

AUDIT COMMITTEE CHARTER

OF

BOFI HOLDING, INC.

APPROVED: October 26, 2017

I. Purposes, Authority and Funding

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of BofI Holding, Inc., a Delaware corporation (collectively with its subsidiaries, the "Company"), is appointed by the Board for the purpose of overseeing the Company's accounting and financial reporting processes, overseeing the audits of the Company's financial statements, and overseeing and monitoring the role of the Internal Audit function. In so doing, the Committee shall endeavor to maintain free and open communication between the Company's directors, independent auditor and financial management.

The Committee shall have the authority to retain independent legal, accounting or other advisers as it determines necessary to carry out its duties and, if necessary, to institute special investigations. The Committee may request any officer or employee of the Company, or the Company's outside counsel or independent auditor, to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Further, the Committee may request any such officer, employee, outside counsel or independent auditor to provide any pertinent information to the Committee or to any other person or entity designated by the Committee.

The Company shall provide the Committee with appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payment of:

- a. compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
- b. compensation to any advisers retained by the Committee in carrying out its duties; and
- c. ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

II. Committee Membership

The members of the Committee (the "Members") shall be appointed by the Board and shall serve at the discretion of the Board. The Committee shall consist of at least three (3) Members, each of which shall be a member of the Board. The following membership requirements shall also apply:

- i. each Member must be an "Independent Director" as defined in Nasdaq Marketplace Rule 5605(a)(2);
- ii. each Member must meet the criteria for independence set forth in Rule 10A-3(b)(1) promulgated under the Securities and Exchange Act of 1934, as amended (the "Act"), subject to the exemptions provided in Rule 10A-3(c) under the Act;
- iii. each Member must not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three (3) years;
- iv. each Member must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement; and
- v. at least one (1) Member must have past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background which results in such Member's financial sophistication, including being or having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities.

Notwithstanding subparagraph (i) above, one (1) director who (a) is not an Independent Director as defined in Nasdaq Marketplace Rule 5605(a)(2), (b) meets the criteria set forth in Section 10A(m)(3) under the Act and the rules promulgated thereunder and (c) is not currently an Executive Officer (as defined in Nasdaq Marketplace Rule 5605(a)(1)) or employee of the Company or Family Member (as defined in Nasdaq Marketplace Rule 5605(a)(2)) of such an officer or employee, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that membership on the Committee by the individual is required by the best interests of the Company and its stockholders, and the Board discloses, in the Company's next annual proxy statement subsequent to such determination, the nature of the relationship that makes that individual not independent and the reasons for that determination. A Member appointed under the exception set forth in the preceding sentence may not serve longer than two (2) years and must not serve as chairperson of the Committee.

If a current Member of the Committee ceases to be independent under the requirements of subparagraphs (i) and (ii) above for reasons outside the Member's reasonable control, the affected Member may remain on the Committee until the earlier of the Company's next annual stockholders meeting or one year from the occurrence of the event that caused the failure to comply with those requirements; provided that when relying on the exception set forth in this sentence, the Company shall provide notice to Nasdaq immediately upon learning of the event or circumstance that caused the non-compliance. Further, if the Committee fails to comply with the requirements set forth in this "Committee Membership" section of the Charter due to one vacancy on the Committee, and the cure period set forth in the preceding sentence is not otherwise being relied upon for another Member, the Company will have until the earlier of its next annual stockholders meeting or one year from the occurrence of the event that caused the failure to comply with the requirements to rectify such non-compliance; provided, however, that if the annual stockholders meeting occurs no later than 180 days following the event that caused the vacancy, the Company shall instead have 180 days from such event to regain compliance; and further provided, that when relying on the exception set forth in this sentence, the Company shall provide notice to Nasdaq immediately upon learning of the event or circumstance that caused the non-compliance.

