

Freedom Holding Corp.

Committee Charter Compensation

This Charter was adopted by the Board of Directors (the “Board”) of the Company on July 29, 2025.

A. Purposes of the Committee

The Board of Directors (the “Board”) of Freedom Holding Corp. has determined that it is in the best interest of the Company to establish the Compensation Committee (the “Committee”) for carrying out the responsibilities delegated by the Board relating to the review and determination of executive compensation. The Committee has been appointed by the Board in accordance with the terms of the By-Laws of the Company, as amended through February 4, 2019 (the “By-Laws”).

B. Structure and Membership

1. Membership. The Committee shall consist of three members of the Board. The majority of the Members of the Committee must qualify as independent directors of the Company as defined by the applicable OTC Markets Group Rules for U.S. Companies.
2. Independence. At least two Members of the Committee must qualify as “non-employee directors” for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), the Committee shall refer all actions to the Board as required to comply with Rule 16b-3.
3. Chairman. The Board shall designate a member of the Committee as the chairperson.
Subcommittees. The Board 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 Nasdaq Listing Rules.
4. Selection and Removal. The members of the Committee shall be appointed by the Board based on recommendations from the nominating and corporate governance committee of the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.
5. Compensation. Shall be determined by the Board.

C. Authority.

The Committee shall have the following authority and responsibilities:

- to review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (“**CEO**”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the

Company's CEO in past years. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("**Say on Pay Vote**") required by Section 14A of the Exchange Act. The CEO may be present during any voting or deliberations by the Committee on his or her compensation;

- to review and approve the compensation of all other executive officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote;
- to review, approve and, when appropriate, recommend to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans 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. In reviewing and approving incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote;
- to review and discuss with management the Company's Compensation Discussion and Analysis ("**CD&A**"), as may be required by Regulation S-K and the related executive compensation information, recommend that any required CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and/or proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K;
- to review, 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 CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans;
- to determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines;
- to review, approve and, when appropriate, recommend to the Board for approval, all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans;
- to 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;
- to review and recommend to the Board for approval the frequency with which the Company will conduct 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 Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement;
- to review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary;
- To oversee, in conjunction with the Nominating and Corporate Governance Committee or Board, engagement with stockholders and proxy advisory firms on executive compensation matters.

D. Term of the Committee

The term of the committee shall be 12 months (which period shall automatically be extended for additional terms of twelve months unless the Board determines that the committee has fulfilled its purposes or otherwise determines to terminate or modify the term of the Committee).

E. Procedures and Administration

1. Meetings. The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities.
2. Reports to the Board. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
3. Independent Advisors. The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

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.

4. Delegation of Authority. 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 subcommittees as the Committee may deem appropriate in its sole discretion.
5. Assistance of Company Management. 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 directors, officers and employees of the Company and its group companies shall provide to the Committee, and any of its advisors, agents, counsel and designees, such

reasonable assistance, information and materials as may be useful or helpful in the discharge of the Committee's duties.

6. Other Rules and Procedures. 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 the Articles of Incorporation of the Company or any applicable law, rule, regulation or Nasdaq Listing Rule.
7. Reliance on management. To the fullest extent permitted by law, each member of the Committee, in exercising such member's duties hereunder, shall be entitled to rely in good faith on the accuracy and completeness of the information, reports, opinions and statements provided to the Committee by officers and employees of the Company, and by advisors retained by the Company and/or the Committee.
8. Performance Evaluation. The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.
9. Charter. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.