

**Freedom Holding Corp.**  
A Nevada Corporation  
(the “Company”)

**Risk Committee Charter**

This Charter was adopted by the Board of Directors (the “Board”) of the Company on August 17, 2021.

**A. Purpose**

The purpose of the Risk Committee (the “Committee”) shall be to assist the Board in its oversight and monitoring of the Company’s senior management and risk managers in carrying out of their responsibilities for enterprise risk management activities, including the following responsibilities:

- The financial management of the Company and its subsidiaries;
- Defining the risk profile of the Company, including identifying and assessing the risks facing the Company and its subsidiaries;
- Managing the financial risk and return of the Company;
- Compliance with legal and regulatory requirements;
- The Company’s strategic planning, including reviewing material strategic transactions and potential material investments by the Company in, or in the Company by, third parties.

**B. Structure and Membership**

1. Number, Composition. The Committee shall consist of at least three members of the Board (each, a “member”).
2. Independence. A majority of the Committee shall be “independent” according to the standards of the NASDAQ Stock Market and the Company (to the extent the Company maintains requirements that are more stringent).
3. Chair. The Chair of the Committee shall be designated by the Board upon consideration of the Board’s Nominating and Governance Committee’s (the “Governance Committee”) recommendation.
4. Selection and Removal. The Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly-created positions occur or are about to occur. Committee members shall be appointed by the Board annually and may be removed by the Board at any time, with or without cause.

Funding. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of (i) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties and responsibilities and (ii) compensation to legal, risk and other advisors retained by the Committee.

## C. Authority and Responsibilities

### General

The Committee members shall discharge their responsibilities and shall assess the information provided by the Company's management, in accordance with the same standards of duty and care as they do as members of the Board. In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is authorized to undertake, and has responsibility for, the following areas relating to the Company and its subsidiaries.

### Oversight of Financial Management

1. Capital, Liquidity and Funding Planning. The Committee is responsible for overseeing and reviewing with senior management the Company's capital planning process, its capital position, its capital adequacy and structure. Specific responsibilities of the Committee include:
  - a. ongoing (at least quarterly) review of consolidated capital, liquidity, and funding strategy and planning and steps management has taken to manage capital, liquidity and reporting, including projections and comparisons of the Company's position to internal targets, benchmarks and limits (established risk methodologies, including liquidity risk tolerance);
  - b. ongoing review of the Company's significant capital expenditures;
  - c. oversight and review of the Company's capital structure and financing requirements;
  - d. oversight and review of the Company's and its brokerage and bank subsidiaries' regulatory capital, leverage ratios and similar measures of capital adequacy as measured against the Company's risk appetite; and
2. Policies. The Committee is responsible for overseeing and reviewing with senior management certain policies related to the financial management of the Company and its subsidiaries and overseeing the Company's implementation of such policies. These policies include:
  - a. the Company's policies relating to capital, funding, liquidity, and funds transfer risk;
  - b. the Company's asset and liability management and cash management policies; and
  - c. the Company's dividend policy. Related to the review of the Company's dividend policy, the Committee is also responsible for overseeing any potential common stock repurchase programs and stock splits.
3. Funding and Liquidity. The Committee is responsible for overseeing and reviewing at least annually with senior management the Company's funding and liquidity requirements and contingency funding plan. As part of this function, the Committee shall review with senior management the Company's issuance of equity securities, debt securities, promissory notes, commercial paper, guarantees, keep-well and support agreements or other similar securities or instruments (or any programs relating to the foregoing), the entering into of repurchase and reverse repurchase agreements, borrowing facilities, loan agreements, letter of credit facilities, collateral security or pledge agreements and other arrangements with banks and other lenders and similar or related transactions, above any levels specified by the Board.

