KATAPULT HOLDINGS, INC.

CHARTER OF THE

AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. STATEMENT OF POLICY

This Charter confirms the authority and scope of the responsibilities of the Audit Committee (the "***Committee***") of the Board of Directors (the "***Board***") of Katapult Holdings, Inc. (the "***Company***") and the manner in which those responsibilities shall be performed, including the Committee's structure, processes and membership requirements.

The primary purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: (1) the accounting and financial reporting processes of the Company; (2) the integrity of the Company's financial statements, financial reports and other financial information; (3) the performance of the Company's internal audit function; (4) the audits of the Company's financial statements; (5) the Company's compliance with legal and regulatory requirements; and (6) risk oversight.

The Committee shall also review the qualifications, independence and performance, and approve the terms of engagement, of the Company's independent auditor and prepare any reports required of the Committee under rules of the U.S. Securities and Exchange Commission ("***SEC***").

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and may conduct or authorize studies of matters within the Committee's scope of responsibilities.

II. ORGANIZATION AND MEMBERSHIP REQUIREMENTS

The Committee shall be comprised of three or more directors, the exact number to be determined from time to time by resolution of the Board. Members of the Committee shall be appointed by the Board and may be removed and replaced by the Board with or without cause.

Each member of the Committee shall meet the independence and experience requirements of the Nasdaq Stock Market LLC ("***Nasdaq***"), the independence rules and regulations of the U.S. Securities and Exchange Commission and any categorical independence standards that may be adopted by the Board from time to time; provided, however, that one director who does not meet the independence criteria of Nasdaq, but who meets the independence requirements of Section 10A(m)(3) under the Securities Exchange Act of 1934, as amended, and is not a current employee or officer, or an immediate family member of an employee or officer, may be appointed to the Committee, subject to the approval of the Board pursuant to, and subject to the limitations under, the "exceptional and limited circumstances" exception as provided under the rules of Nasdaq;

provided that such member who does not meet the independence requirements shall not serve as the Chairperson of the Committee.

In addition, the Committee shall not include any member who:

- has participated in the preparation of the financial statements of the Company or any of its current subsidiaries at any time during the past three (3) years;

- accepts any consulting, advisory, or other compensatory fee, directly or indirectly, from the Company, other than in his or her capacity as a member of the Committee, the Board, or any other committee of the Board; or

- is an affiliate of the Company or any subsidiary of the Company, as defined by the rules of the SEC, other than a director who meets the independence requirements of Nasdaq.

Each member of the Committee must be able to read and understand fundamental financial statements, including balance sheet, income statement and cash flow statement. In addition, at least one member must be an "audit committee financial expert" as determined by the Board in accordance with the rules of the SEC. A committee member shall not simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to serve effectively on the Committee.

The Board may designate one or more independent directors, who meet the requirements for membership on the Committee, as alternate members of the Committee who may replace any absent or disqualified member or members at any meeting of the Committee.

The Company shall provide appropriate funding, as determined by the Committee, to permit the Committee to perform its duties under this Charter, to compensate its advisors and to compensate any independent registered public accounting firm engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Company.

The Committee, at its discretion, has the authority to initiate investigations and hire legal, accounting or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter.

The Committee may also perform such other activities consistent with this Charter, the Company's Bylaws and governing law, as the Committee or the Board deem necessary or appropriate.

III. MEETINGS AND COMMITTEE ACTION

The Committee shall meet as often as it determines, but not less frequently than four times annually. The Committee will report its activities and findings to the Board on a regular basis, but in no event less than once a year. Such a report should include a review of any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with law or regulatory requirements or the performance and independence of the Company's independent auditors.

The Committee will meet with the Company's management, the internal auditors and the independent auditors periodically in separate private sessions to discuss any matter that the Committee, management, the independent auditors or such other persons believe should be discussed privately. The Committee will also meet without management or auditors present, as appropriate.

A majority of the total number of members of the Committee shall constitute a quorum at any meeting of the Committee. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by any means permitted by applicable law and the Company's by-laws and may take action by written consent.

The Committee may form and delegate its authority to subcommittees consisting of one or more members when appropriate; provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

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

The Board shall select the Chairperson of the Committee. If at any time a Chairperson has not been selected by the full Board, the members of the Committee may designate a Chairperson by majority vote of the full Committee to serve until a Chairperson has been selected by the Board.

