Katapult Holdings

# CODE OF BUSINESS CONDUCT AND ETHICS

**KATAPULT HOLDINGS, INC.**
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This Code of Business Conduct and Ethics (the "**Code**") applies to all directors, board observers, officers, employees, contractors, and agents of Katapult Holdings, Inc. and its subsidiaries (collectively, the "**Company**"). It is intended to promote honest and ethical conduct, compliance with applicable laws and Company policies, and accountability for raising and addressing concerns.

## 1.0 INTRODUCTION

At Katapult Holdings, we are committed to conducting our business with integrity, professionalism, and respect. Every team member plays a role in protecting the Company's reputation by making sound decisions, following the law, and speaking up when something doesn't seem right.

## 2.0 SCOPE

The Code applies to all Company directors, board observers, officers, employees, contractors, agents and, where appropriate, any other entity or individual who is in a business relationship with the Company (collectively, "**Team Members**").

## 3.0 GENERAL RESPONSIBILITIES

### *3.1 Compliance with Laws and Regulations.*

The Company is committed to full compliance with the laws and regulations of the jurisdictions in which we operate. All Team Members must comply with all applicable laws, rules and regulations in performing their duties for the Company. Although we do not expect Team Members to know the details of all laws, rules and regulations applicable to the Company, it is important to know enough to determine when to seek advice from your supervisor, the Human Resources, Compliance, or Legal Departments, or other appropriate personnel.

### 3.2 *Team Member Responsibilities.*

All Team Members are responsible for understanding and complying with the Code, Company policies, and applicable laws, rules and regulations. Team Members are responsible for completing all required training, seeking guidance when needed, cooperating in good faith with reviews and investigations related to potential violations, and supporting a culture of compliance and ethical conduct. Team Members should not attempt to achieve indirectly, including through the use of agents or other intermediaries, what is prohibited directly by the Code.

### *3.3 Supervisor Responsibilities.*

Supervisors are expected to promote ethical conduct and model appropriate behavior in the work environment, to encourage questions from their teams, and to escalate concerns appropriately.

## 4.0 SPEAKING UP AND NON-RETALIATION

### *4.1 Violations and How to Report.*

We encourage prompt reporting of actual or suspected misconduct, including violations of the Code, Company policies, or applicable law. Concerns may be raised through a supervisor, the Human Resources, or Legal Department, or through the Company's ethics hotline at 866-453-5144 or reporting website at katapult.ethicspoint.com ("Ethics Hotline"), or as otherwise directed by applicable Company procedures.

To the fullest extent possible, the Company will protect the confidentiality of persons who report possible misconduct, subject to requirements of law. Reports may be made anonymously where permitted by law through the Ethics Hotline .

### *4.2 Non-Retaliation.*

The Company prohibits retaliation against anyone who raises a concern or assists in an investigation in good faith, even if the concern is not substantiated. Retaliatory actions may include, but are not limited to, demotions, harassment, or loss of employment.

The Company further encourages a culture where all persons or entities can raise concerns or report violations or suspected violations of law or regulations to governmental agencies and regulatory authorities without fear of retaliation or reprisals. All persons or entities may: (a) communicate, without notice to or approval by the Company, with governmental agencies and regulatory authorities; (b) participate in any investigation or proceeding that may be conducted by any governmental agency or regulatory authority, including providing documents or other information without notice to the Company; or (c) receive an award from any governmental agency or regulatory authority in connection with their providing such information or participating in any investigation or proceeding. This paragraph applies in all situations and is meant to clarify and supersede any and all prior statements, policies, or procedures (including all other sections of the Code), as well as any contracts or agreements made by the Company with any persons or entities.

### *4.3 Investigations, Enforcement, and Discipline.*

The Company will review reports of possible violations of this Code promptly and, where appropriate, conduct or direct an investigation in adherence to the Company's applicable ethics and internal investigations policies and procedures. Team Members are expected to cooperate fully, truthfully, and in good faith in any Company review or investigation, subject to applicable law. All concerns will be taken seriously and investigated thoroughly.

