OPORTUN FINANCIAL CORPORATION

CHARTER OF THE NOMINATING, GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE AND POLICY

The purpose of the Nominating, Governance and Social Responsibility Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Oportun Financial Corporation (the "***Company***") shall be to (a) identify, evaluate, recommend and communicate with individuals qualified to become Board members, consistent with criteria approved by the Board; (b) act on behalf of the Board in fulfilling the Board's responsibilities to develop, evaluate and recommend to the Board a set of corporate governance principles; (c) perform a leadership role in shaping the Company's corporate governance; (d) make other recommendations to the Board relating to the directors of the Company, as applicable; (e) facilitate the periodic performance review of the Board and its committees and (f) oversee and periodically review the Company's environmental, social and governance ("***ESG***") strategy, activities, programs and public disclosure, including in light of any feedback received from stockholders of the Company.

COMPOSITION

The Committee shall consist of at least two (2) members of the Board of Directors. All members of the Committee shall satisfy (i) the independence requirements imposed by the Securities and Exchange Commission (the "***SEC***") and any stock exchange on which any of the Company's capital stock is listed as in effect from time to time, when and as required, including any exceptions permitted by these requirements, (ii) any other qualifications determined by the Board from time to time, and (iii) any other requirements imposed by applicable law. 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 and set the agendas for the Committee meetings.

MEETINGS AND MINUTES

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate in person or by telephone or video conference. Minutes of each meeting of the Committee shall be prepared and distributed to 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. The Committee shall report to the Board from time to time and whenever requested to do so by the Board with respect to the Committee's activities.

Regularly scheduled meetings may conclude with an executive session of the Committee absent members of management. 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 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 will communicate with the Board, committee chairpersons, members of senior management, and independent professional advisors to the Board and its various committees, as appropriate. The Committee shall have sole authority to retain and terminate executive search firms to help identity director candidates. The Committee shall have the authority to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors and consultants. The Committee shall also have authority to pay, at the expense of the Company, ordinary administrative expenses (including expenditures for external resources) that the Committee deems necessary or appropriate in carrying out its duties. Except as limited by applicable law, rules and regulations, the Committee shall have authority to require that any of the Company's personnel, counsel, accountants 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 Committee may form and delegate authority to subcommittees as appropriate and to the extent allowed under applicable law. Delegation by the Committee to any subcommittee 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. The approval of this Nominating, Governance and Social Responsibility Committee Charter shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein. The Board may at any time take on some or all of the matters delegated to the Committee hereunder without changing or reducing the future authority of the Committee.

The Committee shall periodically review and assess the adequacy of this Charter. The Committee may recommend amendments to this Charter at any time and submit proposed changes for approval to the Board. The Committee shall review, discuss and assess its own performance at least annually.

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

RESPONSIBILITIES

To implement the Committee's purpose and policies, the Committee shall be charged with the duties and responsibilities set forth below. The Committee's functions and procedures should remain flexible to address changing circumstances most effectively. The Committee may

supplement and, except as otherwise required by applicable law or the requirements of any stock exchange on which any of the Company's capital stock is listed, deviate from these activities as it deems appropriate under the circumstances.

1. Identification and Nominations. The Committee shall develop and recommend to the Board criteria for identifying, reviewing and evaluating candidates to serve on the Company's Board, using criteria approved by the Board including, but not limited to, consideration of any potential conflicts of interest, applicable independence and experience requirements, other time commitments, and other individual qualities and attributes that contribute to the total mix of viewpoints and experience represented on the Board. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the composition, organization and size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board.

2. Stockholder Proposals and Communications with the Board. The Committee shall have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board of Directors, to recommend to the Board appropriate action on any such proposal or recommendation, and to make any disclosures required by applicable law in the course of exercising its authority.

3. Board Assessment. The Committee shall periodically review, discuss and assess the performance of the Board, including the various Board committees, seeking input from management, the full Board and outside advisors. The Committee's assessment may include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, overall Board composition and makeup, including the reelection of current directors, and composition and structure of each committee, including the recommendation to the Board for changes in the structure, composition or mandate of the committees, as well as the creation or dissolution of committees. In addition, the Committee shall recommend to the entire Board annually the chairmanship and membership of each committee. The factors to be considered may include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors and candidates, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by the SEC and any stock exchange on which any of the Company's capital stock is listed. The results of these reviews shall be provided to the Board for further discussion as appropriate.

4. Corporate Governance Principles. The Committee shall develop a set of corporate governance principles to be applicable to the Company for approval by the Board. The Committee shall periodically review and assess the adequacy of the Certificate of Incorporation and Bylaws, oversee the administration and effectiveness of the Company's corporate governance policies, and recommend any proposed changes to the Board for its consideration.

5. Continuing Education. The Committee shall consider instituting a plan or program for the continuing education of directors.

6. Procedures for Information Dissemination. The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees and shall make recommendations to the Board and management for improvement as appropriate. The Committee should consider, among other factors, the scope of such information, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.

7. Crisis Response. The Committee shall organize the Board's response to an unusual situation or crisis relating to the Company's business.

8. Responsibility for Environmental, Social, Governance Matters. The Committee shall oversee and periodically review the Company's ESG strategy, activities, programs and public disclosure and other related Company policies, processes, procedures and strategies impacting matters of corporate responsibility, including, without limitation:

- ESG matters of significance to the Company and the public at large, including the Company's responsible lending practices, community development, government relations, support of charitable organizations, and any environmental issues;

- the Company's relationships with external stakeholders regarding significant corporate responsibility matters, including feedback received from stockholders of the Company, and advise the Board and management on strategies that affect the Company's role and reputation as a responsible corporate citizen; and

- the Company's reputation generally, including with Company's customers.

The Committee shall review and discuss policies and reputational issues relating to the Company's responsible lending practices. The Committee shall also oversee the Company's government relations and public advocacy policies and programs, and receive reports from management on political activities. The Committee shall oversee the Company's charitable giving policies and programs, and receive reports from management on charitable contributions made by the Company or a Company-sponsored charitable foundation. The Committee shall oversee the Company's policies and programs related to environmental sustainability, human rights, and other social and public matters of significance to the Company.

9. The Committee shall monitor the Company's reputation generally, including with customers, and review and receive updates and reports from management on the state of the Company's relationships with external stakeholders regarding significant social responsibility matters, how those stakeholders view the Company and the issues and concerns raised by them, customer service matters and other metrics relating to the Company's brand and reputation. ***Other Matters***. The Committee shall perform such other duties and responsibilities consistent with this Charter, the Company's bylaws and governing law, and as may be assigned to the Committee by

the Board from time to time, and shall have such other powers as may be necessary or appropriate in the discharge of any of the foregoing.