

## ON DECK CAPITAL, INC.

### STOCK OWNERSHIP GUIDELINES FOR CHIEF EXECUTIVE OFFICER

(Adopted October 31, 2018 (the “**Effective Date**”))

The Board of Directors (the “**Board**”) of On Deck Capital, Inc. (the “**Company**”) has adopted these Stock Ownership Guidelines to further align the interests of the Company’s current and any future chief executive officer (collectively, the “**Executive**”) with the interests of the Company’s stockholders.

#### **Stock Ownership Guidelines for Chief Executive Officer**

The Executive is expected to accumulate and hold a number of shares of the Company’s common stock (“**Common Stock**”) with an aggregate value equal to at least 5 times his or her then-current annual base salary on the fifth anniversary of the Effective Date, or in the case of a successor Executive, on the fifth anniversary of becoming chief executive officer. Thereafter, Executive is required to hold shares of the Company’s Common Stock with an aggregate value equal to at least 5 times his or her then-current annual base salary throughout his or her employment.

#### **“Value” Determination – Timing and Methodology**

For purposes of determining compliance with these Stock Ownership Guidelines, the aggregate “value” of the shares required to be owned by the Executive will be measured by the Compensation Committee prior to the Company’s filing of its annual proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended. Each year, the Compensation Committee will determine value as of the first trading day following the last day of the Company’s fiscal year (each such date, a “**Determination Date**”).

#### **Qualifying Equity Holdings**

The following equity holdings qualify towards satisfaction of these Stock Ownership Guidelines:

- Shares directly owned by the Executive or his or her immediate family members residing in the same household;
- Shares beneficially owned by the Executive, but held in trust, limited partnerships, or similar entities for the sole benefit of the Executive or his or her immediate family members residing in the same household;
- Shares held in retirement or deferred compensation accounts for the benefit of the Executive or his or her immediate family members residing in the same household;
- Shares issuable in connection with time-based restricted stock units or restricted stock that have not vested; and
- Shares subject to other full value awards (“**Full-Value Awards**”) that have vested, but for which the Executive has elected to defer the settlement of the award to a date beyond the date of vesting.

### **Implications of Ownership Below Stock Ownership Guideline Thresholds**

In the event the applicable ownership threshold is not satisfied with respect the Executive as of or following the applicable deadline, the Compensation Committee may (but is not required to) require that the Executive retain an amount equal to all or a portion of the net shares received as a result of the exercise of Company stock options or stock appreciation rights or the vesting of Full-Value Awards until the applicable ownership threshold has been satisfied. “**Net shares**” are those shares that remain after shares are sold or netted to pay the exercise price (if any) of equity awards and an assumed tax rate (35%).

### **Exceptions**

The Executive is not required to purchase shares on the open market in order to comply with these Stock Ownership Guidelines.

These Stock Ownership Guidelines may be temporarily suspended for the Executive, at the discretion of the Compensation Committee, if it determines compliance would create undue hardship or prevent an Executive from complying with a court order.

### **Amendments**

These Stock Ownership Guidelines may be amended by the Board from time to time at the discretion of the Board.