Violations of this Code, Company policies, or applicable law may result in disciplinary action, up to and including termination of employment or engagement. The Company will seek to apply this Code consistently and fairly, and will not tolerate retaliation against any person who raises a concern or participates in an investigation in good faith.

## 5.0 STANDARDS OF CONDUCT

### *5.1 Respect in the Workplace and Operating with Integrity.*

The Company does not tolerate harassment, threats, intimidation, or violence of any kind and prohibits any form of discrimination and conduct based on grounds protected by applicable laws in all jurisdictions. We also expect every Team Member to conduct themselves at all times with integrity, honesty, and respect towards our customers, their fellow Team Members, and their supervisors.

It is the Company's policy to hire, promote, and retain the best qualified individuals for its employment opportunities. The Company's policies are intended to provide equal employment opportunity for all employees and job applicants without regard to an employee's or applicant's race, color, religion or religious creed, sex, gender, sexual orientation, age, mental disability, physical disability, medical condition, ancestry, national origin, marital status, citizenship status, protected veteran status, military or veteran status, gender identification, gender expression, genetic information, familial status, or any other basis prohibited by applicable law.

### *5.2. Conflicts of Interest and Corporate Opportunities.*

Team Members must use good judgment to avoid situations in which their personal interests conflict, or appear to conflict, with the Company's interests. A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interests of the Company.

Examples of actual or potential conflicts of interest include a Team Member or immediate family member of a Team Member:

- Receiving improper personal benefits as a result of their position with the Company;
- Using the Company's property for personal benefit;
- Engaging in activities that interfere with your loyalty to the Company or your ability to perform Company duties or responsibilities effectively;
- Working simultaneously (whether as an employee or consultant) for a competitor, customer, or supplier;
- Creating or operating a business that competes with the Company;
- Having a financial interest in a customer, supplier, or competitor which is significant enough to cause divided loyalty with the Company or the appearance of divided loyalty;
- Acquiring an interest in property in which you have a reason to know the Company has, or might have, a legitimate interest;
- Receiving a loan or a guarantee of a loan from a customer, supplier, or competitor (other than a loan from a financial institution made in the ordinary course of business and on an arms' length basis);
- Divulging or using Company confidential information for your own personal or business purposes;
- Receiving gifts, payments, special favors or other consideration from customers, suppliers, or competitors (or their immediate family members) except in accordance with Section 5.3; or

- Making gifts or payments, or providing special favors, to customers, suppliers, or competitors (or their immediate family members), except in accordance with Section 5.3;
- Receiving the right to buy stock in other companies or receiving cash or other payments in return for promoting the services of an advisor, such as an investment banker, to the Company.

Team Members also are prohibited from (1) taking opportunities that are discovered through the use of corporate property, information, or position for themselves without the consent of the Chief Legal Officer, and (2) from using corporate property, information, or position for improper personal gain or the gain of others. In addition, Team Members may not compete with the Company either directly or indirectly, and owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Exceptions must be approved by authorized members of the Legal Department or, in the case of directors or executive officers, by the Audit Committee of the Board of Directors.

*5.3* *Gift, Travel and Entertainment*.

Business courtesies must be reasonable, lawful, infrequent, and never intended to improperly influence a business decision.

**(a) Gifts.** Gifts may be offered, given, provided or accepted by a Team Member, or a family member, if they:

- Are not a cash gift or equivalent (i.e., gift cards);
- Are not solicited;
- Do not exceed $500 of fair market value in any 12-month period to or from any one current or potential customer, vendor or service provider;
- Are not tied to action or inaction on the part of the recipient or cannot otherwise be construed as a bribe, kickback or payoff;
- Are customary and would not cause embarrassment to the Team Member or the Company if publicly disclosed;
- Do not violate any laws or regulations; and
- Are approved by the appropriate supervisor.

If a gift is received in excess of $500, then the gift must be reported in writing to the Chief Legal Officer. Exceptions to the $500 limit per 12-month period may be permitted with written approval. Such exceptions will be considered on a case-by-case basis.