## **Risk Profile and Oversight**

1. **Risk Management Function.** The Committee shall oversee senior management's establishment of an independent enterprise-wide risk management ("ERM") framework. The Committee is responsible for overseeing the Company's risk management function, such that senior management is properly positioned, staffed and resourced, and that senior management carries out its risk management responsibilities effectively.
2. **Risk Profile.** The Committee shall oversee and work with the Company's Chief Risk Officer, the Company's General Counsel or his or her designee (or another officer of the Company, if the General Counsel or his or her designee is unavailable), the Company's Chief Compliance Officer, when designated and outside legal counsel and regulatory consultants as needed, to recommend a risk profile of the Company to the Board for its approval. In defining the Company's risk profile, the Committee shall consider with senior management the Company's risk capacity, risk appetite, global risk limits, current risk profile, risk exceptions and remediation protocols.
3. **Risk Elements.** The Committee shall review and monitor with senior management the Company's business's financial risk through the review of interest rate sensitivity, liquidity ratios, capital adequacy, market risk exposure and funding mix.
4. **Policies.** The Committee shall oversee and review with senior management the Company's ERM charter, policies and procedures for assessing and managing exposure to, and shall provide oversight of the Company's management of operational risk, credit risk, market risk, interest rate risk, investment risk and liquidity risk, including the framework for counterparty credit risk management and trading limits.
5. **Legal and Compliance.** The Committee shall receive and oversee the report of the Chief Compliance Officer or, prior to the appointment of the Chief Compliance Officer, the Company's General Counsel or his or her designee (or another officer of the Company, if the General Counsel or his or her designee is unavailable), that is provided, at least quarterly, to the Board regarding the Company's overall state of compliance. Such report shall address the overall level of compliance risk facing the entire Company and trend data, as well as the current status of the Company's compliance oversight program, including a summary of significant projects and other items being conducted and monitored by the Company's compliance organization. The report shall also include the results of any monitoring and testing activities and shall discuss whether and reasons the Company's resources and training activities are sufficient. The Company's General Counsel or his or her designee (or another officer of the Company, if the General Counsel or his or her designee is unavailable), shall review periodically and not less than quarterly, any other legal and regulatory matters that may have a material impact on the Company's compliance policies and programs.
6. **Business Continuity Plan.** The Committee shall review the Company's Business Continuity Plan and related critical processes and applications.

## **Strategic Matters and Investments**

1. **Strategic Plan.** The Committee shall oversee senior management's establishment of the Company's overall strategic planning process and alignment of the Company's risk profile with its strategic plan, goals and objectives, which shall be recommended to the Board for their review and approval. Senior management will monitor and provide periodic reports to the Committee

and/or the Board, as appropriate, regarding management's implementation of the strategic plan. The Committee shall review and make recommendations with respect to any new business initiatives or strategies that face significant and material risk or deviations from the strategic plan.

2. Strategic Transactions. The Committee shall review any material strategic transactions, principal investments or dispositions (other than the acquisition or disposition of liquid or publicly traded securities in the normal course of business) where the aggregate amount of consideration to be paid or received exceeds any levels specified by the Board.
3. Proposed Investments. The Committee shall review all proposed material investments by the Company in, or in the Company by, third parties in the Company and/or its securities.
4. Policies. The Committee shall review the Company's policies governing strategic transactions, principal investments and dispositions of assets.

#### **D. Procedures and Administration**

1. Meetings. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings, shall set meeting agendas consistent with this Charter and shall, when present, preside at all meetings of the Committee. Meetings may be conducted by teleconference. In lieu of a meeting, the Committee may also act by unanimous written consent. The Committee shall designate a person (who need not be a member of the Committee) to keep minutes of its meetings. The minutes shall be retained by the Corporate Secretary of the Company.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this Charter, provided that the Committee shall meet at least quarterly. The Chairman and Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, Chief Compliance Officer and head of the Internal Audit department shall generally attend all regularly scheduled quarterly meetings of the Committee.

Special meetings of the Committee may be held from time to time pursuant to the call of the Chair of the Committee. The Committee shall meet, as deemed necessary and appropriate, with management, including the various risk managers, compliance officers and Chief Financial Officer, in separate executive sessions.

The Committee shall receive information and participate in informal meetings and briefings with management, including the Chief Executive, Chief Financial Officer, Chief Legal Officer, Chief Compliance Officer and Internal Audit Director, as necessary and appropriate between formal meetings of the Committee. Such briefings and informal meetings may be through the Committee Chair or individual Committee members, as appropriate.

