



**PAGAYA TECHNOLOGIES LTD.**

**WHISTLEBLOWER POLICY**

**November 2023**

---

**PURPOSE**

The following procedures have been adopted by Pagaya Technologies Ltd. (the “**Company**”) to govern the receipt, retention and treatment of complaints about potential illegal or unethical conduct (“**Complaints**”), including “**Accounting Complaints**” regarding accounting, internal accounting controls, auditing matters or questionable financial practices, and “**Non-Accounting Complaints**,” including workplace safety, discrimination and other violations of the Company’s Code of Conduct (the “**Code**”). The following procedures have also been adopted to protect the confidential, anonymous reporting of Complaints by employees. Please also refer to the Code for information about how to submit complaints.

**POLICY**

It is the policy of the Company to treat Complaints seriously and expeditiously. Employees may submit Complaints directly to the officers designated in these procedures, or they may submit confidential and anonymous Complaints for review by the Company. Complaints include, without limitation, complaints about the following:

- fraud against investors, securities fraud, mail or wire fraud, bank fraud, or fraudulent statements to the U.S. Securities and Exchange Commission (the “**SEC**”) or members of the investing public;
- violations of applicable laws, regulations and rules, including applicable SEC rules and regulations related to accounting, internal accounting controls and auditing matters, and listing rules of Nasdaq or any other market on which the Company’s securities are traded;
- intentional error or fraud in the preparation, review or audit of any financial statement of the Company;
- the knowing preparation, modification, transmittal of, or reliance on, fake, fraudulent or false documents, transactions, or records of any kind by Company employees;
- intentional noncompliance with the Company’s internal accounting controls;
- violations of the Code or other Company policies, including the Company’s internal control over financial reporting and disclosure controls and procedures;

- gross negligence, reckless disregard or intentional misconduct in the supervision of Company employees committing any of the aforementioned conduct; and
- any other activity that may violate applicable laws or regulations or may be otherwise harmful to the Company.

If requested by the employee, the Company will protect the confidentiality and anonymity of the employee to the fullest extent possible, consistent with the need to conduct an adequate review. Vendors, customers, business partners and other parties external to the Company will also be given the opportunity to submit Complaints; however, the Company is not obligated to keep Complaints from non-employees confidential or to maintain the anonymity of non-employees.

Accounting Complaints will be reviewed under Audit Committee direction and oversight by the Chief Operating Officer and/or the office of the Chief Legal Officer / General Counsel, or such other persons as the Audit Committee determines to be appropriate. Non-Accounting Complaints will be reviewed under the direction of and oversight by the office of the Chief Legal Officer / General Counsel, the Chief Operating Officer, and/or the Chief People Officer, or such other persons as the Chief Legal Officer determines to be appropriate.

The Company prohibits any form of retaliatory action against anyone who raises a good faith concern or Complaint, or for participating in the investigation of any Complaint, and will abide by all applicable laws that prohibit retaliation against employees who lawfully submit Complaints under these procedures.

In the event that the Company contracts with a third party to handle complaints or any part of the complaint process, the third party will comply with these policies and procedures.

## **PROCEDURES**

### **A. Receipt of Complaints**

A Pagaya Employee may submit a Complaint by the methods specified in the Code, including through the Pagaya Whistleblower Hotline, by telephone or online on the Pagaya Hello portal, each of which is managed by an independent third-party service provider and allows employees to report a complaint anonymously. Reasonable efforts will be used to conduct the investigation that follows from a Complaint from an employee in a manner that protects the confidentiality and anonymity of the employee submitting the Complaint.

### **B. Treatment of Complaints**

Unless otherwise directed by the Audit Committee, a Non-Accounting Complaint made under these procedures shall be directed to and investigated by the office of the Chief Legal Officer / General Counsel, Chief Operating Officer, and/or the Chief People Officer, or such other persons as the Chief Legal Officer / General Counsel determines to be appropriate. Accounting Complaints shall be reviewed under Audit Committee direction and oversight by the Office of the Chief Legal Officer / General Counsel and/or the Chief Operating Officer, or such other persons as the Audit Committee determines to be appropriate.