The Chairperson shall be responsible for supervising meetings of the Committee and, in consultation with the other members of the Committee, and the appropriate officers of the Company, determining the agenda for each such meeting. Any Committee member may submit items to be included in the agenda. Meetings and actions of the Committee will be governed by the same rules applicable to the Board. Meeting agendas and materials should be distributed to the Committee members in advance of each meeting.

IV. DUTIES, RESPONSIBILITIES AND ACTIVITIES

The Committee will exercise its business judgment to act in what it reasonably believes to be the best interests of the Company and its shareholders. The Committee is authorized to carry out these and such other responsibilities assigned by the Board from time to time, and to take any actions reasonably related to the mandate of this Charter. To the extent it deems necessary or appropriate, the Committee will:

A. Oversee the Company's Relationship with the Independent and Internal Auditors

1. Appoint, evaluate, retain, dismiss or replace, in its sole discretion, an independent registered public accounting firm to act as the Company's independent auditor, which shall report directly to the Committee (and recommend to the shareholders the ratification of such appointment), for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting.

2. Determine the compensation of the independent auditor.

3. Oversee the work of the independent auditor for the purpose of preparing or issuing an audit report or conducting an audit, review or attestation service for the Company.

4. Oversee the work of the internal auditor.

5. Except with respect to any audit of the Company's employee benefits plans, appoint, retain, compensate, oversee and terminate, if necessary, any other 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 or any other third-party issuing an audit report or performing other audit, review or attest services for the Company at the Committee's instruction.

6. Receive the written disclosures and the letter from the independent auditor required by the applicable requirements of the Public Accounting Oversight Board regarding the independent auditor's communications with the Audit Committee concerning independence. The Committee shall actively engage with independent auditors in a dialogue with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditors and take appropriate action to oversee the independence of the independent auditors.

7. At least annually, obtain, review and discuss with the independent auditors a report by the independent auditors describing: (a) the independent auditor's internal quality control procedures; (b) any material issues, including without limitation (i) any significant deficiencies or material weaknesses in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data; and (ii) any fraud, whether or not material, that involves senior management or other employees who have a significant role in the Company's internal

controls, raised by the most recent internal quality control review of the independent auditor or peer review thereof, 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 any steps taken to deal with any such issues; and (c) all relationships between the independent auditors and the Company or any of its subsidiaries (to assess the auditors' independence).

8. At least annually, (a) evaluate the qualifications and performance of the Company's independent auditors, including an evaluation of the lead audit partner, taking into account the opinions of management and any internal auditors of the Company; (b) assure the regular rotation of the lead audit partner at the Company's independent auditors; and (c) consider, as needed, regular rotation of the accounting firm serving as the Company's independent auditors.

9. Consider and approve in advance all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934 that are approved by the Committee prior to the completion of the audit. The Committee may delegate pre-approval authority to a member or members of the Committee or may adopt pre-approval policies and procedures. Any pre-approvals made pursuant to delegated authority or pre-approval policies and procedures must be presented to the Committee at its next scheduled meeting.

10. Discuss with the internal auditors and independent auditors: (a) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the auditing process; (b) the overall audit strategy; (c) the overall scope and plans for their respective audits, including the adequacy of staffing and compensation; (d) any significant risks identified during the auditors' risk assessment procedures; and (e) when completed, the results, including significant findings, of the annual audit.

11. Establish clear hiring policies for employees or former employees of the independent auditors in accordance with the SEC's regulations and Nasdaq rules.

12. Review with the independent auditors and internal auditors any audit problems or difficulties and management's response.

13. Oversee the resolution of disagreements between management and the independent auditor regarding financial reporting.

14. Review and discuss reports from the independent auditors on: (a) all critical accounting policies and practices of the Company; (b) all material alternative treatments within generally accepted accounting principles for policies and procedures related to material items that have been discussed with management, including the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditors; and (c) other material written communications between the independent auditors and management.

15. Review with management and the Company's independent auditors: (a) any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; (b) any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and (c) the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

16. Review (a) the appointment and replacement of the head of the Company's internal audit department; (b) the functions of the Company's internal audit department; (c) any reports to management and management's response to those reports; and (d) the scope and performance of the department's internal audit plan, including the results of any internal audits.

B. Review of Financial Reports and Other Documents

17. Review the interim financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations with management and the independent auditor prior to the filing of the Company's Quarterly Reports on Form 10-Q.

