

PARTY CITY HOLDCO INC. COMPENSATION

COMMITTEE CHARTER

April 1, 2024

The Board of Directors (the “Board”) of Party City Holdco Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Compensation Committee (the “Committee”) as described below, subject to amendment by the Board from time to time.

Statement of Purpose

The primary purpose of the Committee is to: (i) oversee the Company’s compensation philosophy generally; (ii) seek to ensure that compensation programs and policies are reasonable in light of the Company’s business and strategy, as well as to enable the Company to attract, motivate and retain qualified personnel; and (iii) determine (or recommend to the Board, which shall determine) the compensation of the Board, the Company’s Chief Executive Officer (“CEO”), and any other person who is a member of the Company’s Executive Leadership Team including, as applicable and without limitation, the Company’s Chief Financial Officer, the Company’s President, the Company’s Chief Commercial Officer, the Company’s Senior Vice-Presidents, and any other member of senior management that is otherwise determined by the Committee or the Board to be within the Committee’s oversight function (each, an “Executive Officer”).

Organization

The Committee will be comprised of three or more directors as determined by the Board. The members of the Committee will be elected by the Board annually to serve until their successors are elected, or until their earlier resignation, removal or death. An affirmative vote of the Board may remove members from such Committee, with or without cause. The Board will designate the Committee chairperson. In the absence of the chairperson, the members present at a meeting may appoint an acting chairperson for such meeting.

Operating Principles

In fulfilling its functions and responsibilities, the Committee should give due consideration to the following operating principles and processes:

1. Communication. Regular and meaningful contact throughout the year with the Chairperson of the Board, other committee chairpersons, members of senior management (including but not limited to Executive Officers) and other key Committee advisors, as applicable, is viewed as important for strengthening the Committee’s knowledge of sound compensation and human resources policies and practices.
2. Committee Expectations and Information Needs. The Committee should communicate to the CEO the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.
3. Meeting Agendas. The Committee meeting agendas shall be the responsibility of the Committee chairperson with input from the Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.

4. Committee Meeting Attendees. The Committee shall be authorized to request members of senior management and outside advisors to participate in Committee meetings.
5. Reporting to the Board of Directors. The Committee and any subcommittee thereof shall maintain the minutes of meetings and, through the Committee chairperson, may report all material activities of the Committee to the Board from time to time or whenever so requested by the Board. In addition, approved minutes from Committee and subcommittee meetings and any unanimous written consents should be distributed to each Board member prior to the next regular Board meeting.

Duties and Responsibilities

The Committee has the following responsibilities and duties:

1. Executive Officer Compensation. The Committee shall annually review and approve individual and corporate goals and objectives relevant to Executive Officer compensation and shall annually evaluate the performance of Executive Officers in light of those goals and objectives. Based on this evaluation, the Committee shall approve or, in its discretion or as directed by the Board, recommend for approval by the Board, the annual target compensation of such persons, including salary, bonus and non-equity-based incentive compensation, deferred compensation, perquisites, equity compensation, and any other forms of executive compensation of each Executive Officer.
2. Market Data. The Committee shall review peer company, survey and general market compensation practices and trends, from time to time in the Committee's discretion, to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs; provided, however, that the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid. The Committee shall also periodically review and approve the companies included in the compensation peer group based on criteria the Committee deems appropriate.
3. Employment Agreements and Offer Letters; Change in Control; Payments Upon Termination of Employment. The Committee shall approve or, in its discretion or as directed by the Board, recommend for approval by the Board, for each Executive Officer, any employment agreement, offer letter, and severance or other payments and benefits provided upon a change in control or retirement, severance or other termination of employment, and any amendments thereof.
4. Plan Recommendations and Approvals. The Committee shall make recommendations to the Board regarding the adoption, amendment and termination of new equity-based incentive plans. The Committee shall approve, modify or amend all non-equity-based incentive plans that Executive Officers participate in. The Committee shall also have the authority to administer the Company's existing non-equity-based incentive compensation plans, as they relate to Executive Officers, and, if so delegated by the Board in the plan or otherwise, equity-based plans, including reviewing and approving equity award grants.
5. Non-Employee Director Compensation. The Committee shall review and recommend to the Board the compensation paid to non-employee Directors for their service on the Board and on its committees. In making its recommendations, the Committee shall give due consideration as to what is customary compensation for directors of comparable companies and any other factors it deems consistent with the policies and principles set forth in this Charter and the Company's Corporate Governance Guidelines.

