



Compensation Committee Charter

The Boards of Directors (the “Board”) of Pathward Financial, Inc., and its subsidiaries, including Pathward, N.A. (collectively the “Company”) have established this Charter to establish and direct activities of the Compensation Committee (the “Committee”), which shall be a committee of the Board. The Charter addresses the following: Authority and Purpose, Committee Membership, Appointments and Removal, Meetings and Rules of Order, Responsibilities, and Review Schedule.

1.0 Authority and Purpose

The purpose of the Committee is to review and approve the overall compensation and benefits philosophy, principles and practices of the Company, to discharge the Board’s responsibilities relating to compensation of the Company’s non-employee Directors and “Executive Officers” within the meaning of The Nasdaq Stock Market (“Nasdaq”) Listing Rule 5605(a)(1), which are those officers covered in Rule 16a-1(f) under the Securities Exchange of 1934, as amended (the “Exchange Act”), and to perform other duties, responsibilities and activities as may be set forth in this Charter or directed by the Board.

To assist with fulfilling its purpose, the Board authorizes the Committee to:

- Take any actions necessary to carry out provisions of this Charter or as are expressly delegated to the Committee by the Board from time to time;
- Retain, pay, oversee and terminate compensation consultants hired to assist in the evaluation of Executive Officer and non-employee Director compensation and approve the compensation consultants’ fees and other retention terms, as described further below;
- Delegate any of its responsibilities to a sub-committee(s) of its Members for the purpose of evaluating special or unique matters. To the extent permitted by applicable law, the Committee may also delegate to one or more Executive Officers the authority, within guidelines established by the Committee, consistent with the requirements of applicable law, to approve equity compensation awards under established equity compensation plans of the Company to employees other than those subject to Section 16 of the Exchange Act; and
- Have full access to any relevant record of the Company that it deems necessary to carry out its responsibilities. The Committee may request that any officer or other employee of the Company or



advisor to the Company meet with Members of the Committee or its advisors, as it deems necessary to carry out its responsibilities.

In addition, consistent with applicable law, regulations and the Company's benefit and incentive plans, the Committee may delegate certain of its authority to the Chief Executive Officer (the "CEO"), a designee, or other appropriate members of management, including matters relating to the compensation of, and benefits offered to, the Company's employees other than the Company's Executive Officers.

2.0 Committee Membership

The Committee shall consist of a minimum of two (2) Directors, and all Members must be independent Directors. Members of the Committee shall qualify as "independent" if they meet the independence or "non-employee Director" requirements of the Internal Revenue Service, Securities and Exchange Commission (the "SEC"), Nasdaq, the Exchange Act, and any other government or regulatory body exercising authority over the Company, as interpreted by the Board in its business judgment.

3.0 Appointments and Removal

The Board shall conduct and oversee the following:

- Elect Members of the Committee annually, or more frequently at its discretion;
- Elect a Chair of the Committee. The Chair shall preside at each meeting. In the event the Chair is not available, the other Committee Members in attendance may appoint a temporary chair for such meeting by vote of a majority of the full Committee. Such temporary chair shall hold office only during that meeting and, upon the entrance of the Chair to that meeting, his/her temporary office shall be terminated;
- Accept a Member's resignation or remove a Member. A Member may resign by delivering his or her written resignation to the Committee Chair or may be removed by majority vote of the Board by delivery to such Member of written notice of removal to take effect upon delivery thereof or a specified date. A resignation from the Board shall be deemed a resignation from the Committee; and
- Fill any vacancies on the Committee.



4.0 Meetings and Rules of Order

The Committee may determine the procedural rules for meetings and conducting its business consistent with the Company By-Laws. Further, the Committee shall act in accordance therewith, except as otherwise provided in this Charter or required by law. Adequate provisions shall be made for notice to Members of all meetings.

