

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

TRANSACTIONS COMMITTEE CHARTER

This Charter was adopted by the Board of Directors (the “Board”) of the Company on September 13, 2023.

PURPOSE

The Transactions Committee (the “Committee”) is appointed by the Board of the Company to review and assess, and assist the Board in reviewing and assessing, potential strategic acquisitions, divestitures and investments and related strategies.

For purposes of this Charter, the “Company” includes Freedom Holding Corp. and its direct or indirect subsidiaries.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than [two][three] members of the Board.

The members of the Committee shall be appointed, replaced and removed, from time to time, by the Board. One member of the Committee shall be appointed as Committee Chairperson by the Board. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board.

The Committee may form subcommittees and delegate authority to such subcommittees or to individuals when it deems appropriate and when consistent with the By-Laws, this Charter and applicable laws, rules, regulations and the Listing Rules of the Nasdaq Stock Market LLC (“Nasdaq”).

MEETINGS AND PROCEDURES

The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Committee Chairperson shall preside at each meeting at which he or she is present. In the event the Committee Chairperson is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair to preside at such meeting.

The Committee shall have the authority to meet periodically with the Company’s management and to have such other direct and independent interaction with such persons from time to time as the members of the Committee deem necessary or appropriate. The Committee may request any officer or employee of the Company or the Company’s inside or outside legal counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Written minutes of Committee meetings shall be maintained and shall be filed with the minutes of the meetings of the Board.

A majority of the Committee members shall constitute a quorum at any meeting but a lower number may adjourn any meeting, from time to time. Any action of a majority of the members of the Committee present at any meeting at which a quorum is present shall be an action of the Committee.

Except as otherwise specified herein, the Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this Charter, any provision of the By-laws or Articles of Incorporation of the Company or any applicable law, rule, regulation or Listing Rule of Nasdaq.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

- (1) The Committee shall review and consider, with management, strategies and candidates for acquisition, divestiture and investment, as and when it deems appropriate. The Committee may also review and consider financing, significant employee retention or compensation arrangements associated with such transactions as and when it deems appropriate.
- (2) The Committee may review and consider, with management, the appointment advisors for the Company in connection with acquisition, divestiture and investment strategies and candidates, as and when it deems appropriate.
- (3) The Committee shall make recommendations to the Board regarding acquisition, divestiture and investment strategies and candidates.
- (4) The Committee shall have the authority, to the extent it deems necessary or appropriate, to engage and determine funding for advisors or third parties to assist it; provided, that, to the extent approval of the Audit Committee, the Compensation Committee or the Nominating and Governance Committee is required for engagement or services of an advisor or third party pursuant to a Charter of such committee or otherwise, such approval must also be obtained. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to such advisors and third parties, as well as funding for the payment of ordinary administrative expenses of the Committee which are necessary or appropriate in carrying out its duties.
- (5) The Committee shall monitor the progress of pending and potential strategic transactions involving the Company its businesses and its competitors.
- (6) The Committee may conduct periodic reviews of completed transactions for the purposes of evaluating the degree of success achieved, assessing the accuracy of projections and other assumptions relied upon in approving transactions, identifying the factors that differentiate more successful transactions and evaluating the strategic (technical, marketing, financial and other) contributions resulting from transactions.
- (7) The Committee shall make regular reports to the Board.

- (8) The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- (9) The Committee shall annually review its own performance. The Committee shall conduct the review in such manner as it deems appropriate.
- (10) The Committee shall perform such other duties as may be necessary or appropriate to its purpose and for the performance of its responsibilities or which may be lawfully delegated by the Board.