PAGAYA

CHARTER OF THE AUDIT AND FINANCE COMMITTEE

PAGAYA TECHNOLOGIES LTD.

November 2026

The board of directors (the "**Board**") of Pagaya Technologies Ltd. (the "**Company**") has constituted and established an Audit and Finance 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 oversee the external and internal audit function of the Company (the Committee's "audit" function), as well as review the Company's financial performance, including budgets, balance sheet, guidance, and key performance indicators (the Committee's "finance" oversight function). With regard to its audit function, the Committee shall:

(a) oversee the accounting and financial reporting processes of the Company and its subsidiaries and the audits of the financial statements of the Company and to perform such further functions as may be consistent with this Charter or assigned by applicable law or by the Board;

(b) assist the Board in its oversight of:

1) the integrity of the Company's financial statements and other published financial information;

2) the Company's compliance with applicable financial and accounting related standards, rules and regulations;

3) the selection, retention and termination, subject to shareholder approval or ratification, of the Company's independent auditor, the pre-approval of all audit, audit-related and all permitted non-audit services, if any, by the Company's independent auditor, and the compensation therefor; and

4) the Company's internal control over financial reporting;

(c) determine whether there are delinquencies in the business management practices of the Company, including in consultation with the Company's internal auditor or independent auditor, as applicable, and make recommendations to the Board to improve such practices;

(d) make appropriate determinations as to the approval of certain engagements or transactions, to the extent required under the Israeli Companies Law, 5759-1999 and the regulations promulgated thereunder, as amended (collectively, the "**Companies Law**");

(e) provide the Board with the results of its monitoring and recommendations derived from the foregoing; and

(f) monitor and oversee compliance by the Company with applicable legal and regulatory requirements, including any other duties of the Committee as may be consistent with this Charter or as required under the Companies Law, the applicable rules and regulations of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), 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.

The independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report for inclusion in the Company's annual report on Form 10-K is referred to herein as the "**Independent Auditor**." The internal auditor appointed in accordance with the Companies Law is referred to herein as the "**Internal Auditor**."

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three 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, Exchange Act Rule 10A-3, 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. Each member of the Committee must be able to

read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. In addition, at least one member of the Committee shall be designated by the Board to be financially sophisticated under the Nasdaq listing standards and an "audit committee financial expert," as defined by the applicable Securities and Exchange Commission ("**SEC**") rules and regulations.

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 frequently than once every fiscal quarter. The Committee, in its discretion and subject to applicable law, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information, as it deems appropriate in order to carry out its responsibilities. The Committee shall meet separately on a periodic basis with (i) management, (ii) the Internal Auditor, and (iii) the Independent Auditor, in each case to discuss any matters that the Committee or any of the above persons or firms believe warrant Committee attention.

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.

The Internal Auditor shall be provided with notices of all meetings of the Committee, and the Independent Auditor shall be provided with notice of meetings in which a matter related to the audit of the financial statements or a discussion of the interim financial results of the Company is to be discussed, and shall be entitled to attend such meetings, subject to a determination by the Committee to exclude the Independent Auditor from all or any part of the meeting to the extent permitted under applicable law. The Internal Auditor may request that the Committee's chairperson call a meeting in order to discuss a matter detailed in his or her request for a meeting, and

the chairperson shall call the meeting within a reasonable time, if the chairperson deems fit, at his or her discretion.

IV. THE COMMITTEE'S DUTIES AND RESPONSIBILITIES

The following duties and responsibilities are within the authority of the Committee, and the Committee shall perform such duties consistent with and subject to the Companies Law, applicable law and rules and regulations promulgated by the SEC, Nasdaq, or any other applicable regulatory authority:

A. Selection, Evaluation and Oversight of the Independent Auditors

The Committee shall have the following duties and responsibilities with respect to the engagement of independent registered public accounting firms:

(a) Be directly responsible for the appointment, compensation, retention and oversight of the work of any 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, and each such registered public accounting firm must report directly to the
Committee;

(b) Review and, in its sole discretion, approve in advance the Independent Auditor's annual engagement letter, including the proposed fees contained therein, as well as all audit and permitted non-audit engagements and relationships between the Company and the Independent Auditor (which approval should be made after receiving input from the Company's management, if desired). Approval of audit and permitted non-audit services will be made by the Committee or as otherwise provided for in a pre-approval policy approved by the Committee;

(c) Review the performance of the Independent Auditor, including the lead partner of the Independent Auditor, and, in its sole discretion (subject, if applicable, to shareholder approval), make decisions regarding the replacement or termination of the Independent Auditor when circumstances warrant;

(d) Monitor the Independent Auditor's compliance with the audit partner rotation requirements contained in applicable SEC rules;

(e) Evaluate the Independent Auditor's independence by, among other things,

(i) obtaining and reviewing from the Independent Auditor all written statements and communications relating to relationships between the Independent Auditor and the Company required by applicable

auditing standards of the Public Company Accounting Oversight Board and SEC rules;

(ii) engaging in a dialogue with the Independent Auditor with respect to any disclosed relationships or services that may impact its objectivity and independence; and

(iii) taking, or recommending that the Board take, appropriate actions to oversee the independence of the Independent Auditor.