The Committee, or the Chair or other individual committee members, may meet with regulators as requested or when determined appropriate, regarding matters applicable to the mandate of the Committee.

2. Quorum. A majority of the Committee members in office shall constitute a quorum at any meeting but a less number may adjourn any meeting, from time to time. If a quorum is present, the Committee may take action through the vote of a majority of the directors who are in attendance.

3. Subcommittees. The Committee may, to the fullest extent permitted by applicable law or regulation, form and delegate its authority to subcommittees of the Committee when it deems appropriate and in the best interests of the Company.
4. Reporting to the Board. The Committee shall report to the Board regularly, and not less than quarterly. Any reports shall include recommendations or issues that arise with respect to the Company's financial affairs, risk management, capital adequacy, risk profile, compliance with legal/regulatory requirements, strategic plan, potential material strategic transactions or significant principal investments, dispositions of material assets or third-party investments in or by the Company, and any other matter that the Committee deems appropriate or is requested to be included by the Board.
5. Charter. The Committee shall periodically review and assess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
6. Independent Advisors. The Committee has the authority (without seeking Board or management approval) to select, retain and terminate special risk management, legal, financial, accounting, audit or other professional advisors ("Advisors") to assist the Committee in performing its responsibilities under this Charter. Such retention shall be coordinated by the Committee Chair with the assistance of the General Counsel of the Company. For purposes of clarification, this authority excludes selecting, retaining and terminating the Company's registered public accounting firm. The Company shall be responsible for all costs and expenses incurred by the Advisors retained by the Committee; provided, that the Committee reviews and approves all invoices of the Advisors prior to their submission to the Company for payment.
7. Access to Company Employees and Advisors. In addition to the above, the Committee shall have full, free and unrestricted access to the Company's or any subsidiaries' management, officers, employees, outside counsel and independent auditors to assist the Committee in performing its duties under this Charter and the Committee may, upon reasonable notice, require the Company's management, officers, employees, outside counsel and independent auditors to meet with one or more of the Committee's Advisors. In performing its functions, the Committee is entitled to rely on the findings of fact, advice, reports and opinions of its Advisors and of management as well as any legal, accounting or other advisors retained by the Company.
8. Annual Self-Evaluation. At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
9. Recommendations to the Board. The Committee shall make recommendations to the Board based on its conclusions, oversight and review or, if power to do so is delegated by the Board, the Committee shall approve matters within such delegation of authority.

#### **E. Limitations Inherent in the Committee's Role**

It is not the duty of the Committee but rather the responsibility of the Chief Executive Officer of the Company and the Company's senior management to identify and assess the Company's exposure to risk. The Committee, however, shall meet with the Chief Risk Officer and Chief Compliance Officer at least quarterly to review the Company's risk management, compliance activities and potential risk exposures. While the Committee is responsible for overseeing the risk management function, including reviewing with management the guidelines and policies that govern the process by which risk assessment and risk management is undertaken, it is not the sole or primary body responsible for ensuring that the Company's risk management function is carried out efficiently and effectively.

## Annex A

### Risk Definitions and Descriptions

“Enterprise risk management is a process, effected by an entity’s board of directors, management and other personnel, applied in strategy setting and across the enterprise, designed to identify potential events that may affect the entity, and manage risk to be within its risk appetite, to provide reasonable assurance regarding the achievement of entity objectives” (COSO, Enterprise Risk Management—Integrated Framework, 2004).

There are numerous ways to describe and categorize business risk. Basel III, the international regulatory accord aimed mitigate risk in the banking sector, identifies four main types of risk. The U.S. Office of the Comptroller of Currency has defined nine categories of risk for financial institutions supervision. COSO, a committee sponsored by leading accounting and auditing associations issued a risk framework in 2004, which was updated in 2017. Risk categories are not mutually exclusive; any product, service or activity might expose the company to multiple types of risk with diverse consequences. The following is a description of some commonly identified risk categories found in the financial services sector:

**Compliance Risk:** the risk to earnings or capital arising from violations of, or non-conformance with, laws, rules, regulations, prescribed practices, or ethical standards. Compliance risk also arises in situations where the laws or rules governing certain company products or activities of the company’s clients may be ambiguous or untested. Compliance risk exposes the company to fines, civil money penalties, payment of damages, loss of market listing, and voiding of contracts. Compliance risk can lead to a diminished reputation, reduced brand franchise value, limited business opportunities, lessened expansion potential, and weaken contract enforceability.