**(b) Meals and Entertainment.** Providing and accepting meals and entertainment must meet the following criteria:

- Are not solicited;
- Are not tied to action or inaction on the part of the recipient or cannot otherwise be construed as a bribe, kickback or payoff;
- Are customary and would not cause embarrassment to the Team Member or the Company if publicly disclosed; and

- Do not violate any laws or regulations.

Team Members may attend business lunches, dinners and similar outings (sporting events, golf outings, theater, shows, etc.), if those outings conform to the meals and entertainment criteria listed above. Vendor sponsored trips require greater scrutiny and must be approved by the Chief Legal Officer.

(c) **Use of Company Funds.** Company funds can be used only for legitimate business travel purposes. Always follow Company travel policies regarding the use of corporate credit cards, preferred travel vendors, necessary management approvals, receipts, expense reports, and other travel-related matters. Gifts, entertainment and travel-related expenses must be promptly and accurately reported.

Always be honest and accurate when submitting expense claims for reimbursement, and never use Company funds for personal travel, gifts, entertainment or to supplement your income.

*5.4 Safeguarding Company Assets.*

Company property, systems, records and confidential information must be used and safeguarded appropriately.

**(a) Use of Company Property.** The Company provides Team Members with the use of facilities, furniture, supplies, equipment, information and technology that may be used only for their intended business purposes. Incidental and limited personal use of Company-provided devices is permitted, provided such use is lawful and ethical and does not interfere with business activities. Team Members should always use and maintain Company assets carefully and protect them from theft, loss, damage, waste and abuse. Misuse, theft, carelessness and waste have a direct impact on the Company's profitability and reputation. Team Members must abide by Company policies regarding company information and assets, including applicable Remote Work and Acceptable Use Policies and the Company's policies relating to the use of artificial intelligence technology.

**(b) Attorney-Client Privilege.** To encourage candor and openness in seeking and providing legal advice, the law recognizes attorney-client privilege which shields some communications between Team Members and the Company's attorneys from disclosure in connection with litigation. To maintain this privilege, communications to and from Company attorneys (internal and external) for the purposes of seeking or giving legal advice must not be disclosed outside of the Company, unless authorized by the Legal Department.

**(c) Audits.** Audits of corporate activities are periodically performed by Company internal and external auditors and attorneys or government officials. Our policy is to cooperate fully with any appropriate investigation while at the same time protecting the legal rights of the Company and of our Team Members. If you or someone who reports to you is contacted by a government investigator requesting an interview, seeking information or access to our files, or telling you that the Company or a Team Member of the Company is under investigation, you should immediately contact the Legal Department.

If you are involved in an audit or investigation:

1) Do not intentionally falsify or destroy any documents within Company possession or control if you expect those documents to be requested by the government or a court, even if applicable record retention policies would otherwise permit destruction.

2) Always respond honestly and candidly. Never attempt to convince any other Team Member or other persons to provide misleading or untrue information to auditors or investigators.

3) If you receive a grand jury subpoena or subpoena to testify in a legal proceeding concerning Company records, submit the documents to Legal before any other action is taken. If you receive a subpoena directing the Company to produce documents in a proceeding in which the Company is not named as a defendant, contact the Legal Department.

4) If an investigator or lawyer for the government contacts you outside of the workplace, you are strongly encouraged to contact the Legal Department before responding. If you decide to speak with a government investigator, you should be entirely truthful.

**(d) Law Enforcement.** When a law enforcement officer requests information related to a customer, store transaction, video footage, team member or any other Company records, we are committed to fully cooperating with legitimate investigations while protecting the legal rights of the Company, our customers and our Team Members. Team Members must not provide information, documentation, system access, or video directly to law enforcement. All requests must be handled through the established law enforcement request processes and routed to the appropriate contacts for review, authorization and response, subject to Section 4.2.

**(e) Physical Security.** We protect our stores, facilities, physical assets, and Team Members by following all established security policies, procedures, and controls. This includes properly securing Company property and valuable equipment, utilizing alarm systems as required, safeguarding access through badge and key control protocols, and promptly reporting security concerns. We are also responsible for protecting ourselves and others by using appropriate security equipment and following approved safety and security processes designed to prevent incidents, reduce risk, and maintain a safe and secure environment.

