company’s employees of Claims.

The Audit Committee is committed to continuously reviewing and updating its policies and procedures. Therefore, these procedures are subject to modification.

A. Reporting and Receipt of Complaints

Employees should report suspected Whistleblower Claims immediately to their immediate manager and it is expected that many issues will be resolved appropriately through this channel. If it is impractical or inappropriate for the employee to notify their immediate manager or otherwise feels uncomfortable reporting to their immediate manager, the employee shall bring Whistleblower Claims to their immediate manager’s manager or any member of OnDeck’s executive management team, or as provided below. The Company encourages, but does not require, employees who bring Whistleblower Claims to identify themselves and to provide objective evidence to support their allegations. Employees should retain all documents that could be relevant to the investigation of Claims.

1. Non-employees may submit Claims by mail to:

On Deck Capital, Inc.
1400 Broadway, 25th Floor
New York, New York 10018
Attn: Chief Legal Officer

2. Employees may submit Claims (confidentially and anonymously, if they wish) in one of the following ways:

- Via electronic mail directly to the Audit Committee at nwolfson@sfcapgroup.com;
- Via electronic mail to the Chief Legal Officer at ckampfer@ondeck.com;

- Via the Company's third party service hotline at
 - Toll-Free Telephone:
 - English speaking USA and Canada: 844-710-0008
 - Spanish speaking USA and Canada: 800-216-1288
 - Spanish speaking Mexico: 01-800-681-5340
 - French speaking Canada: 855-725-0002
 - Website: www.lighthouse-services.com/ondeck
 - E-mail: reports@lighthouse-services.com (must include company name with report)
 - Fax: (215) 689-3885 (must include company name with report)
- Via regular mail as set forth above.

3. The methods of submitting Claims shall be published on the Company's external and internal websites in such manner as the Chief Legal Officer, in consultation with the Audit Committee, deems appropriate. It shall be emphasized to employees that each of the methods of submitting Claims listed above may be used anonymously and that such complaints shall be treated confidentially.

4. Directors shall submit Claims directly to the Audit Committee.

5. Except for Claims sent directly to the Audit Committee, all Claims will be forwarded to the Chief Legal Officer for coordination of their treatment as set forth below.

B. Treatment of Claims

1. All Claims received shall be entered on a Whistleblower Claims log, which shall include, among other things, information regarding the date the complaint was received, a description of the matter, the submitter (if provided), and the status and disposition of an investigation of the complaint. Receipt of the Claims will be acknowledged to the sender, within a reasonable period following receipt, if appropriate information for response is supplied.

2. Accounting and financial reporting-related Claims shall generally be handled by the Audit Committee. Non-accounting or non-auditing Claims shall be logged separately and will be forwarded to the appropriate person or department for investigation (*e.g.*, People Operations or Legal), unless the Chief Legal Officer deems other treatment is necessary (*e.g.*, such complaint involves a finance employee or executive officer).

3. With respect to complaints not initially directed to the Audit Committee regarding accounting or auditing matters, the Chief Legal Officer will report immediately to the Audit Committee matters deemed significant (*e.g.*, allegations of fraud, serious violations of the Code of Business Conduct and Ethics or allegations of accounting or auditing matters he believes to be questionable involving executive officers). The Audit Committee shall direct and oversee an investigation of such complaints, as well as any complaints initially directed to the Audit Committee, as it determines to be appropriate.

4. All other Claims shall be reviewed under the direction and oversight of the Chief Legal Officer, who will involve such other parties (*e.g.*, members of the Finance Department or outside advisors) as deemed appropriate. The Chief Legal Officer shall provide the Audit Committee with a quarterly report of all Claims received and an update of pending investigations. The Audit Committee may request special treatment for any Claim and may assume the direction and oversight of an investigation of any such complaint.

5. Confidentiality will be maintained to the fullest extent possible, consistent with the need to conduct an adequate review.

6. In all cases, prompt and appropriate corrective action shall be taken as determined by the Audit Committee. An employee may be subject to disciplinary action, which may include the termination of his or her employment, if the employee fails to cooperate in an investigation or deliberately provides false or misleading information during an investigation. The specific action that will be taken in response to a report will depend on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Where a Claim is verified, corrective action will be taken and, if appropriate, the persons responsible will be disciplined.

7. Reprisal, threats, retribution, disciplinary action or retaliation in any way against any person who has in good faith made a Claim or reported a concern, or against any person who assists in any investigation or process with respect to such Claim or concern, is prohibited. Employees who believe that they have been subjected to any discrimination, retaliation or harassment for having submitted a Claim under this policy, or participating in an investigation relating to such a complaint, should immediately report the concern to the Chief Legal Officer or to any of their supervisors. Any complaint that such discrimination, retaliation or harassment has occurred will be promptly and thoroughly investigated. If such a complaint is substantiated, appropriate disciplinary action will be taken, up to and including termination. Conversely, an allegation or Claim that is not reported in good faith and with reasonable grounds is a misuse of the whistleblower process and may result in disciplinary action against the person(s) bringing the Claim.

8. The Chief Legal Officer or Audit Committee will report the results of any investigation regarding a Claim, including any corrective actions taken, to the person making the Claim, if appropriate information for response was supplied, maintaining the anonymity of the person making the complaint to the fullest extent possible.

C. Retention of Complaints

The Chief Legal Officer shall retain written Claims, the Claims log and all related documentation as required under applicable law.