18. Discuss the results of the quarterly review and any other matters required to be communicated to the Committee by the independent auditors under generally accepted accounting standards.

19. Review with management and the independent auditors the financial statements and disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations to be included in the Company's Annual Report on Form 10-K (or the annual report to shareholders if distributed prior to the filing of Form 10-K) including their judgment about the quality, not just the acceptability, of accounting principles, the reasonableness of significant judgments and the clarity of the disclosures in the financial statements.

20. Discuss the results of the annual audit and any other matters required to be communicated to the Committee by the independent auditors under generally accepted auditing standards.

21. Recommend to the Board that the financial statements be included in the Company's Annual Report on Form 10-K and prepare its report to be included in the Company's annual proxy statement, as required by SEC regulations.

22. Discuss earnings press releases, as well as financial information (including, in particular, any non-GAAP information being disclosed) and earnings guidance provided to analysts and rating agencies.

23. Review with management, as applicable, its assessment of the effectiveness and adequacy of the Company's internal control structure and procedures for financial reporting ("***Internal Controls***"), review with the independent auditor the attestation to and report on the assessment made by management, and consider whether any changes to the Internal Controls are appropriate in light of management's assessment or the independent auditor's attestation and report.

24. To the extent that it deems appropriate, review with management its evaluation of the Company's procedures and controls designed to assure that information required to be disclosed in the Company's periodic reports is recorded, processed, summarized and reported in such reports within the time periods specified by the SEC for the filing of such reports ("***Disclosure Controls***"), and consider whether any changes are appropriate in light of management's evaluation of the effectiveness of such Disclosure Controls.

25. Review and discuss with management and the independent auditor any off-balance sheet transactions or structures and their effect on the Company's financial results and operations, as well as the disclosure regarding such transactions and structures in the Company's public filings.

26. In consultation with the independent auditors, management and internal auditors, review any major changes or improvements to the Company's financial and accounting principles and practices and internal controls over financial reporting.

27. Review with internal and/or external legal counsel legal and regulatory matters, including legal cases against, or regulatory investigations of, the Company, that could have a significant impact on the Company's financial statements.

28. Periodically review management reports on the Company's key internal financial systems and related databases.

C. Review of Procedures for Accounting and Auditing Complaints

29. Establish and review procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

D. Review of Related Party Transactions and Conflicts of Interest

30. Review and approve related party transactions, which include any related party transactions that the Company would be required to disclose pursuant to Item 404 of SEC Regulation S-K and periodically review and approve the Company's related party transactions in accordance with the terms of the Company's Policy and Procedures with Respect to Related Party Transactions.

31. Review, approve or ratify request from directors or executive officers of the Company for waivers from the Company's code of conduct/ethics, including any conflicts of interests, and consider any required disclosures relating to such waivers.

E. Oversee Corporate Compliance

32. Oversee the Company's compliance management program, including reviewing the adequacy and effectiveness of policies, procedures and internal controls designed to ensure compliance with applicable laws and regulations. The Committee shall receive periodic reports from management, the Chief Compliance Officer, internal audit and independent auditors regarding significant compliance matters and the status of corrective actions.

F. Oversee Enterprise Risk Management

33. Meet periodically with management and the internal auditors to discuss the Company's Enterprise Risk Management program, including the Company's major risk exposures and policies and the steps taken to identify, manage and mitigate risks associated with the Company's business, including, among others, financial, regulatory, reputational, information technology and cybersecurity risks.

34. Review the Company's insurance coverage.

35. Review with the Company's chief legal officer and report to the Board periodically on litigation, material government investigations and compliance with applicable legal and regulatory requirements.

36. Discuss with management and the internal auditors significant risk management failures, if any, including management's response.

37. Oversee matters relating to data protection and security of the Company’s information technology systems and operations, including programs and defenses against cyber threats and related disclosure controls and procedures.

V. EVALUATION PROCEDURES

The Committee shall review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall annually evaluate the Committee’s own performance and report to the Board the results of its evaluation.

VI. LIMITATION OF COMMITTEE’S ROLE

Nothing contained in this Charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the officers or directors of the Company or the members of the Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

While the Committee has the responsibilities 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 and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations, or that the Company’s internal control over financial reporting is effective. These are the responsibilities of management and the independent auditor.

Approved by the Board on August 11, 2026.