**(f) Protecting Information Technology Resources.** We can keep our information technology resources safe from viruses, malicious software programs, and intrusion attempts by following all information security policies and procedures including:

- Use caution when opening or accessing any unknown email messages or attachments;

- Do not install unauthorized software, applications, hardware or storage devices on your Company-issued computer or other device; and
- Do not access the Company's network via unauthorized applications or devices.

Each Team Member is responsible for all activity performed with their assigned user ID and should always create a strong password in accordance with our policies related to acceptable use and password management.

Each Team Member must immediately report to the Legal Department any loss or inadvertent disclosure of personal information pertaining to employees, customers, business partners, and others. Failure to do so exposes the Company to significant legal and reputational consequences.

*5.5* *<u>Accurate Business and Financial Records</u>.*

Team Members must ensure that the Company's business and financial records are accurate and complete. Records and documents we create and maintain are important Company assets that help us satisfy legal and regulatory obligations and reflect on the Company's credibility and reputation. Never make false or misleading entries in any Company accounts, financial documents, business reports, or other documents, and do not omit information if doing so could be misleading.

Team Members are required to follow applicable record retention policies and schedules to properly retain our business records.

At times, active or threatened litigation may require Team Members to retain records in accordance with applicable litigation hold notices and policies. All records must be retained during the life of the litigation hold and cannot be disposed of until the hold is released by the Legal Department.

Team Members must:

- Restrict access to authorized persons and those who have the "need to know";
- Be careful when discussing confidential Company information where others might overhear;
- Never post confidential information on social networking sites;
- Never leave printed material containing confidential information in public places;
- Never share any confidential information on any unauthorized system or tool that utilizes artificial intelligence; and
- Dispose of printed records in the secure shred bins that are provided at each location when documents are no longer needed, subject to applicable record retention policies, schedules, and instructions from the Legal Department.

If you are unsure if a document is a business record, retain and secure it as if it is a business record, and ask your supervisor or the Legal Department for guidance.

*5.6* *<u>Fair Dealing</u>.*

The Company engages in fair business practices, which means that we conduct business lawfully and ethically at all times when dealing with customers, suppliers, competitors and each other. We are honest and fair in our marketing practices and when discussing the quality, features and availability of our products and services.

Stealing confidential or proprietary information, or possessing trade secrets that were obtained without consent, is prohibited. No Team Member should take advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

We are committed to competing fairly by complying with all applicable laws. Violations of these ethical and fair practices could lead to civil and criminal liability for the Company and the Team Members involved.

Certain competition and unfair activities are prohibited including:

- Illegal forms of monopolistic practices;
- Price fixing;
- Bid rigging;
- Stealing proprietary information;
- Possessing another company's trade secrets without its consent;
- Illegal forms of market and customer allocation; and
- Illegal boycotts.

*5.7* *Human Rights*.

The Company believes in upholding fundamental human rights and operates in compliance with human rights laws. We do not use or condone the use of forced labor or human trafficking.

*5.8* *Anti-Bribery and Anti-Corruption*.

The Company does not tolerate bribery or corruption, irrespective of where we are located or where we do business. Regardless of local practices or competitive intensity, Team Members must avoid even the appearance of bribery or corruption when dealing with any vendors, customers, or public officials. Team Members must never offer, give or authorize a payment or anything of value to influence a business decision. Under certain circumstances, even a charitable contribution could be considered a bribe. Team Members are prohibited from giving and receiving inappropriate gifts, bribes or facilitation payments.

Depending on the facts and circumstances, U.S. federal and/or state criminal law may prohibit making payments to public officials that appear to be "bribes" or inappropriate "gratuities." Bribery means giving, offering or promising anything of value to a public official with the intent to inappropriately influence the official to do, or not to do, an official act. Gratuity payments can include "thank you" payments after an official has already taken an action. Many state laws prohibit the same or similar conduct.

Anti-bribery laws prohibit U.S. companies and their officers, directors, employees, or agents from corruptly offering, paying, promising or authorizing a payment of anything of value to foreign government officials for inappropriately influencing the officials' actions.