The office of the Chief Legal Officer / General Counsel, the Chief Operating Officer, the Chief People Officer and/or the Audit Committee shall review each Non-Accounting Complaint or Accounting Complaint, respectively, and may investigate the Complaint directly or assign another employee, outside counsel, advisor, expert (including internal auditing staff) or third-party service provider (including the external auditor) to investigate, or assist in investigating, the Complaint. For example, certain Complaints, such as those relating to discrimination or harassment, will be directed to the Chief People Officer as appropriate. Any such investigation should involve the Company's Legal, People and/or Compliance Department. The office of the Chief Legal Officer / General Counsel may direct that any individual assigned to investigate a Complaint work at the direction of or in conjunction with the Chief Legal Officer / General Counsel or any other attorney in the course of the investigation.

Periodically, immediately upon completion of any material investigation, which includes investigations of alleged material violations involving officers or directors or other violations that the Legal and/or Compliance Department determine are particularly sensitive or have the potential to have a material impact on the Company or any of its employees, and whenever else requested by the Enterprise Risk Management Committee (the "ERMC"), the Legal and/or Compliance Department(s) shall submit a report to the ERMC (and any member of Company management that the ERMC directs to receive such report) that summarizes each suspected material violation reported to the Legal and/or Compliance Department within the last twelve months and shows specifically: (i) the complainant (unless anonymous (to the extent permitted by applicable law) in which case the report will so indicate); (ii) a description of the substance of the suspected violation; (iii) the status of the investigation; (iv) any conclusions reached by the investigator; and (v) findings and recommendations. For alleged material violations involving officers or directors or other violations that the Legal and/or Compliance Department determine are particularly sensitive or have the potential to have a material impact on the Company or any of its employees, the ERMC shall be promptly notified of such alleged violations.

Unless otherwise directed by the Chief Legal Officer / General Counsel, the Chief Operating Officer or the Audit Committee, as applicable, the person assigned to investigate will conduct an investigation of the Complaint and report his or her findings or recommendations to the Chief Legal Officer / General Counsel, Chief Operating Officer or the Audit Committee. If the investigator is in a position to recommend appropriate disciplinary or corrective action, the investigator also may recommend disciplinary or corrective action.

If determined to be necessary by the Chief Legal Officer / General Counsel, the Chief Operating Officer or the Audit Committee, as applicable, the Company shall provide for appropriate funding, as determined and approved by the Chief Legal Officer / General Counsel, the Chief Operating Officer or the Audit Committee, to obtain and pay for additional resources that may be necessary to conduct the investigation, including without limitation, retaining outside counsel and/or expert witnesses; provided that significant funding with respect to the investigation of any individual Complaint must be approved by the Audit Committee.

At least once per calendar quarter and when deemed appropriate by the Chief Legal Officer / General Counsel, the Chief Operating Officer, or the Chief People Officer shall submit to the Audit Committee, and to any other member of Company management designated

by the Audit Committee, a report summarizing any Accounting Complaints and any material Non-Accounting Complaints received within the last 12 months.

At any time with regard to any Complaint, the Chief Legal Officer / General Counsel or the Chief Operating Officer, after obtaining approval from the Audit Committee, may specify a different procedure for investigating and treating such a Complaint, such as when the Complaint concerns pending litigation.

**C. Access to Reports and Records and Disclosure of Investigation Results**

All reports and records associated with Complaints are considered confidential information and access will be restricted to members of the Audit Committee, the Company's Legal Department, the Chief Operating Officer, and any employees of the Company or outside counsel or other advisors involved in investigating a Complaint as contemplated by these procedures. Access to reports and records may be granted to other parties at the discretion of the Audit Committee.

Complaints and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at the time.

**D. Retention of Records**

All Complaints and documents relating to such Complaints made through the procedures outlined above shall be retained for at least five years from the date of the Complaint, after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information may not be destroyed and must be retained for the duration of that litigation, inquiry, or investigation and thereafter as necessary.