III. Duties and Responsibilities

In fulfilling its purposes as stated in this Charter, the Committee shall undertake the specific duties and responsibilities listed below and such other duties and responsibilities as the Board shall from time to time prescribe, and shall have all powers necessary and proper to fulfill all such duties and responsibilities. Subject to applicable Board and stockholder approvals, the Committee shall:

A. Financial Statement and Disclosure Matters

1. Review available policies and procedures adopted by the Company to fulfill its responsibilities regarding the fair and accurate presentation of financial statements in accordance with generally accepted accounting principles and applicable rules and regulations of the Securities and Exchange Commission (SEC) and the Financial Industry Regulatory Authority (FINRA) applicable to Nasdaq-listed issuers;
2. Oversee the Company's accounting and financial reporting processes;
3. Oversee audits of the Company's financial statements;
4. Review with the Company's independent auditor, management and internal auditors any consultation with other accountants about significant auditing or accounting matters for which the independent auditor has identified a concern regarding such matters;
5. Review and discuss reports from the Company's independent auditor regarding: (a) all critical accounting policies and practices to be used by the Company; (b) all alternative treatments of financial information within GAAP that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and (c) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences;
6. Confirm that the Company's principal executive officer and principal financial officer are satisfying the certification requirements of Sections 302 and 906 of the Sarbanes-Oxley Act; review disclosure made to the Audit Committee by the CEO and CFO about significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting and any fraud or illegal acts involving management or other employees who have a role in the Company's internal control over financial reporting;
7. Review and discuss with management and the Company's independent auditor the Company's financial statements (including disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations") and earnings releases (including any pro forma or adjusted non-GAAP information) prior to the filing with the SEC of any report containing such financial statements or earnings releases, provided that, the Committee need not discuss in advance each specific earnings release or each instance in which the Company may provide earnings guidance;
8. If deemed appropriate, recommend to the Board that the Company's audited financial statements be included in its annual report on Form 10-K for the last fiscal year and related disclosures required to be included in the annual proxy statement;

B. Matters Regarding Oversight of the Company's Auditor

9. Be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged (including resolution of disagreements between management and the firm regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; provided also that each such registered public accounting firm shall report directly to the Committee;

10. Receive and review a formal written statement and letter from the Company's independent auditor delineating all relationships between the independent auditor and the Company, consistent with Public Company Accounting Oversight Board (PCAOB) Rule 3526, as may be modified, supplemented or replaced;
11. Actively engage in a dialogue with the Company's independent auditor with respect to any disclosed relationship or services that may impact the objectivity and independence of the independent auditor;
12. Take, or recommend that the Board take, appropriate action to oversee and ensure the independence of the Company's independent auditor;
13. Establish clear policies regarding the hiring of employees and former employees of the Company's independent auditors;
14. Establish policies and procedures for review and pre-approval by the Committee of all audit services and permissible non-audit services (including the fees and terms thereof) to be performed by the Company's independent auditor, with exceptions provided for de minimis amounts under certain circumstances as permitted by law; provided, that: (a) the Committee may delegate to one (1) or more Members the authority to grant such pre-approvals if the pre-approval decisions of any such delegate of Member(s) are presented to the Committee at its next- scheduled meeting; and (b) the Committee's pre-approval policy is described in the Company's annual filings with the SEC as provided by law;
15. Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality-control procedures, (b) any material issues raised by the most recent internal quality-control review, or external peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor and (c) any steps taken to deal with any such issues.
16. Meet with the Company's independent auditor prior to its audit to review the planning and staffing of the audit;
17. Discuss with the Company's independent auditor the matters required to be discussed by Item 407(d)(3)(i)(B) of Regulation S-K promulgated by the SEC, as may be modified or supplemented;
18. Oversee the rotation of the lead (or coordinating) audit partner of the Company's independent auditor having primary responsibility for the audit and the audit partner responsible for reviewing the audit at least every five (5) years;
19. Review the Company's annual audited financial statements with management, including a review of major issues regarding accounting and auditing principles and practices, and oversee (i) management's evaluation of the adequacy and effectiveness of internal controls over financial reporting; (ii) management's evaluation of the adequacy and effectiveness of the Company's disclosure controls and procedures; and (iii) management's reports on the preceding matters;
20. Review major changes to the Company's auditing and accounting principles and practices as suggested by the Company's independent auditor, internal auditors or management;