Compliance risk is often overlooked as it blends into operational risk and transaction processing. A portion of this risk is sometimes referred to as legal risk. This is not limited solely to risk from failure to comply with consumer protection laws; it encompasses all laws as well as prudent ethical standards and contractual obligations.

**Concentration Risk:** any single exposure or group of similar exposures (e. g., to the same borrower or counterparty, suppliers, significant customer, including protection providers, geographic area, industry or other risk factors) with the potential to produce (i) losses large enough (relative to the firm’s earnings, capital, total assets or overall risk level) to threaten a the firm’s creditworthiness or ability to maintain its core operations or (ii) a material change in a bank’s risk profile. Risk concentrations should be analyzed on both the consolidated holding company level and at the subsidiary level to be assured that what may appear immaterial at the consolidated level, will not threaten the viability of the subsidiary organization.

**Credit Risk:** risk that a deterioration in the financial condition of a borrower will cause the asset value to decrease or be nullified. Country risk and settlement risk are included in this category.

**Counterparty credit risk:** the default risk as well as credit migration risk of the counterparty reflected in mark-to-market losses on the expected counterparty risk.

**Credit concentration risk:** the risk as a distribution of exposures to a few customers and trading partners where potential default by a relatively small group of counterparties or large individual counterparties is driven by a common underlying cause. This includes concentration of borrowers, concentration by economic sector, concentration of counterparties in trading activities, etc.

**Country risk:** (aka, transfer risk, sovereign risk, collectible debtor risk) risk refers to potential losses that may be generated by an economic, political, etc. event that occurs in a specific

country, where the event can be controlled by that country, i.e., by its Government, but not by the credit grantor/investor.

**Data Risk**: risk that incorrect data will be fed into a decision-making process (relating it to execution risk) and even if there is no deliberate misreporting, data may be entered incorrectly or fill-in codes may be used when information is not available. Data risk cuts across execution, delivery and process risk, as well as client risk. A separate issue arises during data analysis when data is not clean or current, e.g., a single individual has several records in his or her name. This can skew any analysis carried out if duplicates are not removed or consolidated. Data risk might also extend to failures to collect and store relevant data, cumbersome data retrieval systems and even failure to use data to make needed measurements and informed strategic and business decisions.

**Legal Risk**: the risk arising from poorly drafted legal documents within an organization. It extends to policy documents that form legal agreements between firms and policyholders. It can be linked to regulatory risk since ambiguities in legal contracts may ultimately be dealt with by courts. Legal risk also includes exposure to fines, penalties or damages resulting from supervisory actions and private actions. Therefore, it cuts across a range of risks, including employment and client risks.

**Liquidity Risk**: the risk arising from the possibility that a company might not hold sufficient assets in liquid form, either cash or deposits that can be converted to cash at very short notice, to be able to meet the demands of its customers for immediate withdrawal of their funds.

**Funding Risk**: the inability to obtain funds to meet cash flow obligations. For brokerages and banks, funding liquidity risk is crucial and it arises from the need to replenish net outflows due to unanticipated withdrawal/ non-renewal of deposits (wholesale and retail).

**Time Risk**: risk arises from the need to compensate for non-receipt of expected inflows of funds i.e., performing assets turning into non-performing assets.

**Call Risk**: risk that arises due to crystallization of contingent liabilities. It may also arise when a company is not able to undertake profitable business opportunities when it arises or has difficulty accessing markets or products at the required time, price or volume.