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| Meeting Frequency | The Committee shall meet as frequently as needed and not less than one (1) time per year. A meeting may be called by the Chair of the Committee, by majority of the Members, or at the request of the Chair of the Board. |
| Quorum | A majority vote of the Members present at a meeting, if a quorum is present, shall constitute an act of the Committee. A majority of Members present in person, or by means of conference telephone or communications equipment that allows all persons participating in the meeting to hear each other, shall constitute a quorum. |
| Action Without a Meeting | Any action required or permitted to be taken by the Committee at a meeting may be taken without a meeting if all Members consent thereto in writing, and the writing is filed with the Committee minutes. |
| Non-Member Attendance | The Chair of the Committee may invite to its meetings any Director, member(s) of Company management, and such other persons as it deems appropriate in order to carry out its responsibilities; <u>provided, however</u> , that the CEO may not be present during voting or deliberations on his or her compensation. Additionally, Directors who are not Members of the Committee may not vote on any matter coming before the Committee for a vote. The Lead Independent Director, when the Company has one, shall be invited and encouraged to attend all Committee meetings. |
| Minutes | The Committee shall maintain minutes of its meetings and report its actions and recommendations to the Board. |

5.0 Responsibilities

The Committee has responsibility for determining, or recommending to the Board for determination, the compensation of the Executive Officers as well as the Company's non-employee Directors. The Committee also has responsibility for general oversight of the employee benefit plans sponsored by the Company. In furtherance of its purpose, the Committee shall have the following responsibilities:



Executive Compensation

The Committee is responsible to:

- Periodically review and approve a statement of the Company's compensation philosophy, principles and practices;
- Review the Company's Executive Officer compensation programs, including the risks associated with such plans, in light of the overall compensation philosophy established by the Committee, and assess whether the overall design and performance of the Company's compensation policies and practices are consistent with the Company's safety and soundness;
- Annually review and approve the corporate goals and objectives relevant to the evaluation and compensation of the President and CEO, taking into consideration the Board's evaluation of the performance of the President and CEO;
- Based on the foregoing evaluation, in executive session, review and approve the compensation, which includes base salary, annual incentive opportunities, and long-term incentive opportunities of the Company's CEO;
- Annually review the compensation, which includes base salary, annual incentive opportunities, and long-term incentive opportunities of all other Executive Officers and, following discussions with the CEO and other such advisors as the Committee deems appropriate, approve the compensation of such Executive Officers;
- Review and approve any employment, severance, change-in-control or termination agreements to be made with any Executive Officer, as well as provisions to be included in any new or renegotiated employment, consulting or similar agreements permitting the Company or Pathward, N.A. to recover or "clawback" payments, compensation, or other benefits to any Executive Officer (1) who has been found or has admitted to knowingly participating in any illegal misconduct or (2) whose compensation would otherwise be subject to clawback under applicable law, government regulation, or stock exchange listing requirement, the Company's Dodd-Frank Clawback Policy or Detrimental Conduct Clawback Policy or any other policy adopted by the Company pursuant to any such law, government regulation or stock exchange listing requirement;



- Review and approve the compensation, which includes retainer fees and stock compensation, of the Board's non-employee Directors;
- Approve, as appropriate, any compensation policies and new incentive compensation plans, including equity-based plans, and as may be required, any amendments to existing plans relative to the Executive Officers;
- Act as the committee that administers the Company's stock incentive plans, including granting awards and taking such other actions as provided in the Pathward Financial, Inc. 2023 Omnibus Incentive Plan, as amended from time to time, or any successor plan;
- Annually review Director and Executive Officer progress towards satisfying the Company's Stock Ownership Guidelines;
- Periodically review the adequacy of the Company's Stock Ownership Guidelines and approve any proposed changes; and
- Review and approve the frequency with which the Company will conduct the advisory vote on executive compensation ("Say on Pay Votes"), taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Votes and the frequency of the Say on Pay Votes to be included in the proxy statement.