## 6.0 CONFIDENTIAL INFORMATION & PUBLIC COMMUNICATIONS

### *6.1 Confidential Information.*

Team Members must protect confidential and proprietary information, including data about our Company, our Team Members, our customers and the companies with which we do business.

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers if disclosed. Team Members should maintain the confidentiality of information that has been entrusted to them by the Company or the Company's customers, except when disclosure of that information is authorized by the Company or legally required. We must respect and protect this information against loss, theft or other misuse while following all applicable laws, regulations and standards.

The Company expects that each Team Member will preserve confidential and proprietary information even after their employment or relationship with the Company ends.

Team Members may never provide confidential information to anyone outside the Company, including the media, unless authorized to do so. In some cases, a signed confidentiality agreement approved by the Legal Department may be necessary. Only designated Company spokespersons may communicate to the media.

In addition, confidential business matters should not be discussed with family or friends or in public places.

Public or press inquiries should be directed to the Corporate Affairs Department. Inquiries from investors should be directed to the Investor Relations Department.

Team Members should not attempt to gain access to any computer systems or information for which access has not been authorized.

### *6.2 Insider Trading Prohibited.*

U.S. federal securities laws prohibit Team Members from buying, selling, or in any way transacting in Company securities while aware of "material nonpublic information" ("**MNPI**") about the Company, its customers, suppliers or business partners, or other third parties, that the Team Member has learned of in the course of their job. This prohibition applies to all transactions in the securities of the Company, and includes purchases, sales, gifts, donations, and any changes to investment allocations involving Company securities (including through a 401(k) or similar plan).

Team Members are also prohibited from transacting in securities of other companies that have an economic link or market connection to the Company while aware of MNPI obtained through the Company. These restrictions apply to you as a Team Member, your family members, anyone else living in your household, and any entities over whose transactions in securities you have influence or control.

Information is considered MNPI when it has not been widely disseminated to the public and is information that investors likely would consider important in deciding about whether to buy, sell or hold a particular security, such as its common stock. Examples may include:

- Earnings forecasts or projections;
- Business plans and strategies;
- Potential mergers, acquisitions or sales transactions;
- Changes in the Company's senior officers
- Sales information, research, or new product development or service offering;
- Impending or actual litigation;
- Changes in the amount of the Company's dividend;
- Gaining or losing a major new retail partner; and
- Stock repurchases or debt offerings.

You must not disclose MNPI to any person ("**tipping**"), including family or friends, unless authorized for a legitimate business purpose and in accordance with Company policies and applicable law. You may be held liable for trades made by anyone to whom you provide MNPI.

Remember, even if you leave the Company, these policies still apply to you. If you think material nonpublic information is being used improperly or in violation of our policy or the law, report it to the Company's Ethics Hotline or to the Corporate Governance or Legal Departments. For more information, Team Members may reference the Company's Insider Trading Policy.

### *6.3 Public Company Disclosures.*

The Company is committed to making public disclosures that are full, fair, accurate, timely, and understandable, including in reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and in other public communications made by the Company.

Team Members who are involved in the preparation, review, or approval of information for public disclosures, including financial reporting, earnings materials, investor presentations, and other public statements, must exercise appropriate care to ensure that such information is accurate, complete, and not misleading.

Only authorized spokespersons may make statements on behalf of the Company to the media, investors, securities analysts, or other members of the public.

Team Members must comply with the Company's Disclosure Policy and promptly raise any concerns regarding the accuracy or completeness of public disclosures to the Corporate Governance, Legal, Finance, or Investor Relations Department, or other appropriate personnel.

### *6.4 Social Media.*

Social media websites and applications are useful marketing tools and can help drive our business. While the use of social media may provide Team Members a positive forum for information sharing, networking and social interaction, its use can also blur the lines between Team Members' professional and personal lives. We do not intend to restrict the flow of useful and appropriate information, but instead wish to minimize the risk to our Company and Team Members.

Team Members participating in social media as part of their job responsibilities must follow the policies and procedures prescribed for Company-owned social media networks. This also applies to the use of social media when away from work, including when using a personal computer or device, if the individual's employment affiliation is identified, known or presumed.

