

**Freedom Holding Corp.
Committee Charter**

Transactions Committee

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 interests of the Company to establish the Committee for the purposes herein. 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 Transaction Committee (the “Committee”) of the Board shall consist of no fewer than two members of the Board. The members of the Committee shall be appointed, replaced and removed, from time to time, by the Board. In addition, the Board may appoint members of the Company’s management to act as ex-officio non-voting members of the Committee.
2. Chairman. One member of the Committee shall be appointed as Committee Chairperson by the Board.
3. 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 Board may remove and replace members of the Committee, with or without cause. A Committee member may resign by giving written notice to the Board, and a Committee member that is a Board member may resign Committee membership without resigning from the Board.
5. Compensation. Shall be determined by the Compensation Committee and the Board.

C. Authority

1. The purpose of the Committee is:
 - to review and evaluate all material transactions, potential strategic acquisitions, divestitures, and investments and related strategies, and recapitalization requests from the Company’s subsidiary network that may involve mergers, acquisitions, joint ventures, strategic investments, or other significant corporate actions (collectively, "Transactions"), in order to ensure that these actions are in the best interests of Freedom Holding Corp. and its shareholders.
 - to approve or make recommendations to the Board regarding the approval of Transactions, based on its review and analysis.
 - to monitor execution of the Transaction following the approval to ensure that it is carried out in a manner consistent with the terms and conditions approved by the Board.

- to provide advisory support to the Board on matters related to corporate strategy, capital structure, and other financial or business initiatives that may impact Freedom Holding Corp.'s long-term growth and shareholder value.
2. The Committee has the following responsibilities:
 - 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. The Committee may review any recapitalization requests from the Company's subsidiaries.
 - 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.
 - make recommendations to the Board regarding acquisition, divestiture and investment strategies and candidates.
 - monitor the progress of pending and potential strategic transactions involving the Company its businesses and its competitors.
 - 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.
 - review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
 - annually review its own performance. The Committee shall conduct the review in such manner as it deems appropriate.
 - 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.
 - The Committee may review the status of already made decisions on a regular basis as deemed necessary in order to track the development of approved projects and initiatives. Such periodic reviews may be prepared in conjunction with the Company's designated Corporate Development and M&A team employees.
 3. 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 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.

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 as often as it determines necessary to carry out its responsibilities. In the regular course of business, the Committee's meetings are scheduled every third Tuesday of the new month. An annual schedule of meetings for the upcoming calendar year is prepared at the end of each preceding calendar year. 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. 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.
2. Meeting Minutes. Written minutes of Committee meetings shall be maintained and shall be filed with the minutes of the meetings of the Board.
3. Reports to the Board. The Committee shall report regularly to the Board on all matters with its duties and responsibilities, including all formal decisions taken.
4. Independent Advisors. The Committee is authorized, upon approval by the Board, to engage independent legal and financial advisors, accountants, valuation advisers, investment bankers, experts or other persons as to matters reasonably believed to be within the preparer's or presenter's professional or expert competence as the Committee deems necessary or appropriate to carry out its responsibilities ("Advisors"). The responsibilities of such Advisors may include, without limitation, assisting the Committee and the Company in reviewing, evaluating, analyzing, considering, addressing and negotiating issues and matters in relation to any Transaction. Such Advisors may be regular advisors to the Company who have no conflicts of interests in any such Transaction. The Committee will have reasonable access to and will have the ability to otherwise utilize the services of the Company's independent public accountants, internal auditors, internal counsel, officers, employees and financial and other advisors.
5. Assistance of the 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 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.
6. Other Rules of Procedure. 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.

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. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.

MINIMAL REQUIREMENTS FOR MATERIALS TO BE CONSIDERED BY THE COMMITTEE

All materials for the Committee's consideration are prepared in conjunction with and reviewed by the Company's designated Corporate Development and M&A team employees in order to ensure the minimal quality requirements. The Company's Corporate Development and M&A team may halt the submission of the materials for the Committee's consideration if such materials do not meet the minimal quality requirements.

Materials for the Committee must be prepared in English and submitted minimum 2 weeks in advance of the meeting in order to provide the Committee's members with enough time for review and pre-meeting questions if deemed necessary.

Depending on the type of project and applicability, below are the general content requirements for the Transactions Committee presentation materials:

- (1) **Project overview** - project overview should outline all key areas and details of the project, allowing the reader previously not involved in the project to shape the full picture of the request.
- (2) **Business rationale** - business rationale should clearly outline the reason for potential approval and implementation of the project and potential benefits stemming from the implementation to the Company.
- (3) **Investment attractiveness** - investment attractiveness should distinctly lay out key financial and investment indicators of the project calculated in the financial model of the project. Additionally, certain operational figures should be presented to enhance the understanding of the project. Where applicable, indicators should include, but not limited to: NPV, IRR, cashflows, revenue and costs, capital expenditures, financing requirements etc.
- (4) **Road map** - road map of the project should describe key development stages of the project: initiation, MVP, further development with clear financing volumes required for each stage and corresponding information.
- (5) **Risks and mitigators** - risks section should clearly state a detailed overview of any potential risks associated with the implementation of the project and mitigation steps that are or will be taken in order to minimize potential impact from the outlined risks.
- (6) **Request to Transactions Committee** - this section should state a clear and precise request to Transactions Committee for the approval of further steps.

(7) **Appendices** - appendices may include any detailed support information that enhances the understanding of the project: calculations from the financial model, sensitivity estimations, industry and market analysis, specific details regarding the project and any other relevant information.