

# **SOFI TECHNOLOGIES, INC.**

## Board of Directors Policy on Related Party Transactions

Effective as of May 28, 2021

### **Purpose**

It is the policy of the Board of Directors (the “Board”) of SoFi Technologies, Inc. (the “Corporation”) that all Interested Transactions with Related Parties, as those terms are defined in this policy (this “Policy”), will be at arm’s length and on terms generally available to an unaffiliated third party under the same or similar circumstances.

Except for the limited exceptions set forth in this Policy, any Interested Transaction with Related Parties that will, in the aggregate, exceed \$120,000 in any calendar year must either receive approval of the Nominating & Governance Committee (the “Nominating & Governance Committee”) of the Board prior to the Corporation or any of its subsidiaries entering into such Interested Transaction or be ratified thereafter by the Nominating & Governance Committee, in each case in accordance with the terms of this Policy.

The Board reserves the right to amend or rescind this Policy or any portion of it at any time and to adopt different policies and procedures at any time. All questions regarding this policy should be directed to the General Counsel of the Corporation.

### **Definitions**

“Interested Transaction” means any transaction, arrangement or relationship, or series of similar transactions, arrangements or relationships, in which (i) the amount involved will or may reasonably be expected to exceed \$120,000 in any calendar year, (ii) the Corporation or any of its subsidiaries is a participant and (iii) any Related Party has or will have a direct or indirect material interest (other than solely as a result of being a director, officer or a less than 10 percent (10%) beneficial owner of another entity).

“Related Party” means any (i) executive officer, director or nominee for election as a director of the Corporation or any of its subsidiaries, (ii) a greater than five percent (5%) beneficial owner of the Corporation’s common stock or (iii) immediate family member of any of the foregoing persons or entities. Immediate family members include a person’s spouse, parents, step-parents, children, step-children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone residing in any such person’s home (other than a tenant or employee of any such person).

### **Policy**

#### *Procedure*

A Related Party must promptly notify the General Counsel of any material interest that such Related Party may have in any proposed Interested Transaction. The General Counsel will

promptly notify the Chair of the Nominating & Governance Committee (or, if the Chair of the Nominating & Governance Committee is the applicable Related Party, the other members of the Nominating & Governance Committee) of such Interested Transaction. The Chair of the Nominating & Governance Committee (or such other members, collectively) will determine if approval of the Interested Transaction under this Policy is required.

If approval of the Interested Transaction is required under this Policy, the Nominating & Governance Committee will review the material facts of the proposed Interested Transaction and either approve or disapprove of the Corporation or its applicable subsidiaries entering into such Interested Transaction. The Nominating & Governance Committee will take into account whether the Interested Transaction with a Related Party is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the Related Party's interest in the Interested Transaction, as further described below under "Standards for Review."

If advance approval of an Interested Transaction by the Nominating & Governance Committee is not feasible, then the Interested Transaction shall be considered and, if the Nominating & Governance Committee determines it to be appropriate, ratified at the next regularly scheduled meeting of the Nominating & Governance Committee.

In the event the Corporation's Chief Executive Officer, Chief Financial Officer or General Counsel becomes aware of an Interested Transaction that was not previously approved or ratified under this Policy, such person shall promptly notify the Nominating & Governance Committee, and the Nominating & Governance Committee shall consider whether the Interested Transaction should be ratified or rescinded or other action should be taken.

The Nominating & Governance Committee has reviewed the Interested Transactions described below in "Standing Pre-Approval for Certain Interested Transactions" and determined that each of the Interested Transactions described therein shall be deemed to be pre-approved or ratified (as applicable) by the Nominating & Governance Committee under the terms of this Policy, unless specifically determined otherwise by the Nominating & Governance Committee.

If an Interested Transaction will be ongoing, the Nominating & Governance Committee may establish guidelines for the Corporation's management to follow in its ongoing dealings with the applicable Related Party. Thereafter, the Nominating & Governance Committee, on at least an annual basis, shall review and assess ongoing relationships with such Related Party to ensure that they are in compliance with the Nominating & Governance Committee's guidelines and that the Interested Transaction remains appropriate.

No director will participate in any discussion or approval of any Interested Transaction with respect to which he or she is a Related Party, except that any such director shall provide to the Nominating & Governance Committee all material information about such Interested Transaction, the interest of the Related Party in such Interested Transaction and any potential disclosure obligations of the Corporation in connection with such Interested Transaction.

