
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 8, 2023**

FREEDOM HOLDING CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

001-33034

Commission
File Number

30-0233726

(IRS Employer
Identification No.)

“Esentai Tower” BC, Floor 7, 77/7 Al Farabi Ave., Almaty, Kazakhstan

(Address of principal executive offices)

050040

(Zip code)

+7 727 311 10 64

(Registrant’s telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered under Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	FRHC	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicated by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 11, 2023, Freedom Holding Corp. (the “Company”) received a letter (the “Non-Compliance Letter”) from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) stating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Nasdaq Listing Rule”) as a result of its failure to have timely filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (the “June 2023 10-Q”). The Non-Compliance Letter provides that, under Nasdaq rules, the Company now has 60 calendar days, or until October 10, 2023, to submit to Nasdaq a plan to regain compliance in accordance with Nasdaq’s listing requirements. If the Company’s plan is accepted, Nasdaq may grant the Company up to 180 days, or until February 5, 2024, for the Company to regain compliance. If Nasdaq does not accept the Company’s plan, the Company will have the opportunity to appeal that decision to a Nasdaq hearings panel under Nasdaq Listing Rule 5815(a). The Non-Compliance Letter has no immediate effect on the listing of the Company’s common stock on the Nasdaq Capital Market.

On August 14, 2023, the Company issued a press release regarding its receipt of the Non-Compliance Letter from Nasdaq. A copy of the press release is attached hereto as Exhibit 99.1.

As previously disclosed in the Form 12b-25 filed on August 10, 2023, the delayed filing of the Company's annual report on Form 10-K for the fiscal year ended March 31, 2023, which was filed on August 3, 2023, had the effect of decreasing the time available for the Company to prepare the June 2023 10-Q. The Company is working diligently to complete the necessary work to file the June 2023 10-Q as soon as practicable within the 60-day period to regain compliance with the Nasdaq Listing Rule.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

New Compensatory Arrangements for Chief Executive Officer, President and Chief Financial Officer

On August 8, 2023, the Company’s Compensation Committee and Board of Directors authorized and approved new compensatory arrangements for the Company’s Chief Executive Officer, Timur Turlov, the Company’s President, Askar Tashtitov, the Company’s Chief Financial Officer, Evgeny Ler, and the Company’s Chief Technology Officer, Renat Tukanov. The new compensatory arrangements were established with the intention of ensuring that the compensation of the Company’s executive officers is aligned with the Company’s strategy.

Under the compensatory arrangements:

- a. The executive officers named above will each be entitled to an increased annual rate of base salary, retroactive to April 1, 2023, as follows: Mr. Turlov’s base salary will be increased from \$1,154,299 to \$2,500,000; Mr. Tashtitov’s base salary will be increased from \$319,222 to \$1,000,000; Mr. Ler’s base salary will be increased from \$316,002 to \$1,000,000; and Mr. Tukanov’s base salary will be increased from \$144,917 to \$285,234.

- b. The Company will establish a short-term incentive plan pursuant to which Messrs. Turlov, Tashtitov, and Ler will be eligible to receive quarterly cash bonuses. The maximum quarterly bonus payable to each executive will be \$625,000 for Mr. Turlov; \$250,000 for Mr. Tashtitov; and \$250,000 for Mr. Ler.
- c. The following quarterly cash bonuses for the fiscal quarter ended on June 30, 2023 were approved based on the Compensation Committee's evaluation of the performance of the following executive officers and the Company during such fiscal quarter: \$625,000 for Mr. Turlov, \$250,000 for Mr. Tashtitov, and \$250,000 for Mr. Ler.

The salary and bonus amounts cited above are gross amounts, prior to deduction of any applicable taxes or mandatory contributions.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains “forward-looking” statements, including with respect to the Company’s anticipated filing of the June 2023 10-Q. No assurance can be given that the June 2023 10-Q will be filed within 60 days, or that Nasdaq will continue to list the Company’s common stock. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including, without limitation, those risks and uncertainties described in our annual report on Form 10-K for the fiscal year ended March 31, 2023, and our other reports and filings with SEC. Copies of these documents are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated August 14, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FREEDOM HOLDING CORP.

Date: August 14, 2023

By: /s/ Evgeniy Ler
Evgeniy Ler
Chief Financial Officer

Freedom Holding Corp. Receives Nasdaq Notification of Noncompliance with Listing Rule 5250(c)(1)

August 14, 2023 2:00 PM Eastern Standard Time

ALMATY, Kazakhstan & NEW YORK--(BUSINESS WIRE)-- Freedom Holding Corp. (hereinafter referred to as the “Company”) (Nasdaq: FRHC), a diversified multi-national financial services firm, announced today that on August 11, 2023, the Company received a letter (the “Non-Compliance Letter”) from the Listing Qualifications Department of the Nasdaq Stock Market (“Nasdaq”) stating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Nasdaq Listing Rule”) as a result of its failure to have timely filed its Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 (the “June 2023 10-Q”) with the Securities and Exchange Commission (“SEC”).

The Non-Compliance Letter provides that, under Nasdaq rules, the Company now has 60 calendar days, or until October 10, 2023, to submit to Nasdaq a plan to regain compliance in accordance with Nasdaq’s listing requirements. If the Company’s plan is accepted, Nasdaq may grant the Company up to 180 days, or until February 5, 2024, for the Company to regain compliance. If Nasdaq does not accept the Company’s plan, the Company will have the opportunity to appeal that decision to a Nasdaq hearings panel under Nasdaq Listing Rule 5815(a). The Non-Compliance Letter has no immediate effect on the listing of the Company’s common stock on the Nasdaq Capital Market.

The delayed filing of the Company's annual report on Form 10-K for the fiscal year ended March 31, 2023, which was filed on August 3, 2023, had the effect of decreasing the time available for the Company to prepare the June 2023 10-Q. The Company is working diligently to complete the necessary work to file the June 2023 10-Q and expects to file the June 2023 10-Q with the SEC as soon as practicable within the 60-day period to regain compliance with the Nasdaq Listing Rule.

Forward-Looking Statements

This press release contains “forward-looking” statements, including with respect to the Company’s anticipated filing of the June 2023 10-Q. No assurance can be given that the June 2023 10-Q will be filed within 60 days, or that Nasdaq will continue to list the Company’s common stock. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including, without limitation, those risks and uncertainties described in our annual report on Form 10-K for the fiscal year ended March 31, 2023, and our other reports and filings with SEC. Copies of these documents are available on the SEC’s website, www.sec.gov. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

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