

## ON DECK CAPITAL, INC.

### CORPORATE GOVERNANCE AND NOMINATING COMMITTEE POLICIES AND PROCEDURES FOR DIRECTOR CANDIDATES

(Adopted on October 29, 2014, as amended through August 3, 2018)

#### I. Stockholder Recommendations and Nominations

##### 1. Candidate Recommendations

It is the policy of the Corporate Governance and Nominating Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of On Deck Capital, Inc. (the “**Company**”) to consider recommendations for candidates to the Board from stockholders holding at least one percent (1%) of the fully diluted capitalization of the Company continuously for at least twelve (12) months prior to the date of the submission of the recommendation.

A stockholder that wants to recommend a candidate for election to the Board should direct the recommendation in writing by letter to the Company, attention of the Chief Legal Officer or the Legal Department, at 1400 Broadway, 25th Floor, New York, New York 10018. The recommendation must include the candidate’s name, home and business contact information, detailed biographical data, relevant qualifications, a signed letter from the candidate confirming willingness to serve, information regarding any relationships between the candidate and the Company and evidence of the recommending stockholder’s ownership of Company stock. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership.

##### 2. Candidate Nominations

A stockholder that instead desires to nominate a person directly for election to the Board at an annual meeting of the stockholders must meet the deadlines and other requirements set forth in Section 2.4(ii) of the Company’s Bylaws and the rules and regulations of the Securities and Exchange Commission. Section 2.4(ii) of the Company’s Bylaws requires that a stockholder who seeks to nominate a candidate for director must provide a written notice to the Secretary of the Company not later than the 45th day nor earlier than the 75th day before the one-year anniversary of the date on which the corporation first mailed its proxy materials or a notice of availability of proxy materials (whichever is earlier) for the preceding year’s annual meeting; *provided, however*, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is advanced by more than 30 days prior to or delayed by more than 60 days after the one-year anniversary of the date of the previous year’s annual meeting, then, for notice to be timely, it must be so received by the secretary not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting, or (ii) the tenth day following the day on which the date of such annual meeting is first publically announced. That notice must state the information required by Section 2.4(ii)(b) of the Company’s Bylaws, and otherwise must comply with applicable federal and state law. The Secretary of the Company will provide a copy of the Company’s Bylaws upon request in writing from a stockholder.

#### II. Identifying and Evaluating Nominees for Director

The Committee will use the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board:

- The Committee will consider candidates recommended by stockholders in the same manner as candidates recommended to the Committee from other sources.
- In its evaluation of director candidates, including the members of the Board eligible for re-election, the Committee will consider the following:

- The current size and composition of the Board and the needs of the Board and the respective committees of the Board. Such factors as character, judgment, professional background, education, skill, and other individual qualities and attributes that contribute to a diverse mix of viewpoints and experience represented on the Board, including those described in the Board Diversity Policy.
- Other factors that the Committee may consider appropriate.
- The Committee requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:
  - The highest personal and professional ethics and integrity.
  - Proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment.
  - Skills that are complementary to those of the existing Board.
  - The ability to assist and support management and make significant contributions to the Company’s success.
  - An understanding of the fiduciary responsibilities that are required of a member of the Board and the commitment of time and energy necessary to diligently carry out those responsibilities.
- If the Committee determines that an additional or replacement director is required, the Committee may take such measures that it considers appropriate in connection with its evaluation of a director candidate, including candidate interviews, inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Committee, the Board or management.
- The Committee may propose to the Board a candidate recommended or offered for nomination by a stockholder as a nominee for election to the Board.

### **III. Decision by Board of Directors**

After the Committee makes its recommendations to the Board, the Board will have final authority on determining the selection of those director candidates for nomination.

### **IV. Modification of Policies and Procedures**

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee.