PAGAYA

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

PAGAYA TECHNOLOGIES LTD.

November 2026

The board of directors (the "**Board**") of Pagaya Technologies Ltd. (the "**Company**") has constituted and established a nominating and corporate governance committee (the "**Committee**") with the authority, responsibility and duties as described in this Charter of the Committee (this "**Charter**").

I. PURPOSE OF THE COMMITTEE

The purpose of the Committee is to: (i) identify and to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; (ii) advise the Board with respect to the Board's composition, procedures and committees; (iii) develop and recommend to the Board a set of corporate governance principles applicable to the Company; (iv) oversee the evaluation of the Board; and (v) perform such further functions as may be consistent with this Charter or as required under the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder, as amended (collectively, the "**Companies Law**"), the rules of The Nasdaq Stock Market ("**Nasdaq**") or as assigned by applicable law or the Board.

The purpose, responsibilities and other provisions specified in this Charter are meant to serve as guidelines, and the Committee is delegated the authority to adopt such additional procedures and standards as it deems necessary or advisable to fulfill its responsibilities. Unless otherwise prescribed in this Charter, the rules and procedures applicable to the operation of the Board shall apply to the operation of the Committee, as applicable.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of two or more independent directors, as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the Companies Law, to the extent applicable, Nasdaq and any additional requirements that the Board deems appropriate. Any vacancy on the Committee shall be filled by a majority vote of the

Board. No member of the Committee shall be removed except by a majority vote of the Board.

The chairperson of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a chairperson, the members of the Committee, by a majority vote, may designate a chairperson.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities, but no less than twice annually. The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. Committee actions may be taken by unanimous written consent in lieu of a meeting.

The Committee shall maintain minutes of its meetings and records relating to those meetings and shall report regularly to the Board on its activities, as appropriate.

IV. COMMITTEE'S DUTIES AND RESPONSIBILITIES

A. Board Candidates and Nominees

The Committee shall have the following duties and responsibilities with respect to Board candidates and nominees:

(a) Assist in identifying, recruiting and, if appropriate, interviewing candidates to fill positions on the Board, including persons suggested by shareholders or others.

(b) Review the background and qualifications of individuals being considered as director candidates and periodically review and recommend for approval by the Board criteria for membership on the Board and the skills and characteristics required of Board members. Among the qualifications considered in the selection of candidates, the Committee shall look at the attributes and criteria of candidates described in the Company's Corporate Governance Guidelines.

(c) Recommend to the Board the director nominees for election by the shareholders or appointment by the Board, as the case may be, pursuant to the Company's Articles of Association (as may be amended from time to time), which recommendations shall be consistent with the criteria for selecting directors established by the Board from time to time.

(d) Review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated.

B. Board Composition and Procedures

The Committee shall have the following duties and responsibilities with respect to the composition and procedures of the Board as a whole:

(a) Review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken so that the Board (i) reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and (ii) has at least a majority of independent directors.

(b) Review periodically the size of the Board and recommend to the Board any appropriate changes.

(c) Make recommendations on the frequency and structure of Board meetings.

(d) Make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted.

C. Board Committees

The Committee shall have the following duties and responsibilities with respect to the committee structure of the Board:

(a) Make recommendations to the Board regarding the size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Committee, and recommend individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) Monitor the functioning of the committees of the Board and make recommendations for any changes, including the creation and elimination of committees.

(c) Review annually committee assignments and any policy with respect to the rotation of committee memberships and/or chairpersonships, and report any recommendations to the Board.

(d) Recommend that the Board establish such special committees as may be desirable or necessary from time to time in order to address ethical, legal or other matters that may arise. The Committee's power to make such a recommendation under

this Charter shall be without prejudice to the right of any other committee of the Board, or any individual director, to make such a recommendation at any time.

D. Corporate Governance

The Committee shall have the following duties and responsibilities with respect to corporate governance:

(a) Develop and review periodically, and at least annually, the corporate governance guidelines adopted by the Board, and recommend any desirable changes to the Board.

(b) Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

(c) Oversee the evaluation of the Board as a whole and evaluate and report to the Board on the performance and effectiveness of the Board and each of its committees; and establish procedures to allow the Committee to exercise this oversight function.

E. Succession Planning

The Committee is responsible for reviewing succession plans for the Chief Executive Officer ("**CEO**") and certain other senior management positions. To assist the Committee, the CEO shall periodically provide the Committee with an assessment of persons considered potential successors to the CEO and other senior management positions.

F. Corporate Responsibility

The Committee shall generally oversee the Company's corporate responsibility initiatives and conduct a periodic review of matters related to environmental, social and governance ("ESG") matters, including overall ESG strategy, stakeholder engagement and reporting, and sustainability initiatives.

V. SUBCOMMITTEES; DELEGATION OF AUTHORITY

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided*, *however*, that no subcommittee shall consist of fewer than two members; and *provided further* that any subcommittee shall regularly report to the Committee and 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. Actions taken by any subcommittee shall be presented to the full Committee at the next Committee meeting.

VI. EVALUATION OF THE COMMITTEE

The Committee shall, no less frequently than annually, evaluate its own performance. The Committee shall also evaluate, no less frequently than annually, the adequacy of this Charter, and shall recommend any proposed changes to the Board for approval.

VII. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company. The Committee may incur any additional expenses it deems necessary or appropriate in the performance of its duties, unless prohibited by applicable law.

* * *