6. Risk and Compensation. The Committee shall periodically review the potential risk to the Company from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary and excessive risk taking. The Committee shall review and recommend changes to the Board regarding compensation risk mitigation measures, including but not limited to clawback policies allowing the Company to recoup incentive compensation paid to Executive Officers, and hedging and pledging policies.
7. Other Compensation and Benefits Plans (Non-Executive; Non-Director). The Committee shall review and approve the general design and terms of any significant compensation and benefits plans for employees generally, including as relevant: incentive compensation, bonus programs, profit sharing goals and payouts and the introduction, approval or material modification of health, welfare and retirement plans or other material employee perquisite plans.
8. Human Resources Policies. The Committee shall periodically review the Company's significant policies, practices and procedures concerning human resource related matters, including but not limited to, talent acquisition, succession planning, talent development and training, employee engagement, corporate culture and diversity, equity, inclusion.
9. Generally. The Committee shall review such other matters as the Board or the Committee shall deem appropriate. The foregoing duties and responsibilities will serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also have such powers as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities.

Procedures and Administration

1. Meetings. The Committee shall hold regularly scheduled meetings, with a goal of holding four (4) regularly scheduled meetings per calendar year, and such special meetings as circumstances dictate and, to the extent practicable, in conjunction with the regularly scheduled Board meetings. The Committee shall report regularly to the Board on its activities. The Committee shall fix its own rules of procedure, subject to this Charter, the Company's governing documents and applicable law; provided, it shall follow the Board's rules of procedure if not otherwise fixed by the Committee.
2. Action. A majority of regular members then serving on the Committee shall constitute a quorum. Action may be taken by the Committee (or any subcommittee of the Committee) upon the affirmative vote of a majority of the members of the Committee (or subcommittee). Action may be taken by the Committee (or any subcommittee of the Committee) without a meeting if all of the members of the Committee (or subcommittee) indicate their approval thereof in writing.
3. Notice. Any member of the Committee may call a meeting of the Committee upon due notice to each other member at least twenty-four hours prior to the meeting (provided that participation in any meeting shall be deemed to constitute waiver of any deficiency in such notice).
4. Charter. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
5. Authority and Resources of the Committee. The Committee has the authority, in its sole discretion, to appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation

consultant's or other adviser's fees and other retention terms, to oversee the work of and to terminate such compensation consultant or other adviser, and the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee. Such funding will be provided by the Company and determined by the Committee. Before selecting or obtaining the advice of a compensation consultant or other adviser (other than in-house legal counsel), the Committee may consider all factors relevant to the independence of such consultant or adviser from management, including any applicable laws, rules or regulations.

6. Subcommittees and Delegation. The Committee shall have the authority to delegate to subcommittees of the Committee any responsibilities of the full Committee. The Committee shall also have to the authority to form committees comprised of members of the Company's management and to delegate to such committees as well as other persons (including, but not limited to, members of the Company's management) such tasks and responsibilities as it deems appropriate, in each case, not inconsistent with applicable law. To the extent permitted by applicable law, the Committee may also delegate to one or more Executive Officers of the Company the authority, within guidelines established by the Board or the Committee, to approve equity compensation awards under established equity compensation plans of the Company to employees and other service providers other than Executive Officers. The Committee may also delegate any non-discretionary administrative authority under Company compensation and benefit plans consistent with any limitations specified in the applicable plans.
7. Expenses. The Committee is empowered, without further action by the Board, to cause the Company to pay the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.