KATAPULT HOLDINGS, INC.

**CHARTER OF THE
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS**

I. STATEMENT OF POLICY

This Charter confirms the authority and scope of the responsibilities of the Nominating and Corporate Governance 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) Board and committee membership, organization, and function; (2) director qualifications and performance; and (3) corporate governance.

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; provided that such director who does not meet the independence criteria may not serve as the Chairperson of 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 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, and to compensate its advisors.

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. Board Candidates and Nominees

1. Recommend to the Board prior to the Company's annual solicitation of proxies in connection with its annual meeting of shareholders a slate of nominees for the Board to recommend to the shareholders, taking into account the results of Board and Committee evaluations and including an evaluation of any director candidate submitted by the Company's shareholders pursuant to the procedures set forth in the Company's Bylaws and described in the Company's proxy statement or otherwise in accordance with applicable laws, rules and regulations.

2. Assist the Board in establishing criteria to select new directors.

3. Recommend to the Board nominees for appointment to fill any vacancy on the Board.

4. Coordinate and assist with new director orientation and continuing education of the members of the Board.

5. Evaluate and, if appropriate, recommend resignation or other termination of Board membership for individual directors, whether for cause, due to change in the director's employment or status or development of a conflict of interest or for other appropriate reasons, as determined by the Committee.

6. Conduct an annual review of each director's independence according to applicable exchange listing rules, applicable law and the Company's corporate governance guidelines and present its evaluations to the Board to enable the Board to make a determination on each director's independence.

7. Review any director resignation letter tendered in accordance with the Company's corporate governance guidelines and evaluate and recommend to the Board whether such resignation should be accepted.

B. Board and Committee Composition and Procedures

8. Make recommendations to the Board regarding the size, composition and structure of the Board.

9. Review and make recommendations to the Board regarding director tenure and retirement and evaluate director succession planning needs.

10. Make an annual recommendation to the Board regarding the structure, responsibilities and membership of the Board's committees, including committee member appointment and removal.

11. Make recommendations to the Board regarding other matters relating to the Board and Committee policies and practices as the Committee deems appropriate.

C. Corporate Governance

12. Develop and recommend to the Board a set of corporate governance guidelines, monitor their implementation and recommend such changes to the guidelines as the Committee may deem appropriate from time to time. The Committee should review those guidelines at least once a year.

13. Oversee the development of an ethics program, including the Board of Directors Code of Conduct, and periodically review the effectiveness of the Company's program.

14. Review, approve and/or ratify outside directorships of Board members and the Company's senior management.

15. Make an annual recommendation to the Board for an independent Lead Director in the event the Chairperson of the Board is not independent.

16. Review and discuss with management the Company's engagement with and responsiveness to shareholder votes on governance matters.

D. Board Performance Evaluation

17. Develop and oversee the annual evaluation of the performance of the Board and assist Board committees by establishing a committee performance review framework.

18. Assist the Board and other committees in conducting self-evaluations.

E. D&O Insurance

19. Review and consider the Company's director and officer liability insurance plan from time to time.

V. EVALUATION PROCEDURES

The Committee shall review and reassess the adequacy of this Charter periodically 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.