No Team Member is authorized to communicate using social media on the Company's behalf without prior approval by the Company. Team Members may not develop and post a social network page or site that appears to represent the Company, or any affiliate, without prior approval and involvement of the Company.

Social media rules to follow:

- Always be honest and respectful of others;
- Always use good judgment;
- Always protect personal information and don't disclose anything that could violate Team Member or customer privacy;
- Always protect confidential information and don't disclose anything that could harm business interests; and
- Always comply with Company policies, laws, and regulations that protect people, privacy, copyrights and confidentiality.

If you learn that someone posted a hostile, angry or accusatory comment online about the Company or a Team Member, you should not engage in the conversation, and report the information to the Corporate Affairs or Customer Relations Departments, or the Company's Ethics Hotline, or as otherwise directed by applicable Company procedures.

Nothing in this Section is intended to restrict, coerce, or interfere with any Team Member's rights under applicable law, including the right to engage in protected activity.

### *6.5 Business with the Government.*

Doing business with the government, whether federal, state or local, on either a direct or subcontractor basis, imposes special obligations on the Company. All government business proposals must be reviewed by and receive approval from the Chief Legal Officer before being accepted.

### *6.6 Personal Political Participation.*

The Company encourages Team Members to participate in the political process, but personal participation, including campaign contributions or support, is completely voluntary. There must also be a distinction between the political activities of Team Members and those by the Company itself. Subject to applicable law, the following conditions apply to Team Members' personal participation in the political process:

- Contributions by a Team Member to political campaigns must not be made with, or reimbursed by, Company funds in the absence of approval by the Chief Executive Officer, President, or Chief Legal Officer;
- Individual political activity must be done on a Team Member's own time with their own resources unless approved by the Chief Executive Officer, President, or Chief Legal Officer;
- Company time, offices, computers and other resources may not be used to support political campaigns unless approved by the Chief Executive Officer, President, or Chief Legal Officer;
- When you engage in individual political activity, do not engage in any way that could give the impression that you are representing or acting on behalf of the Company;
- Political participation, campaign contributions and similar support may only be undertaken on the Company's behalf by the Chief Executive Officer, President, Chief Legal Officer, or their designees; and
- If you wish to run for a political office, you must obtain permission from the Chief Legal Officer prior to running to avoid a potential conflict of interest, interference with job responsibilities, or implication that you are acting on behalf of the Company, in each case subject to applicable law.

Nothing in this section is intended to restrict any Team Member's rights under applicable law, including lawful off-duty political activity, voting, campaign contributions, or other protected civic or political participation.

### 6.7 *Company Political Participation*.

Lobbying is a normal, acceptable and useful part of the legislative process, provided it is conducted in compliance with all applicable legal requirements. It is the Company's policy to strictly comply with all lobbying laws and regulations. Team Members are required to consult with the Chief Legal Officer before engaging in lobbying activities or retaining a third party to do so.

## 7.0 ACCOUNTABILITY AND WAIVERS

### *7.1 Accountability*.

Any violation of applicable law or failure to comply with the Code may result in disciplinary action up to and including termination. In addition to imposing its own discipline, the Company may also bring suspected violations of law to the attention of appropriate law enforcement personnel.

### *7.2 Waivers*.

The Company will waive application of the Code only where circumstances warrant and only when consistent with the best interests of the Company and its shareholders. Waivers for employees, contractors or agents may be approved only by the Chief Legal Officer, or their authorized designee, to the extent permitted by Company policy. Any waiver of this Code for a director, board observer, or executive officer must be approved by the Board of Directors or an authorized committee of the Board. Any such waiver will be disclosed promptly in accordance with applicable Nasdaq listing standards, SEC rules, and other applicable legal requirements.

## 8.0 ADDITIONAL POLICIES

The Company may enact additional policies to further the Code, including, without limitation, policies that relate to conflicts of interest, gifts and entertainment, internal investigations, and human resources. Consistent with Section 3.0 of the Code, you are expected to comply with this Code and all applicable Company policies. If you have any questions about your obligations as a Team Member or the Company's expectations, please reach out to the Human Resources or Legal Department.