C. Matters Regarding Oversight of the Company's Internal Audit Function

21. Review the appointment of, and any replacement of, the Company's senior internal auditing executive;
22. Review and approve the annual audit plan and risk assessment prepared by the Company's internal auditing department;
23. Review the significant reports to management prepared by the Company's internal auditing department and management's responses;
24. Review and approve any outsourcing of the internal audit function to include selection of vendor, fees paid, and areas to be audited;
25. Not less than once every five years measured from 2017 onward, either (i) obtain and review a sample of internal audit work papers or (ii) engage a qualified independent third-party to perform a quality assurance report (QAR) report based on a sample of internal audit work papers (For the avoidance of doubt, these responsibilities relate only to the Committee's oversight role in evaluating the Company's Internal Audit function).

D. Matters Regarding Oversight of Compliance Responsibilities

26. Obtain reports from the Company's management, senior internal auditing executive and independent auditor that the Company's subsidiaries and foreign affiliated entities are in compliance with applicable legal requirements, including the Foreign Corrupt Practices Act;
27. Establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
28. Review reports prepared by Management concerning all related party transactions for potential conflict of interest situations on an ongoing basis and approve all such transactions (if such transactions are not approved by another independent body of the Board);
29. Obtain from the Company's independent auditor assurance that it has informed the audit committee of any illegal acts in compliance with Section 10A of the Act;
30. Review and address any concerns regarding potentially illegal actions raised by the Company's independent auditor pursuant to Section 10A(b) of the Act, and cause the Company to inform the SEC of any report issued by the Company's independent auditor to the Board regarding such conduct pursuant to Rule 10A-1 under the Act;
31. Review, based on audit reports submitted to the Committee, the risk of management's ability to override the Company's internal controls;

E. Additional Duties and Responsibilities

32. Review and reassess the adequacy of this Charter annually;
33. Report regularly to the Board with respect to the Committee's activities and make recommendations as appropriate;
34. Review with the Company's outside counsel and internal legal counsel any legal matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from regulators or governmental agencies;

35. Take any other actions that the Committee deems necessary or proper to fulfill the purposes and intent of this Charter.

While the Committee has the responsibilities, duties and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Rather, those duties are the responsibility of management and the independent auditor. Nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the State of Delaware. Further, nothing contained in this Charter is intended to alter or impair the right of the Members to rely, in discharging their duties and responsibilities, on the records of the Company and on other information presented to the Committee, Board or the Company by its officers or employees or by outside experts and advisers such as the Company's independent auditor.

IV. Structure and Meetings

The Committee shall conduct its business and meetings in accordance with this Charter, the Company's bylaws and any direction set forth by the Board. The chairperson of the Committee shall be designated by the Board or, in the absence of such a designation, by a majority of the Members. The designated chairperson shall preside at each meeting of the Committee and, in consultation with the other Members, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. In the absence of the designated chairperson at any meeting of the Committee, the Members present at such meeting shall designate a chairperson pro tem to serve in that capacity for the purposes of such meeting (not to include any adjournment thereof) by majority vote. The chairperson (other than a chairperson pro tem) shall ensure that the agenda for each meeting is distributed to each Member in advance of the applicable meeting.

The Committee shall meet as often as it determines to be necessary and appropriate, but not less than quarterly each year. The Committee may establish its own schedule, provided that it shall provide such schedule to the Board in advance. The chairperson of the Committee or a majority of the Members may call special meetings of the Committee upon notice as is required for special meetings of the Board in accordance with the Company's bylaws. A majority of the appointed Members, but not less than two (2) Members, shall constitute a quorum for the transaction of business. Members may participate in a meeting through use of conference telephone or similar communications equipment, so long as all Members participating in such meeting can hear one another, and such participation shall constitute presence in person at such meeting.

The Committee may meet with any person or entity in executive session as desired by the Committee. The Committee shall meet with the Company's independent auditors, at such times as the Committee deems appropriate, to review the independent auditor's examination and management report.

Unless the Committee by resolution determines otherwise, any action required or permitted to be taken by the Committee may be taken without a meeting if all Members consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

V. Minutes

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings of the Board.