

MoneyLion Inc.

Compensation Committee Charter

Updated as of October 30, 2023

Purpose and Scope

The Compensation Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of MoneyLion Inc. (the “**Company**”) to discharge the responsibilities set forth in this charter. The Committee shall have the authority and membership and shall operate according to the procedures provided in this charter.

Membership

The Committee shall consist of at least three members, comprised solely of directors deemed by the Board to be independent and who meet the independence requirements of the New York Stock Exchange. In addition, the Board may require that members must also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

Responsibilities

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s officers and its outside advisors, to the fullest extent permitted by law. In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

Executive Compensation

- The Compensation Committee shall review and approve the compensation of the Chief Executive Officer and each of the Company’s other officers. In reviewing and approving officer compensation, the Committee shall, among other things:
 - identify, review and approve corporate goals and objectives relevant to officer compensation;
 - evaluate each officer’s performance in light of such goals and objectives and determine each officer’s compensation based on such evaluation, including such other factors as the Committee deems appropriate and in the best interests of the Company;
 - determine any long-term incentive component of each officer’s compensation; and
 - review and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the Chief Executive Officer and other officers.

Compensation Policies and Plans

- In consultation with management, the Committee shall establish policies for the Company's incentive-compensation and equity-based plans for non-executive employees. The Committee shall also oversee the development and implementation of non-executive employee compensation programs in accordance with applicable policies, including approving any new equity-based plans or any material changes to an existing plan.
- The Committee shall review and evaluate the Company's executive compensation and benefits policies generally (subject, if applicable, to stockholder approval), including the review and recommendation of any incentive-compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of officers and other employees of the Company and any other factors that it deems appropriate.
- The Committee shall have the authority to administer the Company's incentive-compensation and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.
- The Committee shall have the authority to establish any clawback or recoupment arrangements or policies of the Company and shall be responsible for administering the reduction, cancellation, forfeiture or recoupment of any incentive compensation (including cash or equity or equity-based compensation).

Director Compensation

- The Committee shall review and approve compensation (including equity-based compensation) for the Company's directors in accordance with the Company's Corporate Governance Guidelines. In so reviewing and approving director compensation, the Committee shall:
 - identify corporate goals and objectives relevant to director compensation;
 - periodically review and assess the Company's Outside Director Compensation Program and recommend any proposed changes to the Board for approval; and
 - evaluate the performance of the Board in light of such goals and objectives and set director compensation, including any long-term incentive component, based on such evaluation and such other factors as the Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

Disclosure and Risk Management

- The Committee shall prepare the Compensation Committee Report required by SEC rules to be included in the Company's annual proxy statement or Form 10-K, and the Committee shall review and discuss the Company's Compensation Disclosure and Analysis as required by SEC rules ("CD&A") with management and provide a recommendation to the Board regarding the inclusion of the CD&A within the Company's annual proxy statement or Form 10-K, as applicable.
- The Committee shall review the Company's incentive-compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

Reporting to the Board

- The Committee shall report to the Board periodically.

- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Nominating and Corporate Governance Committee for approval.

Risk Assessment

- The Committee shall review and assess risks arising from the Company's employee compensation policies and practices and whether any such risks are reasonably likely to have a material adverse effect on the Company.

Authority and Delegations

The Committee has the sole authority to retain or obtain the advice of a compensation consultant, special legal counsel or other adviser and shall be directly responsible for the appointment, compensation and oversight of the work of any such adviser retained by the Committee. The Committee has sole authority to approve all such advisers' fees and other retention terms. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of reasonable compensation to any adviser retained by the Committee. The Committee may select such advisers, or receive advice from any other adviser, only after taking into consideration all factors relevant to that person's independence from management, including those independence factors enumerated by the New York Stock Exchange rules. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

The Committee also has sole authority to terminate any advisers retained.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems it appropriate and in the best interests of the Company. Subject to applicable law, rules and regulations and the organizational documents of the Company, the Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more officers of the Company and, in connection therewith, may delegate to one or more officers of the Company the authority to make grants and awards or options to any non-Section 16 officer of the Company under such of the Company's incentive-compensation or other equity-based plans as the Committee deems appropriate and in accordance with the terms of such plans.

Procedures

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter.

No officer should attend that portion of any meeting where such executive's performance or compensation is discussed, unless specifically invited by the Committee.