B. Oversight of Annual Audit and Interim Reviews

The Committee shall have the following duties and responsibilities with respect to the Company's annual audit and interim reviews:

(a) Review and discuss with the Independent Auditor its annual audit plan, including the timing and scope of audit activities, and monitor such plan's progress and results during the year;

(b) Review with management and the Independent Auditor the following:

(i) all critical accounting policies and practices to be used;

(ii) any critical audit matters arising from the current period audit;

(iii) all alternative treatments of financial information that the Independent Auditor has discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditor;

(iv) all other material written communications between the Independent Auditor and management, such as any management letter and any schedule of unadjusted differences; and

(v) any material financial arrangements of the Company which do not appear on the financial statements of the Company.

(c) Resolve all disagreements between the Independent Auditor and management regarding financial reporting.

C. Oversight of the Financial Reporting, Including the Company's Processes and Internal Controls

The Committee shall be responsible for the review of the Company's financial performance, including budgets, forecasts, liquidity, and key performance indicators. In addition, with respect to the Company's financial reporting process and internal controls, the Committee shall have the following duties and responsibilities:

(a) Review and discuss with the Independent Auditor and management their periodic reviews of the adequacy and effectiveness of the Company's accounting and financial reporting processes, systems of internal control (including any significant deficiencies and material weaknesses identified in their design or operation), disclosure controls and procedures, and management's reports thereon;

(b) Review periodically with the Chief Executive Officer, the Chief Financial Officer, the Independent Auditor and the Internal Auditor, any fraud, whether or not material, which involves management or other employees who have a significant role in the Company's internal control over financial reporting;

(c) Oversee the activities of the internal audit function, including its responsibilities, budget, compensation and staffing, and review with management the progress and results of all internal audit projects. The Committee also shall review any significant reports prepared by the Internal Auditor and management's response;

(d) Review with management the Company's administrative, operational and accounting internal controls, including any material changes in accounting principles or practices used in preparing the financial statements, special audit steps adopted in light of the discovery of material control deficiencies, and any correspondence with regulators or government agencies regarding the Company's financial statements or accounting policies;

(e) Review and discuss with management and the Independent Auditor (i) the results of the year-end audit, (ii) interim and annual financial statements of the Company, including the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and any major issues related thereto, (iii) any comments or recommendations of the Independent Auditor, and based on such review and discussions and on such other considerations as it determines appropriate, recommend to the Board whether the Company's financial statements should be included in interim reports on Form 10-Q and the annual report on Form 10-K; and

(f) Review the information to be included in the Company's earnings releases (especially the use of "pro forma" or "adjusted" information not prepared in compliance with generally accepted accounting principles), as well as financial information and earnings guidance provided by the Company to analysts and rating agencies, which review may be done generally (e.g., discussion of the types of information to be disclosed and type of presentations to be made), and the Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.

D. Oversight of the Internal Auditor

The Committee shall have the following duties and responsibilities with respect to the Internal Auditor:

(a) Recommend to the Board the retention and termination of the Internal Auditor, and determine the Internal Auditor's fees and other terms of engagement, in accordance with the Companies Law.

(b) Review and approve the annual or periodic work plan proposed by the Internal Auditor (discussing, among other things whether the Internal Auditor has sufficient resources and tools to fulfill his or her responsibilities, taking into consideration the Company's special needs and size).

(c) Review the scope and performance of the Internal Auditor's plan, including the results of any internal audits, any reports to management and management's responses to such reports.

E. Miscellaneous

The Committee shall have the following additional duties and responsibilities:

(a) Oversee the policies and procedures in the Company's Related Party Transactions Policy and review proposed transactions requiring approval or ratification in accordance with such policy; review and consider the approval of related party transactions and transactions involving an Office Holder (as defined in the Companies Law) of the Company that may present a conflict of interest between the duties of such Office Holder to the Company and his or her personal interests, in each case in accordance with Nasdaq rules, the Companies Law or as referred by the Board (except for related party transactions that are subject to review by the Company's Compensation Committee under applicable law). In carrying out such role, the Committee shall apply the criteria provided by applicable law to determine if certain transactions and actions should be classified as extraordinary transactions and material

actions or as transactions that are not insignificant, in which case the Committee shall review and consider approval of such transactions or actions in accordance with the Companies Law (including considering whether a competitive bidding process or other procedures are required with respect to such transactions or actions);

(b) Review the Company's program to monitor compliance with the Company's Code of Conduct and Ethics (the "***Code of Conduct***"), and meet periodically with the Company's Chief Executive Officer and Chief Compliance Officer to discuss compliance with the Code of Conduct;

(c) Meet periodically with the General Counsel, Chief Compliance Officer and outside counsel when appropriate, to review legal and regulatory matters, including (i) litigation or other legal or regulatory matters that may have a material impact on the financial statements of the Company, (ii) significant findings of any examination by regulatory authorities or agencies, in the areas of securities, accounting or tax and (iii) any matters involving potential or ongoing material violations of law or breaches of fiduciary duty by the Company or any of its directors, officers, employees or agents or breaches of fiduciary duty to the Company;

(d) Provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of:

(i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;

(ii) compensation to any advisers employed by the Committee; and

(iii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties;

(e) Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, or regarding suspected business irregularities and legal compliance issues, and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(f) Report regularly to the Board on its activities, as appropriate. In connection therewith, the Committee should review with the Board any issues that arise with respect to the quality or integrity of the Company's financial statements and compliance with legal or regulatory requirements, the Independent Auditor's performance and independence, or the performance of the internal audit function; and

(g) Perform such additional activities, and consider such other matters, within the scope of its responsibilities, as specified by the Companies Law, or as the Committee or the Board deems necessary or appropriate.

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.

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 may incur any additional expenses it deems necessary or appropriate in the performance of its duties, unless prohibited by applicable law.

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