**Market Risk**: the risk arising from market-making, dealing, and position-taking activities and the fluctuations of market prices or market rates that adversely affect the Company's investments in debt and equity securities and thus fail to deliver the value or the returns expected. The primary accounts affected by market risk are those which are revalued for financial presentation (e.g., trading accounts for securities, derivatives, and foreign exchange products). Market risk includes:

**Equity Risk**; risk associated with the values of the stock prices, stock indices and the associated volatility interest rate risk (cap or mismatch risk, basis risk, embedded option risk, yield curve risk, price risk, reinvestment risk, net interest position risk);

**Interest Rate Risk**: the possibility that market interest rates might increase, obliging the Company to pay higher interest on borrowings, while the interest received from borrowers remains unchanged for loans with interest rates that the bank cannot alter immediately; and

**Currency Risk**: the risk of losses involved due to movements in the foreign exchange rates and is faced by the Company as it holds assets and liabilities in different currencies.

**Model Risk**: risk that the financial and business models used to assess risk, determine trades or otherwise help make financial or business decisions are flawed. The flaws can be in the structure of a

model, which may be overly simplistic or otherwise unrealistic, or it can be in the choice of parameters used for an otherwise sound model. Model risk may also relate to the incorrect translation of model from theory into code, policy or process, although this can also be thought of as an aspect of technology risk or strategy risk since it assumes that the model itself is sound.

Model risk can be mitigated by making sure there is a rigorous documented process for model coding together with a clear audit trail. It is also important to ensure that all models are designed for the situations in which they are used or that there is a sound reason for putting a model to another use. For example, a model may give reasonable estimates of the expected returns from a strategy and the range of results that can be expected in normal market conditions, but it might be very poor at predicting the range of adverse outcomes that may occur in stressed markets.

**Operational Risk**: the risks that affect an enterprise's ability to execute its strategic plan, earnings and capital associated with the operations of the Company. This risk is a function of quality operating processes, internal controls, information systems, human error, employee integrity, training and retention. This also includes the risks involved due to some external causes i.e., cyber-attacks, civil disorder and natural disasters. Common subtypes are:

**Internal Fraud**: includes misappropriation of assets, tax evasion, intentional mismarking of positions, bribery, corruption, etc.

**External Fraud**: includes theft of information, hacking, third-party theft, or forgery, etc.

**Employment Practices and Workplace Safety**: includes employee recognition, discrimination, compensation schemas, employee training, employee health and safety, etc.

**Clients and Business Practice**: includes market manipulation, account churning, improper trading, antitrust, fiduciary breaches, etc.

**Damage to Physical Assets**: includes natural disasters, terrorism, vandalism, etc.

**Business Disruption and Systems Failure**: include utility disruptions, software failures, hardware failures, etc.

**Execution, Delivery, and Process Management**: includes data entry errors, accounting errors, failed mandatory reporting, negligent loss of client assets, etc.

**Project Risk**: is an umbrella term covering all the various operational risks in the context of a project. In the case of financial institutions, such projects may include the creation of new investment products or creation of physical assets, such as property development for investment purposes or a new head-office building, the purchase of a new computer system for the institution, establishing a new department or integrating an acquisition.

**Reputational Risk**: arises from negative perception on the part of customers, counterparties, shareholders, investors, debtholders, market analysts, other relevant parties or regulators that can adversely affect a company's ability to maintain existing or establish new business relationships and continued access to sources of funding and is why financial services companies have the responsibility to exercise an abundance of caution in dealing with their customers and community. Also, this risk can expose the company to litigation, regulatory investigations, and financial loss.



Reputational risk is multidimensional and reflects the perception of other market participants. For example, a loss of data—potentially a technology risk—can result in a loss of client confidence due to reputational damage. Similarly, repeated delays in claim payments by an insurance company is likely to be a process risk, but the subsequent loss of business due to a loss of confidence in the firm’s brand is a reputational issue. Furthermore, reputational risk exists throughout an enterprise from C-suite management to client facing frontline employees and exposure to reputational risk is essentially a function of the strength and adequacy of the company’s culture, internal risk management processes, as well as the manner and efficiency with which management responds to external influencers.

**Strategy Risk:** is potential for loss caused by failures in business strategy, strategy plan performance, business objectives, or business operating model. A strategic risk undermines the value proposition which attracts customers and generates profits.