OPORTUN FINANCIAL CORPORATION

CHARTER OF THE AUDIT AND RISK COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE AND POLICY

The primary purpose of the Audit and Risk Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Oportun Financial Corporation (the "***Company***") shall be to act on behalf of the Board in fulfilling the Board's oversight responsibilities with respect to (i) the Company's corporate accounting and financial reporting processes, system of internal control over financial reporting and audits of financial statements, systems of disclosure controls and procedures, as well as the quality and integrity of the Company's financial statements and reports, (ii) the selection, engagement terms, qualifications, independence and performance of the registered public accounting firm or firms engaged as the Company's independent outside auditors for the purpose of preparing or issuing an audit report or performing audit services (the "***Auditors***"), (iii) the design, implementation and performance of the Company's internal audit function, (iv) the Company's legal, regulatory, ethical compliance and risk assessment programs as established by management and the Board, oversee the Company's operational risk, enterprise risk, compliance risk, information technology risk, cybersecurity risk, and other financial or operational risks (collectively, the "***Risks***"), and (v) the review of any reports or other disclosures required by the applicable rules and regulations of the Securities and Exchange Commission (the "***SEC***") and the stock exchange that lists the Company's capital stock to be included in the Company's annual proxy statement and periodic reports within the scope of authority outlined herein. The Committee shall also provide regular reports and information to the Board with respect to material issues.

The policy of the Committee, in discharging these obligations, shall be to maintain and foster an open avenue of communication among the Committee and the Auditors, the Company's financial management and internal auditors, and the Company's risk and regulatory compliance management. By approving this Charter, the Board delegates authority to the Committee with respect to these responsibilities. It will also be responsible for any additional duties and responsibilities that the Board mandates.

COMPOSITION

The Committee shall consist of at least three (3) members of the Board. The members of the Committee shall satisfy (i) the independence and financial literacy requirements imposed by the SEC and by any stock exchange on which any of the Company's capital stock is listed, including any exceptions permitted by such requirements, as applicable to Committee members as in effect from time to time, when and as required by the SEC and any stock exchange on which any of the Company's capital stock is listed, (ii) any other qualifications determined by the Board from time to time and (iii) any other requirements imposed by applicable law. No person may serve as a member of the Committee if the person has participated in the preparation of the financial statements of the Company or any of the Company's current subsidiaries at any time during the past three years. At least one member of the Committee shall satisfy the applicable

financial sophistication requirements, as in effect from time to time, and any other requirement, as in effect from time to time, for accounting or related financial management expertise, as determined by the Board in its business judgment, when and as required by any stock exchange on which any of the Company's capital stock is listed. The members of the Committee shall be appointed by and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board. Resignation or removal of a Committee member from the Board for any reason will automatically constitute resignation or removal from the Committee.

The Committee's chairperson, if one is specified, shall be designated by the Board (the "***Chairperson***"). The Chairperson of the Committee (or, in the Chairperson's absence, a member designated by the Chairperson or the Committee) shall preside at each meeting of the Committee, set the agendas for the Committee meetings and report regularly to the Board regarding the Committee's activities.

MEETINGS AND MINUTES

The Committee shall hold regular meetings at least quarterly and such special meetings as its members shall deem necessary or appropriate in person or by telephone or video conference. The Committee will determine where and when to meet and provide this schedule in advance to the Board. Minutes of each meeting of the Committee shall be prepared and distributed to each member of the Committee and the Secretary of the Company promptly after each meeting. The Committee may act by unanimous consent in writing or by electronic transmission; when it does so, those actions will be filed in the minute book. The Committee shall provide a summary report to the Board at the Board's next scheduled meeting and from time to time whenever so requested by the Board. From time to time, or when requested by the Board, the Chairperson of the Committee will report to the Board.

Regularly scheduled meetings may conclude with an executive session of the Committee absent members of management. As part of its responsibility to foster open communication, the Committee will meet periodically with management, the director of the internal audit function, and the Auditors in separate executive sessions. The Committee at its discretion may permit other members of the Board or management of the Company to attend meetings of the Committee.

AUTHORITY

The Committee shall have authority to appoint, determine compensation for, and at the expense of the Company, retain and oversee the Auditors (as set forth in Section 10A(m)(2) of the Securities Exchange Act of 1934, as amended, and the rules thereunder) and otherwise to fulfill its responsibilities under this Charter. The Committee shall have authority to retain and determine compensation for, at the expense of the Company, special legal, accounting or other advisors or consultants as it deems necessary or appropriate in the performance of its duties. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses (including expenditures for external resources) that, as determined by the Committee, are necessary or appropriate in carrying out its duties. The Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge his or her responsibilities hereunder. The Committee shall have authority to require that any of the Company's personnel, counsel, accountants

(including the Auditors) or investment bankers, or any other consultant or advisor to the Company attend any meeting of the Committee or meet with any member of the Committee or any of its special, outside legal, accounting or other, advisors or consultants.