**Third Party
Advisors &
Funding**

The Committee is responsible to:

- Retain, terminate and approve the fees and other terms of a special or legal counsel (other than in-house counsel), compensation consultants or other experts or consultants, as it deems appropriate in its sole discretion (each, a "Committee Advisor");
- Oversee the work of any Committee Advisor; and
- Evaluate and consider the independence of any Committee Advisor, only after taking into consideration the following factors:
 - The provision of other services to the Company by the person that employs the Committee Advisor;
 - The amount of fees received from the Company by the person that employs the Committee Advisor, as a percentage of the total revenue of the person that employs the Committee Advisor;
 - The policies and procedures of the person that employs the Committee Advisor that are designed to prevent conflicts of interest;
 - Any business or personal relationship of the Committee Advisor with a Member;
 - Any stock of the Company owned by the Committee Advisor; and
 - Any business or personal relationship of the Committee Advisor or the person employing the Committee Advisor with an Executive Officer of the Company.

Notwithstanding the foregoing, the Committee is not required to conduct the independence assessment described above for a Committee Advisor that acts in a role limited to (1) consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of Executive Officers or directors of the Company and that is generally available to all salaried employees, and/or (2) providing information that either is not customized for the Company



or that is customized based on parameters that are not developed by the Committee Advisor, and about which the Committee Advisor does not provide advice.

The Company shall provide for appropriate funding, as determined by the Committee, for payment of (1) reasonable compensation to any Committee Advisor, including any compensation consultants engaged by the Committee whose employ is deemed necessary or appropriate by the Committee to carry out its duties (which Committee Advisor the Committee is empowered to engage without further action by the Board), and (2) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee is empowered, without any further action by the Board, to cause the Company to pay any such compensation and administrative expenses.

Reporting

The Committee is responsible to:

- If Compensation Discussion and Analysis ("CD&A") disclosure is required to be included in the Company's annual meeting proxy statement or annual report on Form 10-K ("Form 10-K"), (1) review and discuss the CD&A and related executive compensation information with the Company's Executive Officers, (2) suggest revisions as the Committee deems appropriate, (3) recommend to the Board that the draft CD&A (as revised) be approved for inclusion in the annual meeting proxy statement or Form 10-K, and (4) work with management, and consultants if necessary, to produce the compensation committee report required to be included in the annual meeting proxy statement or Form 10-K;
- Review, if and where necessary in the annual meeting proxy statement of the Company or the Company's Form 10-K, the annual report on Executive Officer compensation described in Item 407(e)(5) of Regulation S-K;
- Review any other compensation committee-related disclosure in the Company's filings with the SEC or otherwise, that are required by the Exchange Act, Nasdaq or any other applicable securities laws, rules or regulations; and
- Report to the Board, as appropriate.



**General
 Compensation
 and Benefit Plans**

The Committee is responsible to:

- Oversee the Company's compensation programs and employee benefit plans and practices, including without limitation the Company's health & welfare benefits and severance pay decisions;
- Annually, receive reports on the Company's employee benefit plans, including but not limited to any Internal Revenue Code Section 401(k) plan, supplemental employee retirement plan, deferred compensation plans, employee stock purchase plan, health & welfare plans and severance benefits, and make recommendations to the Board in accordance with the requirements of the governing plan documents; provided that the Committee is not intended to have any discretionary authority over the management of the plan assets or the administration of the plans that would cause the Committee to be considered a fiduciary under the Employee Retirement Income Security Act of 1974. Day-to-day administration of the plans, including the preparation and filing of all government reports and the preparation and delivery of all required employee materials and communications (such as the disclosure of information about plan fees, expenses and investment options to participants and beneficiaries in Section 401(k) and other types of defined contribution plans, if investments are participant-directed), is the sole responsibility of management as overseen by the applicable plan administrator;
- Oversee and receive periodic reports from the Pathward, National Association 401(k) Plan Committee; and
- Report to the Board, as appropriate.

6.0 Review Schedule

Evaluations

The Committee shall annually review and evaluate its own performance.

**Charter
 Review**

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for consideration and approval.