



How to Participate

To be eligible to participate in the LendingClub Corporation (Lending Club) Directed Share Program you must complete certain steps. These requirements are not difficult, but each step of the process must be followed closely and completed by the specific deadlines provided.

Step 1 Open a Fidelity brokerage account.

- You will receive an email from Fidelity Investments inviting you to open a Fidelity Account.
- The account must be opened by the established deadline
- The account can only be opened as an "Individual" non-retirement account
- When setting up the account you will be required to enter personal data, including your name, address, Social Security Number, age, and country of legal citizenship, as well as your association with any stock exchange, broker/dealer, publicly held company, or the Financial Industry Regulatory Authority.
- Upon completion of the account opening process, you will be asked to fund your account. This is not required at account opening, but if you decide to participate in the directed share program and are allocated shares you will need to pay for them by the settlement date.

Step 2 Review the Preliminary Prospectus, which describes LendingClub Corporation, the stock offering and its potential risks.

- Fidelity will send you a second email, after you open your account, to invite you to participate in the offering. The email will direct you to a dedicated website, which will allow you to complete all phases of the offering, including downloading a preliminary prospectus, entering an indication of interest, confirming an indication of interest and reviewing if you received an allocation of shares.
- Customers should review the preliminary prospectus prior to entering an indication of interest.
- The preliminary prospectus contains information about the offering and issuer that an investor should have in order to make an informed investment decision.

Step 3 Complete the Financial Industry Regulatory Authority ("FINRA") Rule 5130 Qualifying Questions and Enter your Indication of Interest.

- FINRA rules prohibit "restricted persons" (certain persons associated with the financial services industry) from participating in the purchase of new issue offerings.
- Customers must provide responses to a series of "qualifying" questions to determine if they are considered "restricted persons" as defined by regulators.
- Customers who do not meet the qualifications as defined by the answers they provide to these questions are not eligible to participate in the offering.
- To participate in an offering, customers must enter an indication of interest.

- Your indication of interest is not an “order” to purchase shares, but an indication of the maximum number of shares you are interested in purchasing.
- Your indication of interest quantity can be increased, decreased or deleted up until the end of the offering period. After the offering period is closed, you may only delete or reduce your indication of interest
- After the registration statement is declared effective and the offering priced, a customer must confirm their indication of interest to remain eligible to participate in the offering.

Step 4 Confirm your Indication of Interest after the registration statement has been declared effective and the offering has priced.

- To remain eligible to receive an allocation of shares in the offering, you must confirm your indication of interest after the registration statement has been declared effective and the offering priced. Indications of Interest may not be confirmed prior to the registration statement being declared effective and the offering priced.
- By confirming your indication of interest, you are placing an order to buy shares (up to the maximum number as expressed in your indication of interest) at the offering price
- Confirming an indication of interest does not guarantee an allocation of shares. You may receive some, none or all of the shares you requested.
- During the confirmation process, you may reduce or delete your indication of interest. You may not increase the share quantity.
- The allocation of shares will occur shortly after the end of the confirmation period.

Step 5 Pay for any shares allocated to you within 3 business days of the first day the stock trades on the NYSE

- You must pay for your shares by the settlement date, which occurs three business days after the first day the stock trades in the secondary market.
 - Payment can be made by check, wire or electronic funds transfer.
 - You can not make payment with cash or credit cards.
 - You cannot pay for shares allocated to you with the proceeds from selling those shares.
- Failure to pay for your shares will result in your shares being removed from your account. If shares are removed from your account, you will be responsible for any losses and forfeit any gains.
- All shares allocated to executive officers and directors of Lending Club as part of the directed share program are subject to a 180 day lockup period during which time such persons cannot sell, transfer or pledge the shares.

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This email shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

No offer to buy the securities can be accepted and no part of the purchase price can be received until the registration statement has become effective, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time prior to notice of its acceptance given after the effective date. An indication of interest in response to this email will involve no obligation or commitment of any kind.

Clearing, custody or other brokerage services may be provided by National Financial Services LLC, or Fidelity Brokerage Services LLC, Members NYSE, SIPC.

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LendingClub Corporation is an independent company and is not affiliated with Fidelity Investments.

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