The Chairperson shall have the delegated authority to act on behalf of the Committee in connection with matters including, but not limited to, approval of the retention of outside service providers and advisors and payment of ordinary administrative and other expenses when it would be logistically difficult, if not impossible, to convene the full Committee. Any such action taken by or decision made by the Chairperson will be presented to the full Committee at its next scheduled meeting.

The Committee may form and delegate authority to one or more subcommittees or Committee members as appropriate and as allowed by applicable law. Delegation by the Committee to any subcommittee or Committee member shall not limit or restrict the Committee on any matter so delegated, and, unless the Committee alters or terminates such delegation, any action by the Committee on any matter so delegated shall not limit or restrict future action by such subcommittee on such matters. Any decision of a subcommittee or Committee member to pre-approve audit or non-audit services shall be presented to the full Audit Committee at its next scheduled meeting. The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

The operation of the Committee shall be subject to the Bylaws of the Company as in effect from time to time, Section 141 of the Delaware General Corporation Law and any other applicable law.

RESPONSIBILITIES

The Committee's responsibility is one of oversight. The members of the Audit Committee are not employees of the Company, and they do not perform, or represent that they perform, the functions of management, the internal auditor (if and when appointed) or the Auditors. The Committee relies on the expertise and knowledge of management, the internal auditor and the Auditors in carrying out its oversight responsibilities. The management of the Company is responsible for preparing accurate and complete financial statements in accordance with generally accepted accounting principles ("***GAAP***"), preparing periodic reports and for establishing and maintaining appropriate accounting principles and financial reporting policies and satisfactory internal control over financial reporting. The Auditors are responsible for auditing the Company's annual consolidated financial statements and, if applicable, the effectiveness of the Company's internal control over financial reporting and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to prepare or certify the Company's financial statements, guarantee the audits or reports of the Auditors, certify as to whether any Auditors are "independent" under applicable rules, or ensure that the financial statements or periodic reports are complete and accurate, conform to GAAP or otherwise comply with applicable laws and the Company's policies.

The Committee shall oversee the Company's financial reporting process on behalf of the Board, shall have direct responsibility for the appointment, compensation, retention and oversight of the work of the Auditors and any other registered public accounting firm engaged for the

purpose of performing other review or attest services for the Company. The Committee shall oversee the internal audit function. The Committee shall also review and assess the Company's Risks and oversee the Company's regulatory compliance. The Auditors and each such other registered public accounting firm shall report directly and be accountable to the Committee. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. To implement the Committee's purpose and policy, the Committee shall be charged with the following functions and responsibilities with the understanding, however, that the Committee may supplement or (except as otherwise required by applicable laws or requirements of any stock exchange on which any of the Company's capital stock may be listed) deviate from these activities as appropriate under the circumstances:

1. Evaluation and Retention of Auditors. To evaluate the performance of the Auditors, to assess their qualifications and to determine whether to retain, or to terminate, the engagement of the existing Auditors, or to appoint and engage a different independent registered public accounting firm.

2. Communication Prior to Engagement. Prior to engagement of any prospective Auditors, to review a written disclosure by the prospective Auditors of all relationships between the prospective Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence, and to discuss with the prospective Auditors the potential effects of such relationships on the independence of the prospective Auditors, consistent with the applicable rules of the Public Company Accounting Oversight Board (United States) (the "***PCAOB***").

3. Approval of Audit Engagements. To determine and approve engagements of the Auditors, prior to commencement of such engagements, to perform all proposed audit, review and attest services, including the scope of and plans for the audit, the adequacy of staffing, the compensation to be paid, at the Company's expense, to the Auditors, which approval may be pursuant to pre-approval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of pre-approval authority to one or more Committee members so long as any such pre-approval decisions are presented to the full Committee at the next scheduled meeting.

4. Approval of Non-Audit Services. To determine and approve engagements of the Auditors, prior to commencement of such engagements (unless in compliance with exceptions available under applicable laws and rules related to immaterial aggregate amounts of services), and to perform any proposed permissible non-audit services, including the scope of the service and the compensation to be paid therefor, at the Company's expense, which approval may be pursuant to pre-approval policies and procedures established by the Committee consistent with applicable laws and rules, including the delegation of pre-approval authority to one or more Committee members so long as any such pre-approval decisions are presented to the full Committee at the next scheduled meeting.

