

LENDINGCLUB CORPORATION
WHISTLEBLOWER AND COMPLAINT POLICY

LendingClub Corporation (collectively with its subsidiaries, the “*Company*”) is committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted this Whistleblower and Complaint Policy (“*Policy*”). Company employees are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities. This Policy is designed to provide employees with a confidential or anonymous avenue of communication for reporting any improper activities. The Company will post a current copy of this Policy on the Company’s website.

I. Reporting Violations

Employees should report known and suspected violations of

- laws, governmental rules and regulations,
- accounting, internal accounting controls and auditing matters, or
- any Company policies to their supervisors and managers.

This includes complaints or reports received from persons outside the Company. Supervisors and managers shall promptly consider the information submitted to them and take appropriate action in accordance with the law, governmental rules and regulations and otherwise consistent with good business practice.

If an employee is not comfortable discussing the suspected violation with his or her supervisors or managers, the employee may report the suspected violation confidentially and anonymously by the following means:

1. By letter addressed to the Company’s corporate headquarters marked “Attention: Chief of Audit”; or
2. By submitting an [anonymous report](#). Your report will automatically be directed to our Chief of Audit and our Compliance Officer (or his or her designee).

Any employee reporting a suspected violation is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern, since the ability to investigate will be largely dependent on the quality and specificity of the information. The Chief of Audit and our Compliance Officer (or his or her designee) will be responsible for reviewing, or overseeing the review, of any report of a suspected violation from any source. The Chief of Audit will promptly notify the sender and acknowledge receipt of the report, unless the report was submitted anonymously.

II. Statement of Non-Retaliation

It is against Company policy, and in many jurisdictions it is a crime, for anyone intentionally to retaliate against any person who provides truthful information to a law enforcement official concerning that person's reasonable good faith belief that a possible violation of any federal, state or foreign law has occurred. Moreover, the Company will not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by the employee to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations or any Company policies; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to a violation of any law, rule or regulation.

Prohibited forms of intimidation or retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to an employee's terms or conditions of employment based on lawful actions of such employee with respect to a good faith report or cooperation or assistance with an investigation conducted by the Company.

III. Statement of Confidentiality

In cases in which an employee reports a suspected violation in good faith and is not engaged in the questionable conduct, the Company will attempt to keep its discussions and actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing employee privacy. All reports and records associated with complaints or reports made under this Policy are considered Company confidential information and access will be restricted to members of the Board of Directors, the Company's internal and external legal counsel, and others involved in investigating a complaint or report or receiving information under this Policy. Access to reports and records may be granted to other parties at the discretion of the Compliance Officer.

IV. Investigation and Record Keeping

Employees should not independently conduct an investigation, but instead should make a complaint or report to a supervisor or manager, or by following the procedures in this Policy. The Chief of Audit and the Compliance Officer (or his or her designee) will coordinate the prompt investigation and resolution of all reports and ensure that corrective action, as necessary and appropriate, is taken. All records of the report of a suspected violation will be reviewed, investigated and evaluated by the Chief of Audit and the Compliance Officer (or his or her designee) as deemed reasonably necessary.

V. Retention of Records

The Chief of Audit will maintain a log of all complaints and reports, tracking their receipt, investigation and resolution. The Company will preserve records of complaints and reports made under this Policy and associated log(s) for a period of time to be determined by the Chief of Audit in consultation with the Company's Audit Committee. After the established retention period, the records and associated log(s) may be disposed of in accordance with Company policy.

VI. Reporting to the Audit Committee

With respect to all reports of suspected violations, the Chief of Audit shall make a presentation to the Audit Committee. At each such meeting, management will report on the nature of all applicable reports received since the prior Audit Committee meeting. If the Chief of Audit determines that reporting prior to the next scheduled Audit Committee meeting is necessary or appropriate, the Chief of Audit shall contact the chairperson of the Committee, or such other person designated by the Audit Committee, to decide whether an earlier evaluation is warranted.

The Audit Committee will take whatever steps it deems necessary to respond to any violation report received by the Company.

VII. Policy Administration

The Audit Committee is responsible for reviewing this Policy and confirming that the procedures contained in this Policy are in place. It may request reports from Company executives about the implementation of this Policy and take any other steps in connection with that implementation as it deems necessary. The Audit Committee may amend this Policy and procedures associated with this Policy at its discretion, including amendments that affect the procedures established for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters or (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.