KATAPULT HOLDINGS, INC.

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

I. STATEMENT OF POLICY

This Charter confirms the authority and scope of the responsibilities of the Compensation 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) reviewing, determining and approving the compensation of the Company's Executive Chairman (if applicable) and Chief Executive Officer ("***CEO***"); (2) reviewing and approving the remuneration, including compensation, incentive-compensation and equity-based compensation for each other executive officer of the Company (collectively, and together with the Executive Chairman (if applicable) and CEO, the "***Executive Officers***"); (3) overseeing the Company's annual and long-term incentive compensation plans, including all equity-based compensation plans; (4) evaluating and making recommendations to the Board with respect to compensation for non-employee directors; (5) preparing and approving, as applicable, certain disclosures required by the U.S. Securities and Exchange Commission (the "***SEC***") to be included in the Company's annual Proxy Statement filed with the SEC; and (6) oversee other significant human capital matters impacting the Company.

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 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 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. In addition, each member shall be a "Non-Employee Director" as defined by Rule 16b-3 under the Securities Exchange Act of 1943, as amended (the "Exchange Act"). In the event the Board determines that a director who does not qualify as a Non-Employee Director should nevertheless serve on the Committee, then all compensation and any acquisition or disposition of securities that is intended to be exempt from Section 16(b) of the Exchange Act shall also be approved by a subcommittee made up of members of the Committee who qualify as non-employee directors.

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 Committee, at its discretion, has the authority to retain or obtain the advice of compensation consultants, outside legal counsel, and other external advisers and will be directly responsible for the appointment, termination, compensation, and oversight of the work of these advisers. The Committee, at its discretion, has the authority to initiate investigations and hire legal or other outside advisors or experts to assist the Committee, as it deems necessary to fulfill its duties under this Charter. 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 compensation consultant.

In retaining compensation consultants, independent legal counsel and other advisors (other than in-house counsel), the Committee shall evaluate whether such advisors retained or to be retained have any relationship or conflict of interest with the Company, members of the Committee or management in accordance with Item 407(e)(3)(iv) of Regulation S-K and shall take into consideration factors identified by the SEC as affecting the independence of such advisors and any other factors identified in the Nasdaq rules including: (1) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other advisor; (2) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of that person that employs the compensation consultant, legal counsel or other advisor; (3) the policies and procedures of the person that employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest; (4) any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee; (5) any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and

(6) any business or personal relationship of the compensation consultant, legal counsel or other advisor or the person employing the advisor with an Executive Officer.

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 once per year. The Committee will report its activities and findings to the Board on a regular basis, but in no event less than once a year.

The Committee will meet without management 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, the Committee's independent advisors and the appropriate officers of the Company, reviewing the agenda. 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 actions reasonably related to the mandate of this Charter. To the extent it deems necessary or appropriate, the Committee will:

A. Director and Executive Compensation and Employee Benefits Programs

1. Consider from time to time the Company's general executive compensation policies, practices and philosophies, including those with respect to incentive-compensation plans and equity-based plans.

2. Identify any peer group of companies to be used for comparison purposes in connection with any review of executive officer compensation.

3. Review, determine and approve employment and compensation arrangements (including but not limited to salary, bonus, incentive compensation, equity awards, benefits and perquisites) for each Executive Officer and other persons whose compensation the Chairperson, Executive Chair or CEO requests the Committee to review and affirm.

4. Review, determine and approve performance goals and objectives for the Executive Officers in connection with the Company's compensation programs. The Committee should consider financial performance goals as well as other performance goals and objectives, as appropriate, that may include but not be limited to goals related to strategy execution, compliance or governance objectives.

5. Evaluate the performance of the Executive Officers in light of performance goals and objectives and other matters, for compensation purposes.

6. On an annual basis and prior to any change, approve the compensation of Executive Officers in light of such evaluation and other matters. In approving the compensation of the Executive Chairman (if applicable) and CEO, the Committee should consider all relevant factors including:

(a) the Company’s performance and relative shareholder return;

(b) value of similar incentive awards for executive chairs and chief executive officers of comparable companies; and

(c) awards given in past years.

No Executive Officer shall be present during deliberations or voting on his or her individual performance or compensation, unless specifically invited by the Committee.

7. Approve grants of stock options, restricted stock, stock appreciation rights and other equity incentives to officers and employees. The Committee may delegate to management authority to approve such grants (other than any grants to members of the Board or Executive Officers) to the extent consistent with listing standards and applicable law.

8. Review and approve, or recommend to the Board for approval, any compensation-related matters outside of the ordinary course, including but not limited to employment agreements for Executive Officers, severance or change-in-control plans or arrangements for Executive Officers, and all material amendments thereto.

9. Approve the adoption, amendment or termination of equity compensation plans, executive compensation plans, other compensation plans in which Executive Officers may participate and other material employee benefit plans, and oversee the administration of such plans. The Committee may delegate to a management committee administrative authority with respect to such plans, to the extent consistent with listing standards and applicable law.

10. Consider, establish and review stock ownership guidelines for the Company’s directors and Executive Officers, and should at least annually assess compliance with the guidelines.

11. Maintain and oversee compliance with the Company's compensation recovery (clawback) policy in accordance with applicable SEC rules, Nasdaq listing standards and any other applicable law.

12. Review the results of advisory shareholder votes on compensation of Executive Officers whose compensation is required to be reported in the Company’s annual Proxy Statement and consider whether to make any changes to the Company’s executive compensation policies and practices as a result thereof.

13. Review the Company's compensation practices, including incentive compensation, and consider, at least annually, the relationship among risk, risk management and compensation in light of the Company's objectives, including the avoidance of practices that encourage excessive risk taking.

14. Review, approve and recommend for Board approval, compensation for non-employee directors for service on the Board and Board committees.

B. Compensation Disclosures in Proxy Statement and Annual Report on Form 10-K

15. Review and approve the annual Compensation Committee Report for inclusion in the Company's annual Proxy Statement.

16. Review and discuss with management the disclosures made in the Compensation Discussion and Analysis, and recommend to the Board whether the Compensation Discussion and Analysis should be included in the Company's Annual Report on Form 10-K and Annual Proxy Statement.

C. Human Capital Management & Succession Planning

17. Oversee and discuss with management significant human capital activities and policies impacting the Company.

18. Assist the Board in reviewing an annual succession plan of the Executive Chairman, CEO and other senior management.

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.

Approved by the Board on August 11, 2026.