5. Audit Partner Rotation. To monitor the rotation of the partners of the Auditors on the Company's audit engagement team as required by applicable laws and rules and to consider periodically and, if deemed appropriate, adopt a policy regarding rotation of auditing firms.

6. Auditor Independence. At least annually, consistent with the applicable PCAOB rules, to receive and review written disclosures from the Auditors delineating all relationships between the Auditors, or their affiliates, and the Company, or persons in financial oversight roles at the Company, that may reasonably be thought to bear on independence and a letter from the Auditors affirming their independence, to consider and discuss with the Auditors any potential effects of any such relationships on the independence of the Auditors as well as any compensation or services that could affect the Auditors' objectivity and independence, and to assess and otherwise take appropriate action to oversee the independence of the Auditors.

7. Former Employees of Auditors. To oversee and, if deemed appropriate, adopt policies regarding how the Company may employ individuals who are employed or were formerly employed by the Company's Auditors and engaged on the Company's account.

8. Audited Financial Statement Review; Quarterly and Annual Reports. To review the annual audited financial statements, the quarterly financial statements and the Company's "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors," as appropriate, with management and the Auditors. The Committee will be responsible for recommending to the Board whether the proposed annual audited financial statements should be included in the Company's Annual Report on Form 10-K.

9. Annual Audit Results. To review with management and the Auditors the results of the annual audit, including the Auditors' assessment of the quality of the Company's accounting principles and practices, the Auditors' views about qualitative aspects of the Company's significant accounting practices, the reasonableness of significant judgments and estimates (including material changes in estimates and analyses of the effects of alternative GAAP methods on the financial statements), all known and likely misstatements identified during the audit (other than those the Auditors believe to be trivial), the adequacy of the disclosures in the financial statements, and any other matters required to be communicated to the Committee by the Auditors under the standards of the PCAOB.

10. Auditor Communications. At least annually, to discuss with the Auditors the matters required to be discussed by PCAOB Auditing Standard No. 1301, *Communications with Audit Committees* (including any successor rule adopted by the PCAOB).

11. Press Releases. To review with management and the Auditors, to the extent appropriate, earnings press releases, as well as the substance of financial information and earnings guidance provided to analysts and ratings agencies (including, without limitation, reviewing any pro forma or non-GAAP information), which discussions may be general discussions of the type of information to be disclosed or the type of presentation to be made. The chairperson of the Committee may represent the entire Committee for purposes of this discussion.

12. Regulatory Matters and Accounting Principles and Policies. To review with management and the Auditors, as appropriate, (a) significant issues that arise regarding significant regulatory or other legal initiatives or matters related to accounting principles and financial statement presentation and (b) significant issues that arise regarding accounting principles and financial statement presentation, including critical accounting policies and practices, alternative accounting policies available under GAAP related to material items discussed with management

and any other significant reporting issues and judgments, including, but not limited to, the review of the adequacy of the allowance for credit losses, that may have an impact on the Company's financial statements, compliance programs and policies if, in the judgment of the Committee, such review is necessary and appropriate.

13. Other Legal and Finance Matters. To review, with the Company's counsel, legal compliance and other legal matters that could have a significant impact on the Company's financial statements. To review, with management, the Company's finance function, including its budget, organization and quality of personnel.

14. Risk Assessment and Management. To review and discuss with management and the Auditors, as appropriate and to the extent not addressed by the Credit Risk and Finance Committee of the Board, the Company's risk appetite framework, and associated guidelines and policies on risk identification, management and assessment, in all areas of the Company's business including financial and accounting. Areas of focus shall include the Company's policies and other matters relating to the Company's investments, cash management and foreign exchange management, major financial risk exposures, the adequacy and effectiveness of the Company's cybersecurity and information security policies and practices and the internal controls regarding cybersecurity and information security, and the steps taken by management to monitor and control these exposures. To approve the adequacy of all risk assessments and to recommend mitigation plans conducted of the Company.

15. Management Cooperation with Audit. To evaluate the cooperation received by the Auditors during their audit examination, including any significant difficulties encountered the audit or any restrictions on the scope of their activities or access to required records, data and information and, whether or not resolved, significant disagreements with management and management's response, if any.

16. Management Letters. To review with the Auditors and, if appropriate, management, any "management" or "internal control" letter issued or, to the extent practicable, proposed to be issued by the Auditors and management's response, if any, to such letter, as well as any additional material written communications between the Auditors and management.