### *Standards for Review*

An Interested Transaction reviewed under this Policy will be considered approved or ratified if it is authorized by the Nominating & Governance Committee in accordance with the standards set forth in this Policy after full disclosure of the Related Party's interests in the transaction. As appropriate for the circumstances, the Nominating & Governance Committee shall review and consider the following factors:

- the Related Party's interest in the Interested Transaction;
- the approximate dollar value of the amount involved in the Interested Transaction;
- the approximate dollar value of the amount of the Related Party's interest in the Interested Transaction without regard to the amount of any profit or loss;
- whether the Interested Transaction was undertaken in the ordinary course of business of the Corporation;
- whether the Interested Transaction with the Related Party is proposed to be, or was, entered into on terms no less favorable to the Corporation than terms that could have been reached with an unrelated third party;
- the purpose of, and the potential benefits to the Corporation of, the Interested Transaction;
- required public disclosure, if any; and
- any other information regarding the Interested Transaction or the Related Party in the context of the proposed transaction that would be material to investors in light of the circumstances of the particular transaction.

The Nominating & Governance Committee will review all relevant information reasonably available to it about the Interested Transaction. The Nominating & Governance Committee may approve or ratify the Interested Transaction only if the Nominating & Governance Committee determines in good faith that, under all of the circumstances, the transaction is fair as to the Corporation. The Nominating & Governance Committee may impose such conditions as it deems appropriate on the Corporation or the Related Party in connection with approval of the Interested Transaction.

The review, approval or ratification of a transaction, arrangement or relationship pursuant to this Policy does not necessarily imply that such transaction, arrangement or relationship is required to be disclosed under Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission (the "SEC").

### *Standing Pre-Approval for Certain Interested Transactions*

Notwithstanding the foregoing, the following Interested Transactions are deemed to be pre-approved by the Nominating & Governance Committee:

1. The initial hiring and on-going employment in a non-executive position with the Corporation of an immediate family member of an executive officer, director, nominee for election as a director or a greater than five percent (5%) beneficial owner of the Corporation's common stock;
2. Any employment by the Corporation of an executive officer or any transaction with an executive officer of the Corporation, in each case if:
  - the related compensation is required to be reported in the Corporation's proxy statement under Item 402 of the SEC's compensation disclosure requirements; or
  - the executive officer is not an immediate family member of another executive officer or director of the Corporation, the related compensation would be reported in the Corporation's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer" (as defined under such requirements), and the Corporation's Compensation Committee approved (or recommended that the Board approve) such compensation.
3. Any compensation paid to a director if the related compensation is required to be reported in the Corporation's proxy statement under Item 402 of the SEC's compensation disclosure requirements;
4. Any transaction with another company at which an executive officer, director, nominee for election as a director or a greater than five percent (5%) beneficial owner of the Corporation's common stock is an employee if the aggregate amount involved does not exceed the greater of \$1,000,000 and two percent (2%) of that company's consolidated total annual revenues;
5. Any transaction with another company at which an immediate family member of an executive officer, director, nominee for election as a director, or a greater than five percent (5%) beneficial owner of the Corporation's common stock is an executive officer if the aggregate amount involved does not exceed the greater of \$1,000,000 and two percent (2%) of that company's consolidated total annual revenues;
6. Any charitable contributions, grants or endowments by the Corporation to a charitable organization, foundation or university where a Related Party is an employee if the aggregate amount involved does not exceed the greater of \$1,000,000 and two percent (2%) of the charitable organization's total annual receipts;

7. Any Interested Transaction where the rates or charges involved are determined pursuant to a competitive process; and
8. Any Interested Transaction where the Related Party's interest arises solely from the ownership of the Corporation's common stock and all holders of the Corporation's common stock receive the same benefit on a pro rata basis.

*Coordination of this Policy with the Corporation's Code of Business Conduct and Ethics*

This Policy applies only to Interested Transactions with Related Parties required to be approved under this Policy. Transactions with Related Parties not required to be approved under this Policy are subject to the Corporation's Code of Business Conduct and Ethics.

*Disclosure*

All Interested Transactions that are required to be disclosed in the Corporation's filings with the SEC, as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy shall be disclosed in the Corporation's Annual Report on Form 10-K or in the Corporation's proxy statement, as required by applicable laws, rules and regulations.