17. Internal Auditors. To review the audit plan of the Company's Internal Audit Department to the extent established or any third-party used for such role (the "***Internal Auditors***"), discuss scope, staffing, compensation, locations, reliance upon management and general audit approach and any significant reports prepared by the Internal Auditors as well as management's responses, approve the hiring and dismissal of the Director of Internal Audit (who will report directly to the Committee) to the extent hired, periodically (no less frequently than annually) approve, review and recommend changes to the Internal Auditors' Charter to ensure that the function has guidelines that allow it to operate effectively, and ensure that the Director of Internal Audit (and those reporting to the Director of Internal Audit on internal audit matters) has access to the Company's records as necessary to permit the function to operate effectively. To periodically review with the Auditors, the Internal Auditors' responsibility, budget and staffing. To discuss, with the Auditors and management, the Internal Auditors' function and the extent to which changes or improvements in financial or accounting practices have been implemented.

18. Disagreements between Auditors and Management. To review with management and the Auditors, or any other registered public accounting firm engaged to perform review or attest services, any conflicts or disagreements between management and the Auditors, or such other accounting firm, whether or not resolved, regarding financial reporting, accounting practices or policies or other matters, that individually or in the aggregate could be significant to the Company's financial statements or the Auditors' report, and to resolve any conflicts or disagreements regarding financial reporting.

19. Internal Control over Financial Reporting; Disclosure Controls. To confer with management and the Auditors, as appropriate, regarding the scope, adequacy, integrity and effectiveness of internal control over financial reporting and the Company's disclosure controls and procedures, including any significant deficiencies and significant changes in internal controls. To obtain reports on significant findings and recommendations with respect to internal controls over financial reporting, together with management responses and any special audit steps adopted in light of any material control deficiencies.

20. Internal Control Report. At the request of the Auditors, to obtain and review a report by the Auditors describing that firm's internal quality-control review or peer review or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, with respect to one or more independent audits performed by the firm.

21. Separate Sessions. Periodically, to meet in separate sessions with the Auditors, the Internal Auditors or other personnel responsible for the internal audit function, as applicable and appropriate, and management to discuss any matters that the Committee, the Auditors, the Internal Auditors or other personnel responsible for the internal audit function, or management believe should be discussed privately with the Committee.

22. Correspondence with Regulators. To consider and review with management, the Auditors, outside counsel, as appropriate, and any special counsel, separate accounting firm or other consultants and advisors as the Committee deems appropriate, any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.

23. Complaint Procedures. To establish procedures, when and as required by applicable laws and rules, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential and anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

24. Investigations. To oversee the investigation of any matter brought to the attention of the Committee within the scope of its duties, with full access to all books, records, facilities and personnel of the Company, if, in the judgment of the Committee, such investigation is necessary or appropriate.

25. Regulatory and Accounting Initiatives. To review with counsel, the Auditors and management, as appropriate, any significant regulatory or other legal or accounting initiatives or matters that may have a material impact on the Company's financial statements, compliance

programs and policies if, in the judgment of the Committee, such review is necessary or appropriate.

26. Ethical Compliance. To review the results of management's efforts to monitor compliance with the Company's programs and policies designed to ensure adherence to applicable laws and rules, as well as to its Code of Business Conduct and Ethics.

27. Related Party Transactions. To consider and approve or disapprove any related-party transaction, as defined by applicable rules and regulations.

28. Proxy Report. To oversee the preparation of any Audit Committee report required by applicable rules and regulations to be included in the Company's annual proxy statement.

29. Report to Board. To report to the Board with respect to material issues that arise regarding the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance or independence of the Auditors, the performance of the Company's internal audit function (as applicable) or such other matters as the Committee deems appropriate from time to time or whenever it shall be called upon to do so.

30. Management of Risks. To oversee the CEO's and senior management's responsibilities to assess and manage the Company's Risks. In performing this oversight, the Committee shall:

- review with management guidelines and policies to govern the process for assessing and managing such Risks;
- review benchmarks for and major financial risk exposures, as well as risks and exposures associated with cyber security, information security and privacy matters from such Risks;
- receive and review reports from management of the steps it has taken to monitor and control such exposures;
- review management's performance against these policies and benchmarks;
- receive and review reports on selected risk topics as management deems appropriate from time to time;
- review the Company's capital allocation; and
- review reports of significant issues prepared by internal risk oversight functional groups.

31. Enterprise Risk Governance. To review and discuss with management, regarding the Company's risk governance structure, risk assessment and risk management practices, and guidelines, policies and processes for risk assessment and risk management.

32. Regulatory Compliance. To oversee the Company's compliance with state and federal regulations and banking laws and state and federal regulators, and review any issues raised by regulators related to risk management activities.

33. Committee Self-Assessment. To review, discuss and assess its own performance at least annually. The Committee shall also at least annually review and assess the adequacy of this Charter and shall recommend any proposed changes to the Board for its consideration.

34. General Authority. To perform such other functions and to have such powers as may be necessary or appropriate in the discharge of any of the foregoing.